

FTC Announces 2026 HSR Notification Thresholds and Filing Fees

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Executive Summary

- **What's new:** The FTC announced the annual update to notification thresholds and updated filing fees under the Hart-Scott-Rodino Act, effective February 17, 2026.
- **Why it matters:** These changes affect the jurisdictional requirements, exemptions and filing fees under the HSR Act, impacting businesses considering mergers, acquisitions or other business combinations.
- **What to do next:** Companies planning transactions should consider reviewing the new thresholds and filing fees to ensure compliance with the updated requirements.

On January 14, 2026, the Federal Trade Commission (FTC) announced revised notification thresholds under the Hart-Scott-Rodino Act (HSR Act). If a proposed merger, acquisition of stock, assets or unincorporated interests, or other business combination meets certain thresholds, the parties must notify the FTC and the Antitrust Division of the Department of Justice (DOJ), and observe a waiting period before consummating the transaction.

Section 7A(a)(2) of the Clayton Act requires the FTC to revise all of the HSR Act thresholds annually, based on changes in the gross national product.

Revised Thresholds

The new minimum filing threshold will be \$133.9 million, up from \$126.4 million. The new thresholds were published in the Federal Register on January 16, 2026, and will become effective on February 17, 2026.

Original Threshold	Current Threshold	Revised 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

These new thresholds will affect the jurisdictional requirements and certain exemptions under the HSR Act, as well as the HSR Act's filing fee schedule. For example:

- If the value of a transaction does not exceed the revised minimum notification threshold of \$133.9 million, the transaction will not need to be reported.
- If a transaction value is at least \$535.5 million, the HSR size-of-person test (which exempts deals from the notification requirement if the parties' annual revenues and total assets are below specified levels) will not apply to the transaction.

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In addition, the FTC has announced the revised jurisdictional dollar thresholds applicable to Section 8 of the Clayton Act, which prohibits competing companies from having interlocking officers or directors. The revised thresholds are \$54.402 million for Section 8(a)(1) and \$5.4402 million for Section 8(a)(2)(A).

These new thresholds took effect immediately upon publication in the Federal Register on January 16, 2026.

Revised Filing Fees

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

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	\$2.46 million

The updated filing fees will also become effective on February 17, 2026.

The FTC has yet to publish adjusted amounts for civil penalties for 2026.

Senior knowledge strategy lawyer **Simon Dodd** contributed to this article.