

# COMMITTEE ON FOREIGN INVESTMENT IN THE UNITED STATES

ANNUAL REPORT TO CONGRESS

Report Period: CY 2021

PUBLIC / UNCLASSIFIED VERSION



*This page is intentionally left blank.*

# CFIUS ANNUAL REPORT TO CONGRESS

REPORT PERIOD: CY 2021

*This page is intentionally left blank.*

## TABLE OF CONTENTS

<b>The Committee on Foreign Investment in the United States .....</b>	<b>viii</b>
<b>SECTION I: COVERED TRANSACTIONS .....</b>	<b>1</b>
Introduction .....	1
A. Information Regarding 2021 Covered Transaction Declarations .....	4
1. Information Regarding 2021 Declarations .....	5
2. Declarations by Country or Economy, 2019-2021 .....	11
3. Information on Committee Turnaround for Acceptance .....	13
4. Waivers Granted of Mandatory Filing Requirements .....	14
B. Information Regarding 2021 Covered Transaction Notices .....	15
C. Specific, Cumulative, and Trend Data for Covered Transactions, Withdrawals, and Investigations .....	16
1. Committee Turnaround of Comments, Acceptance, Notices .....	18
D. Covered Notices by Business Sector and Country .....	19
1. Covered Notices by Business Sector of U.S. Companies, 2012-2021 .....	19
2. Covered Notices by Country or Economy, 2019-2021 .....	32
E. Withdrawn Notices .....	37
F. Mitigation Measures and Conditions .....	38
G. Perceived Adverse Effects of Covered Transactions .....	40
H. Compliance Plans and Assessment of Compliance with Mitigation Agreements and Conditions .....	44
I. Non-Notified Transactions .....	45
J. Committee Hiring .....	46
<b>SECTION II: CRITICAL TECHNOLOGIES .....</b>	<b>47</b>
A. Whether There is Credible Evidence of a Coordinated Strategy to Acquire Critical Technology Companies .....	48
1. Key Judgments .....	48
2. Summary of Foreign M&A Activity in the United States .....	48
3. Frequency of Activity by Countries and Companies .....	49
B. Whether Foreign Governments used Espionage Activities to Obtain Commercial Secrets Related to Critical Technologies .....	51
1. Key Finding .....	51
<b>SECTION III: FOREIGN DIRECT INVESTMENT IN THE UNITED STATES BY COUNTRIES THAT BOYCOTT ISRAEL OR DO NOT BAN TERRORIST ORGANIZATIONS .....</b>	<b>52</b>
A. Summary of Findings and Conclusions of Study .....	53
B. Study Methodology .....	54
1. Identification of Relevant Countries .....	54
2. Scope of Foreign Direct Investment .....	55

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

C. Detailed Findings of Study .....56

1. Identification of the Subject M&A Transactions .....56

2. National Security Effects of the Subject M&A Transactions .....57

**APPENDIX .....58**

*This page is intentionally left blank.*

**The Committee on Foreign Investment in the United States**

**Authority and Composition**

The Committee on Foreign Investment in the United States (CFIUS or the Committee) is an interagency body of the U.S. Government that is authorized by law to review and address national security risks arising from certain transactions involving foreign investment in the United States. The review is solely to determine the effect of the transaction on the national security of the United States.

CFIUS member agencies include the Departments of the Treasury (chair), State, Defense, Justice, Commerce, Energy, and Homeland Security; the Office of the United States Trade Representative; and the Office of Science and Technology Policy within the Executive Office of the President. The Office of the Director of National Intelligence and the Department of Labor are ex-officio members, and five White House offices are observers. As needed to assess the national security effects of a transaction, CFIUS involves other federal government agencies in its reviews, such as the Departments of Transportation, Health and Human Services, and Agriculture.

CFIUS operates pursuant to section 721 of the Defense Production Act of 1950, as amended (Section 721), and as implemented by Executive Order 11858, as amended, and the regulations at chapter VIII of title 31 of the Code of Federal Regulations (C.F.R.).

On August 13, 2018, the Foreign Investment Risk Review Modernization Act of 2018 (FIRRMA) was enacted, which, among other things, amended Section 721.<sup>1</sup> FIRRMA strengthened and modernized CFIUS to enhance its ability to address national security concerns, including by broadening the authorities of the President and CFIUS to review and take action to address any national security concerns arising from certain non-controlling investments and real estate transactions involving foreign persons. FIRRMA also made various changes to the CFIUS review process. Certain of the changes took effect immediately upon enactment, while other changes took effect after enactment—most notably, in 2020 through the final regulations implementing many of the provisions in FIRRMA.

**Process**

With the exception of certain transactions that are subject to the mandatory filing requirement authorized under FIRRMA, parties voluntarily submit declarations or notices of transactions to CFIUS. CFIUS also has had, and continues to have, the authority to review pending or completed transactions even absent a voluntary filing by the parties if a member of the Committee has reason to believe that the transaction is subject to CFIUS jurisdiction and may raise national security concerns.

CFIUS is required to complete a “review” of a notified transaction within 45 days. CFIUS may initiate an “investigation” that could last up to 45 additional days if CFIUS determines that it needs additional time to complete its assessment following the conclusion of the “review” period.

Instead of a voluntary notice, parties may alternatively submit a declaration: an abbreviated notification to which the Committee must respond within a 30-day assessment period. After assessing a submitted declaration, CFIUS is authorized to (1) request that parties file a written notice; (2) inform the parties

---

<sup>1</sup> Prior to FIRRMA, Section 721 was last amended by the Foreign Investment and National Security Act of 2007 (FINSA).



## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

that the Committee is unable to conclude action with respect to the transaction on the basis of the declaration and that the parties may file a written notice; (3) initiate a unilateral review; or (4) notify the parties that the Committee has concluded all action under Section 721.

CFIUS will conclude all action with respect to a transaction if it determines that the transaction does not pose any unresolved national security concerns, that any national security concerns are adequately addressed by laws other than Section 721 and the International Emergency Economic Powers Act (IEEPA), or that mitigation measures agreed to or imposed by CFIUS address any unresolved national security concerns. If CFIUS determines that the transaction poses unresolved national security concerns, it will refer the transaction to the President unless the parties choose to abandon the transaction. The President may suspend or prohibit the transaction, including by requiring divestment. By law, the President has to make a decision no later than 15 days after the completion of CFIUS's investigation or the date on which CFIUS otherwise referred the transaction to the President. The President must publicly announce such a decision.

CFIUS will seek mitigation measures or refer a transaction to the President only after such action is justified in a detailed written analysis of the national security risk posed by the transaction. CFIUS determinations are confirmed at senior levels by CFIUS member agencies.

With limited exceptions, any transaction submitted to CFIUS for review that CFIUS determines is subject to its jurisdiction—i.e., a “covered transaction” or equivalent under the regulations at chapter VIII of title 31 of the C.F.R.—and for which it concludes all action receives a “safe harbor.” This means that CFIUS and the President will not subject the transaction to review again, absent certain exceptional circumstances (e.g., discovery of a material misstatement).

By law, CFIUS treats as confidential information provided to CFIUS by parties to a transaction. Additionally, CFIUS does not reveal the fact that parties have submitted a transaction for review.

### **This Annual Report**

This CFIUS annual report (Annual Report or Report) covers transactions filed with CFIUS in calendar year 2021. Because the regulations implementing FIRRMA became fully effective in February 2020, this Annual Report for CY 2021 represents the first full calendar year in which the Committee operated pursuant to all of the new requirements and processes implemented under FIRRMA.

**SECTION I: COVERED TRANSACTIONS**

**Introduction**

This section of the Annual Report has been prepared in accordance with the following information requirements under Section 721(m) and as applicable for the reporting period (calendar year 2021):

- A. A list of all notices filed, and all reviews or investigations of covered transactions completed during the period, with –
  - a. A description of the outcome of each review or investigation, including whether an agreement was entered into or condition was imposed under Section 721(l)(3)(A) with respect to the transaction being reviewed or investigated, and whether the President took any action under this section with respect to that transaction;
  - b. Basic information on each party to each such transaction;
  - c. The nature of the business activities or products of the United States business with which the transaction was entered into or intended to be entered into; and
  - d. Information about any withdrawal from the process.
- B. Specific, cumulative, and, as appropriate, trend information on the numbers of filings, investigations, withdrawals, and decisions or actions by the President under Section 721;
- C. Cumulative and, as appropriate, trend information on the business sectors involved in the filing which have been made, and the countries from which the investments have originated;
- D. Information on whether companies that withdrew a notice to the Committee in accordance with Section 721(b)(1)(c)(ii) later refiled such notices, or, alternatively, abandoned the transaction;
- E. The types of security arrangements and conditions the Committee has used to mitigate national security concerns about a transaction, including a discussion of the methods that the Committee and any lead agency are using to determine compliance with such arrangements or conditions;
- F. A detailed discussion of all perceived adverse effects of covered transactions on the national security or critical infrastructure of the United States that the Committee will take into account in its deliberations during the period before delivery of the next report, to the extent possible;
- G. Statistics on compliance plans conducted and actions taken by the Committee under Section 721(l)(6), including subparagraph (D) of Section 721(l)(6), during that period, a general assessment of the compliance of parties with agreements entered into and conditions imposed under Section 721(l)(3)(A) that are in effect during that period, including a description of any actions taken by the Committee to impose penalties or initiate a unilateral review pursuant to Section 721(b)(1)(D)(iii), and any recommendations for improving the enforcement of such agreements and conditions;
- H. Cumulative and, as appropriate, trend information on the number of declarations filed under Section 721(b)(1)(C)(v), the actions taken by the Committee in response to those declarations, and the business sectors involved in those declarations, and the countries involved in those declarations;
- I. A description of –

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

- a. The methods used by the Committee to identify non-notified and non-declared transactions under Sections 721(b)(1)(H);
  - b. Potential methods to improve such identification and the resources required to do so; and
  - c. The number of transactions identified through the process established under that subsection during the reporting period and the number of such transactions flagged for further review;
- J. A summary of the hiring practices and policies of the Committee pursuant to Section 721(k)(4); and
- K. A list of the waivers granted by the Committee under Section 721(b)(1)(C)(v)(IV)(bb)(CC).

Sub-section 721(m)(4)(B) specifies that the classified version of the Annual Report include the following information, as applicable:

- L. If the Committee recommended that the President suspend or prohibit a covered transaction because the transaction threatened to impair the national security of the United States, a notification to Congress of the recommendation.

Additionally, Section 721(m) specifies that the unclassified version of the Annual Report include the following information, as applicable:

- The number of notices submitted under Section 721(b)(1)(C)(i);
- The number of declarations submitted under Section 721(b)(1)(C)(v) and the number of such declarations that were required under subclause (IV) of Section 721(b)(1)(C)(v);
- The number of declarations submitted under Section 721(b)(1)(C)(v) for which the Committee required re-submission as notices under Section 721(b)(1)(C)(i);
- The average number of days that elapsed between submission of a declaration under Section 721(b)(1)(C)(v) and the acceptance of the declaration by the Committee;
- The median and average number of days that elapsed between acceptance of a declaration by the Committee and a response described in Section 721(b)(1)(C)(v)(III);
- Information on the time it took the Committee to provide comments on, or to accept, notices submitted under Section 721(b)(1)(C)(i), including –
  - The average number of business days that elapsed between the date of submission of a draft notice and the date on which the Committee provided written comments on the draft notice;
  - The average number of business days that elapsed between the date of submission of a formal written notice and the date on which the Committee accepted or provided written comments on the formal written notice; and
  - If the average number of business days for a response by the Committee reported under the prior sub-bullets exceeded 10 business days –

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

- An explanation of the causes of such delays, including whether such delays are caused by resource shortages, unusual fluctuations in the volume of notices, transaction characteristics, or other factors, and
- An explanation of the steps that the Committee anticipates taking to mitigate the causes of such delays and otherwise to improve the abilities of the Committee to provide comments on, or to accept, notices within 10 business days;
- The number of reviews or investigations conducted under Section 721(b);
- The number of investigations that were subject to an extension under Section 721(b)(2)(C)(ii);
- Information on the duration of those reviews and investigations, including the median and average number of days required to complete those reviews and investigations;
- The number of notices submitted under Section 721(b)(1)(C)(i) and declarations submitted under Section 721(b)(1)(C)(v) that were rejected by the Committee;
- The number of such notices and declarations that were withdrawn by a party to the covered transaction;
- The number of such withdrawals that were followed by the submission of a subsequent such notice or declaration relating to a substantially similar covered transaction; and
- Such other specific, cumulative, or trend information that the Committee determines is advisable to provide for an assessment of the time required for reviews and investigations of covered transactions under this section.

Sections II and III of the Report below address other information requirements under Section 721(m) relating to critical technologies and foreign direct investment in the United States by countries that boycott Israel or do not ban terrorist organizations.

**A. Information Regarding 2021 Covered Transaction Declarations**

During 2021, any transaction<sup>2</sup> could be notified to CFIUS by declaration or notice, including certain transactions subject to mandatory filing requirements. During the reporting period, declarations were mandatory for certain control transactions and non-controlling investments in the U.S. businesses that produce, design, test, manufacture, fabricate, or develop one or more critical technologies, consistent with the definitions set forth in FIRRMA.

Additionally, declarations were mandatory for certain covered transactions if the transaction involved an investment that resulted in the acquisition, directly or indirectly, of a substantial interest in a “TID U.S. business”<sup>3</sup> by a foreign person in which a foreign government has, directly or indirectly, a substantial interest.

Under FIRRMA, CFIUS is authorized to take the following actions after its assessment of submitted declarations for covered transactions:

- Request that the parties file a written notice;
- Inform the parties that the Committee is unable to conclude action with respect to the transaction on the basis of the declaration and that the parties may file a written notice;
- Initiate a unilateral review; or
- Notify the parties that the Committee has concluded all action under Section 721.

CFIUS conducted an assessment and took one of the actions outlined above with respect to 164 declarations of covered transactions submitted in 2021. One of these submissions was a real estate declaration.

- Based on stipulations provided by the parties, 47 declarations were subject to mandatory filing requirements.
- CFIUS requested that the parties to 30 declarations file a written notice, following an assessment.
- CFIUS informed the parties to 12 declarations that the Committee was unable to conclude action.
- CFIUS notified the parties to 120 declarations that the Committee had concluded all action under Section 721.
- CFIUS rejected two declarations. In one of these instances, the parties re-filed as a notice.

---

<sup>2</sup> Any transaction subject to the regulations implementing FIRRMA effective February 13, 2020.

<sup>3</sup> As defined by 21 C.F.R § 800.248, which describes businesses involved with critical technologies, covered investment critical infrastructure, or sensitive personal data.

# CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

## 1. Information Regarding 2021 Declarations

Table I-1 provides cumulative information regarding covered transaction declarations submitted in 2021.

**Table I-1. Declarations and Withdrawals**

Declarations and Withdrawals, 2018-2021		
Year	Number of Declarations	Declarations Withdrawn
2018	20	1
2019	94	1
2020	126	1
2021	164	0
<b>Total</b>	<b>404</b>	<b>3</b>

Table I-2 on the following pages provides a breakdown by subsector and NAICS code for the covered declarations cumulatively filed with CFIUS from 2019 through 2021.<sup>4</sup>

**Table I-2. Covered Declarations by Business Sector of U.S. Companies, 2019-2021<sup>5</sup>**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations <sup>6</sup>	% of 3-Digit Corresponding NAICS Code <sup>7</sup>			
					2021	2020	2019	2019-2021
Oil and Gas Extraction	2111	211	Oil and Gas Extraction	2	100%	N/A	N/A	100%
Metal Ore Mining	2122	212	Mining (except Oil and Gas)	1	100%	50%	N/A	67%
Nonmetallic Mineral Mining and Quarrying	2123	212	Mining (except Oil and Gas)	0	0%	50%	N/A	33%
Support Activities for Mining	2131	213	Support Activities for Mining	0	N/A	100%	N/A	100%
Electric Power Generation, Transmission and Distribution	2211	221	Utilities	9	90%	93%	100%	92%

<sup>4</sup> In this Report, industry sectors and subsectors are defined using 2012 and 2017 North American Industry Classification System (NAICS) codes of the target company. Whenever possible, the NAICS code assigned to each target company is based upon information provided by the parties in the notice. If no NAICS code was provided, CFIUS determined the most appropriate NAICS code using publicly available information.

<sup>5</sup> Throughout this Report, figures may not add up to 100 percent due to rounding in presenting summary data.

<sup>6</sup> Does not include real estate declarations.

<sup>7</sup> Some declarations submitted under the Pilot Program in 2018 and 2019 included multiple NAICS codes. For cells marked “N/A” there were no notices corresponding to the 3-digit NAICS code for the given time period.

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Water, Sewage and Other Systems	2213	221	Utilities	1	10%	7%	0%	8%
Utility System Construction	2371	237	Heavy and Civil Engineering Construction	1	100%	N/A	N/A	100%
Building Equipment Contractors	2382	238	Specialty Trade Contractors	0	N/A	100%	N/A	100%
Other Textile Product Mills	3149	314	Textile Product Mills	1	100%	N/A	N/A	100%
Petroleum and Coal Products Manufacturing	3241	324	Petroleum and Coal Products Manufacturing	1	100%	N/A	N/A	100%
Basic Chemical Manufacturing	3251	325	Chemical Manufacturing	0	0%	N/A	100%	55%
Resin, Synthetic Rubber, and Artificial Synthetic Fibers and Filaments Manufacturing	3252	325	Chemical Manufacturing	1	50%	N/A	N/A	9%
Pharmaceutical and Medicine Manufacturing	3254	325	Chemical Manufacturing	1	50%	100%	N/A	36%
Plastics Product Manufacturing	3261	326	Plastics and Rubber Products Manufacturing	1	100%	N/A	N/A	100%
Glass and Glass Product Manufacturing	3272	327	Nonmetallic Mineral Product Manufacturing	0	N/A	67%	N/A	67%
Other Nonmetallic Mineral Product Manufacturing	3279	327	Nonmetallic Mineral Product Manufacturing	0	N/A	33%	N/A	33%
Iron and Steel Mills and Ferroalloy Manufacturing	3311	331	Primary Metal Manufacturing	1	50%	N/A	N/A	25%
Steel Product Manufacturing from Purchased Steel	3312	331	Primary Metal Manufacturing	1	50%	100%	N/A	75%
Forging and Stamping	3321	332	Fabricated Metal Product Manufacturing	0	0%	33%	0%	9%
Architectural and Structural Metals Manufacturing	3323	332	Fabricated Metal Product Manufacturing	1	14%	0%	0%	9%
Machine Shops; Turned Product; and Screw, Nut, and Bolt Manufacturing	3327	332	Fabricated Metal Product Manufacturing	0	0%	33%	0%	9%
Coating, Engraving, Heat Treating, and Allied Activities	3328	332	Fabricated Metal Product Manufacturing	4	57%	0%	0%	36%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Other Fabricated Metal Product Manufacturing	3329	332	Fabricated Metal Product Manufacturing	2	29%	33%	100%	36%
Agriculture, Construction, and Mining Machinery Manufacturing	3331	333	Machinery Manufacturing	2	20%	0%	0%	9%
Industrial Machinery Manufacturing	3332	333	Machinery Manufacturing	0	0%	0%	38%	13%
Commercial and Service Industry Machinery Manufacturing	3333	333	Machinery Manufacturing	4	40%	60%	50%	48%
Metalworking Machinery Manufacturing	3335	333	Machinery Manufacturing	0	0%	20%	0%	4%
Engine, Turbine, and Power Transmission Equipment Manufacturing	3336	333	Machinery Manufacturing	3	30%	0%	13%	17%
Other General Purpose Machinery Manufacturing	3339	333	Machinery Manufacturing	1	10%	20%	0%	9%
Computer and Peripheral Equipment Manufacturing	3341	334	Computer and Electronic Product Manufacturing	5	26%	38%	28%	29%
Communications Equipment Manufacturing	3342	334	Computer and Electronic Product Manufacturing	4	21%	13%	20%	19%
Semiconductor and Other Electronic Component Manufacturing	3344	334	Computer and Electronic Product Manufacturing	7	37%	38%	35%	36%
Navigational, Measuring, Electromedical, and Control Instruments Manufacturing	3345	334	Computer and Electronic Product Manufacturing	3	16%	13%	16%	16%
Electrical Equipment Manufacturing	3353	335	Electrical Equipment, Appliance, and Component Manufacturing	0	N/A	0%	33%	22%
Other Electrical Equipment and Component Manufacturing	3359	335	Electrical Equipment, Appliance, and Component Manufacturing	0	N/A	100%	67%	78%
Motor Vehicle Manufacturing	3361	336	Transportation Equipment Manufacturing	0	0%	17%	0%	3%
Motor Vehicle Parts Manufacturing	3363	336	Transportation Equipment Manufacturing	0	0%	8%	0%	1%



**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Aerospace Product and Parts Manufacturing	3364	336	Transportation Equipment Manufacturing	6	86%	58%	81%	78%
Ship and Boat Building	3366	336	Transportation Equipment Manufacturing	1	14%	8%	0%	3%
Other Transportation Equipment Manufacturing	3369	336	Transportation Equipment Manufacturing	0	0%	8%	19%	15%
Other Miscellaneous Manufacturing	3399	339	Miscellaneous Manufacturing	0	N/A	100%	N/A	100%
Metal and Mineral (except Petroleum) Merchant Wholesalers	4235	423	Merchant Wholesalers, Durable Goods	1	33%	100%	N/A	50%
Household Appliances and Electrical and Electronic Goods Merchant Wholesalers	4236	423	Merchant Wholesalers, Durable Goods	2	67%	0%	N/A	50%
Farm Product Raw Material Merchant Wholesalers	4245	424	Merchant Wholesalers, Nondurable Goods	0	0%	100%	N/A	33%
Chemical and Allied Products Merchant Wholesalers	4246	424	Merchant Wholesalers, Nondurable Goods	1	50%	0%	N/A	33%
Petroleum and Petroleum Products Merchant Wholesalers	4247	424	Merchant Wholesalers, Nondurable Goods	1	50%	0%	N/A	33%
Electronic Shopping and Mail-Order Houses	4541	454	Nonstore Retailers	1	50%	N/A	N/A	50%
Direct Selling Establishments	4543	454	Nonstore Retailers	1	50%	N/A	N/A	50%
Nonscheduled Air Transportation	4812	481	Air Transportation	1	100%	N/A	N/A	100%
Rail Transportation	4821	482	Rail Transportation	0	N/A	100%	N/A	100%
Deep Sea, Coastal, and Great Lakes Water Transportation	4831	483	Water Transportation	0	N/A	100%	N/A	100%
Pipeline Transportation of Natural Gas	4862	486	Pipeline Transportation	0	N/A	100%	N/A	100%
Support Activities for Air Transportation	4881	488	Support Activities for Transportation	2	40%	0%	N/A	33%
Support Activities for Water Transportation	4883	488	Support Activities for Transportation	1	20%	0%	N/A	17%
Support Activities for Road Transportation	4884	488	Support Activities for Transportation	0	0%	100%	N/A	17%
Freight Transportation Arrangement	4885	488	Support Activities for Transportation	2	40%	0%	N/A	33%
Software Publishers	5112	511	Publishing Industries (except Internet)	11	100%	100%	N/A	100%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Wired and Wireless Telecommunications Carriers	5173	517	Telecommunications	4	80%	0%	N/A	67%
Other Telecommunications	5179	517	Telecommunications	1	20%	100%	N/A	33%
Data Processing, Hosting, and Related Services	5182	518	Data Processing, Hosting, and Related Services	3	100%	100%	N/A	100%
Nondepository Credit Intermediation	5222	522	Credit Intermediation and Related Activities	1	100%	100%	N/A	100%
Securities and Commodity Contracts Intermediation and Brokerage	5231	523	Securities, Commodity Contracts, and Other Financial Investments and Related Activities	1	20%	33%	N/A	25%
Other Financial Investment Activities	5239	523	Securities, Commodity Contracts, and Other Financial Investments and Related Activities	4	80%	67%	N/A	75%
Insurance Carriers	5241	524	Insurance Carriers and Related Activities	6	100%	50%	N/A	88%
Agencies, Brokerages, and Other Insurance Related Activities	5242	524	Insurance Carriers and Related Activities	0	0%	50%	N/A	13%
Other Investment Pools and Funds	5259	525	Funds, Trusts, and Other Financial Vehicles	1	100%	N/A	N/A	100%
Lessors of Real Estate	5311	531	Real Estate	7	70%	67%	N/A	69%
Activities Related to Real Estate	5313	531	Real Estate	3	30%	33%	N/A	31%
Commercial and Industrial Machinery and Equipment Rental and Leasing	5324	532	Rental and Leasing Services	1	100%	N/A	N/A	100%
Architectural, Engineering, and Related Services	5413	541	Professional, Scientific, and Technical Services	4	15%	9%	0%	11%
Computer Systems Design and Related Services	5415	541	Professional, Scientific, and Technical Services	10	39%	50%	0%	39%
Management, Scientific, and Technical Consulting Services	5416	541	Professional, Scientific, and Technical Services	3	12%	14%	0%	11%
Scientific Research and Development Services	5417	541	Professional, Scientific, and Technical Services	5	19%	27%	100%	31%
Advertising, Public Relations, and Related Services	5418	541	Professional, Scientific, and Technical Services	1	4%	0%	0%	2%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Declarations	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Other Professional, Scientific, and Technical Services	5419	541	Professional, Scientific, and Technical Services	3	12%	0%	0%	6%
Management of Companies and Enterprises	5511	551	Management of Companies and Enterprises	7	100%	N/A	N/A	100%
Office Administrative Services	5611	561	Administrative and Support Services	1	25%	0%	N/A	20%
Employment Services	5613	561	Administrative and Support Services	0	0%	100%	N/A	20%
Business Support Services	5614	561	Administrative and Support Services	2	50%	0%	N/A	40%
Investigation and Security Services	5616	561	Administrative and Support Services	1	25%	0%	N/A	20%
Business Schools and Computer and Management Training	6114	611	Educational Services	1	50%	0%	N/A	33%
Technical and Trade Schools	6115	611	Educational Services	0	0%	100%	N/A	33%
Educational Support Services	6117	611	Educational Services	1	50%	0%	N/A	33%
Medical and Diagnostic Laboratories	6215	621	Ambulatory Health Care Services	1	50%	N/A	N/A	50%
Other Ambulatory Health Care Services	6219	621	Ambulatory Health Care Services	1	50%	N/A	N/A	50%
Special Food Services	7223	722	Food Services and Drinking Places	1	100%	N/A	N/A	100%
Other Personal Services	8129	812	Personal and Laundry Services	1	100%	100%	N/A	100%
Space Research and Technology	9271	927	Space Research and Technology	0	N/A	100%	N/A	100%

## 2. Declarations by Country or Economy, 2019-2021

Table I-3 organizes declarations from 2019 through 2021 by country or geographic economy. Canadian investors accounted for the most declarations in 2021. Investors from Canada accounted for the largest proportion of declarations for the three-year period with 14 percent (54 declarations). Investors from Japan and the United Kingdom accounted for the second and third-most declarations from 2019 to 2021 with 11 percent (43 declarations) and 8.6 percent (33 declarations), respectively.

**Table I-3. Declarations by Acquirer Home Country or Geographic Economy, 2019-2021**

Declarations by Acquirer Home Country or Economy, 2019-2021				
Country/Economy	2019	2020	2021	Total
Australia	0	2	8	10
Austria	0	0	1	1
Belgium	0	2	0	2
Bermuda	2	1	4	7
Brazil	0	1	0	1
British Virgin Islands	0	1	0	1
Canada	12	20	22	54
Cayman Islands	5	3	6	14
Chile	0	1	0	1
China	3	5	1	9
Colombia	1	0	0	1
Denmark	0	0	1	1
Finland	0	3	1	4
France	2	5	9	16
Germany	7	10	11	28
Guernsey	1	2	9	12
Hong Kong <sup>8</sup>	0	1	0	1
India	1	2	3	6
Ireland	4	0	2	6

<sup>8</sup> In relevant part, Executive Order 13936 (EO) on Hong Kong Normalization (85 Fed. Reg. 43413 (July 17, 2020)) eliminates differential treatment between Hong Kong and China for purposes of this Report from the date of the EO forward (July 14, 2020). Accordingly, for CFIUS cases concluding from July 14, 2020, forward, any transaction for which Hong Kong is identified as the origin geographic economy of the foreign acquirer is reported as originating from China. Conversely, for CFIUS cases that concluded prior to July 14, 2020, any transaction for which Hong Kong is identified as the origin geographic economy, including references to historic data, will continue to be reported as originating from Hong Kong.

# CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

Declarations by Acquirer Home Country or Economy, 2019-2021				
Isle Of Man	0	0	1	1
Israel	0	3	2	5
Italy	1	1	4	6
Jamaica	0	0	1	1
Japan	14	18	11	43
Jersey	3	1	4	8
Luxembourg	4	1	4	9
Malaysia	0	1	0	1
Mauritius	1	0	0	1
Mexico	0	0	1	1
Netherlands	2	1	6	9
New Zealand	0	1	2	3
Norway	0	0	3	3
Qatar	0	2	1	3
Russia	0	1	1	2
Saudi Arabia	0	2	3	5
Singapore	3	4	11	18
South Africa	0	0	1	1
South Korea	9	4	11	24
Spain	0	1	2	3
Sweden	2	7	3	12
Switzerland	2	2	0	4
Taiwan	2	2	2	6
Thailand	1	0	0	1
United Arab Emirates	1	3	2	6
United Kingdom	11	12	10	33
<b>Total</b>	<b>94</b>	<b>126</b>	<b>164</b>	<b>384</b>

### 3. Information on Committee Turnaround for Acceptance

For declarations submitted in 2021, the average number of calendar days that elapsed between the date a declaration was submitted (i.e. became complete) and the date on which the Committee accepted the declaration was 5.48 days.

The following table I-4 provides information on median and average number of days required to take action on declarations in 2021.

**Table I-4. Average and Median Days to Complete Reviews and Investigations**

For Covered Declarations in 2021	
Average Calendar Days	29.9
Median Calendar Days	30.0

**4. Waivers Granted of Mandatory Filing Requirements**

Section 721(b)(1)(C)(v)(IV)(bb)(CC) gives the Committee the ability to waive the requirement to submit a declaration for a transaction involving the acquisition, directly or indirectly, of a substantial interest in a U.S. business by a foreign person in which a foreign government has, directly or indirectly, a substantial interest. The Committee may waive the requirement if it determines that the foreign person demonstrates that the investments of the foreign person are not directed by a foreign government and the foreign person has a history of cooperation with the Committee.

In 2021, the Committee did not waive this requirement for any transaction.

**B. Information Regarding 2021 Covered Transaction Notices**

There were 272 written notices of transactions filed with CFIUS in 2021<sup>9</sup> that CFIUS determined to be “covered transactions” under 31 C.F.R. part 800 or “covered real estate transactions” under 31 C.F.R. part 802 (collectively referred to herein as covered transactions). These figures, and those in the tables below, reflect the number of notices filed with CFIUS and are not adjusted to account for those transactions that were the subject of more than one notice—i.e., where the original notice was withdrawn and then refiled, as discussed in subsection I.E of this Report.

- CFIUS conducted a “review” with respect to the 272 notices of covered transactions that were accepted in 2021.
- CFIUS conducted a subsequent “investigation” with respect to 130 of those 272 notices.
- Three notices were subject to an extension under Section 721(b)(2)(C)(ii)(I) (which allows for one 15-day extension of the investigation period in extraordinary circumstances).
- CFIUS adopted or imposed mitigation measures as follows:
  - CFIUS concluded action after adopting mitigation measures to resolve national security concerns with respect to 26 of the 272 notices.
  - CFIUS adopted mitigation measures to address residual national security concerns with respect to two notices that were voluntarily withdrawn and abandoned.
  - Separately, in letters issued by Treasury granting the withdrawal and abandonment for two notices, conditions were imposed. However, these did not involve mitigation agreements.
  - Measures were imposed to mitigate interim risk with respect to one notice filed in 2021.<sup>10</sup>
- 74 of the 272 notices were withdrawn. In 63 of these instances, the parties filed a new notice. 52 were re-filed in 2021 and 11 in 2022. In nine of these instances, the parties withdrew the notice and abandoned the transactions after either CFIUS informed the parties that it was unable to identify mitigation measures that would resolve its national security concerns, or it proposed mitigation measures that the parties chose not to accept. In two of these instances, the parties withdrew their notice and abandoned the transaction due to commercial reasons.<sup>11</sup>
- No notices were rejected by CFIUS in 2021.
- There were no Presidential decisions issued in 2021.

---

<sup>9</sup> In a limited number of instances, notices were filed at the end of 2020 and accepted for review in 2021. Those notices are accounted for in this Report.

<sup>10</sup> Further information can be found in subsection F.

<sup>11</sup> Further information can be found in subsection E.



**C. Specific, Cumulative, and Trend Data for Covered Transactions, Withdrawals, and Investigations**

Table I-5 below provides an aggregated list of transactions, withdrawals, and presidential decisions from 2012-2021. From 2012 to 2021, companies filed 1,829 notices of transactions that CFIUS determined to be covered transactions under Section 721. Of these 1,829 notices, approximately 1.4 percent (26 notices) were withdrawn during the review phase. Approximately 52 percent (953 notices) resulted in an investigation, and of these approximately 18 percent (329 notices) were withdrawn during the investigation phase. Withdrawal of a notice is a function of the particular facts and circumstances of the specific transaction being reviewed by the Committee.

As shown in Table I-5, the number of notices of transactions subject to CFIUS jurisdiction increased from 114 in 2012 to 272 in 2021 and is the highest number of notices reviewed by the Committee since 2012. The proportion of notices proceeding to investigation in 2021 was approximately 48 percent, up from 47 percent in 2020 but down from 49 percent in 2019. The overall number of covered transactions reviewed or assessed by the Committee (on the basis of a written notice or a declaration) increased substantially from 2020 to 2021.

A variety of economic factors affects the data in this Report, which may make it difficult to extrapolate CFIUS trends year-over-year. CFIUS considers each transaction on a case-by-case basis, and the disposition of any particular case – be it withdrawal, closing in review or investigations, or presidential decision – depends on the particular facts and circumstances of that case.

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

**Table I-5. Covered Transactions, Withdrawals, and Presidential Decisions, 2012-2021**

<b>Covered Transactions, Withdrawals, and Presidential Decisions* 2012-2021</b>					
<b>Year</b>	<b>Number of Notices</b>	<b>Notices Withdrawn During Review Phase</b>	<b>Number of Investigations</b>	<b>Notices Withdrawn After Commencement of Investigation</b>	<b>Presidential Decisions</b>
2012	114	2	45	20	1
2013	97	3	49	5	0
2014	147	3	52	9	0
2015	143	3	67	10	0
2016	172	6	79	21	1
2017	237	4	172	70	1
2018	229	2	158	64	1
2019	231	0	113	30	1
2020	187	1	88	28	1
2021	272	2	130	72	0
<b>Total</b>	<b>1829</b>	<b>26</b>	<b>953</b>	<b>329</b>	<b>6</b>

\*Please see Subsection E for a discussion of the reasons for which parties may seek to withdraw a notice.

### 1. Committee Turnaround of Comments, Acceptance, Notices

Despite the ongoing challenges associated with COVID-19, the Committee met its obligations with regards to providing comments on and accepting notices.

For notices filed in 2021, the average number of business days that elapsed between the date of submission of a draft notice and the date on which the Committee provided written comments on the draft notice was 6.2 days, less than the 10-day deadline applicable under Section 721.<sup>12</sup>

For notices filed in 2021, the average number of business days that elapsed between the date of submission of a formal written notice and the date on which the Committee accepted the formal written notice was 6.0 days, less than the 10-day deadline applicable under Section 721.

The following table provides information on the median and average number of days required to complete reviews and investigations in 2021.

**Table I-6. Average and Median Days to Complete Reviews and Investigations**

For Covered Transactions in 2021	Average Calendar Days	Median Calendar Days
Closing in Review	46.3	47.0 <sup>13</sup>
Closing in Investigation	65.0	89.5

<sup>12</sup> This number is inclusive of all draft notices filed in 2021 regardless of whether the parties made a stipulation. Under FIRRMA and the CFIUS regulations that went into effect on February 13, 2020, the Committee shall provide comments within 10 business days of the submission of a notice if the parties stipulate that the transaction is covered under the CFIUS regulations.

<sup>13</sup> These numbers may exceed 45 or 90 calendar days in some cases because, in certain circumstances, the 45th calendar day of a review or an investigation can fall on a Saturday, Sunday, or public holiday. In those cases, the next business day is considered the final day of the review or investigation.

**D. Covered Notices by Business Sector and Country**

**1. Covered Notices by Business Sector of U.S. Companies, 2012-2021**

The notices of covered transactions filed with CFIUS from 2012 through 2021 involved a wide range of industries. Approximately three-fourths of the notices were in either the Finance, Information, and Services sector (726 notices or 40 percent) or the Manufacturing sector (691 notices or 38 percent). The remainder of the notices were in the Mining Utilities and Construction sector (257 notices or 14 percent) and the Wholesale Trade, Retail Trade and Transportation sector (149 notices or 8 percent).

The following table and charts provide data by sector and by calendar year of the 1,823 non-real estate covered transaction notices filed with CFIUS during the ten-year period from 2012 through 2021. In 2021, similar to 2020, the greatest number of transactions occurred in the Finance, Information, and Services sector accounting for over half of transactions (147 notices or 55 percent). The Manufacturing sector in 2021, similar to 2020, accounted for the second most notices filed with 74 notices or 28 percent. However, the proportions changed for both sectors as the Finance, Information, and Services sector increased from 43 percent to 55 percent while the Manufacturing sector decreased from 36 percent to 28 percent.

The proportion of notices in the Mining, Utilities, and Construction sector increased slightly from 11 percent in 2020 to 12 percent in 2021 while the Wholesale Trade, Retail Trade and Transportation sector dropped six percentage points from 2020 to 2021 and remains the lowest at 4 percent or 12 notices in 2021.

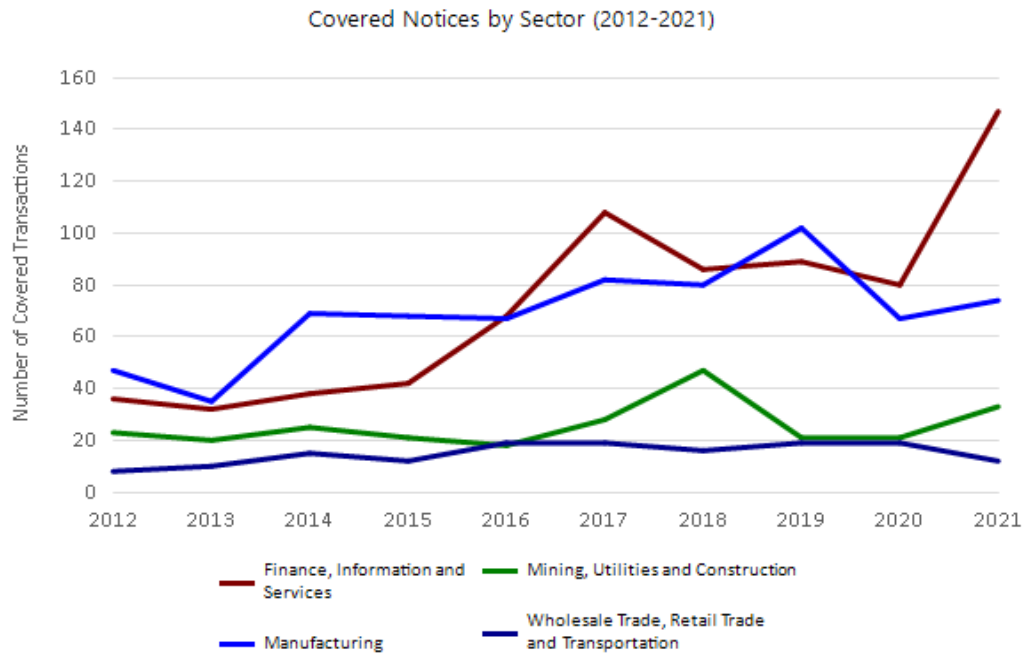
**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

**Table I-7. Covered Notices by Sector and Year, 2012-2021<sup>14</sup>**

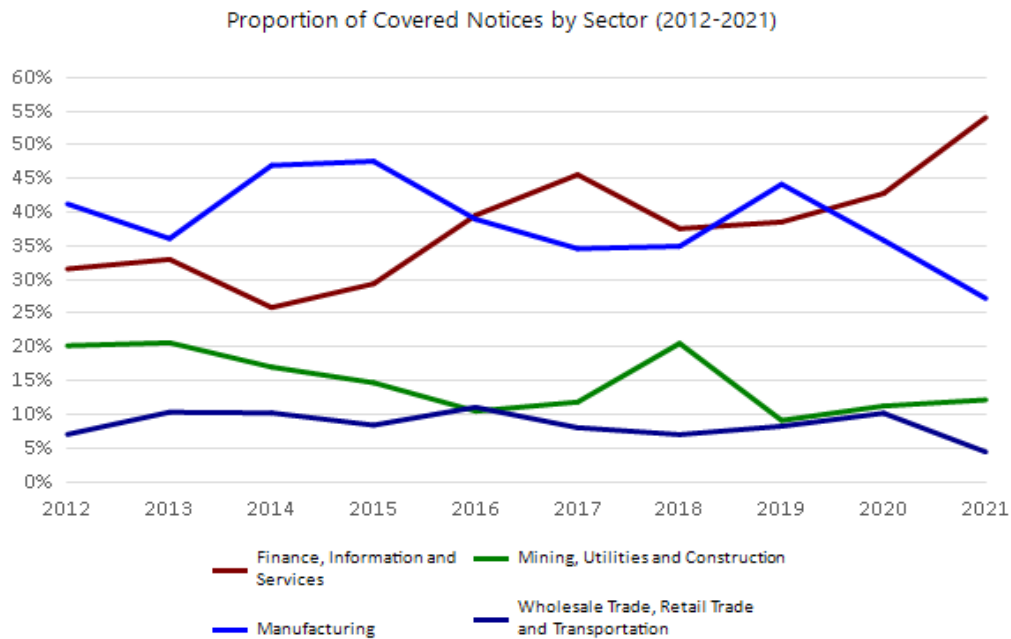
<b>Covered Notices by Sector and Year, 2012-2021</b>					
<b>Year</b>	<b>Finance, Information and Services</b>	<b>Manufacturing</b>	<b>Mining, Utilities and Construction</b>	<b>Wholesale Trade, Retail Trade and Transportation</b>	<b>Total</b>
2012	36 (32%)	47 (41%)	23 (20%)	8 (7%)	114
2013	32 (33%)	35 (36%)	20 (21%)	10 (10%)	97
2014	38 (26%)	69 (47%)	25 (17%)	15 (10%)	147
2015	42 (29%)	68 (48%)	21 (15%)	12 (8%)	143
2016	68 (40%)	67 (39%)	18 (10%)	19 (11%)	172
2017	108 (46%)	82 (35%)	28 (12%)	19 (8%)	237
2018	86 (38%)	80 (35%)	47 (21%)	16 (7%)	229
2019	89 (39%)	102 (44%)	21 (9%)	19 (8%)	231
2020	80 (43%)	67 (36%)	21 (11%)	19 (10%)	187
2021	147 (55%)	74 (28%)	33 (12%)	12 (4%)	266
<b>Total</b>	<b>726 (40%)</b>	<b>691 (38%)</b>	<b>257 (14%)</b>	<b>149 (8%)</b>	<b>1823</b>

<sup>14</sup> Does not include real estate notices.

Graph I-1. Covered Notices by Sector and Year, 2012-2021



Graph I-2. Proportion of Covered Notices by Sector and Year, 2012-2021



# CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

## Finance, Information, and Services Sector

In 2021, the Finance, Information, and Services sector accounted for 55 percent or 147 of the 266 non-real estate CFIUS notices. Within this sector, Professional, Scientific, and Technical Services continued to be the largest subsector, accounting for 39 percent or 57 notices. The other top subsector in 2021 was Publishing Industries (except Internet) at 20 percent or 30 notices. All other subsectors fell below 10 percent of notices.

**Table I-8. Covered Notices from the Finance, Information, and Services Sector, 2019 -2021**

Finance, Information, and Services	NAICS Code	2021 Notices	% of Total Finance, Information, and Services			
			2021	2020	2019	2019-2021
Publishing Industries (except Internet)	511	30	20%	18%	8%	16%
Telecommunications	517	12	8%	11%	12%	10%
Data Processing, Hosting, and Related Services	518	13	9%	6%	6%	7%
Other Information Services	519	0	0%	4%	6%	3%
Credit Intermediation and Related Activities	522	2	1%	0%	3%	2%
Securities, Commodity Contracts, and Other Financial Investments and Related Activities	523	3	2%	3%	7%	3%
Insurance Carriers and Related Activities	524	8	5%	4%	2%	4%
Funds, Trusts, and Other Financial Vehicles	525	0	0%	1%	1%	1%
Real Estate	531	5	3%	4%	3%	3%
Rental and Leasing Services	532	2	1%	0%	0%	1%
Professional, Scientific, and Technical Services	541	57	39%	36%	42%	39%
Management of Companies and Enterprises	551	8	5%	1%	2%	3%
Administrative and Support Services	561	1	1%	4%	3%	2%
Waste Management and Remediation Services	562	0	0%	1%	0%	0%
Educational Services	611	4	3%	4%	1%	3%
Ambulatory Health Care Services	621	2	1%	3%	1%	2%
Personal and Laundry Services	812	0	0%	1%	2%	1%

# CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

## Manufacturing Sector

In 2021, the Manufacturing sector accounted for 28 percent or 74 of the 266 non-real estate CFIUS notices. Within Manufacturing, the subsector with the most notices remained Computer and Electronic Product Manufacturing, accounting for 34 percent (25 notices). The other top subsector was Chemical Manufacturing, accounting for 18 percent (13 notices).

**Table I-9. Covered Notices from the Manufacturing Sector, 2019-2021**

Manufacturing	NAICS Code	2021 Notices	% of Total Manufacturing			
			2021	2020	2019	2019-2021
Food Manufacturing	311	0	0%	1%	1%	1%
Textile Mills	313	0	0%	0%	3%	1%
Paper Manufacturing	322	0	0%	0%	1%	0%
Petroleum and Coal Products Manufacturing	324	2	3%	0%	0%	1%
Chemical Manufacturing	325	13	18%	13%	11%	14%
Plastics and Rubber Products Manufacturing	326	0	0%	0%	1%	0%
Nonmetallic Mineral Product Manufacturing	327	0	0%	1%	2%	1%
Primary Metal Manufacturing	331	3	4%	3%	1%	2%
Fabricated Metal Product Manufacturing	332	3	4%	6%	5%	5%
Machinery Manufacturing	333	7	9%	9%	8%	9%
Computer and Electronic Product Manufacturing	334	25	34%	42%	38%	38%
Electrical Equipment, Appliance, and Component Manufacturing	335	9	12%	9%	16%	13%
Transportation Equipment Manufacturing	336	10	14%	9%	14%	12%
Miscellaneous Manufacturing	339	2	3%	6%	0%	2%



**Mining, Utilities, and Construction Sector**

In 2021, the Mining, Utilities, and Construction sector accounted for 12 percent or 33 of the 266 non-real estate CFIUS notices. Within this sector, the Utilities subsector accounted for 94 percent of the sector (31 notices). The Heavy and Civil Engineering Construction and Specialty Trade Contractors subsectors each had one notice in 2021.

**Table I-10. Covered Notices from the Mining, Utilities, and Construction Sector, 2019-2021**

Mining, Utilities, and Construction	NAICS Code	2021 Notices	% of Total Mining, Utilities, and Construction			
			2021	2020	2019	2019-2021
Crop Production	111	0	0%	0%	5%	1%
Oil and Gas Extraction	211	0	0%	10%	10%	5%
Mining (except Oil and Gas)	212	0	0%	5%	10%	4%
Support Activities for Mining	213	0	0%	0%	5%	1%
Utilities	221	31	94%	86%	71%	85%
Heavy and Civil Engineering Construction	237	1	3%	0%	0%	1%
Specialty Trade Contractors	238	1	3%	0%	0%	1%

**Wholesale Trade, Retail Trade, and Transportation Sector**

In 2021, the Wholesale Trade, Retail Trade, and Transportation sector accounted for 4 percent or 12 of the 266 non-real estate CFIUS notices. Within this sector, Support Activities for Transportation remained the largest subsector, accounting for 50 percent or six notices. The other two subsectors which had notices in 2021 were Merchant Wholesalers, Durable Goods and Air Transportation with three notices each.

**Table I-11. Covered Notices from the Wholesale Trade, Retail Trade, and Transportation Sector, 2019-2021**

Wholesale Trade, Retail Trade, and Transportation	NAICS Code	2021 Notices	% of Total Wholesale Trade, Retail Trade and Transportation			
			2021	2020	2019	2019-2021
Merchant Wholesalers, Durable Goods	423	3	25%	16%	26%	22%
Merchant Wholesalers, Nondurable Goods	424	0	0%	5%	0%	2%
Health and Personal Care Stores	446	0	0%	11%	0%	4%
Clothing and Clothing Accessories Stores	448	0	0%	5%	0%	2%
Miscellaneous Store Retailers	453	0	0%	0%	5%	2%
Nonstore Retailers	454	0	0%	5%	5%	4%
Air Transportation	481	3	25%	0%	0%	6%
Rail Transportation	482	0	0%	0%	5%	2%
Transit and Ground Passenger Transportation	485	0	0%	0%	5%	2%
Pipeline Transportation	486	0	0%	5%	16%	8%
Support Activities for Transportation	488	6	50%	37%	26%	36%
Warehousing and Storage	493	0	0%	5%	5%	4%
Accommodation	721	0	0%	11%	5%	6%

# CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

## Covered Notices by Business Sector of U.S. Companies, 2019-2021

Table I-12 on the following pages provides a breakdown by subsector and by the three most recent reporting years for the covered notices cumulatively filed with CFIUS from 2019 through 2021.

**Table I-12. Covered Notices by Business Sector of U.S. Companies, 2019-2021**

Business Sector	4-Digit NAICS	3-Digit NAICS	3-Digit NAICS Category	2021 Notices <sup>15</sup>	% of 3-Digit Corresponding NAICS Code			
					2021	2020	2019	2019-2021
Vegetable and Melon Farming	1112	111	Crop Production	0	N/A	N/A	100%	100%
Oil and Gas Extraction	2111	211	Oil and Gas Extraction	0	N/A	100%	100%	100%
Metal Ore Mining	2122	212	Mining (except Oil and Gas)	0	0%	0%	100%	67%
Nonmetallic Mineral Mining and Quarrying	2123	212	Mining (except Oil and Gas)	0	0%	100%	0%	33%
Support Activities for Mining	2131	213	Support Activities for Mining	0	0%	N/A	100%	100%
Electric Power Generation, Transmission and Distribution	2211	221	Utilities	30	97%	100%	93%	97%
Natural Gas Distribution	2212	221	Utilities	0	0%	0%	7%	2%
Water, Sewage and Other Systems	2213	221	Utilities	1	3%	0%	0%	2%
Utility System Construction	2371	237	Heavy and Civil Engineering Construction	1	100%	N/A	N/A	100%
Building Equipment Contractors	2382	238	Specialty Trade Contractors	1	100%	N/A	N/A	100%
Fruit and Vegetable Preserving and Specialty Food Manufacturing	3114	311	Food Manufacturing	0	N/A	0%	100%	50%
Animal Slaughtering and Processing	3116	311	Food Manufacturing	0	N/A	100%	0%	50%
Fiber, Yarn, and Thread Mills	3131	313	Textile Mills	0	N/A	N/A	33%	33%
Textile and Fabric Finishing and Fabric Coating Mills	3133	313	Textile Mills	0	N/A	N/A	67%	67%
Converted Paper Product Manufacturing	3222	322	Paper Manufacturing	0	N/A	N/A	100%	100%
Petroleum and Coal Products Manufacturing	3241	324	Petroleum and Coal Products Manufacturing	2	100%	N/A	N/A	100%
Basic Chemical Manufacturing	3251	325	Chemical Manufacturing	1	8%	33%	27%	21%

<sup>15</sup> Does not include real estate notices.

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Resin, Synthetic Rubber, and Artificial Synthetic Fibers and Filaments Manufacturing	3252	325	Chemical Manufacturing	8	62%	22%	18%	36%
Pharmaceutical and Medicine Manufacturing	3254	325	Chemical Manufacturing	3	23%	33%	36%	30%
Other Chemical Product and Preparation Manufacturing	3259	325	Chemical Manufacturing	1	8%	11%	18%	12%
Rubber Product Manufacturing	3262	326	Plastics and Rubber Products Manufacturing	0	N/A	N/A	100%	100%
Clay Product and Refractory Manufacturing	3271	327	Nonmetallic Mineral Product Manufacturing	0	N/A	0%	50%	33%
Glass and Glass Product Manufacturing	3272	327	Nonmetallic Mineral Product Manufacturing	0	N/A	0%	50%	33%
Other Nonmetallic Mineral Product Manufacturing	3279	327	Nonmetallic Mineral Product Manufacturing	0	N/A	100%	0%	33%
Steel Product Manufacturing from Purchased Steel	3312	331	Primary Metal Manufacturing	2	67%	0%	0%	33%
Nonferrous Metal (except Aluminum) Production and Processing	3314	331	Primary Metal Manufacturing	0	0%	100%	100%	50%
Foundries	3315	331	Primary Metal Manufacturing	1	33%	0%	0%	17%
Forging and Stamping	3321	332	Fabricated Metal Product Manufacturing	0	0%	25%	0%	8%
Architectural and Structural Metals Manufacturing	3323	332	Fabricated Metal Product Manufacturing	0	0%	0%	20%	8%
Hardware Manufacturing	3325	332	Fabricated Metal Product Manufacturing	0	0%	0%	20%	8%
Coating, Engraving, Heat Treating, and Allied Activities	3328	332	Fabricated Metal Product Manufacturing	0	0%	25%	40%	25%
Other Fabricated Metal Product Manufacturing	3329	332	Fabricated Metal Product Manufacturing	3	100%	50%	20%	50%
Agriculture, Construction, and Mining Machinery Manufacturing	3331	333	Machinery Manufacturing	0	0%	0%	13%	5%
Industrial Machinery Manufacturing	3332	333	Machinery Manufacturing	0	0%	17%	50%	24%
Commercial and Service Industry Machinery Manufacturing	3333	333	Machinery Manufacturing	4	57%	0%	25%	29%
Metalworking Machinery Manufacturing	3335	333	Machinery Manufacturing	0	0%	0%	13%	5%
Engine, Turbine, and Power Transmission Equipment Manufacturing	3336	333	Machinery Manufacturing	2	29%	17%	0%	14%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Other General Purpose Machinery Manufacturing	3339	333	Machinery Manufacturing	1	14%	67%	0%	24%
Computer and Peripheral Equipment Manufacturing	3341	334	Computer and Electronic Product Manufacturing	5	20%	7%	10%	12%
Communications Equipment Manufacturing	3342	334	Computer and Electronic Product Manufacturing	3	12%	25%	15%	17%
Semiconductor and Other Electronic Component Manufacturing	3344	334	Computer and Electronic Product Manufacturing	9	36%	46%	64%	51%
Navigational, Measuring, Electromedical, and Control Instruments Manufacturing	3345	334	Computer and Electronic Product Manufacturing	8	32%	21%	10%	20%
Electrical Equipment Manufacturing	3353	335	Electrical Equipment, Appliance, and Component Manufacturing	1	11%	33%	25%	23%
Other Electrical Equipment and Component Manufacturing	3359	335	Electrical Equipment, Appliance, and Component Manufacturing	8	89%	67%	75%	77%
Motor Vehicle Manufacturing	3361	336	Transportation Equipment Manufacturing	2	20%	17%	0%	10%
Motor Vehicle Parts Manufacturing	3363	336	Transportation Equipment Manufacturing	0	0%	0%	14%	7%
Aerospace Product and Parts Manufacturing	3364	336	Transportation Equipment Manufacturing	8	80%	50%	71%	70%
Railroad Rolling Stock Manufacturing	3365	336	Transportation Equipment Manufacturing	0	0%	17%	0%	3%
Other Transportation Equipment Manufacturing	3369	336	Transportation Equipment Manufacturing	0	0%	17%	14%	10%
Medical Equipment and Supplies Manufacturing	3391	339	Miscellaneous Manufacturing	1	50%	100%	N/A	83%
Other Miscellaneous Manufacturing	3399	339	Miscellaneous Manufacturing	1	50%	0%	N/A	17%
Professional and Commercial Equipment and Supplies Merchant Wholesalers	4234	423	Merchant Wholesalers, Durable Goods	0	0%	0%	60%	27%
Metal and Mineral (except Petroleum) Merchant Wholesalers	4235	423	Merchant Wholesalers, Durable Goods	1	33%	0%	0%	9%
Household Appliances and Electrical and Electronic Goods Merchant Wholesalers	4236	423	Merchant Wholesalers, Durable Goods	2	67%	33%	40%	45%
Machinery, Equipment, and Supplies Merchant Wholesalers	4238	423	Merchant Wholesalers, Durable Goods	0	0%	33%	0%	9%
Miscellaneous Durable Goods Merchant Wholesalers	4239	423	Merchant Wholesalers, Durable Goods	0	0%	33%	0%	9%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Grocery and Related Product Merchant Wholesalers	4244	424	Merchant Wholesalers, Nondurable Goods	0	N/A	100%	N/A	100%
Health and Personal Care Stores	4461	446	Health and Personal Care Stores	0	N/A	100%	N/A	100%
Jewelry, Luggage, and Leather Goods Stores	4483	448	Clothing and Clothing Accessories Stores	0	N/A	100%	N/A	100%
Other Miscellaneous Store Retailers	4539	453	Miscellaneous Store Retailers	0	N/A	N/A	100%	100%
Electronic Shopping and Mail-Order Houses	4541	454	Nonstore Retailers	0	N/A	100%	0%	50%
Direct Selling Establishments	4543	454	Nonstore Retailers	0	N/A	0%	100%	50%
Nonscheduled Air Transportation	4812	481	Air Transportation	3	100%	N/A	N/A	100%
Rail Transportation	4821	482	Rail Transportation	0	N/A	N/A	100%	100%
Other Transit and Ground Passenger Transportation	4859	485	Transit and Ground Passenger Transportation	0	N/A	N/A	100%	100%
Pipeline Transportation of Crude Oil	4861	486	Pipeline Transportation	0	N/A	0%	33%	25%
Pipeline Transportation of Natural Gas	4862	486	Pipeline Transportation	0	N/A	100%	0%	25%
Other Pipeline Transportation	4869	486	Pipeline Transportation	0	N/A	0%	67%	50%
Support Activities for Air Transportation	4881	488	Support Activities for Transportation	1	17%	57%	20%	33%
Support Activities for Water Transportation	4883	488	Support Activities for Transportation	0	0%	14%	60%	22%
Support Activities for Road Transportation	4884	488	Support Activities for Transportation	1	17%	0%	0%	6%
Freight Transportation Arrangement	4885	488	Support Activities for Transportation	4	67%	29%	20%	39%
Warehousing and Storage	4931	493	Warehousing and Storage	0	N/A	100%	100%	100%
Newspaper, Periodical, Book, and Directory Publishers	5111	511	Publishing Industries (except Internet)	3	10%	21%	0%	12%
Software Publishers	5112	511	Publishing Industries (except Internet)	27	90%	79%	100%	88%
Wired Telecommunications Carriers	5171	517	Telecommunications	0	0%	11%	0%	3%
Wired and Wireless Telecommunications Carriers	5173	517	Telecommunications	7	58%	67%	55%	59%
Satellite Telecommunications	5174	517	Telecommunications	5	42%	11%	27%	28%
Other Telecommunications	5179	517	Telecommunications	0	0%	11%	18%	9%
Data Processing, Hosting, and Related Services	5182	518	Data Processing, Hosting, and Related Services	13	100%	100%	100%	100%
Other Information Services	5191	519	Other Information Services	0	0%	100%	100%	100%
Nondepository Credit Intermediation	5222	522	Credit Intermediation and Related Activities	0	0%	0%	67%	40%

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Activities Related to Credit Intermediation	5223	522	Credit Intermediation and Related Activities	2	100%	0%	33%	60%
Securities and Commodity Contracts Intermediation and Brokerage	5231	523	Securities, Commodity Contracts, and Other Financial Investments and Related Activities	1	33%	50%	17%	27%
Other Financial Investment Activities	5239	523	Securities, Commodity Contracts, and Other Financial Investments and Related Activities	2	67%	50%	83%	73%
Insurance Carriers	5241	524	Insurance Carriers and Related Activities	5	63%	33%	50%	54%
Agencies, Brokerages, and Other Insurance Related Activities	5242	524	Insurance Carriers and Related Activities	3	38%	67%	50%	46%
Other Investment Pools and Funds	5259	525	Funds, Trusts, and Other Financial Vehicles	0	N/A	100%	100%	100%
Lessors of Real Estate	5311	531	Real Estate	5	100%	33%	33%	64%
Activities Related to Real Estate	5313	531	Real Estate	0	0%	67%	67%	36%
Automotive Equipment Rental and Leasing	5321	532	Rental and Leasing Services	1	50%	N/A	N/A	50%
Commercial and Industrial Machinery and Equipment Rental and Leasing	5324	532	Rental and Leasing Services	1	50%	N/A	N/A	50%
Architectural, Engineering, and Related Services	5413	541	Professional, Scientific, and Technical Services	10	18%	34%	19%	22%
Computer Systems Design and Related Services	5415	541	Professional, Scientific, and Technical Services	17	30%	31%	32%	31%
Management, Scientific, and Technical Consulting Services	5416	541	Professional, Scientific, and Technical Services	7	12%	7%	8%	10%
Scientific Research and Development Services	5417	541	Professional, Scientific, and Technical Services	15	26%	17%	32%	26%
Advertising, Public Relations, and Related Services	5418	541	Professional, Scientific, and Technical Services	1	2%	3%	3%	2%
Other Professional, Scientific, and Technical Services	5419	541	Professional, Scientific, and Technical Services	7	12%	7%	5%	9%
Management of Companies and Enterprises	5511	551	Management of Companies and Enterprises	8	100%	100%	100%	100%
Employment Services	5613	561	Administrative and Support Services	1	100%	0%	0%	14%
Business Support Services	5614	561	Administrative and Support Services	0	0%	33%	0%	14%
Travel Arrangement and Reservation Services	5615	561	Administrative and Support Services	0	0%	33%	0%	14%

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

Investigation and Security Services	5616	561	Administrative and Support Services	0	0%	33%	100%	57%
Remediation and Other Waste Management Services	5629	562	Waste Management and Remediation Services	0	N/A	100%	N/A	100%
Elementary and Secondary Schools	6111	611	Educational Services	1	25%	0%	100%	25%
Business Schools and Computer and Management Training	6114	611	Educational Services	1	25%	0%	0%	13%
Technical and Trade Schools	6115	611	Educational Services	1	25%	0%	0%	13%
Educational Support Services	6117	611	Educational Services	1	25%	100%	0%	50%
Offices of Physicians	6211	621	Ambulatory Health Care Services	0	0%	50%	0%	20%
Outpatient Care Centers	6214	621	Ambulatory Health Care Services	0	0%	0%	100%	20%
Medical and Diagnostic Laboratories	6215	621	Ambulatory Health Care Services	2	100%	50%	0%	60%
Traveler Accommodation	7211	721	Accommodation	0	N/A	100%	100%	100%
Other Personal Services	8129	812	Personal and Laundry Services	0	N/A	100%	100%	100%



## 2. Covered Notices by Country or Economy, 2019-2021

Table I-13 organizes covered notices from 2019 through 2021 by the acquirer's home country or geographic economy. In 2021, the highest number of notices were from Chinese investors<sup>16</sup>, accounting for 16.5 percent (44 notices), followed by Canadian and Japanese investors, accounting for 10.3 percent and 9.6 percent, respectively (28 and 26 notices). For the three-year period from 2019 through 2021, the highest number of notices were from Japanese investors, accounting for 13.3 percent (91 notices), followed by Chinese and Canadian investors, accounting for 12.6 percent and 9.1 percent, respectively (86 and 62 notices).

**Table I-13. Covered Notices by Acquirer Home Country or Geographic Economy, 2019-2021**

Covered Notices by Acquirer Home Country or Geographic Economy, 2019-2021				
Country/Economy	2019	2020	2021	Total
Australia	11	10	4	25
Austria	4	0	3	7
Belgium	0	0	1	1
Bermuda	2	1	0	3
Brazil	0	2	2	4
British Virgin Islands	0	1	1	2
Canada	23	11	28	62
Cayman Islands	2	5	18	25
Chile	0	1	1	2
China	25	17	44	86
Colombia	1	0	0	1
Czech Republic	0	1	3	4
Denmark	2	2	5	9
Finland	0	2	1	3
France	13	11	13	37
Germany	13	7	10	30
Guernsey	4	3	3	10
Hong Kong	4	3	0	7
India	3	6	1	10
Ireland	1	2	2	5
Israel	2	6	12	20

<sup>16</sup> This is due in part to the change in how Hong Kong cases are categorized. See footnote 8 for further details.

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Country/Economy	2019	2020	2021	Total
Italy	3	3	4	10
Japan	46	19	26	91
Jersey	0	3	2	5
Kuwait	0	1	0	1
Lebanon	0	1	2	3
Liechtenstein	0	0	1	1
Luxembourg	1	5	4	10
Malaysia	0	1	0	1
Mexico	0	0	2	2
Netherlands	6	6	5	17
Norway	0	1	2	3
Philippines	0	1	0	1
Portugal	1	4	7	12
Qatar	1	2	2	5
Russia	1	0	7	8
Saudi Arabia	3	0	3	6
Singapore	10	10	13	33
South Africa	0	1	1	2
South Korea	10	2	13	25
Spain	2	3	0	5
Sweden	7	10	5	22
Switzerland	4	2	1	7
Taiwan	4	4	4	12
Thailand	1	0	2	3
The Bahamas	1	0	0	1
Turkey	2	1	0	3
Ukraine	0	0	1	1
United Arab Emirates	4	2	0	6
United Kingdom	13	14	13	40
Vietnam	1	0	0	1
Total	231	187	272	690

Table I-14 shows the geographic concentration of notices in each of the four previously listed industry sectors for the period from 2019 to 2021. Together, the Finance, Information, and Services sector and the Manufacturing sector accounted for approximately 82 percent of all notices during this three-year period. The Mining, Utilities and Construction sector accounted for 11 percent of notices while the Wholesale Trade, Retail Trade and Transportation sector accounted for 7 percent.

Notices from Japan, China, and Canada together accounted for approximately 35 percent of notices filed from 2019 to 2021. The distribution of notices from these countries were generally consistent with the overall distribution of notices across the four industry sectors although Canada had more notices in the Mining, Utilities and Construction sector than Manufacturing consistent with previous years' reports.

**Table I-14. Covered Notices by Acquirer Home Country or Economy and Target Sector, 2019-2021<sup>17</sup>**

<b>Covered Notices by Acquirer Home Country or Geographic Economy, by Target Sector, 2019-2021</b>					
<b>Country/Economy</b>	<b>Finance, Information and Services</b>	<b>Manufacturing</b>	<b>Mining, Utilities and Construction</b>	<b>Wholesale Trade, Retail Trade and Transportation</b>	<b>Total</b>
Australia	15	2	5	3	25
Austria	2	5	0	0	7
Belgium	0	0	1	0	1
Bermuda	1	1	0	1	3
Brazil	1	2	0	1	4
British Virgin Islands	2	0	0	0	2
Canada	28	10	15	7	60
Cayman Islands	18	6	0	1	25
Chile	1	1	0	0	2
China	47	32	1	6	86
Colombia	0	0	1	0	1
Czech Republic	3	1	0	0	4
Denmark	1	2	4	2	9
Finland	2	0	1	0	3
France	22	10	3	2	37

<sup>17</sup> Does not include real estate notices.

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Country/Economy	Finance, Information and Services	Manufacturing	Mining, Utilities and Construction	Wholesale Trade, Retail Trade and Transportation	Total
Germany	13	14	1	2	30
Guernsey	7	3	0	0	10
Hong Kong	0	6	0	1	7
India	7	3	0	0	10
Ireland	2	3	0	0	5
Israel	6	9	5	0	20
Italy	4	5	0	1	10
Japan	36	38	8	9	91
Jersey	2	2	0	1	5
Kuwait	1	0	0	0	1
Lebanon	0	2	0	1	3
Liechtenstein	0	1	0	0	1
Luxembourg	3	6	0	1	10
Malaysia	0	1	0	0	1
Mexico	0	2	0	0	2
Netherlands	6	8	3	0	17
Norway	1	2	0	0	3
Philippines	1	0	0	0	1
Portugal	0	0	9	0	9
Qatar	2	2	0	1	5
Russia	4	4	0	0	8
Saudi Arabia	3	3	0	0	6
Singapore	23	4	4	2	33
South Africa	2	0	0	0	2
South Korea	6	12	4	3	25
Spain	2	1	2	0	5
Sweden	15	6	1	0	22
Switzerland	1	5	1	0	7
Taiwan	0	11	0	0	11

**CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021**

Country/Economy	Finance, Information and Services	Manufacturing	Mining, Utilities and Construction	Wholesale Trade, Retail Trade and Transportation	Total
Thailand	1	2	0	0	3
The Bahamas	1	0	0	0	1
Turkey	0	1	2	0	3
Ukraine	0	0	0	1	1
United Arab Emirates	4	0	2	0	6
United Kingdom	20	14	2	4	40
Vietnam	0	1	0	0	1
<b>Total</b>	<b>316</b>	<b>243</b>	<b>75</b>	<b>50</b>	<b>684</b>

### E. Withdrawn Notices

Parties may withdraw a notice after acceptance by the Committee only if the Committee approves a written request for withdrawal from the parties. Over time, parties have requested withdrawals for a number of reasons. For example, in some cases in which the parties are unable to address all of the Committee's outstanding national security concerns within the initial review phase or subsequent investigation period, the parties might request to withdraw and refile their notice to provide themselves with additional time to answer questions or to attempt to resolve the Committee's national security concerns via a mitigation agreement. In other cases, the parties might request to withdraw and refile their notice because a material change in the terms of the transaction warrants the filing of a new notice. In still other cases, the parties might request to withdraw their notice because they are abandoning the transaction for commercial reasons, or because the parties do not want to abide by CFIUS's proposed mitigation, or in light of a CFIUS determination to refer the matter to the President. The Committee has established processes to track, when appropriate, the status of a withdrawn transaction or interim protections to address specific national security concerns identified during the review or investigation of the withdrawn transaction.

In 2021, CFIUS approved the withdrawal of 74 notices. Parties withdrew two notices during the review phase and withdrew 72 notices after the commencement of the investigation period. In 63 of these instances, the parties filed a new notice in either 2021 (52 notices re-filed) or 2022 (11 notices refiled). In most instances, the notices were withdrawn after the Committee informed the parties that the transaction posed a national security risk to allow the parties additional time to consider CFIUS's mitigation terms.<sup>18</sup>

In nine of these instances, the parties withdrew their notice and abandoned their transaction after either CFIUS informed them that it was unable to identify mitigation measures that would resolve the national security risk posed by the transaction, or the Committee proposed mitigation measures that the parties chose not to accept. In two of these instances, the parties withdrew their notice and abandoned the transaction due to commercial reasons.

As noted above, the number of withdrawals is a function of the specific facts and circumstances of the particular transactions reviewed by the Committee.

---

<sup>18</sup> See subsection F for further details on mitigation measures.

## F. Mitigation Measures and Conditions

Section 721(l), as amended by FIRRMA, provides that the Committee may use measures to mitigate national security risks both in cases for which CFIUS concludes action (i.e., clears the case to proceed) and in cases for which a party to the transaction has voluntarily chosen to abandon the transaction. In 2021, CFIUS adopted mitigation measures and conditions with respect to 31 notices of covered transactions (approximately 11 percent of the total number of 2021 notices):

- For transactions filed in 2021, CFIUS concluded action after adopting mitigation measures with respect to 26 notices of covered transactions (approximately 10 percent of the 2021 notices). Six CFIUS agencies served as the U.S. Government signatories to these measures.
- CFIUS adopted mitigation measures to address residual national security concerns with respect to two notices (approximately 1 percent of the total number of 2021 notices) that were voluntarily withdrawn and abandoned. Two CFIUS agencies served as the U.S. Government signatories to these measures.
  - Separately, in letters issued by Treasury granting the withdrawal and abandonment for two notices, conditions were imposed. However, these did not involve mitigation agreements.
- Measures were imposed to mitigate interim risk with respect to one notice filed in 2021.

Committee member agencies have adopted practices and procedures to evaluate and ensure that parties to a covered transaction remain in compliance with any risk mitigation measures and conditions under Section 721 that CFIUS adopts. For all mitigation measures and conditions executed since FINSA became effective, and continuing as explicitly directed under FIRRMA, Treasury, as Chair of CFIUS, has designated at least one U.S. Government signatory to a mitigation measure as a lead agency for monitoring compliance with that measure. Lead agencies carry out their monitoring responsibilities on behalf of the Committee and regularly report back to the Committee. In addition, in cases where mitigation measures and conditions were entered into before FIRRMA's effective date, signatories also regularly report to the Committee on compliance with those measures. As described below, all lead agencies for monitoring mitigation compliance have implemented practices and processes to carry out their responsibilities.

Mitigation measures and conditions negotiated and adopted in 2021 required the businesses involved to take specific and verifiable actions, including, for example:

- prohibiting or limiting the transfer or sharing of certain intellectual property, trade secrets, or technical information;
- establishing guidelines and terms for handling existing or future contracts with the U.S. Government or its contractors, U.S. Government customer information, and other sensitive information;
- ensuring that only authorized persons have access to certain technology, systems, facilities, or sensitive information;
- ensuring that certain facilities, equipment, data, and operations are located only in the United States;
- establishing a corporate security committee, voting trust, and other mechanisms to limit foreign influence and ensure compliance, including the appointment of a U.S. Government-approved

security officer and/or member of the board of directors and requirements for security policies, annual reports, and independent audits;

- notifying, and approval of, security officers, third party monitors, or relevant U.S. Government parties in advance of visits to the U.S. business by foreign nationals;
- security protocols to ensure the integrity of products or software sold to the U.S. Government;
- notifying customers or relevant U.S. Government parties when there is a change of ownership in the U.S. business;
- assurances of continuity of supply to the U.S. Government for defined periods, notification and consultation prior to taking certain business decisions, and reserving certain rights for the U.S. Government in the event that the company decides to exit a business line; establishing meetings to discuss business plans that might affect U.S. Government supply or raise national security considerations;
- exclusion of certain sensitive U.S. assets from the transaction;
- ensuring that only authorized vendors supply certain products or services;
- prior notification to and approval by relevant U.S. Government parties in connection with any increase in ownership or rights by the foreign acquirer; and
- divestiture by the foreign acquirer of all or part of the U.S. business.<sup>19</sup>

CFIUS agencies use a variety of means to monitor and enforce compliance by the companies that are subject to the measures, including:

- periodic reporting to U.S. Government agencies by the companies;
- on-site compliance reviews by U.S. Government agencies;
- third-party audits or monitors when provided for by the terms of the mitigation measures; and
- investigations and remedial actions if anomalies or breaches are discovered or suspected, including the imposition of penalties or unilateral initiation of another review of the covered transaction, where appropriate.

Due to the number and complexity of mitigation measures and conditions implemented to date, as a general matter individual CFIUS agencies monitor compliance through a number of internal practices and procedures, including:

- assigning staff responsibilities for the monitoring of compliance;
- designing tracking systems to monitor required reports; and
- instituting internal instructions and procedures to ensure that in-house expertise is drawn upon to analyze compliance with measures.

---

<sup>19</sup> Divestiture of all of a U.S. business is an option parties may consent to in lieu of a referral to the President and is typically effectuated through a withdrawal of the notice and abandonment of the transaction. For this reason, such divestitures are not included in data on cases cleared with mitigation.



### G. Perceived Adverse Effects of Covered Transactions

Section 721(m) requires that this Annual Report include a detailed discussion of all perceived adverse effects of covered transactions on the national security or critical infrastructure of the United States that the Committee will take into account in its deliberations during the period before delivery of the next report, to the extent possible. In reviewing a covered transaction, CFIUS evaluates all relevant national security considerations identified by its member agencies during the pendency of the case and does not conclude action on a covered transaction if there are unresolved national security concerns.

As discussed in the Guidance Concerning the National Security Review Conducted by CFIUS, which CFIUS published in the Federal Register on December 8, 2008<sup>20</sup>, and which remains relevant for the reporting period of this Report, the transactions that CFIUS has thus far reviewed continue to present a broad range of national security considerations. CFIUS examines the national security considerations to determine whether, in light of the specific facts and circumstances related to the transaction, the transaction would adversely affect national security and pose a national security risk. Among the considerations presented by transactions reviewed by CFIUS are the following:

Covered control transactions or covered investments in U.S. businesses that:

- provide products and services to an agency or agencies of the U.S. Government, or state and local authorities that have functions that are relevant to national security;
- provide products or services that could expose national security vulnerabilities, including potential cyber security concerns, or create vulnerability to sabotage or espionage. This includes consideration of whether the covered transaction will increase the risk of exploitation of the particular U.S. business's position in the supply chain;
- have operations, or produce or supply products or services, the security of which may have implications for U.S. national security, such as businesses potentially involving critical infrastructure; businesses that involve various aspects of energy production, including extraction, generation, transmission, and distribution; businesses that affect the national transportation system; businesses providing telecommunications systems or information technology infrastructure; and businesses that could significantly and directly affect the U.S. financial system;
- have access to classified information or sensitive government or government contract information, including information about employees;
- participate in the defense, security, and national security-related law enforcement sectors, including activities related to weapons and munitions manufacturing, aerospace, satellite, and radar systems;
- produce certain types of advanced technologies that may be useful in defending, or in seeking to impair, U.S. national security, which may include businesses engaged in the design and

---

<sup>20</sup> See 73 Fed. Reg. 74567 (Dec. 8, 2008).

production of equipment or components that have both commercial and military applications. Such transactions have included, for example, businesses engaged in the design, production, or provision of goods and services involving cybersecurity, network, and data security. They have also included businesses that produce semiconductor manufacturing equipment, design integrated circuits, and fabricate integrated circuits, in light of the fact that semiconductors are an enabling technology for a range of national security critical devices, systems, and functions. They have also included businesses that are in the biotechnology sector, given the potential military applications of such technology and the sensitivity of the information such companies may collect;

- engage in the research and development, production, or sale of technology, goods, software, or services that are subject to U.S. export controls;
- maintain access or insight into sensitive systems, networks, or databases that could be subject to cyber-attack or exploitation;
- are in a field with significant national security implications where there are few alternative suppliers or where a loss in U.S. technological competitiveness would be detrimental to national security;
- with respect to the various technologies described above, could facilitate their transfer to third parties not directly related to the buyer, to the detriment of national security;
- have operations or facilities that are in proximity to military or other sensitive U.S. Government facilities;
- have access to potentially sensitive data about U.S. persons, such as health or biological data, that could be exploited in a manner that threatens U.S. national security, and have access to data about businesses that have national security importance; and/or
- otherwise facilitate foreign intelligence collection against U.S. targets.

Foreign acquisition of U.S. real estate that:

- is in proximity to military or other sensitive U.S. Government facilities, or airports or maritime ports.

Acquisitions or investments by foreign persons that:

- are controlled by a foreign government;
- are from a country with a record on nonproliferation and other national security-related matters that raises concerns;
- make multiple acquisitions or investments in a single sector or in a supply chain with national security implications, including raw materials, research and development for relevant technologies, tools and equipment, and manufacturing capabilities;

- have demonstrated intent and capability to impair U.S. national security, or;
- have significant ties to third parties who might take actions that could impair U.S. national security; and/or
- have a history of doing business in sanctioned countries.

CFIUS reviews all relevant national security considerations and the particular facts and circumstances of a transaction to determine whether the transaction will pose a national security risk. Among the factors that CFIUS takes into account are the following, listed in Section 721(f):

- 1) domestic production needed for projected national defense requirements;
- 2) the capability and capacity of domestic industries to meet national defense requirements, including the availability of human resources, products, technology, materials, and other supplies and services
- 3) the control of domestic industries and commercial activity by foreign citizens as it affects the capability and capacity of the United States to meet the requirements of national security;
- 4) the potential effects of the proposed or pending transaction on sales of military goods, equipment, or technology to any country –
  - a. identified by the Secretary of State<sup>21</sup> –
    - i. under section 6(j) of the Export Administration Act of 1979, as a country that supports terrorism;
    - ii. under section 6(l) of the Export Administration Act of 1979, as a country of concern regarding missile proliferation; or
    - iii. under section 6(m) of the Export Administration Act of 1979, as a country of concern regarding the proliferation of chemical and biological weapons;
  - b. identified by the Secretary of Defense as posing a potential regional military threat to the interests of the United States; or
  - c. listed under section 309(c) of the Nuclear Non-Proliferation Act of 1978 on the “Nuclear Non-Proliferation-Special Country List” (15 C.F.R. Part 778, Supplement No. 4) or any successor list;
- 5) the potential effects of the proposed or pending transaction on United States international technological leadership in areas affecting United States national security;
- 6) the potential national security-related effects on United States critical infrastructure, including major energy assets;

---

<sup>21</sup> While the Export Administration Act of 1979 was repealed and replaced with the Export Control Act of 2018, CFIUS continues to take into account the same national security factors identified under Section 721(f) of the Defense Production Act as reflected in the currently applicable successor laws.

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

- 7) the potential national security-related effects on United States critical technologies;
- 8) whether the covered transaction is a foreign government-controlled transaction, as determined under subsection (b)(1)(B) of Section 721;
- 9) as appropriate, and particularly with respect to transactions requiring an investigation under subsection (b)(1)(B) of Section 721, a review of the current assessment of:
  - a. the adherence of the subject country to nonproliferation control regimes, including treaties and multilateral supply guidelines, which shall draw on, but not be limited to, the annual report on “Adherence to and Compliance with Arms Control, Nonproliferation and Disarmament Agreements and Commitments,” required by section 403 of the Arms Control and Disarmament Act;
  - b. the relationship of such country with the United States, specifically on its record on cooperating in counter-terrorism efforts, which shall draw on, but not be limited to, the report of the President to Congress under section 7120 of the Intelligence Reform and Terrorism Prevention Act of 2004 [unclassified]; and
  - c. the potential for transshipment or diversion of technologies with military applications, including an analysis of national export control laws and regulations;
- 10) the long-term projection of United States requirements for sources of energy and other critical resources and materials; and
- 11) such other factors as the President or the Committee may determine to be appropriate, generally or in connection with a specific review or investigation.

In future reporting periods, CFIUS will continue to take into account these national security considerations and to consider whether the transactions may have had the above-listed or any other adverse effects.

**H. Compliance Plans and Assessment of Compliance with Mitigation Agreements and Conditions**

Section 721(m) directs the Committee to report on the statistics on compliance plans conducted and actions taken by the Committee under subsection (l)(6) of Section 721, including subparagraph (D) of that subsection, during that period, a general assessment of the compliance of parties with agreements entered into and conditions imposed under subsection (l)(3)(A) of Section 721 that are in effect during that period, including a description of any actions taken by the Committee to impose penalties or initiate a unilateral review pursuant to subsection (b)(1)(D)(iii) of Section 721, and any recommendations for improving the enforcement of such agreements and conditions.

Of the mitigation agreements and conditions entered into by the Committee, 187 are currently being monitored. Twelve mitigation agreements and conditions were modified materially in 2021, including eight of those that were terminated. All of the 28 mitigation agreements that were entered into for transactions filed in 2021 have compliance plans.

For each of the agreements monitored by the Committee, CFIUS and the monitoring agencies have worked to ensure compliance by the parties. Monitoring agencies reported having conducted 29 site visits in 2021. Where monitoring agencies identified instances of non-compliance in mitigation agreements and conditions, they assessed the noncompliance and worked with the parties to achieve remediation, as appropriate. The Committee did not assess or impose penalties or initiate a unilateral review of a transaction pursuant to Section 721(b)(1)(D)(iii) during 2021.

As a general matter, during the reporting period, where mitigation agreements in the form of NSAs negotiated and signed by the lead agency or agencies included provisions regarding a third-party monitor, the NSA also includes a provision to ensure that conflicts of interest between the monitor and transaction parties do not arise.

CFIUS will continue engaging with parties subject to mitigation agreements or conditions and independent monitors to improve compliance, engaging more broadly with industry and advisors and practitioners to encourage a culture of compliance, and increasing staff resources dedicated to monitoring and enforcement activities. CFIUS will also continue to assess noncompliance on a case-by-case basis as it evaluates whether civil penalties or other measures should be implemented.

**I. Non-Notified Transactions**

CFIUS utilized various methods to identify non-notified/non-declared transactions in 2021 including interagency referrals, tips from the public, media reports, commercial databases, and congressional notifications.

CFIUS will continue to enhance methods for improving the identification of non-notified/non-declared transactions include increased hiring of dedicated non-notified/non-declared process staff and increased training and attention of existing staff across CFIUS member agencies to help increase coordination and effective identification of transactions of interest to pursue. Separately, increasing public awareness of the CFIUS tip mailbox hosted by the Department of the Treasury could further improve identification of non-notified transactions.

There were 135 transactions identified through the non-notified/non-declared process in 2021 that were put forward to the Committee for consideration. From the transactions identified, eight transactions resulted in a request for filing.

**J. Committee Hiring**

Following the Committee's implementation of FIRRMA, all CFIUS member agencies designated or intend to designate an Assistant Secretary, or an equivalent official, who is appointed by the President, by and with the advice and consent of the Senate, to carry out such Committee duties as the member of the Committee may retain or delegate.

The Committee also acknowledges and continues to implement special hiring authority pursuant to subsection (k)(4)(b). The interagency focus on hiring has included posting job announcements and utilizing direct hire authority to attract qualified candidates with transferrable skills and at various levels from a variety of relevant backgrounds.

## SECTION II: CRITICAL TECHNOLOGIES

### Introduction

This section of the Annual Report has been prepared in accordance with Section 721(m)(3), which requires:

“(A) an evaluation of whether there is credible evidence of a coordinated strategy by one or more countries or companies to acquire United States companies involved in research, development, or production of critical technologies for which the United States is a leading producer;

(B) an evaluation of whether there are industrial espionage activities directed or directly assisted by foreign governments against private United States companies aimed at obtaining commercial secrets related to critical technologies; and

(C) a description of the technologies recommended by the chairperson under subsection (a)(6)(B) of Section 721 for identification under the interagency process set forth in section 1758(a) of the Export Control Reform Act of 2018.”

### Definitions & Methodologies

For subsection II-A, CFIUS provides the U.S. Intelligence Community (IC) with a list of transactions involving one or more critical technologies (collectively the 2021 critical technology transactions) that the IC analyzes to determine which transactions, if any, meet this Report’s definition of a coordinated strategy. The definition of “critical technologies” is set forth in 31 C.F.R. § 800.215, Provisions Pertaining to Certain Investments in the United States by Foreign Persons (the CFIUS regulations), published in the Federal Register on January 17, 2020. See the Appendix for this definition. “Critical technology companies” are U.S. companies that CFIUS identified for this section of the Report involved in research, development, or production of critical technologies. The Appendix also provides the approach used to conduct the analyses required by Section 721 as it relates to critical technologies. Finally, the Appendix lists the agencies and other entities that participated in preparing this section of the Report.



**A. Whether There is Credible Evidence of a Coordinated Strategy to Acquire Critical Technology Companies**

**1. Key Judgments**

A meaningful summary of the IC assessment cannot be provided on an unclassified basis. However, the IC considered the unclassified data included in this section in conducting its analysis.

**2. Summary of Foreign M&A Activity in the United States**

Using the methodology described in the Appendix, CFIUS reviewed 184 covered transactions involving acquisitions of U.S. critical technology companies in 2021. CFIUS agencies and the IC evaluated all relevant transactions for indications of a coordinated strategy, as defined for this Report, to acquire U.S. critical technologies.

### 3. Frequency of Activity by Countries and Companies

Table II-1 lists the originating countries for acquisitions of U.S. critical technology companies reviewed by CFIUS in 2021.

**Table II-1: Foreign Acquirers of U.S. Critical Technology in 2021 Covered Transactions**

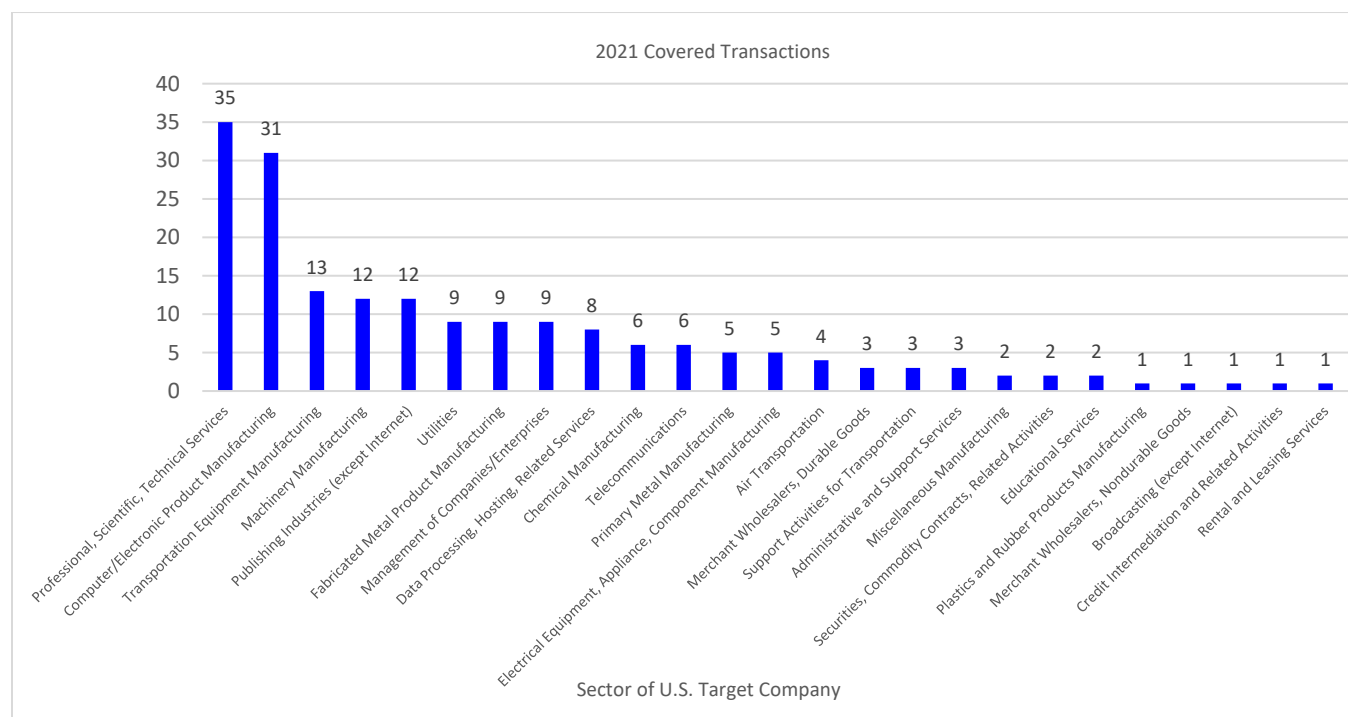
Home Country or Geographic Economy	2021
Germany	16
United Kingdom	16
Japan	15
South Korea	13
Cayman Islands	12
Israel	11
China	10
Canada	10
France	9
Italy	7
Singapore	7
Netherlands	5
Luxembourg	5
Sweden	5
Russia	5
Jersey	4
Australia	4
Guernsey	4
Ireland	4
Saudi Arabia	3
Czech Republic	3
Norway	2
Austria	2
Lebanon	2
New Zealand	1
India	1
Isle Of Man	1

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

Home Country or Geographic Economy	2021
United Arab Emirates	1
Finland	1
Belgium	1
Liechtenstein	1
Qatar	1
Ukraine	1
Switzerland	1

As shown in Figure II-1 below, the largest number of notices filed with CFIUS in 2021 involved foreign acquisitions of U.S. companies in the Professional, Scientific, and Technical Services and Computer/Electronic Product Manufacturing sectors.

**Figure II-1: Critical Technology Transactions by Sector of U.S. Target Company, 2021**



**B. Whether Foreign Governments used Espionage Activities to Obtain Commercial Secrets Related to Critical Technologies**

**1. Key Finding**

The IC judges that foreign governments are extremely likely to use a range of collection methods to obtain critical U.S. technologies.

- A 2018 National Counterintelligence and Security Center report to Congress stated that foreign economic and industrial espionage against the United States continues to represent a significant threat to U.S. prosperity, security, and competitive advantage. Foreign intelligence services and threat actors working on their behalf continue to represent the most persistent and pervasive cyber intelligence threat tied to economic espionage and the potential theft of U.S. trade secrets and proprietary information. Countries with closer ties to the United States have also conducted cyber espionage and other forms of intelligence collection to obtain U.S. technology. Federal research institutions, universities, and corporations are regularly targeted by cyber actors seeking proprietary information.

**SECTION III: FOREIGN DIRECT INVESTMENT IN THE UNITED STATES BY COUNTRIES THAT BOYCOTT ISRAEL OR DO NOT BAN TERRORIST ORGANIZATIONS**

**Introduction**

This section of the Annual Report has been prepared in accordance with section 7(c) of FINSA (codified at 50 U.S.C. § 4565 n.), which provides:

- 1) **STUDY REQUIRED.**-Before the end of the 120-day period beginning on the date of enactment of this Act and annually thereafter, the Secretary of the Treasury, in consultation with the Secretary of State and the Secretary of Commerce, shall conduct a study on foreign direct investments in the United States, especially investments in critical infrastructure and industries affecting national security, by-
  - (A) foreign governments, entities controlled by or acting on behalf of a foreign government, or persons of foreign countries which comply with any boycott of Israel; or
  - (B) foreign governments, entities controlled by or acting on behalf of a foreign government, or persons of foreign countries which do not ban organizations designated by the Secretary of State as foreign terrorist organizations.
- 2) **REPORT.**-Before the end of the 30-day period beginning upon the date of completion of each study under paragraph (1) and thereafter in each annual report under section 721(m) of the Defense Production Act of 1950 (as added by this section), the Secretary of the Treasury shall submit a report to Congress, for transmittal to all appropriate committees of the Senate and the House of Representatives, containing the findings and conclusions of the Secretary with respect to the study described in paragraph (1), together with an analysis of the effects of such investment on the national security of the United States and on any efforts to address those effects.

**A. Summary of Findings and Conclusions of Study**

- Mergers with, and acquisitions of, U.S. companies (M&A), the main form of foreign direct investment into the United States, by investors from the countries described in section 7(c)(1) of FINSA that were completed between January 1, 2021, and December 31, 2021 (subject M&A transactions), represent a small percentage of the total number of such foreign direct investment flows into the United States.
- The value of subject M&A transactions with publicly reported values was \$10.7 billion. As described in subsection III-C below, not all publicly announced transactions are reported with dollar values, so the actual value of subject M&A transactions is greater than \$10.7 billion.
- The subject M&A transactions cover several economic sectors.
- With respect to each transaction contained in the study, CFIUS: (i) reviewed and concluded action under Section 721 with no unresolved national security concerns; (ii) previously reviewed and concluded action on a transaction that gave the foreign acquirer control of the same U.S. business; or (iii) reviewed the transaction through procedures that CFIUS and its member agencies follow regarding those transactions that are not notified to CFIUS (non-notified transactions).

## **B. Study Methodology**

### **1. Identification of Relevant Countries**

To identify those countries that complied with any boycott of Israel at any time in 2021, as required by the statute, the Department of the Treasury consulted with the Departments of State and Commerce. In particular, CFIUS examined the “List of Countries Requiring Cooperation with an International Boycott,” published by the Department of the Treasury (pursuant to section 999 of the Internal Revenue Code)<sup>22</sup> and reports sent to Congress by the Department of State (pursuant to section 564 of the Foreign Relations Authorization Act, FY 1994-95), and information collected by the Department of Commerce's Office of Antiboycott Compliance. Based on these sources of information, CFIUS interpreted the reporting requirement under section 7(c)(1)(A) of FINSA to apply to the following countries: Iran, Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, Syria, and Yemen.

To identify those countries that did not ban foreign terrorist organizations at any time in 2021, CFIUS interpreted section 7(c)(1)(B) of FINSA to apply to countries certified by the Department of State as “not cooperating fully with United States antiterrorism efforts” (pursuant to section 40A of the Arms Export Control Act, as amended). Those countries were Cuba, the Democratic People’s Republic of Korea (DPRK), Iran, Syria, and Venezuela.<sup>23</sup>

---

<sup>22</sup> 86 Fed. Reg. 18374 (Apr. 8, 2021); 86 Fed. Reg. 39102 (July 23, 2021); 86 Fed. Reg. 56353 (Oct. 8, 2021).

<sup>23</sup> 86 Fed. Reg. 28183 (May 25, 2021).

## 2. Scope of Foreign Direct Investment

The following types of transactions are included in the study: (i) transactions notified to CFIUS under Section 721; (ii) M&A transactions that were not notified to CFIUS but that its member agencies reviewed through procedures that each agency has adopted for this purpose; and (iii) M&A transactions that resulted in an ownership stake in a U.S. company of at least 10 percent,<sup>24</sup> as contained in the *Refinitiv* database, which is a recognized financial database.

*Refinitiv database:* The transaction information contained in this database includes the date of the transaction, the respective countries of origin of both the acquirer and the target company, and the economic sector of the target company. For most transactions, the database provides the transaction value and the percentage of ownership rights acquired.

CFIUS did not include in the study those transactions listed in the *Refinitiv* database that resulted in an ownership stake in a U.S. company of less than 10 percent, where the percent interest acquired was available.

---

<sup>24</sup> Foreign direct investment is generally understood to imply ownership of at least 10 percent, a benchmark used by many statistical agencies around the world, including the Department of Commerce's Bureau of Economic Analysis, the Council of Economic Advisors (Economic Report of the President), the International Monetary Fund, and the Organization for Economic Cooperation and Development. As noted in the description of the *Refinitiv* database, these sources did not always provide information regarding the acquirer's total ownership stake that it acquired in the U.S. company. Therefore, some of the transactions analyzed in this study may be portfolio investments rather than foreign direct investment.



### C. Detailed Findings of Study

#### 1. Identification of the Subject M&A Transactions

The study identified 46 M&A transactions in 2021 involving investors from Kuwait, Lebanon, Qatar, and Saudi Arabia, which are countries that comply with any boycott of Israel.

The study did not identify any M&A transactions in 2021 involving investors from Cuba, DPRK, Iran, Syria, or Venezuela, which are countries identified as not cooperating fully with U.S. antiterrorism efforts and which were subject to stringent economic sanctions.

34 of the 46 identified transactions had reported values. The combined value of the reported values is approximately \$10.7 billion. Data sources consulted for this study did not report, and Treasury staff were unable to determine independently, values for 12 of the 46 transactions analyzed. As a result, the value of the 46 transactions is necessarily greater than \$10.7 billion. Table III-1 shows the number and aggregate value of the transactions for each of the relevant countries.

**Table III-1. Aggregate Value of Transactions**

Country	2021 Transactions	Known Transaction Value (\$ million)
Lebanon	8	5,492
Saudi Arabia	18	3,128
Qatar	19	2,056
Kuwait	1	-
<b>Total</b>	<b>46</b>	<b>10,676</b>

The 46 transactions represent several major sectors of the economy. Table III-2 shows the various sectors represented by the 46 transactions, noting both the number and aggregate value of the transactions for each sector. A majority of transactions in the High Technology sector—the largest category represented—were transactions in the Software industry.

**Table III-2. Industries Represented**

Sector	2021 Transactions	Known Transaction Value (\$ million)
High Technology	17	4,717
Consumer Products and Services	4	2,070
Industrials	3	1,820
Healthcare	8	753
Materials	2	520
Energy and Power	7	261
Consumer Staples	1	200
Real Estate	2	185
Media and Entertainment	1	150
Financials	1	-
<b>Total</b>	<b>46</b>	<b>10,676</b>

## **2. National Security Effects of the Subject M&A Transactions**

Each of the 46 transactions was either formally reviewed by CFIUS pursuant to a voluntary notified transaction or pursuant to procedures followed by CFIUS and its member agencies regarding non-notified transactions. According to these procedures, CFIUS agencies monitor M&A activity and identify those transactions that have not been voluntarily notified to CFIUS, but which may present national security considerations.

If CFIUS believes that a non-notified transaction may raise national security considerations and may also be a covered transaction, CFIUS contacts the parties and requests additional information regarding the transaction. If CFIUS determines, after evaluating this additional information, that the transaction is covered and that it may raise national security considerations, CFIUS requests the parties file a notice. In most instances in which CFIUS has requested additional information regarding a transaction, the parties respond by filing a voluntary notice. However, should the parties decide they will not file a notice after CFIUS requests they do so, any CFIUS agency may initiate a review of the transaction.

APPENDIX

**A. Definition of “Critical Technologies”**

As applicable to the transactions that are the subject of this Annual Report, 31 C.F.R. part 800, defines “critical technologies” with reference to U.S. export control regulations, as they were determined to be the most reliable and accurate means of identifying critical technologies.

“§ 800.215 Critical technologies.

The term *critical technologies* means:

- (a) Defense articles or defense services covered by the United States Munitions List (USML), which is set forth in the International Traffic in Arms Regulations (ITAR) (22 C.F.R. parts 120-130);
- (b) Those items specified on the Commerce Control List (CCL) set forth in Supplement No. 1 to part 774 of the Export Administration Regulations (EAR) (15 C.F.R. parts 730-774) that are controlled pursuant to multilateral regimes (i.e., for reasons of national security, chemical and biological weapons proliferation, nuclear nonproliferation, or missile technology), as well as those that are controlled for reasons relating to regional stability or surreptitious listening;
- (c) Specially designed and prepared nuclear equipment, parts and components, materials, software, and technology specified in the Assistance to Foreign Atomic Energy Activities regulations (10 C.F.R. part 810);
- (d) Nuclear facilities, equipment, and material specified in the Export and Import of Nuclear Equipment and Materials regulations (10 C.F.R. part 110);
- (e) Select agents and toxins specified in the Select Agents and Toxins regulations (7 C.F.R. part 331, 9 C.F.R. part 121, and 42 C.F.R. part 73); and
- (f) Emerging and foundational technologies controlled pursuant to section 1758 of the Export Control Reform Act of 2018 (50 U.S.C. 4817).”

**B. Methodology and Data Sources Used to Assess Foreign Acquisitions of U.S. Critical Technology Companies**

The definition of critical technologies contained in 31 C.F.R. 800.215 is specific to the CFIUS regulations. Therefore, for purposes of Section II of this Annual Report, CFIUS agencies responsible for administering U.S. export control regulations analyzed all covered transactions filed with CFIUS in 2021, and their agency's own internal records to identify those U.S. critical technology companies that were acquired by, or received significant investments from, foreign investors in 2021. Because each export control regulation applies to a specific type of critical technology, the amount of information that could be analyzed for Section II of this Annual Report was limited.

31 C.F.R. § 800.215(a): This paragraph pertains to defense articles or defense services covered by the United States Munitions List (USML), which is set forth in the International Traffic in Arms Regulations (ITAR) (22 C.F.R. parts 120-130).

Under the provisions of the ITAR, the Department of State regulates robust registration, licensing, and compliance processes for any person, whether U.S. or foreign, involved in the export or temporary import of a defense article or defense service controlled by the ITAR. This approach enabled the Department of State to identify covered transactions in 2021 involving U.S. critical technology companies that produce defense articles or services covered under the ITAR.

31 C.F.R. § 800.215(b): This paragraph pertains to those items specified on the Department of Commerce's Control List (CCL), which is set forth in Supplement No. 1 to part 774 of the Export Administration Regulations (EAR) (15 C.F.R. parts 730-774). The items on the CCL are controlled pursuant to multilateral regimes (i.e., for reasons of national security, chemical and biological weapons proliferation, nuclear nonproliferation, or missile technology) as well as for reasons relating to regional stability or surreptitious listening.

31 C.F.R. § 800.215(f): This paragraph pertains to emerging and foundational technologies controlled pursuant to section 1758 of the Export Control Reform Act of 2018.

Firms producing items under the regulations specified in paragraph (b) of 31 C.F.R. § 800.215 are not required to register with the Department of Commerce, but, in many cases, must obtain a license from the Department of Commerce to export those items (including “deemed exports” to foreign nationals in the United States). To identify acquisitions of companies producing items that fall under this part of the definition, the Department of Commerce analyzed all covered transactions filed with CFIUS in 2021 and its internal agency records of export license applications and commodity classification requests.

31 C.F.R. § 800.215(c): This paragraph pertains to specially designed and prepared nuclear equipment, parts and components, materials, software, and technology specified in the Assistance to Foreign Atomic Energy Activities regulations (10 C.F.R. part 810).

31 C.F.R. § 800.215(d): This paragraph pertains to nuclear facilities, equipment, and material specified in the Export and Import of Nuclear Equipment and Materials regulations (10 C.F.R. part 110).

The Department of Energy used a similar approach to that adopted by the Department of Commerce. This entailed comparing a list of all covered transactions filed with CFIUS in 2021 against export

## CFIUS – ANNUAL REPORT TO CONGRESS – CY 2021

authorizations issued under 10 C.F.R. part 810 and export license requests issued by the Nuclear Regulatory Commission under 10 C.F.R. part 110.

31 C.F.R. § 800.215(e): This paragraph pertains to select agents and toxins specified in the Select Agents and Toxins regulations (7 C.F.R. part 331, 9 C.F.R. part 121, and 42 C.F.R. part 73).

The agents and toxins specified in this paragraph are generally subject to export controls administered by the Department of Commerce. Accordingly, the methodology used by the Department of Commerce would be the same as that described above.

**C. Analyzing the Acquisitions of U.S. Critical Technology Companies**

CFIUS agencies addressed parts (A) and (B) of Section 721(m)(3) of the Defense Production Act of 1950, as amended, by doing the following.

Analyzing the pattern of M&A of U.S. critical technology companies during 2021, while also considering transactions in prior years, as appropriate.

- CFIUS agencies concentrated on foreign direct investment through M&A of companies involved in all critical technologies, regardless of industry.
- CFIUS agencies did not attempt to evaluate issues relating to other avenues of foreign access to U.S. critical technologies, such as licensing, contracting, or other arrangements that are not M&A transactions.

Assessing illicit attempts by government intelligence services of major economic competitors to obtain military and dual-use critical technologies.

- CFIUS agencies did not attempt to evaluate foreign espionage in areas other than dual-use, military, or other U.S. critical technologies, or against companies not headquartered in the United States.
- In addition, CFIUS agencies reviewed available information about other countries that have historically sought information on critical technologies through the use of those countries' intelligence services.

**D. Defining “Coordinated Strategy” for Purposes of Section II of this Annual Report**

CFIUS agencies continue to use the following definition of “coordinated strategy.”

A plan of action reflected in directed efforts developed and implemented by a foreign government, in association with one or more foreign companies, to acquire U.S. companies with critical technologies. The efforts of a single company in pursuit of business goals, absent indications of specific government direction, were not considered to be a coordinated strategy. Individual company strategies that encompass such business goals may include: entry into the U.S. market; increased market share, increased sales, access to new technologies, and diversification out of mature industries.

- Examples of suspect behaviors that could be evidence of a coordinated strategy include:
  - A pattern of actual or attempted acquisitions of U.S. firms by foreign entities;
  - Evidence that specific completed or attempted acquisitions of companies with critical technologies had been ordered by foreign governments or foreign government-controlled firms; and
  - The provision of narrowly targeted incentives by foreign governments or foreign-controlled firms (e.g., grants, concessionary loans, or tax breaks), especially those that appear to market observers to be disproportionately generous, to acquire U.S. firms with critical technologies.

**E. Participating Agencies and Entities - Section II**

Department of Commerce

- Bureau of Industry and Security
- International Trade Administration
- National Telecommunications and Information Administration

Department of Energy

- National Nuclear Security Administration

Nuclear Regulatory Commission

Department of State

- Bureau of Economic and Business Affairs
- Bureau of Political-Military Affairs
- Bureau of International Security and Nonproliferation

Department of the Treasury

Intelligence Community Elements

- Office of the Director of National Intelligence, National Intelligence Council
- Air Force Office of Special Investigations
- Army Counterintelligence Center
- Central Intelligence Agency
- Defense Intelligence Agency
- Federal Bureau of Investigation, National Security Branch
- Department of Energy, Office of Intelligence and Counterintelligence
- Department of Homeland Security, Office of Intelligence and Analysis
- Department of State, Bureau of Intelligence and Research
- Department of the Treasury, Office of Intelligence and Analysis
- Marine Corps Intelligence Activity
- Office of the National Counterintelligence Executive, Community Acquisition Risk Section
- National Counterterrorism Center
- National Geospatial-Intelligence Agency
- National Security Agency
- Naval Intelligence (Office of Naval Intelligence and Naval Criminal Investigative Service)

Executive Office of the President

- Council of Economic Advisors
- National Security Council
- Office of Science and Technology Policy



*This page is intentionally left blank.*

