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Final regulations concerning beneficial ownership information reporting; OIRA review completed

OMB's Office of Information and Regulatory Affairs (OIRA) reported it completed its review of final regulations concerning beneficial ownership information reporting under the "Corporate Transparency Act."

OIRA received the proposed regulations for review on August 30, 2022, and completed its review on September 21, 2022. The final regulations are listed on the OIRA website as:

- [RIN: 1506-AB49](#): *Section 6403. Corporate Transparency Act*

A description of the final regulations, as provided by OIRA, is:

On December 8, 2021, FinCEN issued a Notice of Proposed Rulemaking (NPRM) entitled "Beneficial Ownership Information Reporting Requirements." This related to one of the subjects of FinCEN's Advance Notice of Proposed Rulemaking (ANPRM) entitled "Beneficial Ownership Information Reporting Requirements," issued on April 5, 2021, which was prompted by the Corporate Transparency Act (Sections 6401 - 6403 of the Anti-Money Laundering Act of 2020 (the AML Act)). Section 6403 amends the Bank Secrecy Act by adding new Section 5336 to title 31 of the United States Code. New Section 5336 requires FinCEN to issue rules that: (i) require reporting companies to submit certain information about the individuals who are beneficial owners of those entities and the individuals who formed or registered those entities; (ii) establish a mechanism for issuing FinCEN identifiers to entities and individuals that request them; (iii) require FinCEN to maintain the information in a confidential, secure non-public database; and (iv) authorize FinCEN to disclose the information to certain government agencies and financial institutions for purposes specified in the legislation and subject to protocols to protect the confidentiality of the information. Section 5336 requires that the beneficial ownership information (BOI) reporting regulation for legal entities (the "reporting regulation"), be published in final form by January 1, 2022. Section 6403(d) of the Corporate Transparency Act requires FinCEN also to revise its customer due diligence requirements for financial institutions to account for the changes created by FinCEN's compliance with these other requirements, and requires that these revisions be finalized within one year after the effective date of the reporting regulation. The ANPRM solicited comments on a wide range of questions that concerned three rulemaking actions: (i) the reporting regulation, (ii) an access regulation focused on authorizing FinCEN disclosure of BOI and establishing confidentiality protections for BOI being accessed, and (iii) revisions to the CDD requirements. The NPRM published on December 8, 2021 addressed only the first of these actions, but the comments

FinCEN received related to all three subjects, as well as addressing issues that concerned the interaction of the three regulatory actions and the shape and functionality of the database that will be populated with the information reported under Section 5336. FinCEN is reviewing these comments and considering the timing and sequence of the regulatory actions it will take to fulfill the requirements of Section 5336 in light of the issues of regulatory interaction that the comments raise.

Now that OIRA review has been completed, Treasury and the Financial Crimes Enforcement Network (FinCEN) can be expected to release these final regulations for publication in the Federal Register—the exact date of publication not being known.

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