

The long anticipated new SF 328 (Certificate Pertaining to Foreign Interests) is now effective and required for all new and updated submissions as of May 12, 2025.

It contains changes to the questions and associated instructions. These are the first major changes to the SF 328 in recent memory, originally published in the Federal Register (FR) for stakeholder comment in 2024. Now, the final SF 328 (the “[2025 SF 328](#)”) must be used by contractors for all submissions requiring an SF 328.

The 2025 SF 328 includes substantially expanded instructions, and a supplemental form for Key Management Personnel (KMP) serving in roles with foreign entities, which are in line with the Department of Defense’s (DoD) risk mitigation priorities, as well as an expanded mission due to the promulgation of Section 847 of the National Defense Authorization Act of 2020: the application of foreign ownership, control or influence (FOCI) reviews to contractors performing on, or who may be awarded, certain unclassified contracts.¹

While not an exhaustive list of all changes, the 2025 SF 328 form published in the FR includes the following substantive revisions to the form and its instructions:

The form incorporates recent Defense Counterintelligence and Security Agency (DCSA) policy, requiring companies to identify the entire beneficial ownership and control structure for any entity holding 5% or more interest in the relevant US contractor (though this requirement still isn’t made perfectly clear).

- The relevant instructions also require companies to report foreign ownership by country in the aggregate, if the aggregated ownership percentage meets or exceeds 5% interest.

Where entity KMP (i.e., directors (or equivalent) and officers required by a company’s governance documents) are identified as holding positions at foreign subsidiaries, then additional detail about that individual’s length of association with the organization(s) and the extent of involvement in the company operations must be provided.

The instructions require companies to provide precise citations to provisions of governance documents that describe the powers and rights held by foreign interests.

The instructions require more thorough information regarding the nature of contracts, agreements, understandings, grants, side letters and arrangements with foreign persons.

The threshold for information required about foreign revenues in the aggregate has been lowered from 30% of total company revenues to 15%.

KMP who also hold positions with foreign entities (which may be foreign affiliates or completely unrelated entities) are now required to complete a Statement of Full Disclosure of Foreign Affiliations (FDFA) form. (The FDFA form is provided on pages 7-8 of the 2025 SF 328 instructions.)

- The FDFA form is a two-page questionnaire requesting information about the foreign entity in question, its business and any relationships between the foreign entity and the cleared contractor. It also requests information about the individual’s role with the cleared contractor.

Some of the newly requested information is not, in fact, “new” to many contractors. Many contractors who have submitted SF 328s in the last 9-to-12 months have already been asked for this additional data following submission.

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¹ <https://www.squirepattonboggs.com/en/insights/publications/2024/07/foreign-ownership-control-or-influence-foci-mitigation-specifically-for-unclassified-contracts>