BERGER SINGERMAN
FLORIDA'S BUSINESS LAW FIRM

CLIENT ALERT: FINCEN'S FINAL RULE ENDS CTA REPORTING FOR U.S. COMPANIES AND U.S. PERSONS

August 21, 2026

On August 11, 2026, Treasury's Financial Crimes Enforcement Network ("FinCEN") finalized regulatory changes that eliminate ongoing Corporate Transparency Act ("CTA") beneficial ownership information ("BOI") filing duties for domestically formed companies and individuals who are U.S. persons, while trimming the disclosure scope applicable to foreign reporting companies. The rule took effect August 14, 2026.

The CTA dates back to a 2021 statute directing the vast majority of domestic and foreign business entities operating stateside to submit beneficial ownership data to FinCEN. That framework shifted in March 2025, when FinCEN issued an interim rule pausing BOI filings by domestic companies. The final rule locks in that pause permanently, broadens comparable relief to individuals who are U.S. persons, and extends relief to certain U.S.-registered foreign pooled investment vehicles.

What the Final Rule Changes

- Domestically organized companies are now permanently outside the BOI filing regime. The temporary carve-out FinCEN put in place in March 2025 has been locked in on a permanent basis, so entities formed in the United States have no further BOI filings to make.
- Individuals who are U.S. persons are relieved of any duty to hand over ownership data to a company for which they would have otherwise counted as a beneficial owner or company applicant.
- Entities organized abroad that have registered to transact business domestically can still fall within the reporting-company definition. That said, they are relieved of any duty to identify beneficial owners who are U.S. persons, and they no longer need to name the individuals (U.S. persons) who handled the entity's domestic registration filing. Their remaining disclosure obligations are limited to non-U.S. person beneficial owners and company applicants.
- Foreign-organized pooled investment vehicles that are registered here get relief too, they need not name the U.S. person who holds substantial control over the vehicle.
- The maintenance burden on FinCEN ID holders who are U.S. persons has likewise been lifted, there is no longer any need to keep that identifier's underlying information current or to fix past inaccuracies.
- FinCEN has also committed to purging BOI on file for U.S. persons, sweeping out records that are identifiable as belonging to a U.S. person, for instance, entries built around a U.S. passport or state-issued driver's license.

What Businesses and U.S. Persons Should Know

U.S. companies: No BOI filing duty remains for domestically formed businesses going forward. Companies should revisit their compliance playbooks, entity-formation checklists, and internal guidance, and wind down CTA workstreams that are no longer needed.

Foreign entities: Businesses registered to operate in the United States should not assume the CTA has gone away entirely. They should verify whether they still meet the reporting-company definition and, if so, confine their filings to what the final rule still calls for—generally, beneficial owners and company applicants who are not U.S. persons. As a general matter, a newly registered foreign reporting company has a 30-day clock, running from actual or constructive notice that its U.S. registration has gone through, to get its first BOI report on file.

U.S. persons: There is no longer any obligation to supply ownership information to a company for which an individual might otherwise have been treated as a beneficial owner or company applicant. U.S. persons holding FinCEN identifiers likewise face no further duty to refresh or correct the information tied to those identifiers.

Data purge: FinCEN has confirmed it intends to remove previously filed BOI belonging to U.S. persons, including data associated with a U.S. passport, driver's license, or similar identifying document.

What This Means Going Forward

For domestic companies and U.S. persons, the CTA/BOI compliance question is now closed absent a change in the underlying statute. Foreign reporting companies should confirm their filings are scoped correctly and retire any CTA-related processes that have become unnecessary. Businesses should keep in mind that this exemption does not touch separate BOI-related obligations that arise elsewhere, such as customer due diligence requirements imposed on certain financial institutions.

Our attorneys at Berger Singerman are well-versed in CTA compliance and can provide guidance on navigating these changes. Existing CTA clients should reach out to our CTA Task Force at info@bergersingerman.com with any questions or for further assistance. Companies that are not existing CTA clients can also contact the Task Force to discuss how these changes may affect their business and whether further assistance is needed.

Related Practices

Corporate

Related Practice Teams

Business, Finance & Tax

Related Team Member(s)

Mark Wisniewski