

Axinn Antitrust Insight: FTC Announces Revised HSR Thresholds for 2026

2 MIN READ

January 14, 2026, 10:09 PM

By: Andrew S. Wellin

What You Need to Know

Transactions valued at over **\$133.9 million** will require HSR premerger notification in 2026. The updated thresholds are expected to take effect for transactions closing in mid- to late February 2026.

Each January, the Federal Trade Commission announces the new thresholds for premerger notifications under the HSR Act, which are updated each year based on changes in the gross national product. This year's updated thresholds will come into effect 30 days after the FTC publishes the new thresholds in the Federal Register. The FTC has also announced inflation-based adjustments to the applicable HSR filing fees.

Most importantly, the transaction value threshold that must be exceeded for HSR notifications has increased from \$126.4 million to **\$133.9 million**, while the threshold over which the size-of-person requirements do not apply will increase from \$505.8 to **\$535.5 million**. That means:

- Transactions valued at \$133.9 million or less will not require HSR notification;

- Transactions valued at more than \$535.5 million will require notification (unless otherwise exempt); and
- Transactions valued between \$133.9 million and \$535.5 million may require notification depending on the parties' assets and revenues (again, unless an exemption applies). Under the revised size-of-person thresholds, these transactions will generally be reportable if one party has total assets or annual net sales of \$267.8 million or more and the other has total assets or annual net sales of \$26.8 million or more.

In addition, the amount of HSR filing fees has been adjusted in line with changes in the consumer price index as required under the Merger Filing Fee Modernization Act of 2022.

The following table summarizes the new fees and transaction value thresholds for 2026, which will go into effect 30 days after publication on the Federal Register:

Revised Transaction Value Thresholds for 2026	Revised Filing Fee for 2026
More than \$133.9 million, but less than \$189.6 million	\$35,000 (increase from \$30,000)
At least \$189.6 million but less than \$586.9 million	\$110,000 (increase from \$105,000)
At least \$586.9 million but less than \$1.174 billion	\$275,000 (increase from \$265,000)
At least \$1.174 billion but less than \$2.347 billion	\$440,000 (increase from \$425,000)
At least \$2.347 billion but less than \$5.869 billion	\$875,000 (increase from \$850,000)
\$5.869 billion or more	\$2,460,000 (increase from \$2,390,000)

Determining whether an HSR filing is required and what exemptions may apply can be a complicated analysis, with substantial penalties for getting it wrong: the current maximum civil penalty for violations is **\$53,088** per day of non-compliance, and the FTC is likely to increase this maximum shortly.

If you have any questions regarding HSR filing requirements or the upcoming changes to the reporting regime, please contact any of the Axinn antitrust partners.



Related People



Andrew S. Wellin

Related Services

Antitrust

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

TAGS

regulatory

News & Insights

- Consumer Brands CPG Legal Forum 2026
SPEAKING ENGAGEMENT
- NBA CLS 39th Annual Corporate Counsel Conference
SPONSORSHIP **ANTITRUST**
- New Frontiers of Antitrust – 16th Annual International Conference of Concurrences Review
SPEAKING ENGAGEMENT **ANTITRUST**
- GCR Live Global: Navigating the Future of Antitrust 2026
SPEAKING ENGAGEMENT **ANTITRUST**
- Axinn Announces Nominations for the Concurrences 2026 Antitrust Writing Awards
AWARDS & RECOGNITIONS **ANTITRUST**
- SABA North America Corporate Counsel Retreat 2026
SPEAKING ENGAGEMENT **ANTITRUST**
- Axinn Promotes Lindsey Strang Aberg, Rebecca L. Clegg, Allison Vissichelli, and Eva Yung to Partner; Ricardo Camposanto, Danielle D. Irvine, and Josh Jowdy to Counsel
NEWS **ANTITRUST**
- Axinn Represents Park Place Technologies, GTCR, and Charlesbank in Park Place's Acquisition by Service Express
DEALS & CASES
- Axinn Earns Top Antitrust Rankings Coast to Coast in GCR 100
AWARDS & RECOGNITIONS
- Why Should I Care About Property Controls?
SPEAKING ENGAGEMENT **ANTITRUST**

© 2026 Axinn, Veltrop & Harkrider LLP. All Rights Reserved