

## Department of the Treasury – Financial Crimes Enforcement Network Beneficial Ownership Information Report

### Filing Requirements Frequently Asked Questions and Answers

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**Q Do I need to file a Beneficial Ownership Information Report (“BOIR”) with the Financial Crimes Enforcement Network (“FinCEN”)?**

**A** Reporting Companies are required to file a BOIR with FinCEN, unless exempt.

**Q What entities are considered “reporting companies” and are required to file a BOIR?**

**A** There are two categories of reporting companies:

1. Domestic reporting company is any entity that was created by the filing of a document with a secretary of state (or similar office) within a US jurisdiction (state, territory, Indian tribe). US domestic corporations and LLCs are domestic reporting corporations. Separate series of series LLCs and trusts may be a domestic reporting company, depending upon the circumstances of their creation.
2. Foreign reporting company is any non-US entity which registers to do business with a secretary of state (or similar office) within a US jurisdiction (state, territory, Indian tribe).

**Q I’m the sole proprietor of a business organized as an S Corp, a single member managed LLC or a pass-through entity reported on my personal tax returns, do I have to file a BOIR?**

**A** Yes, unless otherwise exempt.

**Q My domestic reporting company was dissolved or revoked during 2024 (or withdrew from all US jurisdictions in the case of a foreign reporting company), do I still have to file a BOIR?**

**A** Unless exempt, you may need to file an initial BOIR, but would then have no further reporting obligations. Please consult with your Rimon attorney to address your specific situation.

**Q My domestic reporting company was dissolved prior to 2024 (or withdrew from all US jurisdictions in the case of a foreign reporting company), do I still have to file a BOIR?**

**A** No. The reporting obligation only applies to reporting companies that were in existence any time during 2024.

**Q My domestic reporting company was revoked prior to 2024 (or suspended from all US jurisdictions, in the case of a foreign reporting company), do I still have to file a BOIR?**

**A** Unless exempt, you may need to file an initial BOIR, but would then have no further reporting obligations. Please consult with your Rimón attorney to address your specific situation.

**Q My non-US business has connections with the US, but is exempt from qualifying to do business in any state and has not voluntarily registered to do business. Do I have to file a BOIR?**

**A** No. The BOIR filing requirement for a foreign reporting company is triggered upon you registering/qualifying to do business within a US jurisdiction for the first time.

**Q What exemptions are available from the BOIR requirements?**

**A** There are 23 self-executing exemptions from the reporting requirement, but unless your entity already reports beneficial ownership with another US federal government agency, you will likely not qualify for an exemption. Please see the attached BOIR Exemption Questionnaire to help determine if you qualify for an exemption from the reporting requirement.

**Q My reporting company is not active, do I still need to file a BOIR?**

**A** Yes, if formed after January 1, 2020, unless otherwise exempt under the 23 self-executing exemptions.

If formed before January 1, 2020, no BOIR is required so long as all of the below apply:

1. it is not engaged in business;
2. it is not owned by a foreign person (directly or indirectly, wholly or partially);
3. it has not experienced a change in ownership within the preceding 12 months;
4. it has not received more than \$1,000 within the preceding 12 months; and
5. it does not hold any assets (including ownership interests in other entities).

**Q My domestic reporting company was formed or my entity became a foreign reporting company prior to January 1, 2024, when do I need to file the initial BOIR?**

**A** Domestic reporting companies formed and foreign reporting companies which registered to do business in any US jurisdiction prior to January 1, 2024, are required to file no later than January 1, 2025. *However, Rimón strongly recommends that you arrange to file your initial BOIR early in the fourth quarter of 2024.*

**Q Why does Rimón recommend that companies formed/qualified prior to January 1, 2024 file ahead of the January 1, 2025, deadline?**

**A** An estimated 20 million initial BOIRs are estimated by FinCEN to still be outstanding as of mid-September 2024. We anticipate that the majority of these initial BOIR filings will attempt to file shortly before the beginning of 2025, which has a high likelihood of causing system failures, delays and backlogs. Filing in October 2024 should avoid these foreseeable difficulties and mitigate any risk of not meeting the filing deadline.

**Q I plan on forming my entity/registering my foreign entity between January 1, 2024 and January 1, 2025, when do I need to file the initial BOIR?**

**A** The initial BOIR will be due 90 days from the date that the secretary of state (or similar office) notifies you that your entity has been formed/registered for domestic reporting companies formed and foreign reporting companies which registered to do business in any US jurisdiction between January 1, 2024 and January 1, 2025.

**Q I plan on forming my entity/registering my foreign entity on or after January 1, 2025, when do I need to file the initial BOIR?**

**A** The initial BOIR will be due 30 days from the date that the secretary of state (or similar office) notifies you that your entity has been formed/registered for domestic reporting companies formed and foreign reporting companies which registered to do business in any US jurisdiction after January 1, 2025.

**Q I've determined that I need to file an initial BOIR, what information and documentation will need to be reported?**

**A** Please see the attached BOIR Checklist which will assist you in gathering all of the required information and documentation for the initial BOIR.

**Q I see that you can report a FinCEN Identifier instead of providing an individual's information and documents. What is a FinCEN Identifier and should I obtain one?**

**A** A FinCEN Identifier is a unique alpha-numeric number that will be assigned to each person or reporting company that submits an application to FinCEN. The FinCEN Identifier application requires substantially the same information and documentation required for individuals as is required on the BOIR. Obtaining a FinCEN Identifier is optional, but if the individuals reported on the BOIR anticipate that they will be named on multiple reporting companies' BOIRs, it may be advantageous to obtain a FinCEN Identifier instead of repeatedly providing sensitive personally identifying information and document copies. FinCEN has provided step by step instructions for applying for a FinCEN ID located here: [FinCEN ID Step-by-Step Instructions](#).

**Q This is a lot of sensitive personally identifying information that is required to be reported. How will this information and documents be stored and who will have access to the information and documents?**

**A** Beneficial ownership information reported to FinCEN will purportedly be stored in a secure, non-public database using rigorous information security methods and controls typically used in the Federal government to protect non-classified yet sensitive information systems at the highest security level. FinCEN has developed rules regulating who will be granted access to BOIR information. Federal, State, local, and Tribal officials, as well as certain foreign officials who submit a request through a U.S. Federal government agency, may obtain beneficial ownership information for authorized activities related to national security, intelligence, and law enforcement. Financial institutions (and their supervising regulators) will also have access to beneficial ownership information in certain circumstances, with the consent of the reporting company.

**Q Can Rimon assist me with filing the BOIR?**

**A** Rimon can assist with (1) determining the filing requirements for your entity, (2) documenting applicable exemptions, (3) identifying beneficial owners to be reported and (4) providing guidance with regard to information and documents that will be needed to prepare and submit the BOIR. However, Rimon will not serve as a third-party filer for the BOIR and has partnered with Cogency Global to provide preparation and filing services. If it has been determined that a BOIR filing is required, we will connect you with Cogency Global for you to engage their services. Alternatively, you may file directly with FinCEN at [BOI E-FILING \(fincen.gov\)](#).

**Q My entity was formed prior to January 1, 2024, and I do not know the identity(ies) of the Company Applicants or no longer have contact with the Company Applicants. What should I report?**

**A** Entities formed prior to January 1, 2024 are not required to report Company Applicant information, so no information or documentation regarding your Company Applicants is required.

**Q I've determined that I need to file an initial BOIR, but the beneficial owners refuse to provide their information/document copies, can I file without this information/documents?**

**A** Yes. The BOIR has explanatory options to select if you are not able to collect the requisite information/documents from beneficial owners. While the BOIR filing will be accepted into the filing system, it will still be considered an incomplete and non-compliant filing. It is unclear as to the implications of filing an incomplete, non-compliant filings; however, we would recommend filing an incomplete BOIR to help mitigate the company's liability.

**Q I've filed the BOIR, now what do I need to do? Are there any continuing compliance or annual/periodical reporting requirements?**

**A** BOIR continuing compliance requirements are event based. If company or beneficial owner information on the BOIR is outdated, you must file an updated BOIR within 30 calendar days after the date on which such change occurs. Reporting changes to company applicant information is not required.

**Q I've filed the initial BOIR, but now qualify for one of the exemptions. Do I need to continue to file updated BOIRs?**

**A** Yes, but only one time. You will provide a final updated BOIR noting the exemption which you now fall under.

**Q What happens if I didn't file due to qualifying for an exemption or filed an updated BOIR reporting that I was exempt and no longer qualify for the exemption?**

**A** You will need to file a BOIR within 30 days of you no longer qualify for most of the exemptions. If the entity was exempt due to being tax exempt under IRC 501(c), you have an additional 180-day grace period from the date that the entity lost its tax exemption.

**Q I've dissolved the reporting company or have terminated all US registrations of my foreign reporting company. Do I have to make an update to the BOIR?**

**A** No. FinCEN does not expect a reporting company to file an updated report upon company termination or dissolution.

**Q Where can I find more information regarding CTA and the BOIR filing process?**

**A** Your Rimon attorney can answer your questions about CTA and the reporting requirements. We have partnered with Cogency Global for BOIR filing services and will be happy to provide you with a referral. Additionally, FinCEN has published a compliance guide (available for download here: [Small Entity Compliance Guide | FinCEN.gov](#)) and Beneficial Ownership Information Frequently Asked Questions (published here: [Beneficial Ownership Information | FinCEN.gov](#))

Do you have an infrequently asked question?

Do you need assistance in determining if you qualify for an exemption from the BOIR requirements, determining your beneficial owners or identifying your company applicants?

Rimon can help!

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<sup>i</sup>Disclaimer

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