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FTC Announces New HSR Thresholds

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Hughes Hubbard & Reed LLP • A New York Limited Liability Partnership
One Battery Park Plaza • New York, New York 10004-1482 • +1 (212) 837-6000

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Jan. 20, 2026 – On Jan. 16, the adjusted Hart-Scott-Rodino Act (HSR) Act reportability thresholds for 2026 were published in the Federal Register. The thresholds will go into effect on Feb. 16 and will apply to any transaction closing on or after that date. Once the new thresholds go into effect, the size-of-transaction threshold for HSR filings will increase to \$133.9 million, up from last year’s threshold of \$126.4 million.

The increase is based on the change in U.S. gross national product in 2025. The thresholds for the HSR size-of-person test also will increase. Under the new thresholds, transactions with a value of at least \$133.9 million but not more than \$535.5 million will generally only require a filing if one party has sales or assets of at least \$267.8 million and the other has sales or assets of at least \$26.8 million. For transactions valued at more than \$535.5 million, filing is required without regard to the size of the parties unless an exemption applies.

The new thresholds affecting jurisdictional requirements and certain exemptions under the HSR Act are as follows:

Original Threshold	2025 Threshold	2026 Threshold
\$10 million	\$25.3 million	\$26.8 million
\$50 million	\$126.4 million	\$133.9 million
\$100 million	\$252.9 million	\$267.8 million
\$110 million	\$278.2 million	\$294.5 million
\$200 million	\$505.8 million	\$535.5 million
\$500 million	\$1.264 billion	\$1.339 billion
\$1 billion	\$2.529 billion	\$2.678 billion

The FTC also announced updated merger filing fees for transactions subject to the HSR Act, also effective March 6.

Size of Transaction	Filing Fee
Greater than \$133.9 million to \$189.6 million	\$35,000
\$189.6 million to \$586.9 million	\$110,000
\$586.9 million to \$1.174 billion	\$275,000
\$1.174 billion to \$2.347 billion	\$440,000
\$2.347 billion to \$5.869 billion	\$875,000
\$5.869 billion or more	\$2.460 million

The FTC has not yet announced the annual revision to civil penalties. Currently, up to \$53,088 per day in civil penalties can be imposed for HSR Act violations. It is anticipated that the FTC will increase this maximum by approximately 6%. Civil penalties for HSR Act violations accumulate for each day that the HSR violation persists.

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