THOMPSON HINE

## Antitrust, Competition & Distribution Update

**January 2026**

# FTC Announces Annual Adjustment to HSR Filing Thresholds for 2026

**Key Notes:**

- The size-of-transaction threshold will increase to $133.9 million.
- Filing fees will increase, with a minimum fee of $35,000 for transactions valued at less than $189.6 million and a maximum fee of $2.46 million for transactions valued at more than $5.869 billion.

The jurisdictional thresholds for filings under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act will increase, according to an announcement issued yesterday by the Federal Trade Commission (FTC). These increases, which include a change in the size-of-transaction threshold from $126.4 million to $133.9 million, will take effect 30 days after publication in the *Federal Register*, on or about February 16.

**HSR Jurisdictional Thresholds.** Under the HSR Act, parties to a transaction must file the required notifications with the FTC and the Department of Justice, Antitrust Division (DOJ), and observe the 30-day statutory waiting period before closing if the transaction satisfies the size-of-transaction and size-of-person thresholds, absent an applicable exemption:

| | Current | Updated |
|---|---|---|
| **Size-of-Transaction** | USD$126.4 million | USD$133.9 million |
| **Size-of-Person** | USD$25.3 million | USD$26.8 million |
| | USD$252.9 million | USD$267.8 million |

If the jurisdictional thresholds are met and no exemption applies, an HSR filing is required.

Determining reportability under the HSR Act is often complex and requires careful analysis of applicable regulations and agency guidance. Failure to file when required constitutes a violation of the HSR Act and may result in civil penalties of more than $53,000 per day.

**HSR Filing Fees.** The HSR filing fees and associated thresholds will also change for 2026:

| Current Filing Fee | Updated Filing Fee | Updated Acquisition Value |
|---|---|---|
| $30,000 | $35,000 | USD$119.5 million—$189.6 million |
| $105,000 | $110,000 | USD$189.6 million—$586.9 million |
| $265,000 | $275,000 | USD$586.9 million—$1.174 billion |
| $425,000 | $440,000 | USD$1.174 billion—$2.347 billion |
| $850,000 | $875,000 | USD$2.347 billion—$5.869 billion |
| $2,390,000 | $2,460,000 | USD$5.869 billion or more |

## FOR MORE INFORMATION

For more information, please contact:

**Mark R. Butscha, Jr.**
216.566.5897
Mark.Butscha@ThompsonHine.com

**Thomas F. Zych**
216.566.5605
Tom.Zych@ThompsonHine.com