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DOJ Announces 'Historic' $250 Million Penalty for HSR Filing Violations

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On August 26, 2026, the US Department of Justice (DOJ) announced a proposed settlement with private equity firm KKR & Co. to resolve a complaint alleging repeated and "systemic" Hart-Scott-Rodino (HSR) Act violations. Under the settlement, KKR will pay a "historic" civil penalty of $250 million – "more than 20 times any prior HSR penalty," as noted by Associate Attorney General Stanley Woodward.

The DOJ's January 2025 complaint alleged that KKR violated the HSR Act in at least 16 separate transactions during 2021 and 2022. According to the DOJ, KKR altered documents in HSR filings for eight transactions, omitted required documents for 10 transactions and failed to make the required HSR filing in two transactions. In a statement, KKR disagreed with the DOJ's position, noting that it believed it had "acted in good faith … consistent with industry practice" in its HSR filings but wanted to resolve the matter without further litigation. Notably, KKR also added that outside law firms would fully reimburse KKR for the civil penalties.

This settlement comes weeks after the Federal Trade Commission (FTC) announced $12 million in penalties against Edwards Lifesciences Corp. and Genesis MedTech Group Limited for HSR Act violations. At the time, that penalty was the largest ever for failure to make an HSR filing. The FTC alleged that the parties structured the transaction with the aim of avoiding an HSR filing requirement by splitting the consideration between a purchase price for the target below the HSR threshold coupled with a separate investment into the seller. The combined value would have triggered an HSR filing.

Why this matters

- **HSR Act violations can result in significant penalties.** The maximum civil penalty for an HSR Act violation is currently $53,088 per day per violation, and the DOJ initially sought more than $650 million in penalties in the KKR complaint. With the recent settlements, the DOJ and the FTC are signaling that both agencies take HSR evasion and incomplete filings seriously. Given the time that may pass between agency enforcement and the required time of filing, penalties can accrue rapidly. It is essential to conduct a thorough reportability analysis at the outset of a transaction.

- **Ensure compliance with HSR document collection.** Sweep broadly and comprehensively in the collection process for documents that should be included with the HSR filing. The DOJ's complaint discussing alleged omitted documents underscores the importance of identifying all key custodians and ensuring that their materials are collected and reviewed.

- **Adhere to document creation and hygiene guidelines.** In the KKR complaint, the DOJ alleged that KKR made alterations to responsive business documents in some transactions to minimize the competitive impact of the proposed deal. Altering documents is of course an immediate red flag, but not creating "hot" documents in the first instance is the best approach. Involving antitrust counsel to review drafts **before** broad circulation to officers or directors reduces the risk of unnecessarily inflammatory language in responsive materials.

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