



BE-12 Identification Number

\*Do not enter Social Security Number as Identification Number

## 2022 BENCHMARK SURVEY OF FOREIGN DIRECT INVESTMENT IN THE UNITED STATES

### MANDATORY — CONFIDENTIAL

### CLAIM FOR NOT FILING FORM BE-12A, BE-12B, OR BE-12C

**Due date:** May 31, 2023**Electronic filing:** [www.bea.gov/efile](http://www.bea.gov/efile)

**Mail reports to:** U.S. Department of Commerce  
Bureau of Economic Analysis  
Direct Investment Division, BE-49(A)  
4600 Silver Hill Rd  
Washington, DC 20233

**Deliver reports to:** U.S. Department of Commerce  
Bureau of Economic Analysis  
Direct Investment Division, BE-49(A)  
4600 Silver Hill Rd  
Suitland, MD 20746

**Fax reports to:** (301) 278-9500**Assistance:** E-mail: [be12/15@bea.gov](mailto:be12/15@bea.gov)

Telephone: (301) 278-9247

Copies of blank forms: [www.bea.gov/fdi](http://www.bea.gov/fdi)

**Include your BE-12 Identification Number with all requests.**

**Name and address of U.S. business enterprise**

1002 0	Name of U.S. business enterprise	
1010 0	c/o (care of)	
1003 0	Street or P.O. Box	
1004 0	City	0998 State
1005 0	ZIP Code	<input type="checkbox"/> OR Foreign Postal Code
Enter Employer Identification Number(s) used by the U.S. business enterprise to file income and payroll taxes.		
Primary		
1006 1	Other	
1006 2		

**Response Required**

Section 801.3 of 15 CFR, Chapter VIII, requires that all persons subject to the reporting requirements of the BE-12 survey respond, whether or not they are contacted by BEA. It also requires that persons who are contacted by BEA about reporting in this survey must respond in writing. They may respond by:

- filing the properly completed Form BE-12A, BE-12B, or BE-12C by May 31, 2023;
- completing and returning the Form BE-12 Claim for Not Filing Form BE-12A, BE-12B, or BE-12C, by May 31, 2023;

**Mandatory and Confidential**

This survey is being conducted under the International Investment and Trade in Services Survey Act (P.L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended). The filing of reports is mandatory, and the Act provides that your report to this Bureau is confidential. Whoever fails to report may be subject to penalties. See page 4 for more details.

**CONTACT INFORMATION****Provide information of person to consult about this report:**

1000 0	Name	
1029 0	Street 1	
1030 0	Street 2	
1031 0	City	State Zip
1001 0	Telephone Number	Extension
0999 0	Fax Number	
1028 0	E-mail Address	

**CERTIFICATION**

The undersigned official certifies that this report has been prepared in accordance with the applicable instructions, is complete, and is substantially accurate including estimates that may have been provided.

Signature of Authorized Official	Date
0990 0	0
0991 0	0
0992 0	0
0993 0	0

**NOTE:** BEA uses a Secure Messaging System to correspond with you via encrypted message to discuss questions relating to this form. We may use your e-mail address for survey-related announcements and to inform you about secure messages. When communicating with BEA by e-mail, please do not include any confidential business or personal information. This includes your social security number which should never be provided to BEA via any method of transmission.

## WHICH SECTIONS TO COMPLETE?

Complete all items on page 1. Also, review the questions below to determine what additional information is required.

**I Were at least 10 percent of the voting rights in your business enterprise directly or indirectly owned by a foreign person or entity at the end of your fiscal year that ended in calendar year 2022?**

- ☐ Yes – Continue with question II.
- ☐ No – Complete item (a) or (b) or (c) or (d) on this page. If your business has been liquidated or dissolved, complete (a) or (b). Do not complete questions II, III, or IV.

**II Were more than 50 percent of the voting rights in this U.S. business enterprise owned by another U.S. affiliate, or was this U.S. business enterprise merged into another U.S. affiliate before the end of this U.S. business enterprise's fiscal year that ended in calendar year 2022? Note: U.S. affiliate is defined on page 4.**

- ☐ Yes – Continue with question III.
- ☐ No – Skip to question IV.

**III Will the data for this U.S. business enterprise be consolidated into the 2022 BE-12 report filed for the U.S. affiliate that owns it more than 50 percent, or be included on the 2022 BE-12 report filed for the U.S. affiliate into which it was merged?**

- ☐ Yes – Skip question IV. Complete item (e) on page 3.
- ☐ No – Contact BEA for guidance.

**IV Is the U.S. entity a private fund? Note: Private fund is defined on page 4.**

- ☐ Yes – Complete item (f) on page 3 if the private fund meets the additional criteria described in item (f).
- ☐ No – You must file a Form BE-12A, BE-12B, or BE-12C. These forms can be accessed via eFile or downloaded at: [www.bea.gov/fdi](http://www.bea.gov/fdi)

Select ONE type of exemption based on one of the reasons listed below or on page 3.  
Check box corresponding to the type of exemption you are claiming.

This U.S. business enterprise is exempt from filing Forms BE-12A, BE-12B, and BE-12C because:

- (a) <sup>0170</sup> 1 ☐ This U.S. business enterprise was a U.S. affiliate of a foreign person or entity at some time during calendar year 2022, but ceased to be a U.S. affiliate before the end of the fiscal year that ended in calendar year 2022.

Give date foreign ownership ceased or went below 10 percent, or when the business was liquidated or dissolved. Select reason for change.

Month Day Year

- <sup>7012</sup> 2 1 ☐ Foreign ownership less than 10%
- 2 2 ☐ Liquidated
- 2 3 ☐ Dissolved

- (b) <sup>0110</sup> 1 ☐ This U.S. business enterprise was not a U.S. affiliate of a foreign person or entity at any time during calendar year 2022, but had been a U.S. affiliate of a foreign person at some time before January 1, 2022.

Give date foreign ownership ceased or went below 10 percent, or when the business was liquidated or dissolved. Select reason for change.

Month Day Year

- <sup>7010</sup> 2 1 ☐ Foreign ownership less than 10%
- 2 2 ☐ Liquidated
- 2 3 ☐ Dissolved

- (c) <sup>0180</sup> 1 ☐ This U.S. business enterprise is a U.S. affiliate of a foreign person or entity, but became a U.S. affiliate after the end of its fiscal year that ended in calendar year 2022, or if a newly formed company, its first fiscal year did not or will not end until after the end of calendar year 2022.

Complete items (1) and (2).

(1) Give date when the U.S. business enterprise became a U.S. affiliate of a foreign person.

Month Day Year

<sup>7013</sup> 1

(2) Give the ending date of the U.S. business enterprise's fiscal year that ended in calendar year 2022. If a newly formed company, give the ending date of the U.S. business enterprise's first fiscal year. NOTE: For a newly formed company this must be a date in calendar year 2023.

Month Day Year

<sup>7014</sup> 1

- (d) <sup>0160</sup> 1 ☐ This U.S. business enterprise is exempt from filing because its owners are citizens of the United States who are residents abroad as a result of official employment by the U.S. Government (including the immediate family of such persons), or its owners have been and expect to be residents abroad for less than one year.

- (e) This U.S. business enterprise was controlled by a U.S. affiliate of a foreign person or entity during the fiscal year that ended in calendar year 2022 and is (check appropriate box (1) or (2)):

(1) <sup>0112</sup> <sup>1</sup> ☐ Fully consolidated into the 2022 BE-12 report filed for that U.S. affiliate;

OR

(2) <sup>1</sup> <sup>2</sup> ☐ Merged into, and included on the 2022 BE-12 report filed for, that U.S. affiliate.

On the lines below give the name, address, and BE-12 Identification Number of the U.S. affiliate into which this U.S. business enterprise is fully consolidated or merged.

Name

0120 0

Street or P.O. Box

0130 0

City

State

Zip Code

0140 0  0141 0  0150 0

BE-12 Identification Number of the U.S. affiliate into which this U.S. business enterprise is fully consolidated or merged.

7011 0

- (f) <sup>0200</sup> <sup>1</sup> ☐ This U.S. business enterprise was identified by BEA as required to file a BE-12A, BE-12B, or BE-12C survey form and ALL of the following 3 statements apply: 1) The U.S. business enterprise is a private fund; 2) the private fund does not own, directly or indirectly through another business enterprise, an "operating company" - i.e., a business enterprise that is not a private fund or a holding company - in which the foreign parent owns at least 10 percent of the voting interest, AND 3) if the foreign parent owns the private fund indirectly (through one or more other U.S. business enterprises), there are no U.S. "operating companies" between the foreign parent and the indirectly-owned private fund. Note: The foreign investment in the U.S. private fund may be required to be reported on Treasury International Capital (TIC) Surveys. Review reporting requirements for TIC surveys at [www.treasury.gov/tic](http://www.treasury.gov/tic). For more information regarding private funds, visit [www.bea.gov/privatefunds](http://www.bea.gov/privatefunds).

- (g) <sup>0190</sup> <sup>1</sup> ☐ Other - Specify and include reference to section of regulations or instructions on which claim is based. If necessary, include additional comments in the Remarks section below.

7015 0

Remarks

**Supporting Documentation** - Please provide supporting documentation when filing the BE-12 Claim for Not Filing. This documentation is useful in reviewing your claim and may reduce the need for further contact. Section 5(c) of the International Investment and Trade in Services Survey Act, Public Law 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended, provides that this information can be used for analytical and statistical purposes only and that it must be held strictly confidential. Examples of supporting documentation include, but are not limited to, organizational chart, registration papers, instrument of incorporation, sales agreement, merger agreement, partnership agreement, shareholders resolution, members resolution, certificate of merger, certificate of cancellation, statement of dissolution, or court order.

**Authority** – This survey is being conducted under the International Investment and Trade in Services Survey Act (P.L. 94-472, 90 Stat. 2059, 22 U.S.C. 3101-3108, as amended), and the filing of reports is MANDATORY pursuant to Section 5(b)(2) of the Act (22 U.S.C. 3104). The implementing regulations are contained in Title 15, CFR, Part 801.

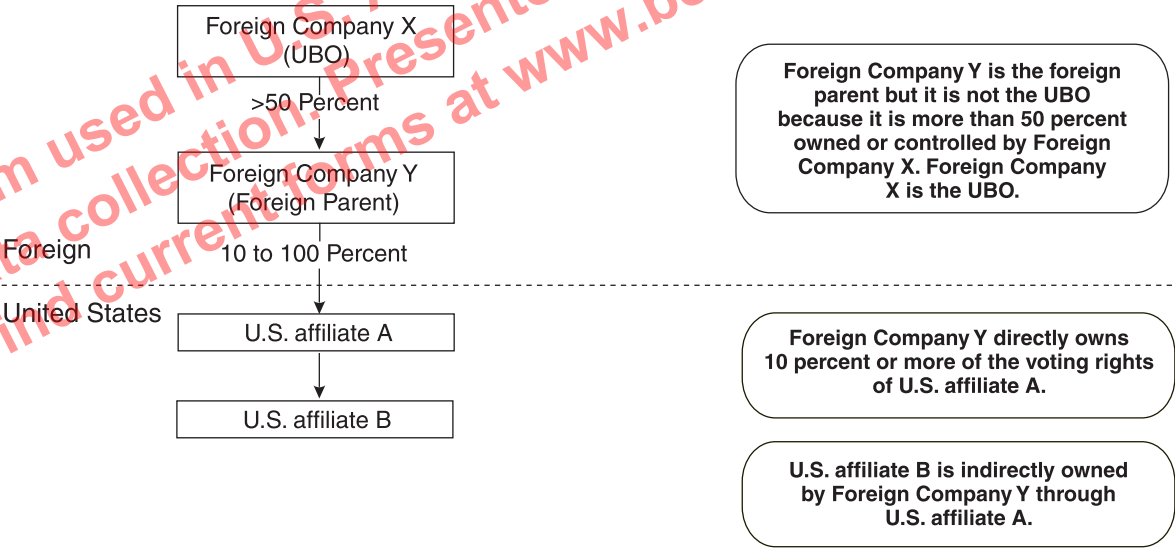
**Penalties** – Whoever fails to report shall be subject to a civil penalty and to injunctive relief commanding such person to comply, or both. Whoever willfully fails to report shall be fined and, if an individual, may be imprisoned for not more than one year, or both. Any officer, director, employee, or agent of any corporation who knowingly participates in such violations, upon conviction, may be punished by a like fine, imprisonment or both (22 U.S.C. 3105). The civil penalties are subject to inflationary adjustments. Those adjustments are found in 15 C.F.R. 6.4.

Notwithstanding any other provision of the law, no person is required to respond to, nor shall any person be subject to a penalty for failure to comply with, a collection of information subject to the requirements of the Paperwork Reduction Act, unless that collection of information displays a currently valid OMB Control Number. The control number for this survey is at the top of page 1.

**Respondent Burden** – Public reporting burden for this form is estimated to be an average of 20 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to: Director, Bureau of Economic Analysis (BE-1), U.S. Department of Commerce, 4600 Silver Hill Road, Washington, DC 20233; and to the Office of Management and Budget, Paperwork Reduction Project 0608-0042, Washington, DC 20503.

**Confidentiality** – The Act provides that your report to this Bureau is CONFIDENTIAL and may be used only for analytical or statistical purposes. Without your prior written permission, the information filed in your report CANNOT be presented in a manner that allows it to be individually identified. Your report CANNOT be used for purposes of taxation, investigation, or regulation. Copies retained in your files are immune from legal process. Per the Cybersecurity Enhancement Act of 2015, your data are protected from cybersecurity risks through security monitoring of the BEA information systems.

**ILLUSTRATION OF FOREIGN PARENT AND ULTIMATE BENEFICIAL OWNER (UBO)**



**NOTE:** In the illustration above, if Foreign Company Y does not have at least a 10 percent indirect voting interest in U.S. affiliate B, then U.S. affiliate B is exempt from filing Form BE-12. In addition, if U.S. affiliate A owns more than 50 percent of U.S. affiliate B, then the data for U.S. affiliate B should be consolidated on the BE-12 report filed for U.S. affiliate A.

**Definitions of Key Terms**

**Affiliate** means a business enterprise located in one country that is directly or indirectly owned or controlled by a person or entity of another country to the extent of 10 percent or more of its voting stock for an incorporated business or an equivalent interest for an unincorporated business, including a branch.

**Direct investment** means the ownership or control, directly or indirectly, by one person or entity of 10 percent or more of the voting securities of an incorporated business enterprise or an equivalent interest in an unincorporated business enterprise.

**Private fund** refers to the same class of financial entities defined by the Securities and Exchange Commission as private funds on Form PR: “any issuer that would be an investment company as defined in section 3 of the Investment Company Act of 1940 but for section 3(c)(1) or 3(c)(7) of ...[that] Act.”

**U.S. affiliate** means an affiliate located in the United States in which a foreign person or entity has a direct investment.