

Delaware Business Law Update

May 28, 2025

Trade Name Registration Changes Further Delayed

Legislation providing that modifications to the trade name registration process in Delaware will be further delayed until February 2, 2026 was adopted by the Delaware General Assembly and signed by the Governor of the State of Delaware on May 27, 2025. Effective February 2, 2026, trade names must be registered with the Delaware Division of Revenue rather than in each applicable county office of the Prothonotary.

The legislation requires the Division of Revenue to conduct outreach to agencies and customers before February 2, 2026 to provide information about the changes that will be implemented in the trade name registration process. This required outreach must include an FAQ guide that is posted on the Division of Revenue's website. It remains unclear exactly how the changes to the trade name registration process will be implemented by the Division of Revenue and what steps, if any, will need to be taken by businesses to retain existing trade names already registered in an office of the Prothonotary of New Castle County, Sussex County or Kent County.

A new trade name option will exist for Delaware corporations and Delaware limited liability companies not transacting business in the State of Delaware. Effective February 2, 2026, such corporations and limited liability companies may register a trade name in the State of Delaware by acquiring a special trade name license from the Division of Revenue for \$25 per year and filing with the Division of Revenue a certificate listing their legal name and trade name, together with a certificate of good standing. Corporations and limited liability companies transacting business in the State of Delaware under a trade name may, but will not be required to, register the trade name by filing with the Division of Revenue a certificate listing the trade name, their legal name and the date and state of their formation, together with an affidavit of the person signing the certificate attesting that the facts stated therein are true and correct. Each entity filing a certificate to register a trade name will be required to pay a \$25 filing fee.

The initial legislation adopted to implement the changes was Senate Bill 291, which was enacted on September 30, 2024 as Chapter 459, Volume 84 of the laws of the State of Delaware (2024 Act). The 2024 Act had an original effective date of February 1, 2025. The effective date was further delayed until June 2, 2025 by House Bill 40 (as amended by House Amendment No. 1 thereto), which was enacted on February 7, 2025 as Chapter 1, Volume 85 of the laws of the State of Delaware (Feb. 2025 Act). The effective date was further delayed to February 2, 2026 by House Bill 177, which was enacted on May 27, 2025 (May 2025 Act).

The amendments reflect Delaware's commitment to simplify and modernize its registration processes, allowing one-stop business registration by making trade name registrations fully online with the Division of Revenue.



If you have any questions about this Delaware Law Update or other legal issues, please contact a Richards, Layton & Finger attorney.

Related Files

- [Read 84 Del. Laws ch. 459 \(2024 Act\)](#)
- [Read 85 Del. Laws ch. 1 \(Feb. 2025 Act\)](#)
- [Read H.B. 177 \(May 2025 Act\)](#)