

GIBSON DUNN



International Trade Advisory & Enforcement Update

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## DOJ Takes Unprecedented Action to Enforce CFIUS Divestment Order in U.S. District Court

*For the first time in CFIUS history, DOJ has filed a federal civil complaint seeking to enforce a presidential order requiring a foreign investor to divest its interests in a U.S. business.*

On February 9, 2026, the U.S. Department of Justice (DOJ) filed a [complaint](#) in federal district court requesting judicial enforcement of a [presidential order](#) requiring Suirui Group Co., Ltd. and Suirui International Co., Ltd. (collectively, the Suirui Purchasers) to divest their interests in Jupiter Systems, LLC (Jupiter Systems).

The Suirui Purchasers' acquisition of Jupiter Systems was completed in 2020, but four years later, the Committee on Foreign Investment in the United States (CFIUS or the Committee) initiated a review of the transaction over national security concerns. In July 2025, President Trump issued an order directing the Suirui Purchasers and their affiliates to divest their interests in the California-based manufacturer of visualization technology due to significant national security risks posed by the transaction, which could not be sufficiently mitigated. Based on publicly available information, the perceived risks appear to arise from Jupiter Systems' relationships with several government agency customers critical to national security, including the Central Intelligence Agency, National Security Agency, and National Aeronautics and Space Administration. The divestment order originally provided the Suirui Purchasers 120 days to divest all tangible and intangible equity and assets in Jupiter Systems, a deadline that was eventually extended until February 3, 2026, following two extension requests from the Suirui Purchasers. According to the DOJ complaint and accompanying [press release](#), such interests

have not yet been divested, and Jupiter Systems continues to be owned by the Suirui Purchasers.

DOJ's February 2026 complaint seeks seven counts of relief, asking the district court for the following:

1. A declaration that the Suirui Purchasers failed to comply with the divestment order and CFIUS regulations;
2. An injunction against the Suirui Purchasers from retaining any equity or assets in Jupiter Systems;
3. An injunction prohibiting Jupiter Systems from being owned or controlled by the Suirui Purchasers;
4. An injunction prohibiting Jupiter Systems from holding any interests or rights in the assets or operations of Jupiter Asia Companies (i.e., its pre-transaction businesses in Asia) that Jupiter Systems acquired or created following the July 2025 divestment order;
5. An order directing the Suirui Purchasers to divest their equity holdings and assets in Jupiter Systems;
6. An order transferring the equity and assets of Jupiter Systems held by the Suirui Purchasers to a third-party fiduciary pending completion of the divestment; and
7. An award of costs and other relief the district court finds appropriate to the U.S. government.

**This complaint represents the first time the U.S. government has initiated a judicial enforcement action against transaction parties who failed to comply with a divestment order under the CFIUS regulations.** Courts rarely handle cases involving substantive CFIUS issues, and until now, the small handful of such cases have been initiated by the parties to a transaction subject to CFIUS review.[\[1\]](#)

The complaint and underlying transaction offer a few lessons for CFIUS practice:

- **The current administration is willing to utilize every tool in its toolkit, even if unprecedented.** CFIUS under the second Trump administration has already demonstrated a readiness to employ novel methods in its practice, such as the inclusion of a so-called “golden share” in mitigation agreements, which we discussed in our recent [Year-End Update](#). It appears that judicial enforcement of CFIUS action may be yet another new tool the Committee will utilize to address national security concerns.
- **CFIUS remains focused on China.** Despite the Committee's focus on streamlining its review process and increasing efficiencies for lower risk transactions, as discussed in our previous [client alert](#), CFIUS continues to act to prevent perceived U.S. adversaries—notably, China—from acquiring interests in higher risk U.S. businesses. While this is somewhat unsurprising considering the current administration's oft-repeated concerns about China, as explicitly outlined in its [America First Investment Policy](#),[\[2\]](#) the use of the

court system to bar perceived problematic Chinese involvement further emphasizes the heightened focus on China.

- **Non-notified reviews remain a key focus of the Committee, and reviews are not subject to a statute of limitations.** As discussed in our recent [Year-End Update](#), CFIUS has made clear in recent years that its investigative engine remains active. Parties should remain mindful that the CFIUS regulations do not contain a statute of limitations barring review after a certain number of years and should carefully consider the risks of forgoing CFIUS filings, especially for transactions involving sectors that pose a heightened national security risk or that involve investors from higher risk jurisdictions. As DOJ's complaint clearly illustrates, parties may still find themselves in ongoing discussions with CFIUS years after a transaction is finalized if the Committee becomes aware of a historic transaction and identifies national security risks that warrant additional scrutiny.

How the district court responds to the complaint remains to be seen, but one thing is for certain—the U.S. government appears willing to seek judicial enforcement against parties that defy its CFIUS authority.

[1] See *Ralls Corp. v. Committee on Foreign Investments, et al.*, No. 13-5315 (D.C. Cir. 2014); *TikTok Inc. v. Garland*, No. 24-1113 (D.C. Cir. 2024); *United States Steel Corp. et. al. v. Committee on Foreign Investment in the United States et. al.*, No. 25-1004 (D.C. Cir. 2025).

[2] The White House, America First Investment Policy § 2(f) (Feb. 2025), <https://www.whitehouse.gov/presidential-actions/2025/02/america-first-investment-policy/> (“The United States will use all necessary legal instruments, including the Committee on Foreign Investment in the United States (CFIUS), to restrict [Chinese]-affiliated persons from investing in United States technology, critical infrastructure, healthcare, agriculture, energy, raw materials, or other strategic sectors”).

**The following Gibson Dunn lawyers prepared this update: Layla Reynolds\*, Chris Mullen, and Stephenie Gosnell Handler.**

Gibson Dunn's lawyers are available to assist in addressing any questions you may have regarding these issues. For additional information about how we may assist you, please contact the Gibson Dunn lawyer with whom you usually work, any leader or member of the firm's [International Trade Advisory & Enforcement](#) practice group, or the authors:

**United States:**

[Adam M. Smith](#) – Co-Chair, Washington, D.C. (+1 202.887.3547, [asmith@gibsondunn.com](mailto:asmith@gibsondunn.com))

[Ronald Kirk](#) – Co-Chair, Dallas (+1 214.698.3295, [rkirk@gibsondunn.com](mailto:rkirk@gibsondunn.com))

[Stephenie Gosnell Handler](#) – Washington, D.C. (+1 202.955.8510, [shandler@gibsondunn.com](mailto:shandler@gibsondunn.com))

Donald Harrison – Washington, D.C. (+1 202.955.8560, [dharrison@gibsondunn.com](mailto:dharrison@gibsondunn.com))  
Christopher T. Timura – Washington, D.C. (+1 202.887.3690, [ctimura@gibsondunn.com](mailto:ctimura@gibsondunn.com))  
Matthew S. Axelrod – Washington, D.C. (+1 202.955.8517, [maxelrod@gibsondunn.com](mailto:maxelrod@gibsondunn.com))  
David P. Burns – Washington, D.C. (+1 202.887.3786, [dburns@gibsondunn.com](mailto:dburns@gibsondunn.com))  
Nicola T. Hanna – Los Angeles (+1 213.229.7269, [nhanna@gibsondunn.com](mailto:nhanna@gibsondunn.com))  
Courtney M. Brown – Washington, D.C. (+1 202.955.8685, [cmbrown@gibsondunn.com](mailto:cmbrown@gibsondunn.com))  
Amanda H. Neely – Washington, D.C. (+1 202.777.9566, [aneely@gibsondunn.com](mailto:aneely@gibsondunn.com))  
Samantha Sewall – Washington, D.C. (+1 202.887.3509, [ssewall@gibsondunn.com](mailto:ssewall@gibsondunn.com))  
Roxana Akbari – Orange County (+1 949.475.4650, [rakbari@gibsondunn.com](mailto:rakbari@gibsondunn.com))  
Karsten Ball – Washington, D.C. (+1 202.777.9341, [kball@gibsondunn.com](mailto:kball@gibsondunn.com))  
Sarah Burns – Washington, D.C. (+1 202.777.9320, [sburns@gibsondunn.com](mailto:sburns@gibsondunn.com))  
Hugh N. Danilack – Washington, D.C. (+1 202.777.9536, [hdanilack@gibsondunn.com](mailto:hdanilack@gibsondunn.com))  
Justin duRivage – Palo Alto (+1 650.849.5323, [jdurivage@gibsondunn.com](mailto:jdurivage@gibsondunn.com))  
Zach Kosbie – Washington, D.C. (+1 202.777.9425, [zkosbie@gibsondunn.com](mailto:zkosbie@gibsondunn.com))  
Dorkas Laura Medina – Washington, D.C. (+1 202.777.9444, [dmedina@gibsondunn.com](mailto:dmedina@gibsondunn.com))  
Chris R. Mullen – Washington, D.C. (+1 202.955.8250, [cmullen@gibsondunn.com](mailto:cmullen@gibsondunn.com))  
Sarah L. Pongrace – New York (+1 212.351.3972, [spong race@gibsondunn.com](mailto:spong race@gibsondunn.com))  
Anna Searcey – Washington, D.C. (+1 202.887.3655, [asearcey@gibsondunn.com](mailto:asearcey@gibsondunn.com))  
Erika Suh Holmberg – Washington, D.C. (+1 202.777.9539, [eholmberg@gibsondunn.com](mailto:eholmberg@gibsondunn.com))  
Audi K. Syarief – Washington, D.C. (+1 202.955.8266, [asyarief@gibsondunn.com](mailto:asyarief@gibsondunn.com))  
Scott R. Toussaint – Washington, D.C. (+1 202.887.3588, [stoussaint@gibsondunn.com](mailto:stoussaint@gibsondunn.com))  
Lindsay Bernsen Wardlaw – Washington, D.C. (+1 202.777.9475, [lwardlaw@gibsondunn.com](mailto:lwardlaw@gibsondunn.com))  
Shuo (Josh) Zhang – Washington, D.C. (+1 202.955.8270, [szhang@gibsondunn.com](mailto:szhang@gibsondunn.com))

#### **Asia:**

Kelly Austin – Denver/Hong Kong (+1 303.298.5980, [kaustin@gibsondunn.com](mailto:kaustin@gibsondunn.com))  
David A. Wolber – Hong Kong (+852 2214 3764, [dwolber@gibsondunn.com](mailto:dwolber@gibsondunn.com))  
Fang Xue – Singapore (+65 6507 3692, [fxue@gibsondunn.com](mailto:fxue@gibsondunn.com))  
Qi Yue – Beijing (+86 10 6502 8534, [qyue@gibsondunn.com](mailto:qyue@gibsondunn.com))  
Dharak Bhavsar – Hong Kong (+852 2214 3755, [dbhavsar@gibsondunn.com](mailto:dbhavsar@gibsondunn.com))  
Soo-Min Chae – Singapore (+65 6507 3632, [schae@gibsondunn.com](mailto:schae@gibsondunn.com))  
Hui Fang – Hong Kong (+852 2214 3805, [hfang@gibsondunn.com](mailto:hfang@gibsondunn.com))  
Arnold Pun – Hong Kong (+852 2214 3838, [apun@gibsondunn.com](mailto:apun@gibsondunn.com))

#### **Europe:**

Attila Borsos – Brussels (+32 2 554 72 10, [aborsos@gibsondunn.com](mailto:aborsos@gibsondunn.com))  
Patrick Doris – London (+44 207 071 4276, [pdoris@gibsondunn.com](mailto:pdoris@gibsondunn.com))  
Michelle M. Kirschner – London (+44 20 7071 4212, [mkirschner@gibsondunn.com](mailto:mkirschner@gibsondunn.com))  
Penny Madden KC – London (+44 20 7071 4226, [pmadden@gibsondunn.com](mailto:pmadden@gibsondunn.com))  
Irene Polieri – London (+44 20 7071 4199, [ipolieri@gibsondunn.com](mailto:ipolieri@gibsondunn.com))  
Benno Schwarz – Munich (+49 89 189 33 110, [bschwarz@gibsondunn.com](mailto:bschwarz@gibsondunn.com))  
Nikita Malevanny – Munich (+49 89 189 33 224, [nmalevanny@gibsondunn.com](mailto:nmalevanny@gibsondunn.com))  
Melina Kronester – Munich (+49 89 189 33 225, [mkronester@gibsondunn.com](mailto:mkronester@gibsondunn.com))  
Vanessa Ludwig – Frankfurt (+49 69 247 411 531, [vludwig@gibsondunn.com](mailto:vludwig@gibsondunn.com))

*\*A recent law graduate who is not admitted to practice law.*

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