



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

December 30, 2024

**VIA EMAIL**

To Our Investment Adviser Clients and Other Friends:

Re: Corporate Transparency Act - Nationwide Injunction Once Again Reinstated.

On December 26, 2024, the Fifth Circuit Court of Appeals reversed the decision of its motions panel from three days earlier and reinstated the nationwide injunction of the Corporate Transparency Act (“CTA”). As a result, the U.S. government is once again prevented from enforcing the upcoming compliance deadline for those reporting entities required to submit Beneficial Ownership Information reports (“BOIRs”). If you have not yet filed your BOIRs for reporting entities, you may choose to defer filing. If you defer filing, however, we recommend that you remain prepared to file BOIRs for reporting entities if the injunction is lifted. Developments relating to the CTA’s enforcement are rapidly evolving, and we will provide updates if material deadlines are reinstated.

Recent court actions have generated confusion for those preparing BOIRs. A recap of recent developments relating to the CTA follows:

1. December 3, 2024: A federal district court in Texas issued a nationwide preliminary injunction preventing the U.S. government from enforcing the CTA. The U.S. government subsequently requested that the court lift this injunction to permit such enforcement.
2. December 23, 2024: The Fifth Circuit Court of Appeals motions panel granted the U.S. government’s request to lift the nationwide injunction, which again required reporting entities to file BOIRs. That same day, the Department of the Treasury also extended certain deadlines to file BOIRs.
3. December 26, 2024: The Fifth Circuit Court of Appeals vacated the stay of the injunction, which again prevents enforcement of the BOIR filing requirements. The reporting requirements could again be reinstated on appeal following oral arguments. The U.S. government could also request a stay from the U.S. Supreme Court, or Congress could act to amend the deadlines under the CTA.

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

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**