

# Corporate Transparency Act Regulations: Where We Are & What's Next

Lauren A. White

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## What is the CTA?

- The Corporate Transparency Act (the “**CTA**”)
- Enacted as part of the Anti-Money Laundering Act of 2020
- Establishes reporting obligations that will require reporting companies to file a report with FinCEN identifying beneficial owners and company applicants
- Designed to primarily apply to smaller, private entities, not large or otherwise highly regulated companies
- Intended to address anonymous shell companies and money laundering activities

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## Timeline At-a-Glance



## What Entities Are "Reporting Companies"?

- Domestic entities created by the filing of a document with a secretary of state or similar office of a U.S. state or Indian tribe
- Similar foreign entities registered to do business in the United States

Includes:	Doesn't Include:
<ul style="list-style-type: none"><li>- Corporations</li><li>- Limited Liability Companies</li><li>- Limited Partnerships</li><li>- LLPs and LLLPs</li><li>- Most Business Trusts</li></ul>	<ul style="list-style-type: none"><li>- General Partnerships</li><li>- Most Trusts</li></ul>

## REPORTING COMPANY EXEMPTIONS

Public Companies / Securities Reporting Issuers	Governmental Authorities
Banks	Credit Unions
Depository Institution Holding Companies	Registered Money Services Businesses
Brokers and Dealers	Securities Exchanges or Clearing Agencies
Other Exchange Act Registered Entities	Investment Companies / Investment Advisers
Venture Capital Fund Advisers	Insurance Companies
State-Licensed Insurance Producers	Commodity Exchange Act Registered Entity
Registered Public Accounting Firms	Public Utilities
Financial Market Utilities	Certain Pooled Investment Vehicles
Tax-Exempt Entities	Certain Entities Assisting Tax-Exempts
Certain Controlled Subsidiaries	Certain Inactive Entities
Large operating companies with (i) more than 20 full-time U.S. employees, (ii) an operating presence at a U.S. physical office, and (iii) a federal tax return for the prior year with more than \$5 million in gross receipts or sales	

## What Information Must Be Reported?



### Reporting Company Information

Legal name  
Assumed names  
Business address  
Jurisdiction of formation  
Tax identification number



### Beneficial Owner & Company Applicant Information

#### EITHER

Full legal name  
Date of Birth  
Current residential (or business if company applicant) address  
Identifying number from a passport, drivers license, etc. with a copy of such document

FinCEN Identifier

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[eSupplement to the 19th Annual Mergers and Acquisitions Institute](#)

First appeared as part of the conference materials for the  
32<sup>nd</sup> Annual LLCs, LPs and Partnerships session  
"Part One: Corporate Transparency Act Regulations"