

# Axinn Antitrust Insight: FTC Announces New HSR Thresholds for 2022

A photograph of a modern building's curved glass facade, showing multiple stories of windows reflecting the sky. The building is on the right side of the page, curving towards the center.

PUBLICATIONS | 1 MIN READ

January 26, 2022  
Axinn Update

On January 24, 2022, the Federal Trade Commission announced revised Hart-Scott-Rodino Act premerger notification thresholds for 2022 that will become effective on February 23, 2022. All transactions that close on or after that date are subject to the higher revised thresholds. The threshold for the “size-of-transaction” test is revised to \$101 million – a significant increase from the 2021 threshold of \$92 million. Transactions valued at \$101 million or less will not be reportable.

The thresholds for the “size-of-person” test also are revised. As a result, unless an exemption applies, generally, transactions valued above \$101 million but at \$403.9 million or less will be reportable if one party’s annual net sales or total assets is \$202 million or greater and the other party’s annual net sales or total assets is \$20.2 million or greater. Transactions valued above \$403.9 million are reportable regardless of the size of parties, unless an exemption applies.

The revised thresholds also affect certain exemptions under the HSR Act and the filing fee schedule. HSR filing fees vary depending on the size of a transaction. While the fee amounts remain unchanged, the applicable transaction-value thresholds for each fee level are revised to the following:

- \$45,000 fee for transactions valued above \$101 million but less than \$202 million;

- \$125,000 fee for transactions valued above \$202 million but less than \$1.0098 billion; and
- \$280,000 fee for transactions valued at \$1.0098 billion or above.

Inadvertently or knowingly failing to file an HSR for a reportable transaction can have significant consequences. On January 6, 2022, the FTC increased the maximum civil penalty amount for HSR Act violations from \$43,792 to \$46,517 per day for each day of noncompliance. Determining whether or not an HSR filing is required and what exemptions apply can be a complicated analysis. Please contact Axinn should you have any questions.

## Related Services

---

Antitrust

To subscribe to our publications, [click here](#).

## Featured Insights

- American Bar Association 2025 Asia-Pacific Conference  
**SPEAKING ENGAGEMENT    ANTITRUST**
- NBA Commercial Law Section 38th Annual Corporate Counsel Conference  
**SPONSORSHIP    ANTITRUST**
- GCR Live: Law Leaders Global 2025  
**SPEAKING ENGAGEMENT    ANTITRUST**
- The 32nd Annual Marketing Partner Forum  
**EVENT**
- SABA North America Corporate Counsel Retreat 2025  
**SPONSORSHIP    ANTITRUST**
- Axinn Antitrust Insight: FTC Announces Revised HSR Thresholds for 2025  
**CLIENT ALERTS    ANTITRUST**
- Four Axinn Thought Leadership Pieces Nominated for the Antitrust Writing Awards  
**AWARDS & RECOGNITIONS    ANTITRUST**

- Merger Remedies Back in Vogue Under Trump

**MEDIA MENTIONS    ANTITRUST**

- Three Takeaways from the Initial Determination at the ITC Regarding Standard Essential Patents in the 1380 Investigation

**AXINN VIEWPOINTS    INTELLECTUAL PROPERTY**

- A POSA's Motivation Is Not Required To Be the Same as the Inventor's in Evaluating Obviousness

**AXINN VIEWPOINTS    INTELLECTUAL PROPERTY**

© 2025 Axinn, Veltrop & Harkrider LLP. All Rights Reserved