

# Guidelines for Completing the Declaration Submission Form for Transactions under 31 C.F.R. Part 800

Any party submitting a declaration pursuant to 31 C.F.R. part 800 subpart D must complete a Declaration Submission Form in accordance with the instructions below.

## **1. Technical Submission Instructions**

The party or parties must respond to each item on the Declaration Submission Form, which is available at <https://home.treasury.gov/policy-issues/international/the-committee-on-foreign-investment-in-the-united-states-cfius>, by typing in the relevant information, unless the item is explicitly noted as “*optional*.” All Declaration Submission Forms (and any applicable attachments) must be submitted by email to CFIUS at [CFIUS.declarations@treasury.gov](mailto:CFIUS.declarations@treasury.gov). As specified on the Declaration Submission Form, parties are required to submit certain attachments, which must be separate attachments to the email transmitting the Declaration Submission Form. Parties should provide a table of contents listing all attachments submitted with the Declaration Submission Form, whether as a table within the e-mail submission, or as a separate attachment. Parties must sign the certification required pursuant to § 800.204 (a sample certification is available at <https://home.treasury.gov/system/files/206/Template-for-certification-to-accompany-declaration.pdf>), and attach a scanned copy to the email transmitting the Declaration Submission Form.

## **2. Additional Guidance for Completing the Declaration Submission Form Questions**

In addition to the instructions on the Declaration Submission Form itself, the guidance below may be helpful for parties in completing the Declaration Submission Form.

<p>1. Parties must list <b><i>ALL</i></b> foreign person(s) and U.S. business(es) that are parties to, or the subject of, the transaction, and provide the requested information for each. For entities, list the full business name; for individuals, list the full legal name.</p> <p>Parties must provide an email address for a primary point of contact for purposes of communicating directly with CFIUS. In many cases this will be the name of legal counsel representing each party to the transaction for purposes of this declaration. Parties may also list the email address for a secondary point of contact if desired.</p>
<p>2. Parties must only respond “yes” if all parties to the transaction are submitting the declaration jointly. Note that if the response to Question 2 is “no,” per § 800.404(b), the Committee may, at its discretion, request that the parties to the transaction file a written notice of the transaction under § 800.501, if the Staff Chairperson determines that the information provided by the submitting party in the declaration is insufficient for CFIUS to assess the transaction.</p>
<p>3. Parties should review § 800.401(b) and § 800.401(c) in deciding whether to respond “yes” or “no.”</p>
<p>4. Parties must describe the rationale for, and nature of, the transaction, including the business case for the foreign person and the U.S. business; and any details necessary to understand the roles of the parties, transaction structure, and the transaction purpose or</p>

scope ( <i>e.g.</i> , bankruptcy or other legal proceedings). Parties must also provide a short description of the structure of the transaction, such as “share purchase,” “merger,” or “asset purchase.”
5. Parties must provide the total percentage of voting interest acquired by the foreign person (and its affiliates) in the U.S. business as a result of the transaction, as well as the resulting aggregate voting interest held by the foreign person and its affiliates.
6. Parties must provide the total percentage of economic interest acquired by the foreign person and its affiliates in the U.S. business as a result of the transaction, as well as the resulting aggregate voting interest held by the foreign person and its affiliates.
7. If the U.S. business has multiple classes of ownership (irrespective of whether all classes have voting rights), parties must describe the pre- and post-transaction share ownership of the foreign person(s) in the U.S. business broken out by class.
8. Parties must provide the total transaction value of the transaction that is the subject of the declaration in U.S. dollars.
9. Parties must describe the status of the transaction, and provide the actual or expected completion date, as defined in § 800.206.
10. Parties must include all sources of debt or equity financing for the transaction, including banking institutions, government financing, or other sources.
11. Parties must attach a copy of all definitive documentation of the transaction, or documents(s) establishing the material terms of the transaction ( <i>e.g.</i> , agreement, side letter, term sheet, <i>etc.</i> ), as applicable, to the email transmitting the Declaration Submission Form.
<p>12. Parties may stipulate that the transaction is a covered transaction and/or a foreign government-controlled transaction by responding “yes” for the applicable stipulation(s). Responding “no” for a particular stipulation indicates that the parties are not stipulating one way or the other.</p> <p>While stipulations are not required from parties submitting a declaration, they may help expedite the Committee’s review, and may increase the likelihood of the Committee concluding all action under section 721 with respect to the covered transaction on the basis of the declaration.</p>
13. If parties have responded “yes” to either of Question 12.a. or 12.b, parties must provide an explanation of the basis for each stipulation made, and should indicate whether the basis for a stipulation under Question 12.a is with respect to a covered control transaction or a covered investment. If one or more, but not all, parties to the transaction provide(s) a stipulation in Question 12.a or 12.b, parties should provide an explanation as to why not all parties are providing such stipulation.
14. Parties must respond “yes” or “no” with respect to whether the foreign person will acquire each of the rights listed in Question 14. If the parties respond “yes” to acquiring any of the rights listed in Question 14, the parties must provide an explanation for each affirmative response in the space provided. If the parties respond “no” to all the subparts of Question 14, the parties should explain here why they are submitting a declaration pursuant to § 800.401 or § 800.402.
15. Parties must provide the primary Website address, principal place of business, and place of incorporation or organization for the U.S. business. If the U.S. business does not have a Website, indicate “N/A” in response to Question 15.a.

16. Parties must list each location of the U.S. business, providing either the address or geographic coordinates. Parties should also list the purpose of each location.
17. Parties must summarize all business activities of the U.S. business and any entity of which the U.S. business is a parent. This summary may include a reference to the relevant corporate Website for additional information. For each such entity, parties must explain how it is engaged in interstate commerce in the United States, where applicable. Parties should consider including in this summary the type of information often found in corporate brochures or other materials, where applicable, to explain relevant details.
18. Parties should review § 800.215, § 800.212, § 800.241, as well as Annex A, Annex B, and Annex C of the Declaration Submission Form in selecting a response. Parties must respond “yes” or “no” with respect to each subpart of Question 18. Parties must provide an explanation in the space provided for any “no” response to Question 18.a, 18.b, or 18.c. For any “yes” response to Question 18.a, 18.b, or 18.c., parties must complete the applicable Annex(es) to the Declaration Submission Form.
19. If applicable, an annex listing the relevant contracts must be a separate attachment to the email transmitting the Declaration Submission Form. The annex must include the name of the U.S. Government agency or component, the delivery order number or contract number, the primary contractor (if the U.S. business is a subcontractor), the start date, and the estimated completion date. The annex should also include a brief description of the products or services provided under each contract.
20. Parties must respond “yes” if the U.S. business has any contracts (including any subcontracts, if known) that are currently in effect or were in effect within the past five years involving information, technology, or data that is classified under Executive Order 12958, as amended. Parties should indicate such contracts in the annex responding to Question 19.
21. Parties must respond “yes” if the U.S. business has received any grant or other funding from the Department of Defense or the Department of Energy, or participated in or collaborated on any defense or energy program or product involving one or more critical technologies, covered infrastructure, or other critical infrastructure within the past five years.
22. Parties must respond “yes” if the U.S. business participated in a Defense Production Act Title III Program (50 U.S.C. 4501 et seq.) within the past seven years.
23. If the U.S. business has received or placed priority rated orders under the Defense Priorities and Allocations Systems (DPAS) regulation (15 C.F.R. part 700) within the past three years, parties must provide the priority (“DX” or “DO”) of <i>each</i> such contract or order. If inapplicable, indicate “N/A” in response to Question 23.
24. Parties must provide the full legal name of the ultimate parent of the foreign person. If the foreign person that is a party to this transaction has no parent, as defined in § 800.235, provide the name of the foreign person here.
25. Parties must provide the address for the foreign person and its ultimate parent.
26. Parties must provide <b>both</b> pre- and post-transaction organizational charts. If applicable, the organizational charts should include legends that clearly explain the use of certain colors, symbols, or lines. Parties should seek to account for all foreign ownership in the U.S. business’s ownership structure in the organizational charts.

27. Parties must provide the requested information regarding all direct or indirect ownership interests and/or rights of any foreign government in the foreign person's ownership structure. If inapplicable, indicate "N/A" in response to Question 27.
28. Parties must provide a summary of the respective business activities of the foreign person and any of its parents, as applicable, as typically described in annual reports. This summary may include a reference to the relevant corporate Website for additional information. Parties should consider including in this summary the type of information often found in corporate brochures or other materials, where applicable, to explain relevant details.
29. If any party to the transaction has previously been a party to another transaction notified or submitted to the Committee, even if the notice or declaration was withdrawn and the transaction abandoned, parties must list each notice or declaration case number assigned by the Committee for all such prior transactions. If inapplicable, indicate "N/A" in response to Question 29.
30. If the foreign person, any parent of the foreign person, or any person of which the foreign person is a parent, has been convicted of a crime in any jurisdiction, including any foreign jurisdiction, within the past 10 years, parties must provide an explanation for each such conviction, including the relevant jurisdiction and criminal case law number. If inapplicable, indicate "N/A" in response to Question 30.
31. Each party to a transaction filing a declaration must provide a certification of the information contained in the declaration consistent with § 800.204. The certification must be signed by the chief executive officer or other duly authorized designee of each party to a transaction filing a declaration. A sample certification to accompany the declaration may be found on Treasury's Website at <a href="https://home.treasury.gov/system/files/206/Template-for-certification-to-accompany-declaration.pdf">https://home.treasury.gov/system/files/206/Template-for-certification-to-accompany-declaration.pdf</a> .