



# SHARTSIS FRIESE LLP

425 Market Street ♦ Eleventh Floor  
San Francisco, California 94105-2496

February 28, 2025

**VIA EMAIL**

To Our Investment Adviser Clients and Other Friends:

Re: Corporate Transparency Act - No Penalties for Failure to File by March 21, 2025; New Rule Forthcoming

Yesterday, the U.S. Department of the Treasury’s Financial Crimes Enforcement Network (“**FinCEN**”) announced that no fines or penalties will be issued, and no enforcement actions will be taken, against any entity that fails to file a Beneficial Ownership Information Report (“**BOIR**”) until after a forthcoming interim final rule becomes effective. The anticipated interim final rule is expected to extend BOIR filing deadlines and may change the criteria of who is required to report. FinCEN noted it will prioritize entities that pose significant law enforcement and national security risks. Previously, on February 17, 2025, the U.S. District Court for the Eastern District of Texas lifted the nationwide injunction preventing enforcement of the reporting obligations under the Corporate Transparency Act (“**CTA**”) and FinCEN then confirmed that entities subject to reporting requirements and that have not already filed must submit BOIRs by March 21, 2025. **If you have not yet filed BOIRs for your reporting entities, you may choose to file by March 21, 2025 or wait to see if the BOIR requirements change under the expected interim final rule.**

We will provide updates if material deadlines are delayed or filing obligations change.

Please contact one of the Shartsis Friese attorneys in the [Investment Funds & Advisers Group](#) if you have questions regarding the Corporate Transparency Act.

Previous letters to our investment advisory clients and friends and discussions of other topics relevant to private fund managers, investment advisers and private investment funds can be found at our insights page: [www.sflaw.com/blog/investment-funds-advisers-insights](http://www.sflaw.com/blog/investment-funds-advisers-insights).

**SHARTSIS FRIESE LLP**