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The Corporate Transparency Act - Update - FinCEN Issues Final Rule Confirming Narrowed Scope of CTA

Alert

On August 11, 2026, the Financial Crimes Enforcement Network of the U.S. Department of the Treasury ("**FinCEN**") issued a final rule permanently confirming that the Corporate Transparency Act and related regulations (collectively, the "**CTA**") will not be enforced against U.S. citizens, domestic reporting companies or their beneficial owners.

What are the key changes from the March 2025 Interim Final Rule?

The final rule adopts as permanent all of the changes made by FinCEN's interim final rule issued in March 2025 (the "IFR") to the beneficial ownership information reporting requirements. Most notably, the final rule permanently removes the requirement for U.S. companies and U.S. persons to file CTA reports, leaving only the limited subset of foreign entities that are still "reporting companies" as required to reports under the CTA. This is unchanged from the March 2025 IFR, as discussed in our prior client alert.

In addition, the final rule makes two substantive changes:

- It exempts foreign companies from the requirement to report any "company applicants" (i.e., the individuals who helped them register to do business in the United States) who are U.S. persons.
- It exempts U.S. persons with FinCEN identifiers from having to update their identifier information.

FinCEN also announced that it will delete from the CTA information database any previously reported information about any individuals believed to be U.S. persons.

In addition to the final rule, FinCEN has issued Frequently Asked Questions, and will be updating guidance on FinCEN.gov to reflect the final rule.

What if I have legal questions?

Our firm has closely followed the CTA since the regulations were enacted and will continue to monitor it for any updates. If you would like assistance from our law firm, including how the CTA may affect you, please do not hesitate to contact your Windels Marx relationship lawyer or one of the following members of our Corporate and Securities Practice Group: **Charles Damato**, **Christopher Dean**, **Benjamin Fink**, **Jonathan Gray**, **Gregory Krauss**, **Jonathan Kret**, **Michael Moriarty** or **Robert Rossi**.

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