

**(c) Coordination with primary financial regulatory agency**

The Board of Governors shall—

(1) provide reasonable notice to, and consult with, the primary financial regulatory agency for any subsidiary before requiring a report or commencing an examination of such subsidiary under this section; and

(2) avoid duplication of examination activities, reporting requirements, and requests for information, to the fullest extent possible.

(Pub. L. 111-203, title I, §161, July 21, 2010, 124 Stat. 1420; Pub. L. 117-263, div. E, title LVIII, §5861(a), Dec. 23, 2022, 136 Stat. 3434.)

**Editorial Notes****REFERENCES IN TEXT**

This subchapter, referred to in subsecs. (a)(1)(B) and (b)(1)(D), was in the original “this title”, meaning title I of Pub. L. 111-203, July 21, 2010, 124 Stat. 1391, which is classified principally to this subchapter. For complete classification of title I to the Code, see Short Title note set out under section 5301 of this title and Tables.

**AMENDMENTS**

2022—Subsec. (a)(4). Pub. L. 117-263 added par. (4).

**Statutory Notes and Related Subsidiaries****RULE OF CONSTRUCTION REGARDING NO NEW DISCLOSURE REQUIREMENTS**

Amendment by Pub. L. 117-263 not to be construed to require certain additional information to be collected or disclosed, see section 5864 of Pub. L. 117-263, set out as a note under section 253 of this title.

**§ 5362. Enforcement****(a) In general**

Except as provided in subsection (b), a nonbank financial company supervised by the Board of Governors and any subsidiaries of such company (other than any depository institution subsidiary) shall be subject to the provisions of subsections (b) through (n) of section 1818 of this title, in the same manner and to the same extent as if the company were a bank holding company, as provided in section 1818(b)(3) of this title.

**(b) Enforcement authority for functionally regulated subsidiaries****(1) Referral**

If the Board of Governors determines that a condition, practice, or activity of a depository institution subsidiary or functionally regulated subsidiary of a nonbank financial company supervised by the Board of Governors does not comply with the regulations or orders prescribed by the Board of Governors under this Act, or otherwise poses a threat to the financial stability of the United States, the Board of Governors may recommend, in writing, to the primary financial regulatory agency for the subsidiary that such agency initiate a supervisory action or enforcement proceeding. The recommendation shall be accompanied by a written explanation of the concerns giving rise to the recommendation.

**(2) Back-up authority of the Board of Governors**

If, during the 60-day period beginning on the date on which the primary financial regulatory agency receives a recommendation under paragraph (1), the primary financial regulatory agency does not take supervisory or enforcement action against a subsidiary that is acceptable to the Board of Governors, the Board of Governors (upon a vote of its members) may take the recommended supervisory or enforcement action, as if the subsidiary were a bank holding company subject to supervision by the Board of Governors.

(Pub. L. 111-203, title I, §162, July 21, 2010, 124 Stat. 1421.)

**Editorial Notes****REFERENCES IN TEXT**

This Act, referred to in subsec. (b)(1), is Pub. L. 111-203, July 21, 2010, 124 Stat. 1376, known as the Dodd-Frank Wall Street Reform and Consumer Protection Act, which enacted this chapter and chapters 108 (§8201 et seq.) and 109 (§8301 et seq.) of Title 15, Commerce and Trade, and enacted, amended, and repealed numerous other sections and notes in the Code. For complete classification of this Act to the Code, see Short Title note set out under section 5301 of this title and Tables.

**§ 5363. Acquisitions****(a) Acquisitions of banks; treatment as a bank holding company**

For purposes of section 1842 of this title, a nonbank financial company supervised by the Board of Governors shall be deemed to be, and shall be treated as, a bank holding company.

**(b) Acquisition of nonbank companies****(1) Prior notice for large acquisitions**

Notwithstanding section 1843(k)(6)(B) of this title, a bank holding company with total consolidated assets equal to or greater than \$250,000,000,000 or a nonbank financial company supervised by the Board of Governors shall not acquire direct or indirect ownership or control of any voting shares of any company (other than an insured depository institution) that is engaged in activities described in section 1843(k) of this title having total consolidated assets of \$10,000,000,000 or more, without providing written notice to the Board of Governors in advance of the transaction.

**(2) Exemptions**

The prior notice requirement in paragraph (1) shall not apply with regard to the acquisition of shares that would qualify for the exemptions in section 1843(c) of this title or section 1843(k)(4)(E) of this title.

**(3) Notice procedures**

The notice procedures set forth in section 1843(j)(1) of this title, without regard to section 1843(j)(3) of this title, shall apply to an acquisition of any company (other than an insured depository institution) by a bank holding company with total consolidated assets equal to or greater than \$250,000,000,000 or a nonbank financial company supervised by the Board of Governors, as described in paragraph

(1), including any such company engaged in activities described in section 1843(k) of this title.

**(4) Standards for review**

In addition to the standards provided in section 1843(j)(2) of this title, the Board of Governors shall consider the extent to which the proposed acquisition would result in greater or more concentrated risks to global or United States financial stability or the United States economy.

**(5) Hart-Scott-Rodino filing requirement**

Solely for purposes of section 18a(c)(8) of title 15, the transactions subject to the requirements of paragraph (1) shall be treated as if Board of Governors approval is not required.

(Pub. L. 111-203, title I, §163, July 21, 2010, 124 Stat. 1422; Pub. L. 115-174, title IV, §401(c)(1)(E), May 24, 2018, 132 Stat. 1358.)

**Editorial Notes**

**AMENDMENTS**

2018—Subsec. (b)(1), (3). Pub. L. 115-174 substituted “\$250,000,000,000” for “\$50,000,000,000”.

**Statutory Notes and Related Subsidiaries**

**EFFECTIVE DATE OF 2018 AMENDMENT**

Except as otherwise provided, amendment by Pub. L. 115-174 effective 18 months after May 24, 2018, see section 401(d) of Pub. L. 115-174, set out as a note under section 5365 of this title.

**CONSTRUCTION OF 2018 AMENDMENT**

For construction of amendment by Pub. L. 115-174 as applied to certain foreign banking organizations, see section 401(g) of Pub. L. 115-174, set out as a note under section 5365 of this title.

**§ 5364. Prohibition against management interlocks between certain financial companies**

A nonbank financial company supervised by the Board of Governors shall be treated as a bank holding company for purposes of the Depository Institutions<sup>1</sup> Management Interlocks Act (12 U.S.C. 3201 et seq.), except that the Board of Governors shall not exercise the authority provided in section 7<sup>2</sup> of that Act (12 U.S.C. 3207) to permit service by a management official of a nonbank financial company supervised by the Board of Governors as a management official of any bank holding company with total consolidated assets equal to or greater than \$250,000,000,000, or other nonaffiliated nonbank financial company supervised by the Board of Governors (other than to provide a temporary exemption for interlocks resulting from a merger, acquisition, or consolidation).

(Pub. L. 111-203, title I, §164, July 21, 2010, 124 Stat. 1423; Pub. L. 115-174, title IV, §401(c)(1)(F), May 24, 2018, 132 Stat. 1358.)

**Editorial Notes**

**REFERENCES IN TEXT**

The Depository Institution Management Interlocks Act, referred to in text, is title II of Pub. L. 95-630, Nov.

<sup>1</sup> So in original. Probably should be “Institution”.

<sup>2</sup> So in original. There is no section 7 of such Act.

10, 1978, 92 Stat. 3672, which is classified principally to chapter 33 (§3201 et seq.) of this title. For complete classification of this Act to the Code, see Short Title note set out under section 3201 of this title and Tables.

**AMENDMENTS**

2018—Pub. L. 115-174 substituted “\$250,000,000,000” for “\$50,000,000,000”.

**Statutory Notes and Related Subsidiaries**

**EFFECTIVE DATE OF 2018 AMENDMENT**

Except as otherwise provided, amendment by Pub. L. 115-174 effective 18 months after May 24, 2018, see section 401(d) of Pub. L. 115-174, set out as a note under section 5365 of this title.

**CONSTRUCTION OF 2018 AMENDMENT**

For construction of amendment by Pub. L. 115-174 as applied to certain foreign banking organizations, see section 401(g) of Pub. L. 115-174, set out as a note under section 5365 of this title.

**§ 5365. Enhanced supervision and prudential standards for nonbank financial companies supervised by the Board of Governors and certain bank holding companies**

**(a) In general**

**(1) Purpose**

In order to prevent or mitigate risks to the financial stability of the United States that could arise from the material financial distress or failure, or ongoing activities, of large, interconnected financial institutions, the Board of Governors shall, on its own or pursuant to recommendations by the Council under section 5325 of this title, establish prudential standards for nonbank financial companies supervised by the Board of Governors and bank holding companies with total consolidated assets equal to or greater than \$250,000,000,000 that—

- (A) are more stringent than the standards and requirements applicable to nonbank financial companies and bank holding companies that do not present similar risks to the financial stability of the United States; and
- (B) increase in stringency, based on the considerations identified in subsection (b)(3).

**(2) Tailored application**

**(A) In general**

In prescribing more stringent prudential standards under this section, the Board of Governors shall, on its own or pursuant to a recommendation by the Council in accordance with section 5325 of this title, differentiate among companies on an individual basis or by category, taking into consideration their capital structure, riskiness, complexity, financial activities (including the financial activities of their subsidiaries), size, and any other risk-related factors that the Board of Governors deems appropriate.

**(B) Adjustment of threshold for application of certain standards**

The Board of Governors may, pursuant to a recommendation by the Council in accordance with section 5325 of this title, establish an asset threshold above the applicable threshold for the application of any standard