

FEDERAL TRADE COMMISSION

Revised Jurisdictional Thresholds for Section 7A of the Clayton Act

AGENCY: Federal Trade Commission.

ACTION: Annual notice of revision.

SUMMARY: The Federal Trade Commission announces (1) the revised thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976 required by the 2000 amendment of Section 7A of the Clayton Act; and (2) the revised filing fee schedule for the same Act required by Division GG of the 2023 Consolidated Appropriations Act.

DATES: [30 DAYS AFTER PUBLICATION IN THE *FEDERAL REGISTER*]

FOR FURTHER INFORMATION CONTACT: Nora Whitehead

(nwhitehead@ftc.gov), Bureau of Competition, Premerger Notification Office, 400 7th Street SW, Washington DC 20024.

SUPPLEMENTARY INFORMATION:

This document announces updates to (1) the thresholds for the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as required by the 2000 amendment of Section 7A of the Clayton Act; and (2) the filing fee schedule for the same Act, as required by Division GG of the 2023 Consolidated Appropriations Act. Both updates are discussed in more detail below.

(1) The Jurisdictional Thresholds

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Public Law 94-435, 90 Stat. 1390 ("the Act"),

requires all persons contemplating certain mergers or acquisitions, which meet or exceed the jurisdictional thresholds in the Act, to file notification with the Commission and the Assistant Attorney General and to wait a designated period of time before consummating such transactions. Section 7A(a)(2) requires the Federal Trade Commission to revise those thresholds annually, based on the change in gross national product, in accordance with Section 8(a)(5).

The new jurisdictional thresholds, which take effect 30 days after publication in the Federal Register, are as follows:

Subsection of 7A	Original Jurisdictional Threshold	2025 Adjusted Jurisdictional Threshold
7A(a)(2)(A)	\$200 million	\$505.8 million
7A(a)(2)(B)(i)	\$50 million	\$126.4 million
7A(a)(2)(B)(i)	\$200 million	\$505.8 million
7A(a)(2)(B)(ii)(i)	\$10 million	\$25.3 million
7A(a)(2)(B)(ii)(i)	\$100 million	\$252.9 million
7A(a)(2)(B)(ii)(II)	\$10 million	\$25.3 million
7A(a)(2)(B)(ii)(II)	\$100 million	\$252.9 million
7A(a)(2)(B)(ii)(III)	\$100 million	\$252.9 million
7A(a)(2)(B)(ii)(III)	\$10 million	\$25.3 million

Any reference to the jurisdictional thresholds and related thresholds and limitation values in the HSR rules (16 CFR parts 801 through 803) and the Antitrust Improvements Act Notification and Report Form (“the HSR Form”) and its Instructions will also be adjusted, where indicated by the term “(as adjusted)”, as follows:

Original Threshold	2025 Adjusted Threshold
\$10 million	\$25.3 million
\$50 million	\$126.4 million
\$100 million	\$252.9 million

\$110 million	\$278.2 million
\$200 million	\$505.8 million
\$500 million	\$1.264 billion
\$1 billion	\$2.529 billion

(2) The Filing Fee Thresholds

Section 605 of Public Law 101–162 (15 U.S.C. 18a note) requires the Federal Trade Commission to assess and collect filing fees from persons acquiring voting securities or assets under the Act. The original filing fee thresholds are set forth in Section 605. Division GG of the 2023 Consolidated Appropriations Act, Public Law 117-328, 136 Stat. 4459, requires the Federal Trade Commission to revise these filing fee thresholds and amounts based on the percentage change in the GNP for such fiscal year compared to the GNP for the year ending September 30, 2022 (for the filing fee thresholds) and the percentage increase, if any, in the Consumer Price Index, as determined by the Department of Labor or its successor, for the year then ended over the level so established for the year ending September 30, 2022 (for the fee amounts).

Any reference to the fee thresholds and related values in the HSR rules (16 CFR Parts 801 through 803) and the HSR Form and its Instructions will also be adjusted, where indicated by the term "(as adjusted)", as follows:

Original Filing Fee	Original Applicable Size of Transaction*	2025 Adjusted Filing Fee	2025 Adjusted Applicable Size of Transaction*
\$30,000	less than \$161.5 million	\$30,000	less than \$179.4 million
\$100,000	not less than \$161.5 million but less than \$500 million	\$105,000	not less than \$179.4 million but less than \$555.5 million
\$250,000	not less than \$500 million but less than \$1 billion	\$265,000	not less than \$555.5 million but less than \$1.111 billion
\$400,000	not less than \$1 billion but less than \$2 billion	\$425,000	not less than \$1.111 billion but less than \$2.222 billion
\$800,000	not less than \$2 billion but less than \$5 billion	\$850,000	not less than \$2.222 billion but less than \$5.555 billion
\$2,250,000	\$5 billion or more	\$2,390,000	\$5.555 billion or more

* as determined under Section 7A(a)(2) of the Act

By direction of the Commission.

April Tabor,

Secretary.