FCPA Resource Guide

A Resource Guide to the U.S. Foreign Corrupt Practices Act, Second Edition

Released by the Department of Justice and the Securities and Exchange Commission, *A Resource Guide to the* U.S. Foreign Corrupt Practices Act, Second Edition, is a detailed compilation of information and analysis regarding the Foreign Corrupt Practices Act (FCPA) and related enforcement. It is the product of extensive efforts by experts at DOJ and SEC and has benefited from valuable input from the Departments of Commerce and State. The *Guide* endeavors to provide helpful information to the public, including practitioners and enterprises of all shapes and sizes — from small businesses transacting abroad for the first time to multinational corporations with subsidiaries around the world.

Originally released in November 2012 and updated in July 2020, the *Guide* addresses a wide variety of topics, including who and what is covered by the FCPA's anti-bribery and accounting provisions; the definition of a "foreign official"; the jurisdictional reach of the FCPA; types of proper and improper payments; application of successor liability in the mergers and acquisitions context; the hallmarks of an effective corporate compliance program; and the different types of civil and criminal resolutions available in the FCPA context. The *Guide* also sets out the factors considered by DOJ and SEC when deciding to open an investigation or bring charges, such as among others, voluntary self-disclosure, full cooperation, and timely and appropriate remediation, including implementation of an effective compliance and ethics program. On these and other topics, the *Guide* provides detailed information about the statutory requirements as well as insight into DOJ and SEC enforcement policies and practices through hypotheticals, examples of enforcement actions and declinations, and summaries of applicable case law.

A Resource Guide to the U.S. Foreign Corrupt Practices Act, Second Edition (Spanish Edition)

In March 2023, the DOJ and the SEC released a *Spanish Edition* of the *Guide*. The Spanish Edition represents the first time the *Guide* has been published in a foreign language, and is meant to serve as a resource for our law enforcement partners, companies, practitioners and the public in our collective fight against corruption. The contents of this version of the *Guide* are the same as the Second Edition, which was published in July 2020.

On July 30, 2024, the Foreign Extortion Prevention Technical Amendments Act ("FEPA"), was enacted into law. *See* 18 U.S.C. § 1352. FEPA criminalizes the "demand side" of foreign bribery by prohibiting foreign officials from demanding, seeking, receiving, accepting, or agreeing to receive or accept anything of value from certain individuals and entities. On December 13, 2024, the DOJ released an *addendum* to the *Guide* which addresses the passage of FEPA.

Report an FCPA or FEPA Violation to the Criminal Division's FCPA Unit at FCPA.Fraud@usdoj.gov.

A version of the *Guide* for printing and binding is available here.

Updated December 16, 2024

U.S. Department of Justice

Criminal Division

950 Pennsylvania Avenue, NW
Washington, DC 20530-0001

Criminal.Division@usdoj.gov

Criminal Division Citizen Phone Line
202-353-4641