



# Instructions for Form 1120-S

## U.S. Income Tax Return for an S Corporation

Section references are to the Internal Revenue Code unless otherwise noted.

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## Future Developments

For the latest information about developments related to Form 1120-S and its instructions, such as legislation enacted after they were published, go to [IRS.gov/Form1120S](https://www.irs.gov/Form1120S).

## What's New

**Electronically filed returns.** The electronic filing threshold for corporate returns required to be filed on or after January 1, 2024, has decreased to 10 or more returns. See [Electronic Filing](#), later.

**Increase in penalty for failure to file.** For tax returns required to be filed in 2024, the minimum penalty for failure to file a return that is more than 60 days late has increased to the smaller of the tax due or \$485. See [Late filing of return](#), later.

**Deduction for certain energy efficient commercial building property.** For tax years beginning in 2023, corporations filing Form 1120-S and claiming the energy efficient commercial buildings deduction should report the deduction on line 19. See the instructions for [line 19](#).

**Expiration of 100% business meal expense deduction.** The temporary 100% business meal expense deduction for food and beverages provided by a restaurant does not apply to amounts paid or incurred after 2022.

**Elective payment election.** Applicable entities and electing taxpayers can elect to treat certain credits as elective payments. See the instructions for [line 24d](#) and the Instructions for Form 3800.

**Digital assets.** Digital assets are required to be reported. See new [question 16](#) on Schedule B, later.

**Schedules K and K-1 reporting codes.** Separate reporting codes are assigned to items grouped under code H for *Other income (loss)*, code S for *Other deductions*, code P for *Other credits*, and code AD for *Other information* in prior years. See the *List of Codes* in the Shareholder's Instructions for Schedule K-1 (Form 1120-S).

The following new reporting credit codes are added to line 13g.

- Code A. Zero-emission nuclear power production credit.
- Code B. Production from advanced nuclear power facilities credit.
- Code AG. Credit for military spouse participation.
- Code AX. Carbon oxide sequestration credit recapture.
- Code AY. New clean vehicle credit.
- Code BC. Eligible credits from transferor(s) under section 6418.

## Reminder

**Election by a small business corporation.** Don't file Form 1120-S unless the corporation has filed or is attaching Form

2553, Election by a Small Business Corporation. For details, see the Instructions for Form 2553.

## Photographs of Missing Children

The Internal Revenue Service is a proud partner with the [National Center for Missing & Exploited Children® \(NCMEC\)](#). Photographs of missing children selected by the Center may appear in instructions on pages that would otherwise be blank. You can help bring these children home by looking at the photographs and calling 1-800-THE-LOST (1-800-843-5678) if you recognize a child.

## The Taxpayer Advocate Service

The Taxpayer Advocate Service (TAS) is an *independent* organization within the IRS that helps taxpayers and protects taxpayer rights. TAS strives to ensure that every taxpayer is treated fairly and knows and understands their rights under the [Taxpayer Bill of Rights](#).

As a taxpayer, the corporation has rights that the IRS must abide by in its dealings with the corporation. TAS can help the corporation if:

- A problem is causing financial difficulty for the business;
- The business is facing an immediate threat of adverse action; or
- The corporation has tried repeatedly to contact the IRS but no one has responded, or the IRS hasn't responded by the date promised.

TAS has offices in every state, the District of Columbia, and Puerto Rico. Local advocates' numbers are in their local directories and at [TaxpayerAdvocate.IRS.gov](#). The corporation can also call TAS at 877-777-4778.

TAS also works to resolve large-scale or systemic problems that affect many taxpayers. If the corporation knows of one of these broad issues, please report it to TAS through the Systemic Advocacy Management System at [IRS.gov/SAMS](#).

For more information, go to [IRS.gov/Advocate](#).

## Direct Deposit of Refund

To request a direct deposit of the corporation's income tax refund into an account at a U.S. bank or other financial institution, attach Form 8050, Direct Deposit of Corporate Tax Refund. See the [instructions for line 28](#).

## How To Get Forms and Publications

**Internet.** You can access the IRS website 24 hours a day, 7 days a week, at [IRS.gov](#) to:

- Download forms, instructions, and publications;
- Order IRS products online;
- Research your tax questions online;
- Search publications online by topic or keyword;
- View Internal Revenue Bulletins (IRBs) published in recent years; and
- Sign up to receive local and national tax news by email.

**Tax forms and publications.** The corporation can view, print, or download all of the forms and publications it may need on [IRS.gov/FormsPubs](#). Otherwise, the corporation can go to [IRS.gov/OrderForms](#) to place an order and have forms mailed to it.

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## General Instructions

### Purpose of Form

Use Form 1120-S to report the income, gains, losses, deductions, credits, and other information of a domestic

corporation or other entity for any tax year covered by an election to be an S corporation.

## How To Make the Election

For details about the election, see Form 2553, Election by a Small Business Corporation, and the Instructions for Form 2553.

## Who Must File

A corporation or other entity must file Form 1120-S if (a) it elected to be an S corporation by filing Form 2553, (b) the IRS accepted the election, and (c) the election remains in effect. After filing Form 2553, you should have received confirmation that Form 2553 was accepted. If you didn't receive notification of acceptance or nonacceptance of the election within 2 months of filing Form 2553 (5 months if you checked box Q1 to ask for a letter ruling), please follow up by calling 800-829-4933. Don't file Form 1120-S for any tax year before the year the election takes effect.

**Relief for late elections.** If you haven't filed Form 2553, or didn't file Form 2553 on time, you may be entitled to relief for a late-filed election to be an S corporation. See the Instructions for Form 2553 for details.

## Termination of Election

Once the election is made, it stays in effect until it is terminated. If the election is terminated, the corporation (or a successor corporation) can make another election on Form 2553 only with IRS consent for any tax year before the fifth tax year after the first tax year in which the termination took effect. See Regulations section 1.1362-5 for details.

An election terminates automatically in any of the following cases.

1. The corporation is no longer a small business corporation as defined in section 1361(b). This kind of termination of an election is effective as of the day the corporation no longer meets the definition of a small business corporation. Attach to Form 1120-S for the final year of the S corporation a statement notifying the IRS of the termination and the date it occurred.

2. For each of 3 consecutive tax years, the corporation (a) has accumulated earnings and profits (AE&P), and (b) derives more than 25% of its gross receipts from passive investment income as defined in section 1362(d)(3)(C). The election terminates on the first day of the 1st tax year beginning after the 3rd consecutive tax year. The corporation must pay a tax for each year it has excess net passive income. See the line 23a instructions for details on how to figure the tax.

3. The election is revoked. An election can be revoked only with the consent of shareholders who, at the time the revocation is made, hold more than 50% of the number of issued and outstanding shares of stock (including nonvoting stock). The revocation can specify an effective revocation date that is on or after the day the revocation is filed. If no date is specified, the revocation is effective at the start of the tax year if the revocation is made on or before the 15th day of the 3rd month of that tax year. If no date is specified and the revocation is made after the 15th day of the 3rd month of the tax year, the revocation is effective at the start of the next tax year.

To revoke the election, the corporation must file a statement with the appropriate service center listed under *Where To File* in the Instructions for Form 2553. In the statement, the corporation must notify the IRS that it is revoking its election to be an S corporation. The statement must be signed by each shareholder who consents to the revocation and contain the information required by Regulations section 1.1362-6(a)(3).

A revocation can be rescinded before it takes effect. See Regulations section 1.1362-6(a)(4) for details.

For rules on allocating income and deductions between an S corporation's short year and a C corporation's short year and other special rules that apply when an election is terminated, see section 1362(e) and Regulations section 1.1362-3.

If an election was terminated under (1) or (2) above and the corporation believes the termination was inadvertent, the corporation can ask for permission from the IRS to continue to be treated as an S corporation. See Regulations section 1.1362-4 for the specific requirements that must be met to qualify for inadvertent termination relief.

## Electronic Filing

S corporations can generally electronically file (e-file) Form 1120-S, related forms, schedules, statements, and attachments; Form 7004 (automatic extension of time to file); and Forms 940, 941, and 944 (employment tax returns). Form 1099 and other information returns can also be electronically filed. The option to e-file doesn't, however, apply to certain returns.

For returns filed on or after January 1, 2024, S corporations that file 10 or more returns are required to e-file Form 1120-S. See Regulations section 301.6037-2. However, these corporations can request a waiver of the electronic filing requirements.

For more information on e-filing, see [E-file for Business and Self Employed Taxpayers](#) on IRS.gov.

## Exclusions From Electronic Filing Requirement

**Waivers.** The IRS may waive the electronic filing rules if the S corporation demonstrates that a hardship would result if it were required to file its return electronically. A corporation interested in requesting a waiver of the mandatory electronic filing requirement must file a written request, and request one in the manner prescribed by the IRS. All written requests for waivers should be mailed to:

Internal Revenue Service  
Ogden Submission Processing Center  
Attn: Form 1120 e-file Waiver Request  
Mail Stop 1057  
Ogden, UT 84201

If using a delivery service, requests for waivers should be mailed to:

Internal Revenue Service  
Ogden Submission Processing Center  
Attn: Form 1120 e-file Waiver Request  
Mail Stop 1057  
1973 N. Rulon White Blvd.  
Ogden, UT 84404

Waiver requests can also be faxed to 877-477-0575. Contact the e-Help Desk at 866-255-0654 for questions regarding the waiver procedures or process.

**Exemptions.** The IRS may provide exemptions from the requirements to electronically file. If using the technology required to electronically file conflicts with religious beliefs, the corporation is exempt from the requirement. Clearly indicate the exemption on the corporation's return. Write "Religious Exemption" at the top of the Form 1120-S. File the return at the applicable IRS address. See [Where To File](#), later. For more information, see [Notice 2024-18](#).

## When To File

Generally, an S corporation must file Form 1120-S by the 15th day of the 3rd month after the end of its tax year. For calendar year corporations, the due date is March 15, 2024. A corporation

that has dissolved must generally file by the 15th day of the 3rd month after the date it dissolved.

If the due date falls on a Saturday, Sunday, or legal holiday, the corporation can file on the next day that isn't a Saturday, Sunday, or legal holiday.

If the S corporation election was terminated during the tax year and the corporation reverts to a C corporation, file Form 1120-S for the S corporation's short year by the due date (including extensions) of the C corporation's short year return.

## Private Delivery Services

Corporations can use certain private delivery services (PDS) designated by the IRS to meet the "timely mailing as timely filing" rule for tax returns. Go to [IRS.gov/PDS](#) for the current list of designated services.

The PDS can tell you how to get written proof of the mailing date.

For the IRS mailing address to use if you are using a PDS, go to [IRS.gov/PDSStreetAddresses](#).



*Private delivery services can't deliver items to P.O. boxes. You must use the U.S. Postal Service to mail any item to an IRS P.O. box address.*

## Extension of Time To File

File Form 7004, Application for Automatic Extension of Time To File Certain Business Income Tax, Information, and Other Returns, to ask for an extension of time to file. Generally, the corporation must file Form 7004 by the regular due date of the return. See the Instructions for Form 7004.

## Who Must Sign

The return must be signed and dated by:

- The president, vice president, treasurer, assistant treasurer, chief accounting officer; or
- Any other corporate officer (such as tax officer) authorized to sign.

If a return is filed on behalf of a corporation by a receiver, trustee, or assignee, the fiduciary must sign the return instead of the corporate officer. Returns and forms signed by a receiver or trustee in bankruptcy on behalf of a corporation must be accompanied by a copy of the order or instructions of the court authorizing signing of the return or form.

If an employee of the corporation completes Form 1120-S, the paid preparer space should remain blank. Anyone who prepares Form 1120-S but doesn't charge the corporation shouldn't complete that section. Generally, anyone who is paid to prepare the return must sign it and fill in the "Paid Preparer Use Only" area.

The paid preparer must complete the required preparer information and:

- Sign the return in the space provided for the preparer's signature,
- Include their Preparer Tax Identification Number (PTIN), and
- Give a copy of the return to the taxpayer.



*A paid preparer may sign original or amended returns by rubber stamp, mechanical device, or computer software program.*

## Paid Preparer Authorization

If the corporation wants to allow the IRS to discuss its 2023 tax return with the paid preparer who signed it, check the "Yes" box in the signature area of the return. This authorization applies only to the individual whose signature appears in the "Paid Preparer

## Where To File

File the corporation's return at the applicable IRS address listed below.

If the corporation's principal business, office, or agency is located in:	And the total assets at the end of the tax year (Form 1120-S, page 1, item F) are:	Use the following address:
Connecticut, Delaware, District of Columbia, Georgia, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont, Virginia, West Virginia, Wisconsin	Less than \$10 million and Schedule M-3 isn't filed	Department of the Treasury Internal Revenue Service Center Kansas City, MO 64999-0013
	\$10 million or more, or less than \$10 million and Schedule M-3 is filed	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0013
Alabama, Alaska, Arizona, Arkansas, California, Colorado, Florida, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, Wyoming	Any amount	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0013
A foreign country or U.S. territory	Any amount	Internal Revenue Service Center P.O. Box 409101 Ogden, UT 84409

Use Only" section of the return. It doesn't apply to the firm, if any, shown in that section.

If the "Yes" box is checked, the corporation is authorizing the IRS to call the paid preparer to answer any questions that may arise during the processing of its return. The corporation is also authorizing the paid preparer to:

- Give the IRS any information that is missing from the return;
- Call the IRS for information about the processing of the return or the status of any related refund or payment(s); and
- Respond to certain IRS notices about math errors, offsets, and return preparation.

The corporation isn't authorizing the paid preparer to receive any refund check, bind the corporation to anything (including any additional tax liability), or otherwise represent the corporation before the IRS.

The authorization will automatically end no later than the due date (excluding extensions) for filing the corporation's 2024 tax return. If the corporation wants to expand the paid preparer's authorization or revoke the authorization before it ends, see Pub. 947, Practice Before the IRS and Power of Attorney.

## Assembling the Return

To ensure that the corporation's tax return is correctly processed, attach all schedules and other forms after page 5 of Form 1120-S in the following order.

1. Schedule N (Form 1120), Foreign Operations of U.S. Corporations.
2. Schedule D (Form 1120-S), Capital Gains and Losses and Built-in Gains.
3. Form 4797, Sales of Business Property.
4. Form 8949, Sales and Other Dispositions of Capital Assets.
5. Form 8996, Qualified Opportunity Fund.
6. Form 8825, Rental Real Estate Income and Expenses of a Partnership or an S Corporation.
7. Form 1125-A, Cost of Goods Sold.
8. Form 8050, Direct Deposit of Corporate Tax Refund.
9. Form 4136, Credit for Federal Tax Paid on Fuels.

10. Form 8941, Credit for Small Employer Health Insurance Premiums.

11. Form 3800, General Business Credit.

12. Form 8997, Initial and Annual Statement of Qualified Opportunity Fund (QOF) Investments.

13. Form 6252, Installment Sale Income.

14. Schedule A (Form 8936), Clean Vehicle Credit Amount.

15. Schedules K-1 (Form 1120-S), Shareholder's Share of Income, Deductions, Credits, etc.

16. Form 8938, Statement of Specified Foreign Financial Assets.

17. Additional schedules in alphabetical order, including Schedule K-2 (Form 1120-S), Shareholders' Pro Rata Share Items—International, and Schedules K-3 (Form 1120-S), Shareholder's Share of Income, Deductions, Credits, etc.—International.

18. Additional forms in numerical order.

Complete every applicable entry space on Form 1120-S and Schedule K-1. Don't enter "See Attached" or "Available Upon Request" instead of completing the entry spaces. If more space is needed on the forms or schedules, attach separate sheets using the same size and format as the printed forms.

If there are supporting statements and attachments, arrange them in the same order as the schedules or forms they support and attach them last. Show the totals on the printed forms. Enter the corporation's name and EIN on each supporting statement or attachment.

## Tax Payments

Generally, the corporation must pay any tax due in full no later than the due date for filing its tax return (not including extensions). See the [instructions for line 26](#). If the due date falls on a Saturday, Sunday, or legal holiday, the payment is due on the next day that isn't a Saturday, Sunday, or legal holiday.

## Electronic Deposit Requirement

Corporations must use electronic funds transfers to make all federal tax deposits (such as deposits of employment, excise, and corporate income tax). Generally, electronic funds transfers are made using the Electronic Federal Tax Payment System



(EFTPS). However, if the corporation doesn't want to use EFTPS, it can arrange for its tax professional, financial institution, payroll service, or other trusted third party to make deposits on its behalf. Also, it may arrange for its financial institution to submit a same-day wire payment (discussed below) on its behalf. EFTPS is a free service provided by the Department of the Treasury. Services provided by a tax professional, financial institution, payroll service, or other third party may have a fee.

To get more information about EFTPS or to enroll in EFTPS, visit [www.EFTPS.gov](http://www.EFTPS.gov) or call 800-555-4477. To contact EFTPS using the Telecommunications Relay Services (TRS), for people who are deaf, hard of hearing, or have a speech disability, dial 711 and provide the TRS assistant the 800-555-4477 number above or 800-733-4829.

**Depositing on time.** For any deposit made by EFTPS to be on time, the corporation must submit the deposit by 8 p.m. Eastern time the day before the date the deposit is due. If the corporation uses a third party to make deposits on its behalf, they may have different cutoff times.

**Same-day wire payment option.** If the corporation fails to submit a deposit transaction on EFTPS by 8 p.m. Eastern time the day before the date a deposit is due, it can still make its deposit on time by using the Federal Tax Collection Service (FTCS). To use the same-day wire payment method, the corporation will need to make arrangements with its financial institution ahead of time regarding availability, deadlines, and costs. Financial institutions may charge a fee for payment made this way. To learn more about the information the corporation will need to provide to its financial institution to make a same-day wire payment, go to [IRS.gov/SameDayWire](http://IRS.gov/SameDayWire).

## Estimated Tax Payments

Generally, the corporation must make installment payments of estimated tax for the following taxes if the total of these taxes is \$500 or more: (a) the tax on built-in gains, (b) the excess net passive income tax, and (c) the investment credit recapture tax, each discussed later.

The amount of estimated tax required to be paid annually is the smaller of (a) the total of the above taxes shown on the return for the tax year (or if no return is filed, the total of these taxes for the year), or (b) the sum of (i) the investment credit recapture tax and the built-in gains tax shown on the return for the tax year (or if no return is filed, the total of these taxes for the tax year), and (ii) any excess net passive income tax shown on the corporation's return for the preceding tax year. If the preceding tax year was less than 12 months, the estimated tax must be determined under (a).

The estimated tax is generally payable in four equal installments. However, the corporation may be able to lower the amount of one or more installments by using the annualized income installment method or adjusted seasonal installment method under section 6655(e).

For a calendar year corporation, the payments are due for 2024 by April 15, June 15, September 15, and December 15. For a fiscal year corporation, they are due by the 15th day of the 4th, 6th, 9th, and 12th months of the year. If any date falls on a Saturday, Sunday, or legal holiday, the installment is due on the next day that isn't a Saturday, Sunday, or legal holiday.

The corporation must make the payments using electronic funds transfers as described earlier.

For information on penalties that may apply if the corporation fails to make required payments, see the Instructions for Form 2220.

## Interest and Penalties



*If the corporation receives a notice about penalties after it files its return, send the IRS an explanation and we will determine if the corporation meets reasonable-cause criteria. **Don't** attach an explanation when the corporation's return is filed.*

**Interest.** Interest is charged on taxes paid late even if an extension of time to file is granted. Interest is also charged on penalties imposed for failure to file, negligence, fraud, substantial valuation misstatements, substantial understatements of tax, and reportable transaction understatements from the due date (including extensions) to the date of payment. The interest charge is figured at a rate determined under section 6621.

**Late filing of return.** A penalty may be assessed if the return is filed after the due date (including extensions) or the return doesn't show all the information required, unless each failure is due to reasonable cause. See [Caution](#), earlier. For returns on which no tax is due, the penalty is \$235 for each month or part of a month (up to 12 months) the return is late or doesn't include the required information, multiplied by the total number of persons who were shareholders in the corporation during any part of the corporation's tax year for which the return is due. If tax is due, the penalty is the amount stated above plus 5% of the unpaid tax for each month or part of a month the return is late, up to a maximum of 25% of the unpaid tax. The minimum penalty for a tax return required to be filed in 2024 that is more than 60 days late is the smaller of the tax due or \$485.

**Late payment of tax.** A corporation that doesn't pay the tax when due may generally be penalized 1/2 of 1% of the unpaid tax for each month or part of a month the tax isn't paid, up to a maximum of 25% of the unpaid tax. The penalty won't be imposed if the corporation can show that the failure to pay on time was due to reasonable cause. See [Caution](#), earlier.

**Failure to furnish information timely.** For each failure to furnish Schedule K-1 (and Schedule K-3, if applicable) to a shareholder when due and each failure to include on Schedule K-1 (and Schedule K-3, if applicable) all the information required to be shown (or the inclusion of incorrect information), a \$310 penalty may be imposed with respect to each Schedule K-1 (and Schedule K-3, if applicable) for which a failure occurs. If the requirement to report correct information is intentionally disregarded, each \$310 penalty is increased to \$630 or, if greater, 10% of the aggregate amount of items required to be reported. See sections 6722 and 6724 for more information.

The penalty won't be imposed if the corporation can show that not furnishing information timely was due to reasonable cause. See [Caution](#), earlier.

**Trust fund recovery penalty.** This penalty may apply if certain excise, income, social security, and Medicare taxes that must be collected or withheld aren't collected or withheld, or these taxes aren't paid. These taxes are generally reported on:

- Form 720, Quarterly Federal Excise Tax Return;
- Form 941, Employer's QUARTERLY Federal Tax Return;
- Form 943, Employer's Annual Federal Tax Return for Agricultural Employees;
- Form 944, Employer's ANNUAL Federal Tax Return; or
- Form 945, Annual Return of Withheld Federal Income Tax.

The trust fund recovery penalty may be imposed on all persons who are determined by the IRS to have been responsible for collecting, accounting for, or paying over these taxes, and who acted willfully in not doing so. The penalty is equal to the full amount of the unpaid trust fund tax. See the Instructions for Form 720, Pub. 15 (Circular E), Employer's Tax Guide, or Pub. 51 (Circular A), Agricultural Employer's Tax

Guide, for details, including the definition of “responsible persons.”

**Other penalties.** Other penalties can be imposed for negligence, substantial understatement of tax, reportable transaction understatements, and fraud. See sections 6662, 6662A, and 6663.

## Accounting Methods

Figure income using the method of accounting regularly used in keeping the corporation's books and records. The method used must clearly reflect income. Permissible methods include cash, accrual, or any other method authorized by the Internal Revenue Code.

The following rules apply.

- Generally, an S corporation can't use the cash method of accounting if it's a tax shelter (as defined in section 448(d)(3)). See section 448 for details.
- A corporation must use an accrual method for sales and purchases of inventory items unless it is a small business taxpayer (defined later). See the Form 1125-A instructions. If you are a small business taxpayer, you can adopt or change your accounting method to account for inventories (i) in the same manner as materials and supplies that are non-incidentals, or (ii) to conform to the taxpayer's treatment of inventories in an applicable financial statement (as defined in section 451(b)(3)) or, if the taxpayer doesn't have an applicable financial statement, the method of accounting used in the taxpayer's books and records prepared in accordance with the taxpayer's accounting procedures. Generally, IRS consent is required for changes in accounting methods. See Rev. Proc. 2018-40 for the procedures by which a small business taxpayer may obtain automatic consent to change its method of accounting to reflect the statutory changes made in this area. Also, see [Change in accounting method](#), later.
- Special rules apply to long-term contracts. See section 460.
- Generally, dealers in securities must use the mark-to-market accounting method. Dealers in commodities and traders in securities and commodities can elect to use the mark-to-market accounting method. See section 475.

**Small business taxpayer.** A small business taxpayer is a taxpayer that (a) has average annual gross receipts of \$29 million or less for the 3 prior tax years, and (b) isn't a tax shelter (as defined in section 448(d)(3)).

**Change in accounting method.** Generally, the corporation must get IRS consent to change either an overall method of accounting or the accounting treatment of any material item for income tax purposes. To obtain consent, the corporation must generally file Form 3115, Application for Change in Accounting Method, during the tax year for which the change is requested. See the Instructions for Form 3115 and Pub. 538, Accounting Periods and Methods, for more information and exceptions. See also the Instructions for Form 3115 for procedures that may apply for obtaining automatic consent to change certain methods of accounting, non-automatic change procedures, and reduced Form 3115 filing requirements.

## Accounting Period

A corporation must figure its income on the basis of a tax year. A tax year is the annual accounting period a corporation uses to keep its records and report its income and expenses.

An S corporation must use one of the following tax years.

- A tax year ending December 31.
- A natural business year.
- An ownership tax year.
- A tax year elected under section 444.
- A 52-53-week tax year that ends with reference to a year listed above.

- Any other tax year (including a 52-53-week tax year) for which the corporation establishes a business purpose.

A new S corporation must use Form 2553 to elect a tax year. To later change the corporation's tax year, see Form 1128, Application To Adopt, Change, or Retain a Tax Year, and its instructions (unless the corporation is making an election under section 444, discussed next).

**Electing a tax year under section 444.** Under the provisions of section 444, an S corporation can elect to have a tax year other than a required year, but only if the deferral period of the tax year isn't longer than the shorter of 3 months or the deferral period of the tax year being changed. This election is made by filing Form 8716, Election To Have a Tax Year Other Than a Required Tax Year.

An S corporation may not make or continue an election under section 444 if it is a member of a tiered structure, other than a tiered structure that consists entirely of partnerships and S corporations that have the same tax year. For the S corporation to have a section 444 election in effect, it must make the payments required by section 7519. See Form 8752, Required Payment or Refund Under Section 7519.

A section 444 election ends if an S corporation:

- Changes its accounting period to a calendar year or some other permitted year,
- Is penalized for willfully failing to comply with the requirements of section 7519, or
- Terminates its S election (unless it immediately becomes a personal service corporation).

If the termination results in a short tax year, enter at the top of the first page of Form 1120-S for the short tax year, “SECTION 444 ELECTION TERMINATED.”

## Rounding Off to Whole Dollars

The corporation may enter decimal points and cents when completing its return. However, the corporation should round off cents to whole dollars on its return, forms, and schedules to make completing its return easier. The corporation must either round off all amounts on its return to whole dollars, or use cents for all amounts. To round, drop amounts under 50 cents and increase amounts from 50 to 99 cents to the next dollar. For example, \$8.40 rounds to \$8 and \$8.50 rounds to \$9.

If two or more amounts must be added to figure the amount to enter on a line, include cents when adding the amounts and round off only the total.

## Recordkeeping

Keep the corporation's records for as long as they may be needed for the administration of any provision of the Internal Revenue Code. Usually, records that support an item of income, deduction, or credit on the return must be kept for 3 years from the date each shareholder's return is due or filed, whichever is later. Keep records that verify the corporation's basis in property for as long as they are needed to figure the basis of the original or replacement property.

The corporation should keep copies of all filed returns. They help in preparing future and amended returns.

## Amended Return

To correct a previously filed Form 1120-S, file an amended Form 1120-S and check box H(4) on page 1. Attach a statement that identifies the line number of each amended item, the corrected amount or treatment of the item, and an explanation of the reasons for each change.

If the income, deductions, credits, or other information provided to any shareholder on Schedule K-1 or K-3 is incorrect, file an amended Schedule K-1 or K-3 (Form 1120-S) for that

shareholder with the amended Form 1120-S. Also give a copy of the amended Schedule K-1 or K-3 to that shareholder. Check the "Amended K-1" or "Amended K-3" box at the top of the Schedule K-1 or K-3 to indicate that it is an amended Schedule K-1 or K-3.

A change to the corporation's federal return may affect its state return. This includes changes made as the result of an IRS examination. For more information, contact the state tax agency for the state(s) in which the corporation's return was filed.

## Other Forms and Statements That May Be Required

**Reportable transaction disclosure statement.** Disclose information for each reportable transaction in which the corporation participated. Form 8886, Reportable Transaction Disclosure Statement, must be filed for each tax year the corporation participated in the transaction. The corporation may have to pay a penalty if it is required to file Form 8886 and doesn't do so. The following are reportable transactions.

1. Any listed transaction, which is a transaction that is the same as or substantially similar to one of the types of transactions that the IRS has determined to be a tax avoidance transaction and identified by notice, regulation, or other published guidance as a listed transaction.
2. Any transaction offered under conditions of confidentiality for which the corporation (or a related party) paid an advisor a fee of at least \$50,000.
3. Certain transactions for which the corporation (or a related party) has contractual protection against disallowance of the tax benefits.
4. Certain transactions resulting in a loss of at least \$2 million in any single year or \$4 million in any combination of years.
5. Any transaction identified by the IRS by notice, regulation, or other published guidance as a "transaction of interest."

For more information, see Regulations section 1.6011-4. Also see the Instructions for Form 8886.

**Penalties.** The corporation may have to pay a penalty if it is required to disclose a reportable transaction under section 6011 and fails to properly complete and file Form 8886. Penalties may also apply under section 6707A if the corporation fails to file Form 8886 with its corporate return, fails to provide a copy of Form 8886 to the Office of Tax Shelter Analysis (OTSA), or files a form that fails to include all the information required (or includes incorrect information). Other penalties, such as an accuracy-related penalty under section 6662A, may also apply. See the Instructions for Form 8886 for details on these and other penalties.

**Reportable transactions by material advisors.** Material advisors to any reportable transaction must disclose certain information about the reportable transaction by filing Form 8918, Material Advisor Disclosure Statement, with the IRS. For details, see the Instructions for Form 8918.

**Transfers to a corporation controlled by the transferor.** Every significant transferor (as defined in Regulations section 1.351-3(d)) that receives stock of a corporation in exchange for property in a nonrecognition event must include the statement required by Regulations section 1.351-3(a) on or with the transferor's tax return for the tax year of the exchange. The transferee corporation must include the statement required by Regulations section 1.351-3(b) on or with its return for the tax year of the exchange, unless all the required information is included in any statement(s) provided by a significant transferor that is attached to the same return for the same section 351 exchange.

**Election to reduce basis under section 362(e)(2)(C).** If property is transferred to a corporation subject to section 362(e)(2), the transferor and the acquiring corporation may elect, under section 362(e)(2)(C), to reduce the transferor's basis in the stock received instead of reducing the acquiring corporation's basis in the property transferred. Once made, the election is irrevocable. For more information, see section 362(e)(2) and Regulations section 1.362-4. If an election is made, a statement must be filed in accordance with Regulations section 1.362-4(d)(3).

**Regulations section 1.1411-10(g) (section 1411 election with respect to CFCs and QEFs).** A corporation that directly or indirectly owns stock of a controlled foreign corporation (CFC) (within the meaning of section 953(c)(1)(B) or section 957(a)) or a passive foreign investment company (within the meaning of section 1297(a)) that the corporation treats as a qualified electing fund (QEF) under section 1293 may make the election provided in Regulations section 1.1411-10(g). The election must be made no later than the first tax year beginning after 2013 during which the corporation (i) includes an amount in gross income for chapter 1 purposes under section 951(a) or section 1293(a) for the CFC or QEF, and (ii) has a direct or indirect owner that is subject to tax under section 1411 or would have been if the election were made. This election must be made on an entity-by-entity basis, and applies only to the particular CFCs and QEFs for which an election is made. In general, for purposes of section 1411, if an election is in effect for a CFC or QEF, the amounts included in income under section 951 and section 1293 derived from the CFC or QEF are included in net investment income, and distributions described in section 959(d) or section 1293(c) are excluded from net investment income. Additionally, if the corporation elected to be treated as owning stock of a foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2), and an election under Regulations section 1.1411-10(g) is in effect for a CFC, the amount of global intangible low-taxed income included in income under section 951A is included in net investment income to the extent that it is allocated to the CFC under section 951A(f)(2). An election that is made under Regulations section 1.1411-10(g) can't be revoked. For more information regarding this election, see Regulations section 1.1411-10(g).

The election must be made in a statement that is filed with the corporation's original or amended return for the tax year in which the election is made. An election can be made on an amended return only if the tax year for which the election is made, and all tax years affected by the election, aren't closed by the period of limitations on assessments under section 6501. The statement must include:

- The name and EIN of the corporation making the election;
- A declaration that all of its shareholders consent to each election made in the statement;
- A declaration that the corporation elects under Regulations section 1.1411-10(g) to apply the rules in Regulations section 1.1411-10(g) to the CFCs and QEFs identified in the statement; and
- The following information for each CFC and QEF for which an election is made (i) the name of the CFC or QEF; and (ii) either the EIN of the CFC or QEF, or, if the CFC or QEF doesn't have an EIN, the reference ID number of the CFC or QEF.

In addition, for each CFC or QEF held by the corporation for which an election under Regulations section 1.1411-10(g) has already been made by the corporation, the statement should include (i) the name of the CFC or QEF; and (ii) either the EIN of the CFC or QEF, or, if the CFC or QEF doesn't have an EIN, the reference ID number of the CFC or QEF.

**Annual information reporting by specified domestic entities under section 6038D.** Certain domestic corporations that are formed or availed of to hold specified foreign financial assets ("specified domestic entities") must file Form 8938, Statement of



Specified Foreign Financial Assets. Form 8938 must be filed each year the value of the corporation's specified foreign financial assets meets or exceeds the reporting threshold. For more information on domestic corporations that are specified domestic entities and the types of foreign financial assets that must be reported, see the Instructions for Form 8938, generally, and in particular, *Who Must File, Specified Domestic Entity, Types of Reporting Thresholds, Specified Foreign Financial Assets, Interests in Specified Foreign Financial Assets, Assets Not Required To Be Reported, and Exceptions to Reporting*.

In addition, a domestic corporation required to file Form 8938 with its Form 1120-S for the tax year should check "Yes" to Schedule N (Form 1120), question 8, and also include that schedule with its Form 1120-S.

**Certification as a qualified opportunity fund.** If the corporation is organized to invest in qualified opportunity zone property, it must attach Form 8996 to Form 1120-S to self-certify as a QOF. In addition, the corporation files Form 8996 annually to report that the QOF meets the investment standard of section 1400Z-2 or to figure the penalty if it fails to meet the investment standard. The corporation must also complete line 15 of Schedule B. For more information, see the Instructions for Form 8996.

**Qualified opportunity fund investment.** If the corporation deferred a capital gain in a qualified opportunity fund (QOF), the corporation must file its return with Schedule D (Form 1120-S), Form 8949, and Form 8997 attached. The corporation will need to file Form 8997 annually until it disposes of the investment. See the instructions for Form 8997 for details.

**Form 8975, Country-by-Country Report.** Certain U.S. persons that are the ultimate parent entity of a U.S. multinational enterprise group with annual revenue for the preceding reporting period of \$850 million or more are required to file Form 8975. For more information, see the Instructions for Form 8975.

**Other forms and statements.** See Pub. 542, Corporations, for a list of other forms and statements a corporation may need to file in addition to the forms and statements discussed throughout these instructions.

## At-Risk Limitations

In general, section 465 limits the amount of deductible net losses shareholders can claim from certain activities. The at-risk limitations don't apply to the corporation, but instead apply to each shareholder's share of net losses attributable to each activity. Because the treatment of each shareholder's share of corporate net losses depends on the nature of the activity that generated it, the corporation must report the items of income, loss, and deduction separately for each activity. See Pub. 925, Passive Activity and At-Risk Rules, for additional information.

### Activities Covered by the At-Risk Rules

If the S corporation is involved in one of the following activities as a trade or business or for the production of income, the shareholder may be subject to the at-risk rules.

1. Holding, producing, or distributing motion picture films or video tapes.
2. Farming.
3. Leasing section 1245 property, including personal property and certain other tangible property that is depreciable or amortizable.
4. Exploring for, or exploiting, oil and gas.
5. Exploring for, or exploiting, geothermal deposits (for wells started after September 1978).
6. Any other activity not included in (1) through (5) that is carried on as a trade or business or for the production of income.

## Aggregation of Activities

Activities described in (6) under [Activities Covered by the At-Risk Rules](#), earlier, that constitute a trade or business are treated as one activity if:

- You actively participate in the management of the trade or business, or
- The trade or business is carried on by a partnership or S corporation and 65% or more of its losses for the tax year are allocable to persons who actively participate in the management of the trade or business.

Similar rules apply to activities described in (1) through (5) of that earlier discussion. For more information, see Pub. 925. If you aggregate your activities under these rules for section 465 purposes, check the appropriate box in item J.

## At-Risk Activity Reporting Requirements

If the corporate items of income, loss, or deduction reported on Schedule K-1 are from more than one activity covered by the at-risk rules, the corporation must report information separately for each activity.

The following information must be provided on an attachment to Schedule K-1 for each activity.

- A statement that the information is a breakdown of the items of income, loss, or deduction by at-risk activity.
- The identity of the at-risk activity; the items of income, loss, or deduction for the activity; other items of income, loss, or deduction; and any other information that relates to the activity (that is, distributions, shareholder loans, etc.).

## Passive Activity Limitations

In general, section 469 limits the amount of losses, deductions, and credits that shareholders can claim from "passive activities." The passive activity limitations don't apply to the corporation. Instead, they apply to each shareholder's share of any income or loss and credit attributable to a passive activity. Because the treatment of each shareholder's share of corporate income or loss and credit depends on the nature of the activity that generated it, the corporation must report income or loss and credits separately for each activity.

The following instructions and the instructions for Schedules K and K-1, later, explain the applicable passive activity limitation rules and specify the type of information the corporation must provide to its shareholders for each activity. If the corporation had more than one activity, it must report information for each activity on an attachment to Schedules K and K-1.

Generally, passive activities include (a) activities that involve the conduct of a trade or business if the shareholder doesn't materially participate in the activity, and (b) all rental activities (defined later) regardless of the shareholder's participation. For exceptions, see [Activities That Are Not Passive Activities](#), later. The level of each shareholder's participation in an activity must be determined by the shareholder.

The passive activity rules provide that losses and credits from passive activities can generally be applied only against income and tax (respectively) from passive activities. Thus, passive losses can't be applied against income from salaries, wages, professional fees, or a business in which the shareholder materially participates or against "portfolio income" (defined later). Passive credits can't be applied against the tax related to any of these types of income.

Special rules require that net income from certain activities that would otherwise be treated as passive income must be recharacterized as nonpassive income for purposes of the passive activity limitations. See [Recharacterization of Passive Income](#), later.



To allow each shareholder to correctly apply the passive activity limitations, the corporation must report income or loss and credits separately by activity for each of the following.

- Trade or business activities.
- Rental real estate activities.
- Rental activities other than rental real estate.
- Portfolio income.

## Activities That Are Not Passive Activities

The following aren't passive activities.

1. Trade or business activities in which the shareholder materially participated for the tax year.
2. Any rental real estate activity in which the shareholder materially participated if the shareholder met both of the following conditions for the tax year.
  - a. More than half of the personal services the shareholder performed in trades or businesses were performed in real property trades or businesses in which the shareholder materially participated.
  - b. The shareholder performed more than 750 hours of services in real property trades or businesses in which the shareholder materially participated.

For purposes of this rule, each interest in rental real estate is a separate activity unless the shareholder elects to treat all interests in rental real estate as one activity.

If the shareholder is married filing jointly, either the shareholder or the shareholder's spouse must separately meet both of the above conditions, without taking into account services performed by the other spouse.

A real property trade or business is any real property development, redevelopment, construction, reconstruction, acquisition, conversion, rental, operation, management, leasing, or brokerage trade or business. Services the shareholder performed as an employee aren't treated as performed in a real property trade or business unless the shareholder owned more than 5% of the stock in the employer.

3. The rental of a dwelling unit used by a shareholder for personal purposes during the year for more than the greater of 14 days or 10% of the number of days that the residence was rented at fair rental value.
4. An activity of trading personal property for the account of owners of interests in the activity. For purposes of this rule, personal property means property that is actively traded, such as stocks, bonds, and other securities. See Temporary Regulations section 1.469-1T(e)(6).



*The section 469(c)(3) exception for a working interest in oil and gas properties doesn't apply to an S corporation because state law generally limits the liability of shareholders.*

## Trade or Business Activities

A trade or business activity is an activity (other than a rental activity or an activity treated as incidental to an activity of holding property for investment) that:

1. Involves the conduct of a trade or business (within the meaning of section 162),
2. Is conducted in anticipation of starting a trade or business, or
3. Involves research or experimental expenditures under section 174.

If the shareholder doesn't materially participate in the activity, a trade or business activity of the corporation is a passive activity for the shareholder.

Each shareholder must determine if he or she materially participated in an activity. As a result, while the corporation's ordinary business income (loss) is reported on page 1 of Form 1120-S, the specific income and deductions from each separate trade or business activity must be reported on attachments to Form 1120-S. Similarly, while each shareholder's allocable share of the corporation's ordinary business income (loss) is reported in box 1 of Schedule K-1, each shareholder's allocable share of the income and deductions from each trade or business activity must be reported on statements attached to each Schedule K-1. See [Passive Activity Reporting Requirements](#), later, for more information.

## Rental Activities

Generally, except as noted below, if the gross income from an activity consists of amounts paid principally for the use of real or personal tangible property held by the corporation, the activity is a rental activity.

There are several exceptions to this general rule. Under these exceptions, an activity involving the use of real or personal tangible property isn't a rental activity if any of the following apply.

- The average period of customer use (defined later) for such property is 7 days or less.
- The average period of customer use for such property is 30 days or less and significant personal services (defined later) are provided by or on behalf of the corporation.
- Extraordinary personal services (defined later) are provided by or on behalf of the corporation.
- The rental of such property is treated as incidental to a nonrental activity of the corporation under Regulations section 1.469-1(e)(3)(vi).
- The corporation customarily makes the property available during defined business hours for nonexclusive use by various customers.
- The corporation provides property for use in a nonrental activity of a partnership in its capacity as an owner of an interest in such partnership. Whether the corporation provides property used in an activity of a partnership in the corporation's capacity as an owner of an interest in the partnership is determined on the basis of all the facts and circumstances.

In addition, a guaranteed payment described in section 707(c) is never income from a rental activity.

**Average period of customer use.** Figure the average period of customer use for a class of property by dividing the total number of days in all rental periods by the number of rentals during the tax year. If the activity involves renting more than one class of property, multiply the average period of customer use of each class by the ratio of the gross rental income from that class to the activity's total gross rental income. The activity's average period of customer use equals the sum of these class-by-class average periods weighted by gross income. See Regulations section 1.469-1(e)(3)(iii).

**Significant personal services.** Personal services include only services performed by individuals. To determine if personal services are significant personal services, consider all the relevant facts and circumstances. Relevant facts and circumstances include:

- How often the services are provided,
- The type and amount of labor required to perform the services, and
- The value of the services in relation to the amount charged for use of the property.

The following services aren't considered in determining whether personal services are significant.

- Services necessary to permit the lawful use of the rental property.

- Services performed in connection with improvements or repairs to the rental property that extend the useful life of the property substantially beyond the average rental period.
- Services provided in connection with the use of any improved real property that are similar to those commonly provided in connection with long-term rentals of high-grade commercial or residential property. Examples include cleaning and maintenance of common areas, routine repairs, trash collection, elevator service, and security at entrances.

**Extraordinary personal services.** Services provided in connection with making rental property available for customer use are extraordinary personal services only if the services are performed by individuals and the customers' use of the rental property is incidental to their receipt of the services.

For example, a patient's use of a hospital room is generally incidental to the care received from the hospital's medical staff. Similarly, a student's use of a dormitory room in a boarding school is incidental to the personal services provided by the school's teaching staff.

**Rental activity incidental to a nonrental activity.** An activity isn't a rental activity if the rental of the property is incidental to a nonrental activity, such as the activity of holding property for investment, a trade or business activity, or the activity of dealing in property.

Rental of property is incidental to an activity of holding property for investment if both of the following apply.

- The main purpose for holding the property is to realize a gain from the appreciation of the property.
- The gross rental income from such property for the tax year is less than 2% of the smaller of the property's unadjusted basis or its fair market value (FMV).

Rental of property is incidental to a trade or business activity if all of the following apply.

- The corporation owns an interest in the trade or business at all times during the year.
- The rental property was mainly used in the trade or business activity during the tax year or during at least 2 of the 5 preceding tax years.
- The gross rental income from the property for the tax year is less than 2% of the smaller of the property's unadjusted basis or its FMV.

If the corporation sells or exchanges property that is also rented during the tax year (in which the gain or loss is recognized), the rental is treated as incidental to the activity of dealing in property if, at the time of the sale or exchange, the property was held primarily for sale to customers in the ordinary course of the corporation's trade or business.

See Temporary Regulations section 1.469-1T(e)(3) and Regulations section 1.469-1(e)(3) for more information on the definition of rental activities for purposes of the passive activity limitations.

**Reporting of rental activities.** In reporting the corporation's income or losses and credits from rental activities, the corporation must separately report rental real estate activities and rental activities other than rental real estate activities.

Shareholders who actively participate in a rental real estate activity may be able to deduct part or all of their rental real estate losses (and the deduction equivalent of rental real estate credits) against income (or tax) from nonpassive activities. Generally, the combined amount of rental real estate losses and the deduction equivalent of rental real estate credits from all sources (including rental real estate activities not held through the corporation) that may be claimed is limited to \$25,000.

Report rental real estate activity income (loss) on Form 8825 and line 2 of Schedule K and box 2 of Schedule K-1, rather than on page 1 of Form 1120-S. Report credits related to rental real

estate activities on lines 13c and 13d of Schedule K (box 13, codes E and F, of Schedule K-1) and low-income housing credits on lines 13a and 13b of Schedule K (box 13, codes C and D of Schedule K-1).

Report income (loss) from rental activities other than rental real estate on line 3 of Schedule K and credits related to rental activities other than rental real estate on line 13e of Schedule K and in box 13, code G, of Schedule K-1.

## Portfolio Income

Generally, portfolio income includes all gross income, other than income derived in the ordinary course of a trade or business, that is attributable to interest; dividends; royalties; income from a real estate investment trust, a regulated investment company, a real estate mortgage investment conduit, a common trust fund, a controlled foreign corporation, a qualified electing fund, or a cooperative; income from the disposition of property that produces income of a type defined as portfolio income; and income from the disposition of property held for investment. See [Self-Charged Interest](#), later, for an exception.

Solely for purposes of the preceding paragraph, gross income derived in the ordinary course of a trade or business includes (and portfolio income, therefore, doesn't include) the following types of income.

- Interest income on loans and investments made in the ordinary course of a trade or business of lending money.
- Interest on accounts receivable arising from the performance of services or the sale of property in the ordinary course of a trade or business of performing such services or selling such property, but only if credit is customarily offered to customers of the business.
- Income from investments made in the ordinary course of a trade or business of furnishing insurance or annuity contracts or reinsuring risks underwritten by insurance companies.
- Income or gain derived in the ordinary course of an activity of trading or dealing in any property if such activity constitutes a trade or business (unless the dealer held the property for investment at any time before such income or gain is recognized).
- Royalties derived by the taxpayer in the ordinary course of a trade or business of licensing intangible property.
- Amounts included in the gross income of a patron of a cooperative by reason of any payment or allocation to the patron based on patronage occurring with respect to a trade or business of the patron.
- Other income identified by the IRS as income derived by the taxpayer in the ordinary course of a trade or business.

See Temporary Regulations section 1.469-2T(c)(3) for more information on portfolio income.

Report portfolio income and related deductions on Schedule K rather than on page 1 of Form 1120-S.

## Self-Charged Interest

Certain self-charged interest income and deductions may be treated as passive activity gross income and passive activity deductions if the loan proceeds are used in a passive activity. Generally, self-charged interest income and deductions result from loans between the corporation and its shareholders. Self-charged interest also occurs in loans between the corporation and another S corporation or partnership if each owner in the borrowing entity has the same proportional ownership interest in the lending entity.

The self-charged interest rules don't apply to a shareholder's interest in an S corporation if the S corporation makes an election under Regulations section 1.469-7(g) to avoid the application of these rules. To make the election, the S corporation must attach to its original or amended Form 1120-S

a statement that includes the name, address, EIN of the S corporation, and a declaration that the election is being made under Regulations section 1.469-7(g). The election will apply to the tax year for which it was made and all subsequent tax years. Once made, the election can only be revoked with the consent of the IRS.

For more details on the self-charged interest rules, see Regulations section 1.469-7.

## Grouping Activities

Generally, one or more trade or business or rental activities may be treated as a single activity if the activities make up an appropriate economic unit for measurement of gain or loss under the passive activity rules. Whether activities make up an appropriate economic unit depends on all the relevant facts and circumstances. The factors given the greatest weight in determining whether activities make up an appropriate economic unit are:

- Similarities and differences in types of trades or businesses,
- The extent of common control,
- The extent of common ownership,
- Geographical location, and
- Reliance between or among the activities.

**Example.** The corporation has a significant ownership interest in a bakery and a movie theater in Baltimore and a bakery and a movie theater in Philadelphia. Depending on the relevant facts and circumstances, there may be more than one reasonable method for grouping the corporation's activities. For instance, the following groupings may or may not be permissible.

- A single activity.
- A movie theater activity and a bakery activity.
- A Baltimore activity and a Philadelphia activity.
- Four separate activities.

Once the corporation chooses a grouping under these rules, it must continue using that grouping in later tax years unless either:

- The corporation determines that the original grouping was clearly inappropriate, or
- A material change in the facts and circumstances makes that grouping clearly inappropriate.

The IRS may regroup the corporation's activities if the corporation's grouping isn't an appropriate economic unit and one of the primary purposes for the grouping (or failure to regroup as required under Regulations section 1.469-4(e)) is to avoid the passive activity limitations. If you group your activities under these rules for section 469 purposes, check the appropriate box in item J.

**Limitation on grouping certain activities.** The following activities may not be grouped together.

1. A rental activity with a trade or business activity unless the activities being grouped together make up an appropriate economic unit and:
  - a. The rental activity is insubstantial relative to the trade or business activity or vice versa; or
  - b. Each owner of the trade or business activity has the same proportionate ownership interest in the rental activity. If so, the portion of the rental activity involving the rental of property to be used in the trade or business activity can be grouped with the trade or business activity.
2. An activity involving the rental of real property with an activity involving the rental of personal property (except personal property provided in connection with the real property or vice versa).
3. Any activity with another activity in a different type of business and in which the corporation holds an interest as a limited partner or as a limited entrepreneur (as defined in section

461(k)(4)) if that other activity is holding, producing, or distributing motion picture films or videotapes; farming; leasing section 1245 property; or exploring for or exploiting oil and gas resources or geothermal deposits.

**Activities conducted through partnerships.** Once a partnership determines its activities under these rules, the corporation as a partner can use these rules to group those activities with:

- Each other,
- Activities conducted directly by the corporation, or
- Activities conducted through other partnerships.

The corporation can't treat as separate activities those activities grouped together by a partnership.

## Recharacterization of Passive Income

Under Temporary Regulations section 1.469-2T(f) and Regulations section 1.469-2(f), net passive income from certain passive activities must be treated as nonpassive income. Net passive income is the excess of an activity's passive activity gross income over its passive activity deductions (current year deductions and prior year unallowed losses).

Any net passive income recharacterized as nonpassive income is treated as investment income for purposes of figuring investment interest expense limitations if it is from (a) an activity of renting substantially nondepreciable property from an equity-financed lending activity, or (b) an activity related to an interest in a pass-through entity that licenses intangible property.

The amount of income from the activities in items (1) through (3) below that any shareholder will be required to recharacterize as nonpassive income may be limited under Temporary Regulations section 1.469-2T(f)(8). Because the corporation won't have information regarding all of a shareholder's activities, it must identify all corporate activities meeting the definitions in items (2) and (3) as activities that may be subject to recharacterization.

Income from the following six sources is subject to recharacterization.

1. **Significant participation passive activities.** A significant participation passive activity is any trade or business activity in which the shareholder participated for more than 100 hours during the tax year but didn't materially participate. Because each shareholder must determine the shareholder's level of participation, the corporation won't be able to identify significant participation passive activities.
2. **Certain nondepreciable rental property activities.** Net passive income from a rental activity is nonpassive income if less than 30% of the unadjusted basis of the property used or held for use by customers in the activity is subject to depreciation under section 167.
3. **Passive equity-financed lending activities.** If the corporation has net income from a passive equity-financed lending activity, the smaller of the net passive income or the equity-financed interest income from the activity is nonpassive income.
4. **Rental of property incidental to a development activity.** Net rental activity income is the excess of passive activity gross income from renting or disposing of property over passive activity deductions (current year deductions and prior year unallowed losses) that are reasonably allocable to the rented property. Net rental activity income is nonpassive income for a shareholder if all of the following apply.
  - a. The corporation recognizes gain from the sale, exchange, or other disposition of the rental property during the tax year.
  - b. The use of the item of property in the rental activity started less than 12 months before the date of disposition. The



use of an item of rental property begins on the first day on which (a) the corporation owns an interest in the property, (b) substantially all of the property is either rented or held out for rent and ready to be rented, and (c) no significant value-enhancing services remain to be performed.

c. The shareholder materially or significantly participated for any tax year in an activity that involved performing services to enhance the value of the property (or any other item of property, if the basis of the property disposed of is determined in whole or in part by reference to the basis of that item of property).

Because the corporation can't determine a shareholder's level of participation, the corporation must identify net income from property described above (without regard to the shareholder's level of participation) as income that may be subject to recharacterization.

**5. Rental of property to a nonpassive activity.** If a taxpayer rents property to a trade or business activity in which the taxpayer materially participates, the taxpayer's net rental activity income (defined in item (4)) from the property is nonpassive income.

**6. Acquisition of an interest in a pass-through entity that licenses intangible property.** Generally, net royalty income from intangible property is nonpassive income if the taxpayer acquired an interest in the pass-through entity after the pass-through entity created the intangible property or performed substantial services or incurred substantial costs in developing or marketing the intangible property. Net royalty income is the excess of passive activity gross income from licensing or transferring any right in intangible property over passive activity deductions (current year deductions and prior year unallowed losses) that are reasonably allocable to the intangible property. See Temporary Regulations section 1.469-2T(f)(7)(iii) for exceptions to this rule.

## Passive Activity Reporting Requirements

To allow shareholders to correctly apply the passive activity loss and credit limitation rules, the corporation must do the following.

1. If the corporation carries on more than one activity, provide an attached statement for each activity conducted through the corporation that identifies the type of activity conducted (trade or business, rental real estate, or rental activity other than rental real estate). See [Grouping Activities](#), earlier.

2. The attachment(s) must identify each group. The attached group activity description must be sufficient for the shareholders to determine if their other activities qualify to be added to any groups provided by the corporation.

3. On the attached statement for each activity, provide a statement using the same box numbers as shown on Schedule K-1 and detailing the net income (loss), credits, and all items required to be separately stated under section 1366(a)(1) from each trade or business activity, from each rental real estate activity, from each rental activity other than a rental real estate activity, and from investments.

4. Identify the net income (loss) and the shareholder's share of corporation interest expense from each activity of renting a dwelling unit that any shareholder uses for personal purposes during the year for more than the greater of 14 days or 10% of the number of days that the residence is rented at fair rental value.

5. Identify the net income (loss) and the shareholder's share of interest expense from each activity of trading personal property conducted through the corporation.

6. For any gain (loss) from the disposition of an interest in an activity or of an interest in property used in an activity (including dispositions before 1987 from which gain is being recognized after 1986):

a. Identify the activity in which the property was used at the time of disposition;

b. If the property was used in more than one activity during the 12 months preceding the disposition, identify the activities in which the property was used and the adjusted basis allocated to each activity; and

c. For gains only, if the property was substantially appreciated at the time of the disposition and the applicable holding period specified in Regulations section 1.469-2(c)(2)(iii)(A) wasn't satisfied, identify the amount of the nonpassive gain and indicate whether or not the gain is investment income under Regulations section 1.469-2(c)(2)(iii)(F).

7. Specify the amount of gross portfolio income, the interest expense properly allocable to portfolio income, and expenses other than interest expense that are clearly and directly allocable to portfolio income.

8. Identify the ratable portion of any section 481 adjustment (whether a net positive or a net negative adjustment) allocable to each corporate activity.

9. Identify any gross income from sources specifically excluded from passive activity gross income, including:

a. Income from intangible property, if the shareholder is an individual whose personal efforts significantly contributed to the creation of the property;

b. Income from state, local, or foreign income tax refunds; and

c. Income from a covenant not to compete, if the shareholder is an individual who contributed the covenant to the corporation.

10. Identify any deductions that aren't passive activity deductions.

11. If the corporation makes a full or partial disposition of its interest in another entity, identify the gain (loss) allocable to each activity conducted through the entity, and the gain allocable to a passive activity that would have been recharacterized as nonpassive gain had the corporation disposed of its interest in property used in the activity (because the property was substantially appreciated at the time of the disposition, and the gain represented more than 10% of the shareholder's total gain from the disposition).

12. Identify the following items from activities that may be subject to the recharacterization rules (see [Recharacterization of Passive Income](#), earlier).

a. Net income from an activity of renting substantially nondepreciable property.

b. The smaller of equity-financed interest income or net passive income from an equity-financed lending activity.

c. Net rental activity income from property developed (by the shareholder or the corporation), rented, and sold within 12 months after the rental of the property commenced.

d. Net rental activity income from the rental of property by the corporation to a trade or business activity in which the shareholder had an interest (either directly or indirectly).

e. Net royalty income from intangible property if the shareholder acquired the shareholder's interest in the corporation after the corporation created the intangible property or performed substantial services, or incurred substantial costs in developing or marketing the intangible property.

13. Identify separately the credits from each activity conducted by or through the corporation.

14. Identify the shareholder's pro rata share of the corporation's self-charged interest income or expense (see [Self-Charged Interest](#), earlier).

**a. Loans between a shareholder and the corporation.**

Identify the lending or borrowing shareholder's share of the self-charged interest income or expense. If the shareholder made the loan to the corporation, also identify the activity in which the loan proceeds were used. If the proceeds were used in more than one activity, allocate the interest to each activity based on the amount of the proceeds used in each activity.

**b. Loans between the corporation and another S corporation or partnership.** If the corporation's shareholders have the same proportional ownership interest in the corporation and the other S corporation or partnership, identify each shareholder's share of the interest income or expense from the loan. If the corporation was the borrower, also identify the activity in which the loan proceeds were used. If the proceeds were used in more than one activity, allocate the interest to each activity based on the amount of the proceeds used in each activity.

## Net Investment Income Tax Reporting Requirements



*The information described in this section should be given directly to the shareholder and shouldn't be reported by the corporation to the IRS.*

To allow shareholders to correctly figure the net investment income tax where a shareholder disposes of stock in the corporation during the tax year, the corporation may be required to provide the shareholder with certain information. The net investment income tax is a tax imposed on an individual's, trust's, or estate's net investment income. Net investment income includes the net gains or losses from the sale of stock in the corporation. A shareholder who is actively involved in one or more of the corporation or subsidiary pass-through entities' trades or businesses (other than trading in financial instruments or commodities) can reduce the amount of the gain or loss included in its net investment income. However, to figure its net investment income, the active shareholder needs certain information from the corporation.

Generally, the corporation must provide certain information to the shareholder if the corporation knows, or has reason to know, the following.

1. The shareholder disposed of stock in the corporation.
2. The shareholder materially participates (within the meaning of the passive activity loss rules (section 469)) in one or more of the trades or businesses (within the meaning of section 162) of the corporation or a subsidiary pass-through entity (other than trading in financial instruments or commodities).
3. The shareholder doesn't qualify for the optional simplified reporting method for figuring its net investment income associated with the disposition of the stock. For more information, see the instructions for Form 8960, line 5c.

**Information to be provided to shareholder.** Generally, the corporation must provide the shareholder with its pro rata share of the net gain and loss from the deemed sale for fair market value of the corporation's property, other than property that relates to the trades or businesses in which the shareholder materially participates, as determined under the passive activity loss rules applicable to the transfer of an interest in a pass-through entity. For more information, see the instructions for Form 8960, line 5c.



*If a shareholder, who qualifies for the optional simplified reporting method, prefers to determine net gain or loss under the general calculation, the corporation may, but isn't obligated to, provide the information to the shareholder at the shareholder's request.*

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## Specific Instructions

### Period Covered

File the 2023 return for calendar year 2023 and fiscal years that begin in 2023 and end in 2024. For a fiscal or short tax year return, fill in the tax year space at the top of the form.

The 2023 Form 1120-S can also be used if:

- The corporation has a tax year of less than 12 months that begins and ends in 2024, and
- The 2024 Form 1120-S isn't available at the time the corporation is required to file its return.

The corporation must show its 2024 tax year on the 2023 Form 1120-S and take into account any tax law changes that are effective for tax years beginning after December 31, 2023.

### Name and Address

Enter the corporation's true name (as set forth in the charter or other legal document creating it) and address on the appropriate lines. Enter the address of the corporation's principal office or place of business. Include the suite, room, or other unit number after the street address. If the post office doesn't deliver mail to the street address and the corporation has a P.O. box, show the box number instead.



*Don't use the address of the registered agent for the state in which the corporation is incorporated. For example, if a business is incorporated in Delaware or Nevada and the corporation's principal office is located in Little Rock, Arkansas, the corporation should enter the Little Rock address.*

If the corporation receives its mail in care of a third party (such as an accountant or an attorney), enter "C/O" on the street address line, followed by the third party's name and street address or P.O. box.

If the corporation has a foreign address, include the city or town, state or province, country, and foreign postal code. Don't abbreviate the country name. Follow the country's practice for entering the name of the state or province and postal code.

### Item B. Business Code

See [Principal Business Activity Codes](#), later. For nonstore retailers, select the principal business activity (PBA) code by the primary product that your establishment sells. For example, establishments primarily selling prescription and non-prescription drugs, select PBA code 456110 Pharmacies & Drug Retailers.

### Item C. Schedule M-3 Information

For 2023, a corporation that (a) is required to file Schedule M-3 (Form 1120-S), Net Income (Loss) Reconciliation for S Corporations With Total Assets of \$10 Million or More, and has less than \$50 million total assets at the end of the tax year, or (b) isn't required to file Schedule M-3 (Form 1120-S) and voluntarily files Schedule M-3 (Form 1120-S), must either complete Schedule M-3 (Form 1120-S) entirely or complete Schedule M-3 (Form 1120-S) through Part I and complete Form 1120-S, Schedule M-1, instead of completing Parts II and III of Schedule M-3 (Form 1120-S). If a corporation chooses to complete Form 1120-S, Schedule M-1, instead of completing Parts II and III of Schedule M-3 (Form 1120-S), line 1, of Form 1120-S, Schedule M-1, must equal line 11 of Part I of Schedule M-3 (Form 1120-S).

Any corporation that completes Parts II and III of Schedule M-3 (Form 1120-S) must complete all columns, without exception.

If you are filing Schedule M-3, check the “Check if Sch. M-3 attached” box. See the Instructions for Schedule M-3 for more details.

## Item D. Employer Identification Number (EIN)

Enter the corporation's EIN. If the corporation doesn't have an EIN, it must apply for one. An EIN can be applied for in the following ways.

- Online—Go to [IRS.gov/EIN](https://www.irs.gov/EIN). The EIN is issued immediately once the application information is validated.
- By faxing or mailing Form SS-4, Application for Employer Identification Number.

If the corporation hasn't received its EIN by the time the return is due, enter “Applied for” and the date the corporation applied in the space for the EIN. However, if the corporation is filing its returns electronically, an EIN is required at the time the return is filed. For more information, see the Instructions for Form SS-4.

## Item F. Total Assets

Enter the corporation's total assets (as determined by the accounting method regularly used in keeping the corporation's books and records) at the end of the tax year. If there were no assets at the end of the tax year, enter -0-.


If the corporation is required to complete Schedule L, enter total assets from Schedule L, line 15, column (d), on page 1, item F. If the S election terminated during the tax year, see the [instructions for Schedule L](#), later, for special rules that may apply when figuring the corporation's year-end assets.

## Item G. Electing To Be an S Corporation

If “Yes,” attach Form 2553 if not already filed. Form 2553 must generally be filed no more than 2 months and 15 days after the beginning of the tax year the election is to take effect. A Form 2553 filed with Form 1120-S will generally be a late election. But with reasonable cause you may be able to request relief for the late election on Form 2553. See “Relief for Late Elections” in the Instructions for Form 2553.

## Item H. Final Return, Name Change, Address Change, Amended Return, or S Election Termination

- If this is the corporation's final return and it will no longer exist, check the “Final return” box. Also check the “Final K-1” box on each Schedule K-1.
- If the corporation changed its name since it last filed a return, check the “Name change” box. Generally, a corporation must also have amended its articles of incorporation and filed the amendment with the state in which it was incorporated.
- If the corporation has changed its address since it last filed a return (including a change to an “in care of” address), check the “Address change” box.
- If this amends a previously filed return, check the “Amended return” box. If Schedules K-1 are also being amended, check the “Amended K-1” box on each Schedule K-1.
- If the corporation has terminated its S election, check the “S election termination” box. See [Termination of Election](#), earlier.

 **TIP** If a change in address or responsible party occurs after the return is filed, use Form 8822-B, *Change of Address or Responsible Party — Business*, to notify the IRS. See the Instructions for Form 8822-B for details.

## Item J. Aggregation or Grouping of Certain Activities

For information about aggregating at-risk activities, see [Aggregation of Activities](#) under *At-Risk Limitations*, earlier. For information about grouping passive activities, see [Grouping Activities](#) under *Passive Activity Limitations*, earlier.

## Income



*Report only trade or business activity income on lines 1a through 5. Don't report rental activity income or portfolio income on these lines. See [Passive Activity Limitations](#), earlier, for definitions of rental income and portfolio income. Rental activity income and portfolio income are reported on Schedules K and K-1. Rental real estate activities are also reported on Form 8825.*

**Tax-exempt income.** Don't include any tax-exempt income on lines 1a through 5. A corporation that receives any tax-exempt income other than interest, or holds any property or engages in any activity that produces tax-exempt income, reports this income on line 16b of Schedule K and in box 16 of Schedule K-1 using code B.

Report tax-exempt interest income, including exempt-interest dividends received as a shareholder in a mutual fund or other regulated investment company, on line 16a of Schedule K and in box 16 of Schedule K-1 using code A.

See [Deductions](#), later, for information on how to report expenses related to tax-exempt income.

**Canceled debt exclusion.** If the corporation has had debt discharged resulting from a title 11 bankruptcy proceeding or while insolvent, see Form 982, *Reduction of Tax Attributes Due to Discharge of Indebtedness*, and Pub. 908, *Bankruptcy Tax Guide*.

## Line 1a. Gross Receipts or Sales

Enter on line 1a gross receipts or sales from all business operations except for amounts that must be reported on lines 4 and 5. If a cost offset method under section 451(b) or (c) is elected, the resulting gross income is reported on line 1a.

Special rules apply to certain income, as discussed below.

**Advance payments.** In general, advance payments are reported in the year of receipt. For exceptions to this general rule for corporations that use an accrual method of accounting, see the following.

- To report income from long-term contracts, see section 460.
- For rules that allow a limited deferral of advance payments beyond the current tax year, see section 451(c) and Regulations section 1.451-8.
- For information on adopting or changing to a permissible method for reporting advance payments for goods and services by an accrual method corporation, see the Instructions for Form 3115.

**Installment sales.** Generally, the installment method can't be used for dealer dispositions of property. A “dealer disposition” is any disposition of:

- Personal property by a person who regularly sells or otherwise disposes of personal property of the same type on the installment plan, or
- Real property held for sale to customers in the ordinary course of the taxpayer's trade or business.

These restrictions on using the installment method don't apply to dispositions of property used or produced in a farming business or sales of timeshares and residential lots for which the corporation elects to pay interest under section 453(l)(3).



For sales of timeshares and residential lots reported under the installment method, each shareholder's income tax is increased by the shareholder's pro rata share of the interest payable under section 453(l)(3).

Enter on line 1a the gross profit on collections from installment sales for any of the following.

- Dispositions of property used or produced in the trade or business of farming.
- Certain dispositions of timeshares and residential lots reported under the installment method.

Attach a statement showing the following information for the current and the 3 preceding years.

- Gross sales.
- Cost of goods sold.
- Gross profits.
- Percentage of gross profits to gross sales.
- Amount collected.
- Gross profit on the amount collected.

## Line 1b. Returns and Allowances

Enter cash and credit refunds the corporation made to customers for returned merchandise, rebates, and other allowances made on gross receipts or sales.

## Line 2. Cost of Goods Sold

Complete and attach Form 1125-A, Cost of Goods Sold, if applicable. Enter on line 2 the amount from Form 1125-A, line 8. See Form 1125-A and its instructions.

## Line 4. Net Gain (Loss) From Form 4797



*Include only ordinary gains or losses from the sale, exchange, or involuntary conversion of assets used in a trade or business activity. Ordinary gains or losses from the sale, exchange, or involuntary conversion of rental activity assets are reported separately on line 19 of Form 8825, or line 3 of Schedule K, and box 3 of Schedule K-1, generally as a part of the net income (loss) from the rental activity.*

A corporation that is a partner in a partnership must include on Form 4797, Sales of Business Property, its share of ordinary gains (losses) from sales, exchanges, or involuntary conversions (other than casualties or thefts) of the partnership's trade or business assets.

Corporations shouldn't use Form 4797 to report the sale or other disposition of property if a section 179 expense deduction was previously passed through to any of its shareholders for that property. Instead, report it in box 17 of Schedule K-1 using code K. See [Dispositions of property with section 179 deductions \(code K\)](#), later, for details.

## Line 5. Other Income (Loss)

Enter any other trade or business income (loss) not included on lines 1a through 4. List the type and amount of income on an attached statement.

Examples of other income include the following.

- Interest income derived in the ordinary course of the corporation's trade or business, such as interest charged on receivable balances. See Temporary Regulations section 1.469-2T(c)(3).
- Recoveries of bad debts deducted in prior years under the specific charge-off method.
- Taxable income from insurance proceeds.
- Any amount included in income from line 2 of Form 6478, Biofuel Producer Credit.
- Any amount included in income from line 10 of Form 8864, Biodiesel, Renewable Diesel, or Sustainable Aviation Fuels Credit.

- The recapture amount under section 280F if the business use of listed property drops to 50% or less. To figure the recapture amount, complete Part IV of Form 4797.

- The ratable portion of any positive section 481(a) adjustments resulting from changes in accounting methods. Show the computation of the positive section 481(a) adjustments on an attached statement. In the statement, include, for each section 481(a) adjustment, the total section 481(a) adjustment, the ratable portion included in current year taxable income, and a brief description of the changes in methods of accounting to which the section 481(a) adjustment relates. See Rev. Proc. 2015-13, 2015-5 I.R.B. 419, available at [IRS.gov/irb/2015-5\\_IRB#RP-2015-13](https://www.irs.gov/irb/2015-5_IRB#RP-2015-13).

- Part or all of the proceeds received from certain corporate-owned life insurance contracts issued after August 17, 2006. Corporations that own one or more employer-owned life insurance contracts issued after this date must file Form 8925, Report of Employer-Owned Life Insurance Contracts. See Form 8925.

- Any payroll tax credit taken by an employer on its 2023 employment tax returns (Forms 941, 943, and 944) for qualified paid sick and qualified paid family leave under FFCRA and ARP (both the nonrefundable and refundable portions). The corporation must include the full amount of the credit for qualified sick and family leave wages in gross income for the tax year that includes the last day of the calendar quarter in which the credit is allowed.

**Note.** A credit is available only if the leave was taken after March 31, 2020, and before October 1, 2021, and only after the qualified leave wages were paid, which might, under certain circumstances, not occur until a quarter after September 30, 2021, including quarters in 2023.

Don't include items requiring separate computations by shareholders that must be reported on Schedules K and K-1. See the instructions for Schedules K and K-1 later in these instructions.

## Ordinary Income (Loss) From a Partnership, Estate, or Trust

Enter the ordinary income (loss) shown on Schedule K-1 (Form 1065) or Schedule K-1 (Form 1041), or other ordinary income (loss) from a foreign partnership, estate, or trust. Show the partnership's, estate's, or trust's name, address, and EIN on a separate statement attached to this return. If the amount entered is from more than one source, identify the amount from each source.

Don't include portfolio income or rental activity income (loss) from a partnership, estate, or trust on this line. Instead, report these amounts on Schedules K and K-1, or on line 20a of Form 8825 if the amount is from a rental real estate activity.

Ordinary income or loss from a partnership that is a publicly traded partnership isn't reported on this line. Instead, report the amount separately on line 10 of Schedule K and in box 10 of Schedule K-1 using code ZZ.

Treat shares of other items separately reported on Schedule K-1 issued by the other entity as if the items were realized or incurred by this corporation.

If there is a loss from a partnership, the amount of the loss that may be claimed by the S corporation is subject to the basis limitations.

If the tax year of the S corporation doesn't coincide with the tax year of the partnership, estate, or trust, include the ordinary

income (loss) from the other entity in the tax year in which the other entity's tax year ends.

## Deductions



*Report only trade or business activity deductions on lines 7 through 20.*

Don't report the following expenses on lines 7 through 20.

- Rental activity expenses. Report these expenses on Form 8825 or line 3b of Schedule K.
- Deductions allocable to portfolio income. Report these deductions on line 12d of Schedule K and in box 12 of Schedule K-1 using code I or L.
- Nondeductible expenses (for example, expenses connected with the production of tax-exempt income). Report nondeductible expenses on line 16c of Schedule K and in box 16 of Schedule K-1 using code C.
- Qualified expenditures to which an election under section 59(e) may apply. The instructions for line 12c of Schedule K and for Schedule K-1, box 12, code J, explain how to report these amounts.
- Items the corporation must state separately that require separate computations by the shareholders. Examples include expenses incurred for the production of income instead of in a trade or business, charitable contributions, foreign taxes paid or accrued, intangible drilling and development costs, soil and water conservation expenditures, amortizable basis of reforestation expenditures, and exploration expenditures. The pro rata shares of these expenses are reported separately to each shareholder on Schedule K-1.

### Limitations on Deductions

**Section 263A uniform capitalization rules.** The uniform capitalization rules of section 263A generally require corporations to capitalize, or include in inventory, certain costs incurred in connection with the following.

- The production of real property and tangible personal property held in inventory or held for sale in the ordinary course of business.
- Real property or personal property (tangible and intangible) acquired for resale.
- The production of real property and tangible personal property by a corporation for use in its trade or business or in an activity engaged in for profit.

Tangible personal property produced by a corporation includes a film, sound recording, videotape, book, or similar property.

The costs required to be capitalized under section 263A aren't deductible until the property to which the costs relate is sold, used, or otherwise disposed of by the corporation.

**Exceptions.** Section 263A doesn't apply to the following.

- Inventoriable items accounted for in the same manner as materials and supplies that aren't incidental. See Form 1125-A and its instructions for more details.
- A small business taxpayer (defined earlier) isn't required to capitalize costs under section 263A. A taxpayer that wants to discontinue capitalizing costs under section 263A must change its method of accounting. See section 263A(i) and the Instructions for Form 3115.
- Timber.
- Most property produced under a long-term contract.
- Certain property produced in a farming business. See [Special rules for certain corporations engaged in farming](#), later.
- Geological and geophysical costs amortized under section 167(h).
- Certain plants bearing fruits and nuts depreciated under section 168(k)(5).

The corporation must report the following costs separately to the shareholders for purposes of determinations under section 59(e).

- Research and experimental costs under section 174.
- Intangible drilling costs for oil, gas, and geothermal property.
- Mining exploration and development costs.

**Indirect costs.** Corporations subject to the uniform capitalization rules are required to capitalize not only direct costs but an allocable part of most indirect costs (including taxes) that benefit the assets produced or acquired for resale, or are incurred because of the performance of production or resale activities.

For inventory, indirect costs that must be capitalized include the following.

- Administration expenses.
- Taxes.
- Depreciation.
- Insurance.
- Compensation paid to officers attributable to services.
- Rework labor.
- Contributions to pension, stock bonus, and certain profit-sharing, annuity, or deferred compensation plans.

Regulations section 1.263A-1(e)(3) specifies other indirect costs that relate to production or resale activities that must be capitalized and those that may be currently deductible.

Interest expense paid or incurred during the production period of designated property must be capitalized and is governed by special rules. For more details, see Regulations sections 1.263A-8 through 1.263A-15.

For more details on the uniform capitalization rules, see Regulations sections 1.263A-1 through 1.263A-3.

**Special rules for certain corporations engaged in farming.** For S corporations not required to use an accrual method of accounting, the rules of section 263A don't apply to expenses of raising any:

- Animal, or
- Plant that has a preproductive period of 2 years or less.

Shareholders of S corporations not required to use an accrual method of accounting may elect to currently deduct the preproductive period expenses of certain plants that have a preproductive period of more than 2 years. Because each shareholder makes the election to deduct these expenses, the corporation shouldn't capitalize them. Instead, the corporation should report the expenses separately on line 12d of Schedule K and report each shareholder's pro rata share in box 12 of Schedule K-1 using code M.

See *Uniform Capitalization Rules* in chapter 6 of Pub. 225, Farmer's Tax Guide, sections 263A(d) and (e), and Regulations section 1.263A-4 for definitions and other details.

**Transactions between related taxpayers.** Generally, an accrual basis S corporation can deduct business expenses and interest owed to a related party (including any shareholder) only in the tax year of the corporation that includes the day on which the payment is includible in the income of the related party. See section 267 for details.

**Business interest.** Business interest expense may be limited. See section 163(j) and Form 8990. Also see Schedule B, questions 9 and 10, and the related instructions for [question 9](#) and [question 10](#), later.


**Section 291 limitations.** If the S corporation was a C corporation for any of the 3 immediately preceding years, the corporation may be required to adjust items such as deductions for depletion of iron ore and coal, and the amortizable basis of pollution control facilities. If this applies, see section 291 to figure the adjustment.

**Business start-up and organizational costs.** A corporation can elect to deduct a limited amount of start-up and organizational costs it paid or incurred. Any remaining costs must generally be amortized over a 180-month period. See sections 195 and 248 and the related regulations.

**Time for making an election.** The corporation generally elects to deduct start-up or organizational costs by claiming the deduction on its income tax return filed by the due date (including extensions) for the tax year in which the active trade or business begins. For more details, see the Instructions for Form 4562.

If the corporation timely filed its return for the year without making an election, it can still make an election by filing an amended return within 6 months of the due date of the return (excluding extensions). Clearly indicate the election on the amended return and enter "Filed pursuant to section 301.9100-2" at the top of the amended return. File the amended return at the same address the corporation filed its original return. The election applies when figuring taxable income for the current tax year and all subsequent years.

The corporation can choose to forgo the elections above by clearly electing to capitalize its start-up or organizational costs on its income tax return filed by the due date (including extensions) for the tax year in which the active trade or business begins.

 **TIP** *The election to either amortize or capitalize start-up costs is irrevocable and applies to all start-up costs that are related to the trade or business.*

Report the deductible amount of start-up and organizational costs and any amortization on line 20. For amortization that begins during the current tax year, complete and attach Form 4562, Depreciation and Amortization.

#### **Reducing certain expenses for which credits are allowable.**

If the corporation claims certain credits, it may need to reduce the otherwise allowable deductions for expenses used to figure the credit. This applies to credits such as the following.

- Work opportunity credit (Form 5884).
- Credit for increasing research activities (Form 6765).
- Orphan drug credit (Form 8820).
- Disabled access credit (Form 8826).
- Empowerment zone employment credit (Form 8844).
- Credit for employer social security and Medicare taxes paid on certain employee tips (Form 8846).
- Credit for small employer pension plan startup costs, auto-enrollment, and military spouse participation (Form 8881).
- Credit for employer-provided childcare facilities and services (Form 8882).
- Low sulfur diesel fuel production credit (Form 8896).
- Credit for employer differential wage payments (Form 8932).
- Credit for small employer health insurance premiums (Form 8941).
- Employer credit for paid family and medical leave (Form 8994).

If the corporation has any of the credits listed above, figure the current year credit before figuring the deduction for expenses on which the credit is based. If the corporation capitalized any costs on which it figured the credit, it may need to reduce the amount capitalized by the credit attributable to these costs.

See the instructions for the form used to figure the applicable credit for more details.

## **Line 7. Compensation of Officers and Line 8. Salaries and Wages**



*Distributions and other payments by an S corporation to a corporate officer must be treated as wages to the extent the amounts are reasonable compensation for services rendered to the corporation.*

Enter on line 7 the total compensation of all officers paid or incurred in the trade or business activities of the corporation. The corporation determines who is an officer under the laws of the state where it is incorporated.

Enter on line 8 the total salaries and wages paid or incurred to employees (other than officers) during the tax year.



*If the corporation claims a credit for any wages paid or incurred, it may need to reduce the amounts on lines 7 and 8. See [Reducing certain expenses for which credits are allowable](#), earlier.*

Don't include salaries and wages reported elsewhere on the return, such as amounts included in cost of goods sold, elective contributions to a section 401(k) cash or deferred arrangement, or amounts contributed under a salary reduction SEP agreement or a SIMPLE IRA plan.

If the corporation's total receipts (page 1, line 1a, plus lines 4 and 5; income reported on Schedule K, lines 3a, 4, 5a, and 6; income or net gain reported on Schedule K, lines 7, 8a, 9, and 10; and income or net gain reported on Form 8825, lines 2, 19, and 20a) are \$500,000 or more, complete Form 1125-E, Compensation of Officers. Enter on Form 1120-S, line 7, the amount from Form 1125-E, line 4.

Include fringe benefit expenditures made on behalf of officers and employees owning more than 2% of the corporation's stock. Also report these fringe benefits as wages in box 1 of Form W-2. Don't include amounts paid or incurred for fringe benefits of officers and employees owning 2% or less of the corporation's stock. These amounts are reported on line 18. See the instructions for that line for information on the types of expenditures that are treated as fringe benefits and for the stock ownership rules.

Report amounts paid for health insurance coverage for a more-than-2% shareholder (including that shareholder's spouse, dependents, and any children under age 27 who aren't dependents) as an information item in box 14 of that shareholder's Form W-2. A more-than-2% shareholder may be allowed to deduct such amounts on Schedule 1 (Form 1040), line 17.

If a shareholder or a member of the family of one or more shareholders of the corporation renders services or furnishes capital to the corporation for which reasonable compensation isn't paid, the IRS may make adjustments in the items taken into account by such individuals to reflect the value of such services or capital. See section 1366(e).

## **Line 9. Repairs and Maintenance**

Enter the cost of repairs and maintenance not claimed elsewhere on the return, such as labor and supplies, that don't add to the value of the property or appreciably prolong its life. The corporation can deduct these repairs only to the extent they relate to a trade or business activity. See Regulations section 1.162-4. The corporation may elect to capitalize certain repair and maintenance costs consistent with its books and records. See Regulations section 1.263(a)-3(n) for information on how to make the election.

New buildings, machinery, or permanent improvements that increase the value of the property aren't deductible as repair and



maintenance expenses. These expenses must be capitalized and depreciated or amortized. However, amounts paid for routine maintenance on property, including buildings, may be deductible. See Regulations section 1.263(a)-3(i).

## Line 10. Bad Debts

Enter the total debts that became worthless in whole or in part during the tax year, but only to the extent such debts relate to a trade or business activity. Report deductible nonbusiness bad debts as a short-term capital loss on Form 8949, Sales and Other Dispositions of Capital Assets. A corporation that uses the cash method of accounting can't claim a bad debt deduction unless the amount was previously included in income.

## Line 11. Rents

Enter rent paid on business property used in a trade or business activity. Don't deduct rent for a dwelling unit occupied by any shareholder for personal use.

If the corporation rented or leased a vehicle, enter the total annual rent or lease expense paid or incurred in the trade or business activities of the corporation during the tax year. Also complete Part V of Form 4562. If the corporation leased a vehicle for a term of 30 days or more, the deduction for vehicle lease expense may have to be reduced by including in gross income an amount called the "inclusion amount." The corporation may have an inclusion amount if:

The lease term began:	And the vehicle's FMV on the first day of the lease exceeded:
<b>Cars (excluding trucks and vans)</b>	
After 12/31/22 but before 1/1/24 . . . . .	\$60,000
After 12/31/21 but before 1/1/23 . . . . .	\$56,000
After 12/31/20 but before 1/1/22 . . . . .	\$51,000
After 12/31/17 but before 1/1/21 . . . . .	\$50,000
After 12/31/12 but before 1/1/18 . . . . .	\$19,000
<b>Trucks and vans</b>	
After 12/31/22 but before 1/1/24 . . . . .	\$60,000
After 12/31/21 but before 1/1/23 . . . . .	\$56,000
After 12/31/20 but before 1/1/22 . . . . .	\$51,000
After 12/31/17 but before 1/1/21 . . . . .	\$50,000
After 12/31/13 but before 1/1/18 . . . . .	\$19,500
After 12/31/09 but before 1/1/14 . . . . .	\$19,000

See Pub. 463, Travel, Gift, and Car Expenses, for instructions on figuring the inclusion amount.

**Note.** The inclusion amount for lease terms beginning in 2024 will be published in the Internal Revenue Bulletin in early 2024.

## Line 12. Taxes and Licenses

Enter taxes and licenses paid or incurred in the trade or business activities of the corporation, unless they are reflected elsewhere on the return. Federal import duties and federal excise and stamp taxes are deductible only if paid or incurred in carrying on the trade or business of the corporation.

Foreign taxes are included on line 12 only if they are deductible and not creditable taxes under sections 901 and 903. See Schedule K-2 (Form 1120-S), Part II, Section 2, line 45, column (g).



*Do not reduce the corporation's deduction for social security and Medicare taxes by the nonrefundable and refundable portions of any FFCRA and ARP credits for qualified sick and family leave wages claimed on its employment tax returns. Instead, report this amount as income on line 5.*

Don't deduct the following taxes on line 12.

- Federal income taxes (except for the portion of built-in gains tax allocable to ordinary income) or taxes reported elsewhere on the return.
- Creditable foreign taxes under sections 901 and 903. Report these taxes on line 16f of Schedule K and in box 16 of Schedule K-1 using code F.
- Taxes allocable to a rental activity. Report taxes allocable to a rental real estate activity on Form 8825. Report taxes allocable to a rental activity other than a rental real estate activity on line 3b of Schedule K.
- Taxes paid or incurred for the production or collection of income, or for the management, conservation, or maintenance of property held to produce income. Report these taxes separately on line 12d of Schedule K and in box 12 of Schedule K-1 using code ZZ.

See section 263A(a) for rules on capitalization of allocable costs (including taxes) for any property.

- Taxes not imposed on the corporation.
- Taxes, including state or local sales taxes, that are paid or incurred in connection with an acquisition or disposition of property (these taxes must be treated as a part of the cost of the acquired property or, in the case of a disposition, as a reduction in the amount realized on the disposition).
- Taxes assessed against local benefits that increase the value of the property assessed (such as for paving, etc.).

See section 164(d) for information on apportionment of taxes on real property between seller and purchaser.

## Line 13. Interest

Include only interest incurred in the trade or business activities of the corporation that isn't claimed elsewhere on the return.

Don't include interest expense on the following.

- On debt used to purchase rental property or debt used in a rental activity. Interest allocable to a rental real estate activity is reported on Form 8825 and is used in arriving at net income (loss) from rental real estate activities on line 2 of Schedule K and in box 2 of Schedule K-1. Interest allocable to a rental activity other than a rental real estate activity is included on line 3b of Schedule K and is used in arriving at net income (loss) from a rental activity (other than a rental real estate activity). This net amount is reported on line 3c of Schedule K and in box 3 of Schedule K-1.
- On debt used to buy property held for investment. Interest that is clearly and directly allocable to interest, dividend, royalty, or annuity income not derived in the ordinary course of a trade or business is reported on line 12b of Schedule K and in box 12 of Schedule K-1 using code H. See the instructions for line 12b of Schedule K; for box 12, code H, of Schedule K-1; and Form 4952, Investment Interest Expense Deduction, for more information on investment property.
- On debt proceeds allocated to distributions made to shareholders during the tax year. Instead, report such interest on line 12d of Schedule K and in box 12 of Schedule K-1 using code AC. To determine the amount to allocate to distributions to shareholders, see Notice 89-35, 1989-1 C.B. 675.
- On debt required to be allocated to the production of designated property. Designated property includes real property, personal property that has a class life of 20 years or more, and other tangible property requiring more than 2 years (1 year in the case of property with a cost of more than \$1 million) to produce

or construct. Interest allocable to designated property produced by a corporation for its own use or for sale must be capitalized. In addition, a corporation must also capitalize any interest on debt allocable to an asset used to produce designated property. A shareholder may have to capitalize interest that the shareholder incurs during the tax year for the S corporation's production expenditures. Similarly, interest incurred by an S corporation may have to be capitalized by a shareholder for the shareholder's own production expenditures. The information required by the shareholder to properly capitalize interest for this purpose must be provided by the corporation on an attachment for box 17 of Schedule K-1 using code P. See section 263A(f) and Regulations sections 1.263A-8 through 1.263A-15.

Special rules apply to the following.

- Allocating interest expense among activities so that the limitations on passive activity losses, investment interest, and personal interest can be properly figured. Generally, interest expense is allocated in the same manner as debt is allocated. Debt is allocated by tracing disbursements of the debt proceeds to specific expenditures. Temporary Regulations section 1.163-8T gives rules for tracing debt proceeds to expenditures.
- Prepaid interest, which can generally only be deducted over the term of the debt. See Regulations sections 1.163-7, 1.446-2, and 1.1273-2(g) for details. Also see section 461(g).
- Interest that is allocable to unborrowed policy cash values of life insurance, endowment, or annuity contracts issued after June 8, 1997. See section 264(f). Attach a statement showing the computation of the deduction.
- Forgone interest on below-market-rate loans (see section 7872).

**Limitation on deduction.** Business interest expense is generally limited to the sum of business interest income, 30% of adjusted taxable income, and floor plan financing interest. See Form 8990, Limitation on Business Interest Expense Under Section 163(j), and its instructions for more information. The limitation applies at the S corporation level, and any excess business interest expense is carried over at the corporate level.

Business interest expense includes any interest paid or accrued on indebtedness properly allocable to a trade or business. A small business taxpayer is a taxpayer that isn't a tax shelter (as defined in section 448(d)(3)) and has average annual gross receipts of \$29 million or less for the 3 prior tax years under the gross receipts test of section 448(c). Gross receipts include the aggregate gross receipts from all persons treated as a single employer, such as a controlled group of corporations, commonly controlled partnerships or proprietorships, and affiliated service groups. If the corporation fails to meet the gross receipts test, Form 8990 is generally required. Also see Schedule B, questions 9 and 10.

## Line 14. Depreciation

Enter the depreciation claimed on assets used in a trade or business activity less any depreciation reported elsewhere (for example, on Form 1125-A). See the Instructions for Form 4562, or Pub. 946, How To Depreciate Property, to figure the amount of depreciation to enter on this line.

Complete and attach Form 4562 only if the corporation placed property in service during the tax year or claims depreciation on any car or other listed property.

Don't include any section 179 expense deduction on this line. This amount isn't deducted by the corporation. Instead, it is passed through to the shareholders in box 11 of Schedule K-1. However, reduce the basis of any asset of the S corporation by the amount of section 179 expense elected by the S corporation, even if a portion of that amount can't be passed through to its shareholders this year and must be carried forward because of limitations at the S corporation level. See Regulations section 1.179-1(f)(2).

## Instructions for Form 1120-S (2023)

## Line 15. Depletion

If the corporation claims a deduction for timber depletion, complete and attach Form T (Timber), Forest Activities Schedule.



*Don't deduct depletion for oil and gas properties. Each shareholder figures depletion on oil and gas properties. See the instructions for Schedule K-1, box 17, code R, for the information on oil and gas depletion that must be supplied to the shareholders by the corporation.*

## Line 17. Pension, Profit-Sharing, etc., Plans

Enter the deductible contributions not claimed elsewhere on the return made by the corporation for its employees under a qualified pension, profit-sharing, annuity, or simplified employee pension (SEP) or SIMPLE IRA plan, or any other deferred compensation plan.

If the corporation contributes to an individual retirement arrangement (IRA) for employees, include the contribution in salaries and wages on page 1, line 8, or Form 1125-A, line 3, and not on line 17.

Employers who maintain a pension, profit-sharing, or other funded deferred compensation plan, whether or not the plan is qualified under the Internal Revenue Code and whether or not a deduction is claimed for the current tax year, must generally file the applicable form listed below.

- Form 5500, Annual Return/Report of Employee Benefit Plan.
- Form 5500-SF, Short Form Annual Return/Report of Small Employee Benefit Plan. File this form instead of Form 5500 generally if there were under 100 participants at the beginning of the plan year.
- Form 5500-EZ, Annual Return of A One-Participant (Owners/Partners and Their Spouses) Retirement Plan or A Foreign Plan. File this form for a plan that only covers the owner (or the owner and the owner's spouse) but only if the owner (or the owner and the owner's spouse) owns the entire business.



*Form 5500 and Form 5500-SF must be filed electronically under the computerized ERISA Filing Acceptance System (EFAST2). For more information, see the EFAST2 website at [www.EFAST.dol.gov](http://www.EFAST.dol.gov).*

There are penalties for not filing these forms on time and for overstating the pension plan deduction. See sections 6652(e) and 6662(f).

## Line 18. Employee Benefit Programs

Enter amounts for fringe benefits paid or incurred on behalf of employees owning 2% or less of the corporation's stock. These fringe benefits include (a) employer contributions to certain accident and health plans, (b) the cost of up to \$50,000 of group-term life insurance on an employee's life, and (c) meals and lodging furnished for the employer's convenience.

Don't deduct amounts that are an incidental part of a pension, profit-sharing, etc., plan included on line 17 or amounts reported elsewhere on the return or on Form 1125-A.

Report amounts for fringe benefits paid on behalf of employees owning more than 2% of the corporate stock on line 7 or 8 (or Form 1125-E), whichever applies. An employee is considered to own more than 2% of the corporation's stock if that person owns on any day during the tax year more than 2% of the outstanding stock of the corporation or stock possessing more than 2% of the combined voting power of all stock of the corporation. See section 318 for attribution rules.

## Line 19. Energy Efficient Commercial Buildings Deduction

Complete and attach Form 7205 if claiming the energy efficient commercial building deduction. See the Instructions for Form 7205 for more information. Also, see section 179D.

## Line 20. Other Deductions

Enter the total allowable trade or business deductions that aren't deductible elsewhere on page 1 of Form 1120-S. Attach a statement listing by type and amount each deduction included on this line.

Examples of other deductions include the following.

- Amortization. See Part VI of Form 4562.
- Certain business start-up and organizational costs (discussed earlier).
- Insurance premiums.
- Legal and professional fees.
- Supplies used and consumed in the business.
- Travel, meal, and entertainment expenses. Special rules apply (discussed later).
- Utilities.
- Any negative section 481(a) adjustments resulting from changes in accounting methods. Show the computation of the negative section 481(a) adjustments on an attached statement. In the statement, for each section 481(a) adjustment, include the total section 481(a) adjustment and a brief description of the changes in methods of accounting to which the section 481(a) adjustment relates. See Rev. Proc. 2015-13.

Don't deduct the following on line 20.

- Amounts paid or incurred for any settlement, payout, or attorney fees related to sexual harassment or sexual abuse, if such payments are subject to a nondisclosure agreement. See section 162(q).
- Expenses allocable to tax-exempt income. Report these expenses on Schedule K, line 16c.
- Fines or similar penalties paid to or at the direction of a government or governmental entity for violating any law. However, see exceptions (discussed later). Report these expenses on Schedule K, line 16c.
- Items that must be reported separately on Schedules K and K-1.

## Special Rules

**Travel, meals, and entertainment.** Subject to limitations and restrictions discussed below, a corporation can deduct ordinary and necessary travel and meal expenses paid or incurred in its trade or business. Generally, entertainment expenses, membership dues, and facilities used in connection with these activities can't be deducted. Generally, no deduction is allowed for qualified transportation fringe benefits. Also, special rules apply to deductions for gifts, luxury water travel, and convention expenses. See section 274 and Pub. 463 for details.

**Travel.** The corporation can't deduct travel expenses of any individual accompanying a corporate officer or employee, including a spouse or dependent of the officer or employee, unless:

- That individual is an employee of the corporation, and
- The travel is for a bona fide business purpose and would otherwise be deductible by that individual.

**Meals.** Generally, the corporation can deduct only 50% of the amount otherwise allowable for meal expenses paid or incurred in its trade or business. In addition (subject to exceptions under section 274(k)(2)):

- Meals must not be lavish or extravagant, and
- An employee of the corporation must be present at the meal.

See section 274(n)(3) for a special rule that applies to expenses for meals consumed by individuals subject to the hours of service limits of the Department of Transportation.

**Qualified transportation fringes (QTFs).** Generally, under section 274(a)(4), there is no deduction allowed with respect to QTFs provided by employers to their employees. QTFs are defined in section 132(f)(1) to include:

- Transportation in a commuter highway vehicle between the employee's residence and place of employment,
- Any transit pass, and
- Qualified parking.

See section 274 and Pub. 15-B, Employer's Tax Guide to Fringe Benefits, for details.

**Membership dues.** The corporation can generally deduct amounts paid or incurred for membership dues in civic or public service organizations, professional organizations (such as bar and medical associations), business leagues, trade associations, chambers of commerce, boards of trade, and real estate boards. However, no deduction is allowed if a principal purpose of the organization is to entertain or provide entertainment facilities for members or their guests. In addition, corporations can't deduct membership dues in any club organized for business, pleasure, recreation, or other social purpose. This includes country clubs, golf and athletic clubs, airline and hotel clubs, and clubs operated to provide meals under conditions favorable to business discussion.

**Entertainment facilities.** The corporation can't deduct an expense paid or incurred for a facility (such as a yacht or hunting lodge) used for an activity usually considered entertainment, amusement, or recreation.

**Amounts treated as compensation.** The corporation may be able to deduct otherwise nondeductible entertainment, amusement, or recreation expenses if the amounts are treated as compensation to the recipient and reported on Form W-2 for an employee or on Form 1099-NEC for an independent contractor.

However, if the recipient is an officer, director, or beneficial owner (directly or indirectly) of more than 10% of the corporation's stock, the deductible expense is limited. See section 274(e)(2) and Regulations sections 1.274-9 and 1.274-10.

**Fines and similar penalties.** Generally, no deduction is allowed for fines or similar penalties paid to or at the direction of a government or governmental entity for violating any law except:

- Amounts that constitute restitution (including remediation of property),
- Amounts paid to come into compliance with the law,
- Amounts paid or incurred as the result of orders or agreements in which no government or governmental entity is a party, and
- Amounts paid or incurred for taxes due to the extent the amount would have been allowed as a deduction if timely paid, and the taxpayer establishes that the amount paid or incurred was for restitution, remediation, or to come into compliance.

No deduction is allowed unless the amounts are specifically identified in the order or agreement and the taxpayer establishes that the amounts were paid for a purpose mentioned above. Also, any amount paid or incurred as reimbursement to the government for the costs of any investigation or litigation are not eligible for the exceptions and are nondeductible. See section 162(f). Also see Regulations section 1.162-21.

**Lobbying expenses.** Generally, lobbying expenses aren't deductible. Report nondeductible expenses on Schedule K, line 16c. These expenses include:

- Amounts paid or incurred in connection with influencing federal, state, or local legislation; or



- Amounts paid or incurred in connection with any communication with certain federal executive branch officials in an attempt to influence the official actions or positions of the officials. See Regulations section 1.162-29 for the definition of “influencing legislation.”

Dues and other similar amounts paid to certain tax-exempt organizations may not be deductible. If certain in-house lobbying expenditures don't exceed \$2,000, they are deductible. For information on contributions to charitable organizations that conduct lobbying activities, see section 170(f)(9).

**Certain corporations engaged in farming.** Section 464(d) limits the deduction for certain expenditures of S corporations engaged in farming if they use the cash method of accounting, and their prepaid farm supplies are more than 50% of other deductible farming expenses.

Prepaid farm supplies include expenses for feed, seed, fertilizer, and similar farm supplies not used or consumed during the year. They also include the cost of poultry that would be allowable as a deduction in a later tax year if the corporation were to (a) capitalize the cost of poultry bought for use in its farm business and deduct it ratably over the lesser of 12 months or the useful life of the poultry, and (b) deduct the cost of poultry bought for resale in the year it sells or otherwise disposes of it.

If the limit applies, the corporation can deduct prepaid farm supplies that don't exceed 50% of its other deductible farm expenses in the year of payment. The excess is deductible only in the year the corporation uses or consumes the supplies (other than poultry, which is deductible, as explained above). For exceptions and more details on these rules, see Pub. 225.

**Reforestation expenditures.** If the corporation made an election to deduct a portion of its reforestation expenditures on line 12d of Schedule K, it must amortize over an 84-month period the portion of these expenditures in excess of the amount deducted on Schedule K (see section 194). Deduct on line 20 only the amortization of these excess reforestation expenditures. See [Reforestation expense deduction \(code O\)](#), later.

### Line 22. Ordinary Business Income (Loss)

Enter this income or loss on line 1 of Schedule K. Line 22 income is **not** used in figuring the excess net passive income or built-in gains taxes. See the instructions for line 23a for figuring taxable income for purposes of these taxes.

## Tax and Payments

### Line 23a. Excess Net Passive Income and LIFO Recapture Tax

These taxes can apply if the corporation was previously a C corporation or if the corporation engaged in a tax-free reorganization with a C corporation.

**Excess net passive income tax.** If the corporation has AE&P at the close of its tax year and has passive investment income for the tax year that is in excess of 25% of gross receipts, the corporation must figure its excess net passive income and pay tax on it. To make this determination, complete lines 1 through 3 and line 9 of the Excess Net Passive Income Tax Worksheet for Line 23a. If line 2 is greater than line 3 and the corporation has taxable income (see the instructions for line 9 of the worksheet), it must pay the tax. Complete a separate statement using the format of lines 1 through 11 of the worksheet to figure the tax. Enter the tax on line 23a, page 1, Form 1120-S, and attach the computation statement to Form 1120-S.

Reduce each item of passive investment income passed through to shareholders by its portion of any excess net passive income tax reported on line 23a. See section 1366(f)(3).

**LIFO recapture tax.** The corporation may be liable for the additional tax due to LIFO recapture under Regulations section 1.1363-2 if:

- The corporation used the LIFO inventory pricing method for its last tax year as a C corporation, or
- A C corporation transferred LIFO inventory to the corporation in a nonrecognition transaction in which those assets were transferred basis property.

The additional tax due to LIFO recapture is figured for the corporation's last tax year as a C corporation or for the tax year of the transfer, whichever applies. See the Instructions for Form 1120 to figure the tax.

The tax is paid in four equal installments. The C corporation must pay the first installment by the due date (not including extensions) of Form 1120 for the corporation's last tax year as a C corporation or for the tax year of the transfer, whichever applies. The S corporation must pay each of the remaining installments by the due date (not including extensions) of Form 1120-S for the 3 succeeding tax years. Include this year's

### Excess Net Passive Income Tax Worksheet for Line 23a

Keep for Your Records



<p>1. Enter gross receipts for the tax year (see section 1362(d)(3)(B) for gross receipts from the sale of capital assets)* . . . . .</p>	<p>6. Net passive income—Subtract line 5 from line 2 . . . . .</p>
<p>2. Enter passive investment income as defined in section 1362(d)(3)(C)* . . . . .</p>	<p>7. Divide amount on line 4 by amount on line 2 . . . . . %</p>
<p>3. Multiply line 1 by 25% (0.25). (If line 2 is less than line 3, stop here. You aren't liable for this tax.) . . . . .</p>	<p>8. Excess net passive income—Multiply line 6 by line 7 . . . . .</p>
<p>4. Excess passive investment income—Subtract line 3 from line 2 . . . . .</p>	<p>9. Enter taxable income (see instructions for taxable income below) . . . . .</p>
<p>5. Enter deductions directly connected with the production of the income listed on line 2 (see section 1375(b)(2))* . . . . .</p>	<p>10. Enter smaller of line 8 or line 9 . . . . .</p>
	<p>11. Excess net passive income tax—Multiply line 10 by 21% (0.21). Enter here and on Form 1120-S, line 23a . . . . .</p>

\*Income and deductions on lines 1, 2, and 5 are from total operations for the tax year. This includes applicable income and expenses from page 1, Form 1120-S, as well as those imported separately on Schedule K. See section 1375(b)(4) for an exception regarding lines 2 and 5.

#### Line 9 of Worksheet—Taxable Income

Taxable income, for this purpose, is defined in Regulations section 1.1374-1A(d)(1). Figure this income by completing lines 1 through 28 of **Form 1120**, U.S. Corporation Income Tax Return. Include the Form 1120 computation with the worksheet computation you attach to Form 1120-S. You don't have to attach the schedules, etc., called for on Form 1120. However, you may want to complete certain Form 1120 schedules, such as Schedule D (Form 1120), if you have capital gains or losses.

installment in the total amount to be entered on line 23a. To the left of the total on line 23a, enter the installment amount and "LIFO tax."

### Line 23b. Tax From Schedule D (Form 1120-S)

Enter the built-in gains tax from line 23 of Part III of Schedule D. See the instructions for Part III of Schedule D to determine if the corporation is liable for the tax.

### Line 23c

Include the following in the total for line 23c.

**Investment credit recapture tax.** The corporation is liable for any required investment credit recapture attributable to credits allowed for tax years for which the corporation wasn't an S corporation. The corporation is also liable for any required qualifying therapeutic discovery project grant recapture. Figure the corporation's investment credit recapture tax and qualifying therapeutic discovery project grant recapture tax by completing Form 4255, Recapture of Investment Credit. See the Instructions for Form 4255.

To the left of the line 23c total, enter the amount of recapture tax and "Tax From Form 4255." Attach Form 4255 to Form 1120-S.

**Interest due under the look-back method—Completed long-term contracts.** If the corporation owes this interest, attach Form 8697, Interest Computation Under the Look-Back Method for Completed Long-Term Contracts. To the left of the total on line 23c, enter the amount owed and "From Form 8697."

**Interest due under the look-back method—Property depreciated under the income forecast method.** If the corporation owes this interest, attach Form 8866, Interest Computation Under the Look-Back Method for Property Depreciated Under the Income Forecast Method. To the left of the total on line 23c, enter the amount owed and "From Form 8866."

### Line 24d. Elective Payment Election Amount From Form 3800

Enter the total gross elective payment election amount from Form 3800, Part III, line 6, column (h). See the Instructions for Form 3800 for more information.

### Line 24z

If the corporation is the beneficiary of a trust, and the trust makes a section 643(g) election to credit its estimated tax payments to its beneficiaries, include the corporation's share of the payment in the total for line 24z. Enter "T" and the amount of the payment on the dotted line to the left of the entry space.

### Line 25. Estimated Tax Penalty

If Form 2220 is attached, check the box on line 25 and enter the amount of any penalty on this line.

### Line 26. Amount Owed

If the corporation can't pay the full amount of tax owed, it can apply for an installment agreement online. The corporation can apply for an installment agreement online if:

- It can't pay the full amount shown on line 26,
- The total amount owed is \$25,000 or less, and
- The corporation can pay the liability in full in 24 months.

To apply using the Online Payment Agreement Application, go to [IRS.gov/OPA](https://www.irs.gov/OPA).

Under an installment agreement, the corporation can pay what it owes in monthly installments. There are certain conditions that must be met to enter into and maintain an installment agreement, such as paying the liability within 24

months and making all required deposits and timely filing tax returns during the length of the agreement.

If the installment agreement is accepted, the corporation will be charged a fee and it will be subject to penalties and interest on the amount of tax not paid by the due date of the return.

### Line 28

**Direct deposit of refund.** If the corporation wants its refund directly deposited into its checking or savings account at any U.S. bank or other financial institution instead of having a check sent to the corporation, complete Form 8050 and attach it to the corporation's return.

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## Schedule B. Other Information

Complete all items that apply to the corporation.

### Item 2

See [Principal Business Activity Codes](#) at the end of these instructions and enter the business activity and product or service. For nonstore retailers, select the PBA code by the primary product that your establishment sells. For example, establishments primarily selling prescription and non-prescription drugs, select PBA code 456110 Pharmacies & Drug Retailers.

### Question 4. Constructive Ownership of Other Entities

For purposes of determining the corporation's constructive ownership of other entities, the constructive ownership rules of section 267(c) (excluding section 267(c)(3)) apply to ownership of interests in partnerships and trusts as well as corporate stock. Generally, if an entity (a corporation, partnership, or trust) is owned, directly or indirectly, by or for another entity (corporation, partnership, estate, or trust), the owned entity is considered to be owned proportionately by or for the owners (shareholders, partners, or beneficiaries) of the owning entity.

**Maximum percentage owned in partnership profit, loss, or capital.** For the purposes of question 4b, the term "maximum percentage owned" means the highest percentage of interest in a partnership's profit, loss, or capital as of the end of the partnership's tax year, as determined under the partnership agreement, when taking into account the constructive ownership rules discussed earlier. If the partnership agreement doesn't express the partner's share of profit, loss, and capital as fixed percentages, use a reasonable method in arriving at the percentage items for the purposes of completing question 4b. Such method must be consistent with the partnership agreement. The method used to figure a percentage share of profit, loss, and capital must be applied consistently from year to year. Maintain records to support the determination of the share of profits, losses, and share of capital.

### Question 6

Answer "Yes" if the corporation filed, or is required to file, Form 8918, Material Advisor Disclosure Statement. For details, see the Instructions for Form 8918.

### Item 8

Complete item 8 if the corporation (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation, and (b) has net unrealized built-in gain (defined below) in excess of the net recognized built-in gain from prior years.

The corporation is liable for section 1374 tax if (a) and (b) above apply and it has a net recognized built-in gain (defined in section 1374(d)(2)) for its tax year.

The corporation's net unrealized built-in gain is the amount, if any, by which the aggregate fair market value of the assets of the corporation at the beginning of its first S corporation year (or as of the date the assets were acquired, for any asset with a basis determined by reference to its basis (or the basis of any other property) in the hands of a C corporation) exceeds the aggregate adjusted basis of such assets at that time.

Enter the corporation's net unrealized built-in gain reduced by the net recognized built-in gain from prior years. See sections 1374(c)(2) and (d)(1).

If the corporation has more than one pool of assets (as defined in Regulations section 1.1374-3(b)(4)), attach a statement showing for each pool of assets the amount of the corporation's net unrealized built-in gain reduced by the net recognized built-in gain from prior years.

### Question 9. Business Interest Expense Election

The limitation on business interest expense under section 163(j) applies to every taxpayer with a trade or business, unless the taxpayer meets certain specified exceptions. A taxpayer may elect out of the limitation for certain businesses otherwise subject to the business interest expense limitation. This is an irrevocable election.

Certain real property trades or businesses and farming businesses qualify to make an election not to limit business interest expense. This is an irrevocable election. If you make this election, you are required to use the alternative depreciation system to depreciate certain property. Also, you aren't entitled to the special depreciation allowance for that property. For a taxpayer with more than one qualifying business, the election is made with respect to each business.

Check "Yes" if the taxpayer has an election in effect to exclude a real property trade or business or a farming business from section 163(j). For more information, see the Instructions for Form 8990.

### Question 10. Conditions for Filing Form 8990

A taxpayer that isn't a small business taxpayer (defined below) must generally file Form 8990. In addition, any taxpayer that owns an interest in a partnership with current year, or prior year carryover, excess business interest expense allocated from the partnership must file Form 8990.

A taxpayer who is a U.S. shareholder of an applicable CFC that has business interest expense, disallowed business interest expense carryforward, or is part of a CFC group must generally apply section 163(j) to each applicable CFC and attach a Form 8990 with each Form 5471.

**Exclusions from filing.** A taxpayer isn't required to file Form 8990 if the taxpayer is a small business taxpayer and doesn't have excess business interest expense from a partnership. A taxpayer is also not required to file Form 8990 if the taxpayer only has business interest expense from these excepted trades or businesses:

- The trade or business of providing services as an employee,
- An electing real property trade or business,
- An electing farming business, or
- Certain regulated utility businesses.

**Small business taxpayer.** A small business taxpayer isn't subject to the business interest expense limitation and isn't required to file Form 8990. A small business taxpayer is a taxpayer that (a) isn't a tax shelter (as defined in section 448(d)(3)), and (b) meets the gross receipts test of section 448(c), discussed next.

**Gross receipts test.** A taxpayer meets the gross receipts test if the taxpayer has average annual gross receipts of \$29 million or less for the 3 prior tax years. A taxpayer's average annual gross receipts for the 3 prior tax years is determined by adding the gross receipts for the 3 prior tax years and dividing the total by 3. Gross receipts include the aggregate gross receipts from all persons treated as a single employer, such as a controlled group of corporations, commonly controlled partnerships, or proprietorships, and affiliated service groups. See section 448(c) and the Instructions for Form 8990 for additional information.

### Question 11

Total receipts is the sum of the following amounts.

- Gross receipts or sales (page 1, line 1a).
- All other income (page 1, lines 4 and 5).
- Income reported on Schedule K, lines 3a, 4, 5a, and 6.
- Income or net gain reported on Schedule K, lines 7, 8a, 9, and 10.
- Income or net gain reported on Form 8825, lines 2, 19, and 20a.

### Question 12

Amounts related to the forgiveness of PPP loans are disregarded for purposes of this question.

### Question 13

Answer "Yes" if, during the tax year, the corporation revoked a qualified subchapter S subsidiary (QSub) election or a QSub election of the corporation was terminated. If "Yes," see Regulations section 1.1361-5 for additional information.

### Questions 14a and 14b

If the corporation made any payment in 2023 that would require it to file any Form(s) 1099, check the "Yes" box for question 14a and answer question 14b. Otherwise, check the "No" box for question 14a and skip question 14b. See [Am I Required to File a Form 1099 or Other Information Return](#) on IRS.gov.

### Question 15

To be certified as a qualified opportunity fund, the S corporation must file Form 1120-S and attach Form 8996, even if the corporation had no income or expenses to report. If the S corporation is attaching Form 8996, check the "Yes" box and enter the amount from Form 8996, line 15, in the entry space. See [Certification as a qualified opportunity fund](#), earlier.

The penalty reported on this line from Form 8996, line 15, is not due with the filing of this form. The IRS will separately send you a notice setting forth the due date for the penalty payment and where that payment should be sent.

### Question 16

Digital assets are any digital representations of value that are recorded on a cryptographically secured distributed ledger or any similar technology. For example, digital assets include non-fungible tokens (NFTs) and virtual currencies, such as cryptocurrencies and stablecoins. If a particular asset has the characteristics of a digital asset, it will be treated as a digital asset for federal income tax purposes.

Check the "Yes" box if at any time during the tax year, the S corporation (a) received (as a reward, award, or payment for property or services); or (b) sold, exchanged, or otherwise disposed of a digital asset (or any financial interest in any digital asset).

For example, check "Yes" if at any time during the tax year, the S corporation:

- Received digital assets as payment for property or services provided;



- Received digital assets as a result of a reward or award;
- Received new digital assets as a result of mining, staking, and similar activities;
- Received digital assets as a result of a hard fork;
- Disposed of digital assets in exchange for property or services;
- Disposed of a digital asset in exchange or trade for another digital asset;
- Sold a digital asset; or
- Otherwise disposed of any other financial interest in a digital asset.

The S corporation has a financial interest in a digital asset if it is the owner of record of a digital asset, or has an ownership stake in an account that holds one or more digital assets, including the rights and obligations to acquire a financial interest, or owns a wallet that holds digital assets.

The following actions or transactions in the tax year, alone, generally do not require the S corporation to check “Yes.”

- Holding a digital asset in a wallet or account;
- Transferring a digital asset from one wallet or account the S corporation owns or controls to another wallet or account that it owns or controls; or
- Purchasing digital assets using U.S. or other real currency, including through the use of electronic platforms such as PayPal and Venmo.

Do not leave the question unanswered. The S corporation must answer “Yes” or “No” by checking the appropriate box. For more information, go to [IRS.gov/virtualcurrencyfaqs](https://www.irs.gov/virtualcurrencyfaqs).

If the S corporation disposed of any digital asset that was held as a capital asset, through a sale, trade, exchange, payment, or other transfer, use Form 8949 to calculate the capital gain or loss and report that gain or loss on Schedule D (Form 1120-S). If the S corporation received any digital asset as compensation for services or disposed of any digital asset that was held for sale to customers in a trade or business, it must report the income as it would report other income of the same type.

## Schedules K and K-1 (General Instructions)

### Purpose of Schedules

The corporation is liable for taxes on lines 23a, 23b, and 23c on page 1 of Form 1120-S. Shareholders are liable for tax on their shares of the corporation's income (reduced by any taxes paid by the corporation on income). Shareholders must include their share of the income on their tax return whether or not it is distributed to them. Unlike most partnership income, S corporation income isn't self-employment income and isn't subject to self-employment tax.

**Schedule K.** Schedule K is a summary schedule of all shareholders' shares of the corporation's income, deductions, credits, etc. All corporations must complete Schedule K.

**Schedule K-1.** Schedule K-1 shows each shareholder's separate share. Attach a copy of each Schedule K-1 to the Form 1120-S filed with the IRS. Keep a copy for the corporation's records and give each shareholder a copy.

Give each shareholder a copy of the Shareholder's Instructions for Schedule K-1 (Form 1120-S) or specific instructions for each item reported on the shareholder's Schedule K-1.

### Substitute Forms

The corporation doesn't need IRS approval to use a substitute Schedule K-1 if it is an exact copy of the IRS schedule. The

boxes must use the same numbers and titles and must be in the same order and format as on the comparable IRS Schedule K-1. The substitute schedule must include the OMB number. The corporation must provide each shareholder with the Shareholder's Instructions for Schedule K-1 (Form 1120-S) or instructions that apply to the specific items reported on the shareholder's Schedule K-1.

The corporation must ask for IRS approval to use other substitute Schedules K-1.

Each shareholder's information must be on a separate sheet of paper. Therefore, separate all continuously printed substitutes before you file them with the IRS.

The corporation may be subject to a penalty if it files a substitute Schedule K-1 that doesn't conform to the specifications discussed in Pub. 1167, General Rules and Specifications for Substitute Forms and Schedules.

For more information, see Pub. 1167.

## Shareholder's Pro Rata Share Items

### General Rule

Items of income, gain, loss, deduction, or credit are allocated to a shareholder on a daily basis, according to the number of shares of stock held by the shareholder on each day of the corporation's tax year. See the detailed instructions for item G in [Part II. Information About the Shareholder](#), later.

Shareholders who dispose of stock are treated as shareholders for the day of their disposition. Shareholders who die are treated as shareholders for the day of their death.

### Special Rules

**Termination of shareholder's interest.** If a shareholder terminates shareholder's interest in a corporation during the tax year, the corporation, with the consent of all affected shareholders (including those whose interest is terminated), may elect to allocate income and expenses, etc., as if the corporation's tax year consisted of 2 separate tax years, the first of which ends on the date of the shareholder's termination.

To make the election, the corporation must attach a statement to a timely filed original or amended Form 1120-S for the tax year for which the election is made. In the statement, the corporation must state that it is electing under section 1377(a)(2) and Regulations section 1.1377-1(b) to treat the tax year as if it consisted of 2 separate tax years. The statement must also explain how the shareholder's entire interest was terminated (for example, sale or gift), and state that the corporation and each affected shareholder consent to the corporation making the election. A single statement may be filed for all terminating elections made for the tax year. If the election is made, enter “Section 1377(a)(2) Election Made” at the top of each affected shareholder's Schedule K-1.

For more details, see Regulations section 1.1377-1(b).

**Qualifying dispositions.** If a qualifying disposition takes place during the tax year, the corporation may make an irrevocable election to allocate income and expenses, etc., as if the corporation's tax year consisted of 2 tax years, the first of which ends on the close of the day the qualifying disposition occurs.

A qualifying disposition is:

1. A disposition by a shareholder of at least 20% of the corporation's outstanding stock in one or more transactions in any 30-day period during the tax year,
2. A redemption treated as an exchange under section 302(a) or 303(a) of at least 20% of the corporation's outstanding

stock in one or more transactions in any 30-day period during the tax year, or

3. An issuance of stock that equals at least 25% of the previously outstanding stock to one or more new shareholders in any 30-day period during the tax year.

To make the election, the corporation must attach a statement to a timely filed original or amended Form 1120-S for the tax year for which the election is made. In the statement, the corporation must state that it is electing under Regulations section 1.1368-1(g)(2)(i) to treat the tax year as if it consisted of 2 separate tax years, give the facts relating to the qualifying disposition (for example, sale, gift, stock issuance, or redemption), and state that each shareholder who held stock in the corporation during the tax year consents to the election. A single election statement may be filed for all qualifying disposition elections for the tax year.

For more details, see Regulations section 1.1368-1(g)(2).

## Specific Instructions (Schedule K-1 Only)

### General Information

Generally, the corporation is required to prepare and give a Schedule K-1 to each person who was a shareholder in the corporation at any time during the tax year. Schedule K-1 must be provided to each shareholder on or before the day on which the corporation's Form 1120-S is required to be filed.

### How To Complete Schedule K-1

If the return is for a fiscal year or a short tax year, fill in the tax year space at the top of each Schedule K-1. On each Schedule K-1, enter the information about the corporation and the shareholder in Parts I and II (items A through I). In Part III, enter the shareholder's pro rata share of each item of income, deduction, and credit and any other information the shareholder needs to prepare the shareholder's tax return, including information needed to prepare state and local tax returns. Use 10-point Helvetica Light Standard font (if possible) for all entries if you are typing or using a computer to complete Schedule K-1.

**Codes.** In boxes 10, 12, 13, and boxes 15 through 17, identify each item by entering a code in the left column of the entry space. These codes are identified in these instructions and on the List of Codes in the Shareholder's Instructions for Schedule K-1 (Form 1120-S).

**Attached statements.** When attaching statements to Schedule K-1 to report additional information to the shareholder, indicate there is a statement depending upon the following.

- If an amount can be input on Schedule K-1 but additional information is required so the shareholder can determine the proper reporting, enter an asterisk (\*) after the code in the left column of the entry space.
- For items that can't be reported as a single dollar amount, enter the code and asterisk (\*) in the left column and enter "STMT" in the right column to indicate that the information is provided on an attached statement.
- If the corporation has more coded items than the number of entry boxes (for example, boxes 10, 12, 13, or boxes 15 through 17), don't enter a code or dollar amount in the last box. Instead, enter an asterisk (\*) in the left column and enter "STMT" in the entry space to the right.

More than one attached statement can be placed on the same sheet of paper. The information included in the statement should be identified in alphanumeric order by box number followed by the letter code (if any), description, and dollar

amount. For example: "Box 13, code J—Work opportunity credit—\$1,000." This can be followed with any additional information that the shareholder needs to determine the proper tax treatment of the item.



*For electronically filed returns, the corporation must follow the instructions for attached statements as described in Pub. 4164 when reporting the additional information that may be required for each respective box. See Pub. 4164, Modernized e-File (MeF) Guide for Software Developers and Transmitters, for more information.*

### Special Reporting Requirements for At-Risk Activities

If items of income, loss, or deduction from more than one at-risk activity are reported on Schedule K-1, the corporation must provide its shareholders with separate information for each activity. See [At-Risk Activity Reporting Requirements](#) under [At-Risk Limitations](#), earlier, for details.

### Special Reporting Requirements for Corporations With Multiple Activities

If items of income, loss, deduction, or credit from more than one activity (determined for purposes of the passive activity loss and credit limitations) are reported on Schedule K-1, the corporation must provide information separately for each activity to its shareholders. See [Passive Activity Reporting Requirements](#), earlier, for details on the reporting requirements.

### Part I. Information About the Corporation

On each Schedule K-1, enter the corporation's name, address, and identifying number.

#### Item C

If the corporation is filing its return electronically, enter "e-file." Otherwise, enter the name of the IRS service center where the corporation will file its return. See [Where To File](#), earlier.

#### Item D

Report the total number of shares issued and outstanding at the beginning and end of the S corporation's tax year. An entity without stock, such as an LLC, should enter the number of units or other equivalent to S corporation stock. Round the number of shares to the nearest whole number (but not below zero). For example, round 0.6315 up to 1.

### Part II. Information About the Shareholder

On each Schedule K-1, enter the shareholder's name, address, identifying number, and percentage of stock ownership.

**Truncating recipient's identification number on Schedule K-1.** The corporation can truncate a shareholder's identifying number on the Schedule K-1 the corporation sends to the shareholder. Truncation isn't allowed on the Schedule K-1 the corporation files with the IRS. Also, the corporation can't truncate its own identification number on any form.

To truncate, where allowed, replace the first five digits of the nine-digit number with asterisks (\*) or Xs (for example, an SSN xxx-xx-xxxx would appear as \*\*\*-\*\*-xxxx or XXX-XX-xxxx). For more information, see Regulations section 301.6109-4.

## Items E and F

For an individual shareholder, enter the shareholder's social security number (SSN) or individual taxpayer identification number (ITIN) in item E. For all other shareholders, enter the shareholder's EIN.

If stock of the corporation is held by a nominee, guardian, custodian, or an agent, enter the name, address, and identifying number of the person for whom the stock is held.

If S corporation stock is part of a decedent's estate, the executor of the estate should notify the S corporation of the name and taxpayer identification number of the decedent's estate. See Pub. 559 for details.

If a single-member limited liability company (LLC) owns stock in the corporation, and the LLC is treated as a disregarded entity for federal income tax purposes, enter the LLC owner's identifying number in item E and the LLC owner's name and address in item F. The LLC's owner must be eligible to be an S corporation shareholder. An LLC that elects to be treated as a corporation for federal income tax purposes isn't eligible to be an S corporation shareholder.

## Item G

Each shareholder's pro rata share items are figured separately for each period on a daily basis, based on the percentage of stock held by the shareholder on each day.

If there was no change in shareholders or in the relative interest in stock the shareholders owned during the tax year, enter the percentage of total stock owned by each shareholder during the tax year (current year allocation percentage). For example, if shareholders X and Y each owned 50% for the entire tax year, enter 50% in item G for each shareholder. Each shareholder's pro rata share items (boxes 1 through 17 of Schedule K-1) are figured by multiplying the corresponding Schedule K amount by the percentage in item G.

If there was a change in shareholders or in the relative interest in stock the shareholders owned during the tax year, figure the percentage as follows.

- Each shareholder's percentage of ownership is weighted for the number of days in the tax year that stock was owned. For example, A and B each held 50% for half the tax year and A, B, and C held 40%, 40%, and 20%, respectively, for the remaining half of the tax year. The percentage of ownership for the year for A, B, and C is figured as presented in the illustration and is then entered in item G.

	a	b	c (a × b)	
	% of total stock owned	% of tax year held	% of ownership for the year	
A	50 40	50 50	25 +20	45
B	50 40	50 50	25 +20	45
C	20	50	10	10
Total				100%

- Each shareholder's pro rata share items are generally figured by multiplying the Schedule K amount by the percentage in item G. However, if a shareholder terminated the shareholder's entire interest in the corporation during the year or a qualifying

disposition took place, the corporation may elect to allocate income and expenses, etc., as if the tax year consisted of 2 tax years, the first of which ends on the day of the termination or qualifying disposition. See [Special Rules](#), earlier, for more details.

## Item H

Report the number of shares for purposes of allocating items of income, loss, or deduction at the beginning and end of the S corporation's tax year. An entity without stock, such as an LLC, should enter the number of units or other equivalent to S corporation stock (including ownership percentages). Round the number of shares to the nearest whole number (but not below zero). For example, round 0.6315 up to 1.

**Example.** If shareholders X and Y each owned 50 shares for the entire tax year, enter 50 in item H for both the beginning and ending amounts for each shareholder. However, if A and B each owned 50 shares of stock for the first half of the tax year and C purchased 10 shares of A's and B's stock during the year, A's and B's beginning of tax year number of shares is 50, while C's is 0, and the end of tax year number of shares for A and B is 40, while C's is 20.

## Item I

Report the amount of debt owed by the S corporation directly to the shareholder as of the beginning and end of the S corporation's tax year. Generally, the amount reported on Schedule L, line 19, Loans from shareholder, should reconcile to the sum of all amounts reported on Schedules K-1. Do not include amounts for which the shareholder is a co-borrower or guarantor of corporate level debt. Also do not include any intercompany debt.

## Specific Instructions (Schedules K and K-1, Part III)

### Income (Loss)

**Reminder.** Before entering income items on Schedule K or K-1, reduce each item of passive investment income (within the meaning of section 1362(d)(3)(C)) by its proportionate share of the net passive income tax (Form 1120-S, page 1, line 23a).

### Line 1. Ordinary Business Income (Loss)

Enter the amount from Form 1120-S, page 1, line 22. Enter the income (loss) without reference to the shareholder's:

- Basis in the stock of the corporation and in any indebtedness of the corporation to the shareholders (section 1366(d)),
- At-risk limitations, and
- Passive activity limitations.

These limitations, if applicable, are determined at the shareholder level.

Line 1 shouldn't include rental activity income (loss) or portfolio income (loss).

**Schedule K-1.** Enter each shareholder's pro rata share of ordinary business income (loss) in box 1 of Schedule K-1. Identify on statements attached to Schedule K-1 any additional information the shareholder needs to correctly apply the passive activity limitations. For example, if the corporation has more than one trade or business activity, identify the amount from each activity. See [Passive Activity Reporting Requirements](#), earlier.



## Line 2. Net Rental Real Estate Income (Loss)

Enter the net income (loss) from rental real estate activities of the corporation from Form 8825. Attach the form to Form 1120-S.

**Schedule K-1.** Enter each shareholder's pro rata share of net rental real estate income (loss) in box 2 of Schedule K-1. Identify on statements attached to Schedule K-1 any additional information the shareholder needs to correctly apply the passive activity limitations. For example, if the corporation has more than one rental real estate activity, identify the amount from each activity. Also, for example, identify certain items from any rental real estate activities that may be subject to the recharacterization rules. See [Passive Activity Reporting Requirements](#), earlier.

## Line 3. Other Net Rental Income (Loss)

Enter on line 3a gross income from rental activities other than those reported on Form 8825. Include on line 3a gain (loss) from line 17 of Form 4797 that is attributable to the sale, exchange, or involuntary conversion of an asset used in a rental activity other than a rental real estate activity.

Enter on line 3b the deductible expenses of the activity. Attach a statement of these expenses to Form 1120-S.

Enter on line 3c the net income (loss).

See [Rental Activities](#), earlier, and Pub. 925, for more information on rental activities.

**Schedule K-1.** Enter in box 3 of Schedule K-1 each shareholder's pro rata share of other net rental income (loss) reported on line 3c of Schedule K. Identify on statements attached to Schedule K-1 any additional information the shareholder needs to correctly apply the passive activity limitations. For example, if the corporation has more than one rental activity reported in box 3, identify the amount from each activity. See [Passive Activity Reporting Requirements](#), earlier.

## Portfolio Income

See [Portfolio Income](#), earlier, for a definition of portfolio income.

Don't reduce portfolio income by deductions allocated to it. Report such deductions (other than interest expense) on line 12d of Schedule K. Report each shareholder's pro rata share of deductions in box 12 of Schedule K-1 using codes I or L.

Interest expense allocable to portfolio income is generally investment interest expense reported on line 12b of Schedule K. Report each shareholder's pro rata share of interest expense allocable to portfolio income in box 12 of Schedule K-1 using code H.

## Line 4. Interest Income

Enter only taxable portfolio interest on this line. Taxable interest is interest from all sources except interest exempt from tax and interest on tax-free covenant bonds.

**Schedule K-1.** Enter each shareholder's pro rata share of interest income in box 4 of Schedule K-1.

## Line 5a. Ordinary Dividends

Enter only taxable ordinary dividends on line 5a, including any qualified dividends reported on line 5b. An S corporation that directly or indirectly (through pass-through entities only) owns

(within the meaning of section 958(a)) stock in a foreign corporation may have income inclusions (for example, subpart F income and GILTI inclusions) with respect to the foreign corporation and, as a result, previously taxed earnings and profits (PTEP) in annual PTEP accounts with respect to the foreign corporation. Do not include ordinary dividends or qualified dividends received from a foreign corporation to the extent that they are attributable to PTEP in annual PTEP accounts of the S corporation with respect to the foreign corporation. See Notice 2019-01. The amount by which ordinary dividends and qualified dividends are attributable to PTEP in annual PTEP accounts of a person other than the S corporation (for example, a shareholder) is not relevant for purposes of determining the ordinary dividends to be entered on line 5a.

**Note.** An annual PTEP account of the S corporation is different than the shareholders' undistributed taxable income previously taxed account, as discussed in the instructions to Schedule M-2, column (b).

**Schedule K-1.** Enter each shareholder's pro rata share of ordinary dividends in box 5a of Schedule K-1.

## Line 5b. Qualified Dividends

Enter qualified dividends on line 5b. Except as provided below, qualified dividends are dividends received from domestic corporations and qualified foreign corporations. Do not include qualified dividends to the extent that they are attributable to PTEP in annual PTEP accounts of the S corporation. See Notice 2019-01. The amount by which qualified dividends are attributable to PTEP in annual PTEP accounts of a person other than the S corporation (for example, a shareholder) is not relevant for purposes of determining the qualified dividends to be entered on line 5b.

**Note.** An annual PTEP account of the S corporation is different than the shareholders' undistributed taxable income previously taxed account, as discussed in the instructions to Schedule M-2, column (b).

**Exceptions.** The following dividends aren't qualified dividends.

- Dividends the corporation received on any share of stock held for less than 61 days during the 121-day period that began 60 days before the ex-dividend date. When determining the number of days the corporation held the stock, don't count certain days during which the corporation's risk of loss was diminished. The ex-dividend date is the first date following the declaration of a dividend on which the purchaser of a stock isn't entitled to receive the next dividend payment. When counting the number of days the corporation held the stock, include the day the corporation disposed of the stock but not the day the corporation acquired it.
- Dividends attributable to periods totaling more than 366 days that the corporation received on any share of preferred stock held for less than 91 days during the 181-day period that began 90 days before the ex-dividend date. When determining the number of days the corporation held the stock, don't count certain days during which the corporation's risk of loss was diminished. Preferred dividends attributable to periods totaling less than 367 days are subject to the 61-day holding period rule above.
- Dividends that relate to payments that the corporation is obligated to make with respect to short sales or positions in substantially similar or related property.
- Dividends paid by a regulated investment company that aren't treated as qualified dividend income under section 854.
- Dividends paid by a real estate investment trust that aren't treated as qualified dividend income under section 857(c).

See Pub. 550, Investment Income and Expenses, for more details.

**Qualified foreign corporation.** A foreign corporation is a qualified foreign corporation if it is:

1. Incorporated in a territory of the United States, or
2. Eligible for benefits of a comprehensive income tax treaty with the United States that the Secretary determines is satisfactory for this purpose and that includes an exchange of information program. See Notice 2011-64, 2011-37 I.R.B. 231, for details.

If the foreign corporation doesn't meet either (1) or (2), then it may be treated as a qualified foreign corporation for any dividend paid by the corporation if the stock associated with the dividend paid is readily tradable on an established securities market in the United States.

However, qualified dividends don't include dividends paid by an entity that was a passive foreign investment company (defined in section 1297) in either the tax year of the distribution or the preceding tax year.

See Notice 2004-71, 2004-45 I.R.B. 793, and Notice 2006-3, 2006-3 I.R.B. 306, for more details.

**Schedule K-1.** Enter each shareholder's pro rata share of qualified dividends in box 5b of Schedule K-1.



*If any amounts from line 5b are from foreign sources, see the instructions for Schedule K-2 (Form 1120-S) and Schedule K-3 (Form 1120-S).*

## Line 6. Royalties

Enter the royalties received by the corporation.

**Schedule K-1.** Enter each shareholder's pro rata share of royalties in box 6 of Schedule K-1.

## Line 7. Net Short-Term Capital Gain (Loss)

Enter the gain (loss) that is portfolio income (loss) from Schedule D (Form 1120-S), line 7.

**Schedule K-1.** Enter each shareholder's pro rata share of net short-term capital gain (loss) in box 7 of Schedule K-1.

## Line 8a. Net Long-Term Capital Gain (Loss)

Enter the gain or loss that is portfolio income (loss) from Schedule D (Form 1120-S), line 15.

**Schedule K-1.** Enter each shareholder's pro rata share of net long-term capital gain (loss) in box 8a of Schedule K-1.



*If any gain or loss from line 7 or 15 of Schedule D is from the disposition of nondepreciable personal property used in a trade or business, it may not be treated as portfolio income. Instead, report it on line 10 of Schedule K and report each shareholder's pro rata share in box 10 of Schedule K-1 using code ZZ.*

## Line 8b. Collectibles (28%) Gain (Loss)

Figure the amount attributable to collectibles from the amount reported on Schedule D (Form 1120-S), line 15. A collectibles gain (loss) is any long-term gain or deductible long-term loss from the sale or exchange of a collectible that is a capital asset.

Collectibles include works of art, rugs, antiques, metal (such as gold, silver, or platinum bullion), gems, stamps, coins, alcoholic beverages, and certain other tangible property.

Also include gain (but not loss) from the sale or exchange of an interest in a partnership or trust held for more than 1 year and attributable to unrealized appreciation of collectibles. For details, see Regulations section 1.1(h)-1. Also attach the statement required under Regulations section 1.1(h)-1(e).

**Schedule K-1.** Report each shareholder's pro rata share of the collectibles (28%) gain (loss) in box 8b of Schedule K-1.

## Line 8c. Unrecaptured Section 1250 Gain

The three types of unrecaptured section 1250 gain must be reported separately on an attached statement to Form 1120-S.

**From the sale or exchange of the corporation's business assets.** Figure this amount in Part III of Form 4797 for each section 1250 property (except property for which gain is reported using the installment method on Form 6252) for which you had an entry in Part I of Form 4797. Subtract line 26g of Form 4797 from the smaller of line 22 or line 24. Figure the total of these amounts for all section 1250 properties. Generally, the result is the corporation's unrecaptured section 1250 gain. However, if the corporation is reporting gain on the installment method for a section 1250 property held more than 1 year, see the next paragraph.

The total unrecaptured section 1250 gain for an installment sale of section 1250 property held more than 1 year is figured in a manner similar to that used in the preceding paragraph. However, the total unrecaptured section 1250 gain must be allocated to the installment payments received from the sale. To do so, the corporation must generally treat the gain allocable to each installment payment as unrecaptured section 1250 gain until all such gain has been used in full. Figure the unrecaptured section 1250 gain for installment payments received during the tax year as the smaller of (a) the amount from line 26 or line 37 of Form 6252 (whichever applies), or (b) the total unrecaptured section 1250 gain for the sale reduced by all gain reported in prior years (excluding section 1250 ordinary income recapture).



*If the corporation chose not to treat all of the gain from payments received after May 6, 1997, and before August 24, 1999, as unrecaptured section 1250 gain, use only the amount the corporation chose to treat as unrecaptured section 1250 gain for those payments to reduce the total unrecaptured section 1250 gain remaining to be reported for the sale. See Regulations section 1.453-12.*

### From the sale or exchange of an interest in a partnership.

Also report as a separate amount any gain from the sale or exchange of an interest in a partnership attributable to unrecaptured section 1250 gain. See Regulations section 1.1(h)-1 and attach the statement required under Regulations section 1.1(h)-1(e).

**From an estate, trust, REIT, or RIC.** If the corporation received a Schedule K-1 or Form 1099-DIV from an estate, a trust, a real estate investment trust (REIT), or a regulated investment company (RIC) reporting "unrecaptured section 1250 gain," don't add it to the corporation's own unrecaptured section 1250 gain. Instead, report it as a separate amount. For example, if the corporation received a Form 1099-DIV from a REIT with unrecaptured section 1250 gain, report it as "Unrecaptured section 1250 gain from a REIT."

**Schedule K-1.** Report each shareholder's pro rata share of unrecaptured section 1250 gain from the sale or exchange of the corporation's business assets in box 8c of Schedule K-1. If the corporation is reporting unrecaptured section 1250 gain from an

estate, trust, REIT, or RIC, or from the corporation's sale or exchange of an interest in a partnership (as explained above), enter "STMT" in box 8c and an asterisk (\*) in the left column of the box and attach a statement that separately identifies the amount of unrecaptured section 1250 gain from:

- The sale or exchange of the corporation's business assets;
- The sale or exchange of an interest in a partnership; and
- An estate, trust, REIT, or RIC.



*If any amounts from line 8c are from foreign sources, see the instructions for Schedule K-2 (Form 1120-S) and Schedule K-3 (Form 1120-S).*

## Line 9. Net Section 1231 Gain (Loss)

Enter the net section 1231 gain (loss) from Form 4797, line 7.

Don't include net gain or loss from involuntary conversions due to casualty or theft. Report net loss from involuntary conversions due to casualty or theft on line 10 of Schedule K (box 10, code B, of Schedule K-1). See the instructions for line 10 on how to report net gain from involuntary conversions.

**Schedule K-1.** Report each shareholder's pro rata share of net section 1231 gain (loss) in box 9 of Schedule K-1. If the corporation has more than one rental, trade, or business activity, identify on an attachment to Schedule K-1 the amount of section 1231 gain (loss) from each separate activity. See [Passive Activity Reporting Requirements](#), earlier.



*If any amounts from line 9 are from foreign sources, see the instructions for Schedule K-2 (Form 1120-S) and Schedule K-3 (Form 1120-S).*

## Line 10. Other Income (Loss)

Enter any other item of income or loss not included on lines 1 through 9. On the line to the left of the entry space for line 10, identify the type of income. If there is more than one type of income, attach a statement to Form 1120-S that separately identifies each type and amount of income for each of the following categories. The codes needed for Schedule K-1 reporting are provided for each category.

**Other portfolio income (loss) (code A).** Portfolio income not reported on lines 4 through 8.

Report and identify other portfolio income or loss on an attachment for line 10.

If the corporation holds a residual interest in a Real Estate Mortgage Investment Conduit (REMIC), report on an attachment the shareholder's share of the following.

- Taxable income (net loss) from the REMIC (line 1b of Schedules Q (Form 1066)).
- Excess inclusion (line 2c of Schedules Q (Form 1066)).
- Section 212 expenses (line 3b of Schedules Q (Form 1066)).

Because Schedule Q (Form 1066) is a quarterly statement, the corporation must follow the Schedule Q instructions to figure the amounts to report to shareholders for the corporation's tax year.

**Involuntary conversions (code B).** Report net loss from involuntary conversions due to casualty or theft. The amount for this item is shown on Form 4684, Casualties and Thefts, line 38a or 38b.

Each shareholder's pro rata share must be entered on Schedule K-1.

Enter the net gain from involuntary conversions of property used in a trade or business (line 39 of Form 4684) on line 3 of Form 4797.

If there was a gain (loss) from a casualty or theft to property not used in a trade or business or for income-producing purposes, notify the shareholder. The corporation shouldn't complete Form 4684 for this type of casualty or theft. Instead, each shareholder will complete the shareholder's own Form 4684.

**Section 1256 contracts and straddles (code C).** Report any net gain or loss from section 1256 contracts from Form 6781, Gains and Losses From Section 1256 Contracts and Straddles.

**Mining exploration costs recapture (code D).** Provide the information shareholders need to recapture certain mining exploration expenditures. See Regulations section 1.617-3.

**Section 951A(a) income inclusions (code E).** If the S corporation elected to be treated as owning stock of a CFC within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2), and the S corporation is a U.S. shareholder of a CFC, then the S corporation determines its section 951A inclusion amount. Report the corporation's section 951A inclusion and its shareholders' pro rata shares of the section 951A inclusions using code E. See Form 8992, Part II, line 5.



*Provide information on line 10 using code E only if the corporation (and its shareholders, if applicable) has elected to be treated as owning stock of a foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2). If no election has been made, see instructions for Part V of the Schedule K-2 (Form 1120-S).*

**Inclusions of subpart F income (code F).** The S corporation should report its subpart F income inclusions and its shareholders' pro rata shares of its subpart F income inclusions. An S corporation does not have subpart F income inclusions with respect to a foreign corporation for tax years of the foreign corporation beginning on or after January 25, 2022, under Regulations section 1.958-1(d)(1) if the S corporation did not make an election to be treated as owning stock of the foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2). An S corporation does not have subpart F income inclusions with respect to a foreign corporation for tax years of the foreign corporation beginning before January 25, 2022, if the S corporation did not make an election to be treated as owning stock of a foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2) and, pursuant to Regulations section 1.958-1(d)(4)(i), applies Regulations section 1.958-1(d)(1) through (3) to such tax years.

**Section 951(a)(1)(B) inclusions (code G).** The S corporation should report its section 951(a)(1)(B) inclusions and its shareholders' pro rata shares of its section 951(a)(1)(B) inclusions. An S corporation does not have section 951(a)(1)(B) inclusions with respect to a foreign corporation for tax years of the foreign corporation beginning on or after January 25, 2022, under Regulations section 1.958-1(d)(1) if the S corporation did not make an election to be treated as owning stock of the foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2). An S corporation does not have section 951(a)(1)(B) inclusions with respect to a foreign corporation for tax years of the foreign corporation beginning before January 25, 2022, if the S corporation did not make an election to be treated as owning stock of a foreign corporation within the meaning of section 958(a) under Proposed Regulations section 1.958-1(e)(2) and, pursuant to Regulations section 1.958-1(d)(4)(i), applies Regulations section 1.958-1(d)(1) through (3) to such tax years.





*If the corporation does not have subpart F income inclusions or section 951(a)(1)(B) inclusions with respect to a foreign corporation, stock of which it owns within the meaning of section 958(a) and without regard to Regulations section 1.958-1(d), see instructions for Part V of the Schedule K-2 (Form 1120-S) for reporting of information related to subpart F income inclusions and section 951(a)(1)(B) inclusions of shareholders with respect to the foreign corporation.*

**Code H.** Reserved for future use.

**Gain (loss) from disposition of oil, gas, geothermal, or other mineral properties (code I).** Report the following information on a statement attached to Schedule K-1: (a) a description of the property; (b) the shareholder's share of the amount realized on the sale, exchange, or involuntary conversion of each property (fair market value of the property for any other disposition, such as a distribution); (c) the shareholder's share of the corporation's adjusted basis in the property (except for oil or gas properties); and (d) total intangible drilling costs, development costs, and mining exploration costs (section 59(e) expenditures) passed through to the shareholder for the property. See Regulations section 1.1254-4 for more information.

**Recoveries of tax benefit items (code J).** Recoveries of tax benefit items (section 111).

**Gambling gains and losses (code K).** Gambling gains and losses subject to the limitations in section 165(d). Indicate on an attached statement whether or not the corporation is in the trade or business of gambling.

**Code L.** Reserved for future use.

**Gain eligible for section 1045 rollover (replacement stock purchased by the corporation) (code M).** Include only gain from the sale or exchange of QSB stock (as defined in the Instructions for Schedule D) that was deferred by the corporation under section 1045 and reported on Schedule D. See the Instructions for Schedule D for more details. Additional limitations apply at the shareholder level. Report each shareholder's share of the gain eligible for section 1045 rollover on Schedule K-1. Each shareholder will determine if they qualify for the rollover. Report on an attachment to Schedule K-1 for each sale or exchange (a) the name of the corporation that issued the QSB stock, (b) the shareholder's pro rata share of the corporation's adjusted basis and sales price of the QSB stock, and (c) the dates the QSB stock was bought and sold.

**Gain eligible for section 1045 rollover (replacement stock not purchased by the corporation) (code N).** Include only gain from the sale or exchange of QSB stock (as defined in the Instructions for Schedule D) the corporation held for more than 6 months but that wasn't deferred by the corporation under section 1045. See the Instructions for Schedule D for more details. A shareholder may be eligible to defer the shareholder's pro rata share of this gain under section 1045 if the shareholder purchases other QSB stock during the 60-day period that began on the date the QSB stock was sold by the corporation. Additional limitations apply at the shareholder level. Report on an attachment to Schedule K-1 for each sale or exchange (a) the name of the corporation that issued the QSB stock, (b) the shareholder's pro rata share of the corporation's adjusted basis and sales price of the QSB stock, and (c) the dates the QSB stock was bought and sold.

**Sale or exchange of QSB stock with section 1202 exclusion (code O).** Gain from the sale or exchange of qualified small business (QSB) stock (as defined in the Instructions for Schedule D) that is eligible for the section 1202 exclusion. The section 1202 exclusion applies only to QSB stock held by the corporation for more than 5 years. Additional limitations apply at

the shareholder level. Report each shareholder's share of section 1202 gain on Schedule K-1. Each shareholder will determine if they qualify for the exclusion. Report on an attachment to Schedule K-1 for each sale or exchange (a) the name of the corporation that issued the QSB stock, (b) the shareholder's pro rata share of the corporation's adjusted basis and sales price of the QSB stock, and (c) the dates the QSB stock was bought and sold.

**Codes P through R.** Reserved for future use.

**Non-portfolio capital gain (loss) (code S).** Any gain or loss from line 7 or 15 of Schedule D that isn't portfolio income (for example, gain or loss from the disposition of nondepreciable personal property used in a trade or business).

**Codes T through X.** Reserved for future use.

**Other income (loss) (code ZZ).** Include any other type of income (loss) not reported using codes A through S.

**Schedule K-1.** Enter each shareholder's pro rata share of the other income categories listed above in box 10 of Schedule K-1. Enter the applicable code A through ZZ (as shown earlier).

If you are reporting each shareholder's pro rata share of only one type of income under code ZZ, enter the code with an asterisk (ZZ\*) and the dollar amount in the entry space in box 10 and attach a statement that shows "Box 10, code ZZ," and the type of income. If you are reporting multiple types of income under code ZZ, enter the code with an asterisk (ZZ\*) and enter "STMT" in the entry space in box 10 and attach a statement that shows "Box 10, code ZZ," and the dollar amount of each type of income.

If the corporation has more than one trade or business or rental activity (for codes B through ZZ), identify on an attachment to Schedule K-1 the amount from each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Deductions

### Line 11. Section 179 Deduction

A corporation can elect to expense part or all of the cost of certain property the corporation purchased during the tax year for use in its trade or business or certain rental activities. See Pub. 946 for a definition of what kind of property qualifies for the section 179 expense deduction and the Instructions for Form 4562 for limitations on the amount of the section 179 expense deduction.

Complete Part I of Form 4562 to figure the corporation's section 179 expense deduction. The corporation doesn't take the deduction itself, but instead passes it through to the shareholders. Attach Form 4562 to Form 1120-S and show the total section 179 expense deduction on Schedule K, line 11.

Although the corporation can't take the section 179 deduction, it must generally still reduce the basis of the asset by the amount of the section 179 deduction it elected, regardless of whether any shareholder can use the deduction. However, the corporation doesn't reduce the basis for any section 179 deduction allocable to a trust or estate because they aren't eligible to take the section 179 deduction. See Regulations section 1.179-1(f).

See the instructions for line 17d of Schedule K for sales or other dispositions of property for which a section 179 deduction has passed through to shareholders and for the recapture rules if the business use of the property dropped to 50% or less.

**Schedule K-1.** Report each shareholder's pro rata share of the section 179 expense deduction in box 11 of Schedule K-1.

If the corporation has more than one rental, trade, or business activity, identify on an attachment to Schedule K-1 the amount of section 179 deduction from each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

Don't complete box 11 of Schedule K-1 for any shareholder that is an estate or trust; estates and trusts aren't eligible for the section 179 expense deduction.

## Line 12a. Charitable Contributions

Cash contributions must be supported by a dated bank record or receipt.

Generally, no deduction is allowed for any contribution of \$250 or more unless the corporation obtains a written acknowledgment from the charitable organization that shows the amount of cash contributed, describes any property contributed, and gives an estimate of the value of any goods or services provided in return for the contribution or states that no goods or services were provided. The acknowledgment must be obtained by the due date (including extensions) of the corporation's return, or, if earlier, the date the return is filed. Don't attach the acknowledgment to the tax return, but keep it with the corporation's records. These rules apply in addition to the filing requirements for Form 8283, Noncash Charitable Contributions, described under [Contributions of property](#), later.

Enter charitable contributions made during the tax year. Attach a statement to Form 1120-S that separately identifies the corporation's contributions for each of the following categories. See *Limits on Deductions* in Pub. 526, Charitable Contributions, for information on adjusted gross income (AGI) limitations on deductions for charitable contributions.

The codes needed for Schedule K-1 reporting are provided for each category.

**Cash contributions (60%) (code A).** Enter cash contributions subject to the 60% AGI limitation.

**Cash contributions (30%) (code B).** Enter cash contributions subject to the 30% AGI limitation.

**Noncash contributions (50%) (code C).** Enter noncash contributions subject to the 50% AGI limitation. Don't include food inventory contributions reported separately on an attached statement.

**Food inventory contributions.** Provide the following information on a statement attached to Schedule K-1.

- The shareholder's pro rata share of the amount of the charitable contributions under section 170(e)(3) for qualified food inventory that was donated to charitable organizations for the care of the ill, needy, and infants. The food must meet all the quality and labeling standards imposed by federal, state, and local laws and regulations. The charitable contribution for donated food inventory is the lesser of (a) the basis of the donated food plus half of the appreciation (gain if the donated food were sold at fair market value (FMV) on the date of the gift), or (b) twice the basis of the donated food. The aggregate amount of such contributions shall not exceed 15% of the taxpayer's aggregate net income from all trades or businesses from which such contributions were made. A corporation that doesn't account for inventories and isn't required to capitalize indirect costs under section 263A may elect to treat the basis of the donated food as equal to 25% of the FMV of the food. See section 170(e)(3)(C) for more details.
- The shareholder's pro rata share of the net income for the tax year from the corporation's trades or businesses that made the contributions of food inventory.

**Qualified conservation contributions.** The AGI limit for qualified conservation contributions under section 170(h) is generally 50%. However, if the corporation is a qualified farmer or rancher (farm income is more than 50% of gross income), the AGI limit for qualified conservation contributions of property used in agriculture or livestock production (or available for such production) is 100%. The carryover period is 15 tax years. See section 170(b) and Notice 2007-50, 2007-25 I.R.B. 1430, for details. Report qualified conservation contributions with a 50% AGI limitation on Schedule K-1 in box 12 using code C. Report qualified conservation contributions with a 100% AGI limitation on a statement attached to Schedule K-1 using code G. See *Contributions of property*, later, for special rules applicable to qualified conservation contributions.

**Noncash contributions (30%) (code D).** Enter noncash contributions subject to the 30% AGI limitation.

**Capital gain property to a 50% limit organization (30%) (code E).** Enter capital gain property contributions subject to the 30% AGI limitation.

**Capital gain property (20%) (code F).** Enter capital gain property contributions subject to the 20% AGI limitation.

**Contributions of property.** See *Contributions of Property* in Pub. 526 and Pub. 561, Determining the Value of Donated Property, for information on noncash contributions and contributions of capital gain property. If the deduction claimed for noncash contributions exceeds \$500, complete Form 8283 and attach it to Form 1120-S.

Shareholders may deduct their pro rata share of the FMV of property contributions, but will only need to adjust their stock basis by their pro rata share of the property's adjusted basis. Give each shareholder a statement identifying their pro rata share of both the FMV and adjusted basis of the property.

If the corporation made a qualified conservation contribution under section 170(h), also include the FMV of the underlying property before and after the donation, as well as the type of legal interest contributed, and describe the conservation purpose furthered by the donation. Give a copy of this information to each shareholder.

If the corporation made a qualified conservation contribution for the preservation of an historic building, there are additional requirements that may apply to obtain a charitable deduction. This charitable deduction may be reduced if rehabilitation credits were claimed for the historic building. This charitable deduction may be denied if the corporation does not comply with section 170(f)(19). A \$500 filing fee may apply to certain deductions over \$10,000. See the Instructions for Form 8283 and Pub. 526 for details.

A corporation's charitable conservation contribution (or a corporation's distributive share of a charitable conservation contribution from a lower-tier partnership) is not treated as a qualified conservation contribution if the amount of such contribution (or such distributive share) exceeds 2.5 times the sum of each shareholder's relevant basis in the corporation. In an attachment to each Schedule K-1 issued to a shareholder, report the shareholder's relevant basis allocable to the portion of the real property or historic building on which the qualified conservation contribution was made. The corporation should coordinate with each shareholder in calculating relevant basis. See Qualified Conservation Contribution in Pub. 526 and Disallowance of Conservation Contribution Deductions by certain pass-through entities in the Instructions for Form 8283.

**Nondeductible contributions.** Certain contributions made to an organization conducting lobbying activities aren't deductible. See section 170(f)(9) for more details. Also see *Contributions You Can't Deduct* in Pub. 526 for more examples of nondeductible contributions.



An accrual basis S corporation **can't** elect to treat a contribution as having been paid in the tax year the board of directors authorizes the payment if the contribution isn't actually paid until the next tax year.

**Contributions (100%) (code G).** If the corporation is a qualified farmer or rancher (farm income is more than 50% of gross income), attach a statement to Schedule K-1 that shows the shareholder's pro rata share of qualified conservation contributions of property used in agriculture or livestock production (or available for such production). Don't include these contributions in the amounts reported in box 12 of Schedule K-1 because shareholders must separately determine if they qualify for the 50% or 100% AGI limitation for these contributions. The contribution must be subject to a restriction that the property remain available for such production. See section 170(b) for details.

**Schedule K-1.** Report each shareholder's pro rata share of charitable contributions in box 12 of Schedule K-1 using codes A through G for each of the contribution categories shown earlier. See [Contributions of property](#), earlier, for information on statements you may be required to attach to Schedule K-1. The corporation must attach a copy of its Form 8283 to the Schedule K-1 of each shareholder receiving an allocation of the contribution deduction shown in Section A or Section B of its Form 8283.

## Line 12b. Investment Interest Expense

Include on this line the interest properly allocable to debt on property held for investment purposes. Property held for investment includes property that produces income (unless derived in the ordinary course of a trade or business) from interest, dividends, annuities, or royalties; and gains from the disposition of property that produces those types of income or is held for investment.

Investment interest expense doesn't include interest expense allocable to a passive activity.

Investment income and investment expenses other than interest are reported on lines 17a and 17b, respectively. This information is needed by shareholders to determine the investment interest expense limitation (see Form 4952 for details).

**Schedule K-1.** Report each shareholder's pro rata share of investment interest expense in box 12 of Schedule K-1 using **code H**.

## Line 12c. Section 59(e)(2) Expenditures

Generally, section 59(e) allows each shareholder to make an election to deduct their pro rata share of the corporation's otherwise deductible qualified expenditures ratably over 10 years (3 years for circulation expenditures). The deduction is taken beginning with the tax year in which the expenditures were made (or for intangible drilling and development costs, over the 60-month period beginning with the month in which such costs were paid or incurred).

The term "qualified expenditures" includes only the following types of expenditures paid or incurred during the tax year.

- Circulation expenditures.
- Research and experimental expenditures.
- Intangible drilling and development costs.
- Mining exploration and development costs.

If a shareholder makes the election, these items aren't treated as alternative minimum tax (AMT) tax preference items.

Because the shareholders make this election, the corporation can't deduct these amounts or include them as AMT items on Schedule K-1. Instead, the corporation passes through the information the shareholders need to figure their separate deductions.

On the dotted line to the left of the entry space for line 12c, enter the type of expenditures claimed on line 12c. Enter on line 12c the qualified expenditures paid or incurred during the tax year for which a shareholder may make an election under section 59(e). Enter this amount for all shareholders whether or not any shareholder makes an election under section 59(e).

On an attached statement, identify the property for which the expenditures were paid or incurred. If the expenditures were for intangible drilling or development costs for oil and gas properties, identify the month(s) in which the expenditures were paid or incurred. If there is more than one type of expenditure or more than one property, provide the amounts (and the months paid or incurred, if required) for each type of expenditure separately for each property.

**Schedule K-1.** Report each shareholder's pro rata share of section 59(e) expenditures in box 12 of Schedule K-1 using **code J**. Identify the following information on an attached statement.

- The type of expenditure.
- The property for which the expenditures are paid or incurred.
- For oil and gas properties only, the month in which intangible drilling costs and development costs were paid or incurred.

If there is more than one type of expenditure or the expenditures are for more than one property, provide each shareholder's pro rata share of the amounts (and the months paid or incurred for oil and gas properties) for each type of expenditure separately for each property.

## Line 12d. Other Deductions

Enter deductions not included on line 11, 12a, 12b, 12c, or 16f. On the line to the left of the entry space for line 12d, identify the type of deduction. If there is more than one type of deduction, attach a statement to Form 1120-S that separately identifies the type and amount of each deduction for the following categories. The codes needed for Schedule K-1 reporting are provided for each category.

**Deductions—Royalty income (code I).** Enter deductions related to royalty income.

**Code K.** Reserved for future use.

**Deductions—Portfolio income (other) (code L).** Enter any other deductions related to portfolio income.

No deduction is allowed under section 212 for expenses allocable to a convention, seminar, or similar meeting. Because these expenses aren't deductible by shareholders, the corporation doesn't report these expenses on line 12d of Schedule K. The expenses are nondeductible and are reported as such on line 16c of Schedule K and in box 16 of Schedule K-1 using code C.

**Preproductive period expenses (code M).** If the corporation is required to use an accrual method of accounting under section 448(a)(3), it must capitalize these expenses. If the corporation is permitted to use the cash method, enter the amount of preproductive period expenses that qualify under section 263A(d). An election not to capitalize these expenses must be made at the shareholder level. See *Uniform Capitalization Rules* in Pub. 225.



**Code N.** Reserved for future use.

**Reforestation expense deduction (code O).** The corporation can elect to deduct a limited amount of its reforestation expenditures paid or incurred during the tax year. The amount the corporation can elect to deduct is limited to \$10,000 for each qualified timber property. See section 194(c) for a definition of reforestation expenditures and qualified timber property. See Notice 2006-47, 2006-20 I.R.B. 892, for details on making the election. The corporation must amortize over 84 months any amount not deducted. See [Reforestation expenditures](#), earlier.

**Schedule K-1.** Enter the shareholder's pro rata share of allowable reforestation expense in box 12 of Schedule K-1 using code O and attach a statement that provides a description of the qualified timber property. If the corporation is electing to deduct amounts from more than one qualified timber property, provide a description and the amount for each property.

**Codes P through V.** Reserved for future use.

**Soil and water conservation (code W).** Enter amounts for soil and water conservation expenditures, and endangered species recovery expenditures. See Pub. 225.

**Film, television, and theatrical production expenditures (code X).** Film, television, and live theatrical production expenses. The corporation can elect to deduct certain costs of a qualified film, television, or live theatrical production commencing before January 1, 2026 (after December 31, 2015, and before January 1, 2026, for a live theatrical production), limited to \$15 million of the aggregate production cost of the production. There is a higher dollar limitation for productions in certain areas. A live theatrical performance commences on the date of its first public performance for a paying audience. Provide a description of the film, television, or live theatrical production on an attached statement. If the corporation makes the election for more than one production, attach a statement to Schedule K-1 that shows each shareholder's pro rata share of the qualified expenditures separately for each production. The deduction is subject to recapture under section 1245 if the election is voluntarily revoked or the production fails to meet the requirements for the deduction. See section 181 and the related regulations.

**Expenditures for removal of barriers (code Y).** Enter expenditures paid or incurred for the removal of architectural and transportation barriers to the elderly and disabled that the corporation has elected to treat as a current expense. See section 190.

**Itemized deductions (code Z).** Enter amounts paid by the corporation that would be allowed as itemized deductions on any of the shareholders' income tax returns if they were paid directly by a shareholder for the same purpose. These amounts include, but aren't limited to, expenses under section 212 for the production of income other than from the corporation's trade or business. However, don't enter expenses related to portfolio income or investment interest expense reported on line 12b of Schedule K on this line.

**Contributions to a capital construction fund (CCF) (code AA).** Enter amount of contributions made to a capital construction fund. See Pub. 595, Capital Construction Fund for Commercial Fishermen.

**Penalty on early withdrawal of savings (code AB).** Enter any penalty on early withdrawal of savings because the corporation withdrew funds from its time savings deposit before its maturity.

**Interest expense allocated to debt financed distributions (code AC).** Enter interest expense allocated to debt-financed distributions. See Notice 89-35, 1989-1 C.B. 675 for more information.

**Codes AD through AJ.** Reserved for future use.

**Other deductions (code ZZ).** Include any other deductions not reported using codes A through AC.

**Schedule K-1.** Enter each shareholder's pro rata share of the deduction categories listed above in box 12 of Schedule K-1 or provide the required information on an attached statement. Enter the applicable code shown above.

If you are reporting only one type of deduction under code ZZ, enter code ZZ with an asterisk (ZZ\*) and the dollar amount in the entry space in box 12 and attach a statement that shows the box number, code, and type of deduction. If you are reporting multiple types of deductions under code ZZ, enter the code with an asterisk (ZZ\*), enter "STMT" in the dollar amount entry space in box 12, and attach a statement that shows the box number, code, and dollar amount of each type of deduction.

If the corporation has more than one trade or business activity, identify on an attachment to Schedule K-1 the amount for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Credits

### Low-Income Housing Credit

Section 42 provides a credit that can be claimed by owners of low-income residential rental buildings. To qualify for the credit, the corporation must file Form 8609, Low-Income Housing Credit Allocation and Certification, separately with the IRS. Don't attach Form 8609 to Form 1120-S. Complete and attach Form 8586, Low-Income Housing Credit, and Form 8609-A, Annual Statement for Low-Income Housing Credit, to Form 1120-S.

#### Line 13a. Low-Income Housing Credit (Section 42(j)(5))

If the corporation invested in a partnership to which the provisions of section 42(j)(5) apply, report on line 13a the credit reported to the corporation in box 15 of Schedule K-1 (Form 1065) using code C.

**Schedule K-1.** Report in box 13 of Schedule K-1 each shareholder's pro rata share of the low-income housing credit reported on line 13a of Schedule K. Use **code C** to report the portion of the credit attributable to buildings placed in service after 2007. If the corporation has credits from more than one activity, identify on an attachment to Schedule K-1 the amount for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

#### Line 13b. Low-Income Housing Credit (Other)

Report on line 13b any low-income housing credit not reported on line 13a. This includes any credit reported to the corporation in box 15 of Schedule K-1 (Form 1065) using code D.

**Schedule K-1.** Report in box 13 of Schedule K-1 each shareholder's pro rata share of the low-income housing credit reported on line 13b of Schedule K. Use **code D** to report the portion of the credit attributable to buildings placed in service after 2007. If the corporation has credits from more than one rental activity, identify on an attachment to Schedule K-1 the amount for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Line 13c. Qualified Rehabilitation Expenditures (Rental Real Estate)

Enter on line 13c the total qualified rehabilitation expenditures related to rental real estate activities of the corporation. See the Instructions for Form 3468 for details on qualified rehabilitation expenditures.

**Schedule K-1.** Report each shareholder's pro rata share of qualified rehabilitation expenditures related to rental real estate activities in box 13 of Schedule K-1 using **code E**. Attach a statement to Schedule K-1 that provides the information and the shareholder's pro rata share of the basis and expenditure amounts the shareholder will need to figure the amounts to report in Part VII of Form 3468, Investment Credit. See the Instructions for Form 3468 for details. If the corporation has expenditures from more than one rental real estate activity, identify on an attachment to Schedule K-1 the information and amounts for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.



*Qualified rehabilitation expenditures for property not related to rental real estate activities must be reported in box 17 using code C.*

## Line 13d. Other Rental Real Estate Credits

Enter on line 13d any other credit (other than credits reported on lines 13a through 13c) related to rental real estate activities. On the dotted line to the left of the entry space for line 13d, identify the type of credit. If there is more than one type of credit, attach a statement to Form 1120-S that identifies the type and amount for each credit. These credits may include any type of credit listed in the instructions for line 13g.

**Schedule K-1.** Report in box 13 of Schedule K-1 each shareholder's pro rata share of other rental real estate credits using **code F**. If you are reporting each shareholder's pro rata share of only one type of rental real estate credit under code F, enter the code with an asterisk (F\*) and the dollar amount in the entry space in box 13 and attach a statement that shows "Box 13, code F" and the type of credit. If you are reporting multiple types of rental real estate credit under code F, enter the code with an asterisk (F\*) and enter "STMT" in the entry space in box 13 and attach a statement that shows "Box 13, code F" and the dollar amount of each type of credit. If the corporation has credits from more than one rental real estate activity, identify on the attached statement the amount of each type of credit for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Line 13e. Other Rental Credits

Enter on line 13e any other credit (other than credits reported on lines 13a through 13d) related to rental activities. On the dotted line to the left of the entry space for line 13e, identify the type of credit. If there is more than one type of credit, attach a statement to Form 1120-S that identifies the type and amount for each credit. These credits may include any type of credit listed in the instructions for line 13g.

**Schedule K-1.** Report in box 13 of Schedule K-1 each shareholder's pro rata share of other rental credits using **code G**. If you are reporting each shareholder's pro rata share of only one type of rental credit under code G, enter the code with an asterisk (G\*) and the dollar amount in the entry space in box 13 and attach a statement that shows "Box 13, code G" and the type of credit. If you are reporting multiple types of rental credit under code G, enter the code with an asterisk (G\*) and enter "STMT" in the entry space in box 13 and attach a statement that

shows "Box 13, code G" and the dollar amount of each type of credit. If the corporation has credits from more than one rental activity, identify on the attached statement the amount of each type of credit for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Line 13f. Biofuel Producer Credit

Enter on line 13f any biofuel producer credit attributable to trade or business activities. If the credit is attributable to rental activities, enter the amount on line 13d or 13e.

Figure this credit on Form 6478, if applicable. Attach it to Form 1120-S. Include any amount shown on line 2 of Form 6478 in the corporation's income on line 5 of Form 1120-S.

See section 40(f) for an election the corporation can make to have the credit not apply.

**Schedule K-1.** Report in box 13 of Schedule K-1 each shareholder's pro rata share of the biofuel producer credit reported on line 13f using **code I**. If the corporation has credits from more than one activity, identify on an attachment to Schedule K-1 the amount for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## Line 13g. Other Credits

Enter on line 13g any other credit, except credits or expenditures shown or listed for lines 13a through 13f or the credit for federal tax paid on fuels (which is reported on line 24c of page 1). On the line to the left of the entry space for line 13g, identify the type of credit. If there is more than one type of credit, attach a statement to Form 1120-S that separately identifies each type and amount of credit for the following categories. The codes needed for box 13 of Schedule K-1 are provided in the heading of each category.

**Zero-emission nuclear power production credit (code A).** Complete Form 7213, Nuclear Power Production Credit, Part II, to figure the credit. Attach it to Form 1120-S.

**Production from advanced nuclear power facilities credit (code B).** Complete Form 7213, Part I, to figure the credit. Attach it to Form 1120-S.

**Undistributed capital gains credit (code H).** This credit represents taxes paid on undistributed capital gains by a regulated investment company (RIC) or a real estate investment trust (REIT). As a shareholder of a RIC or REIT, the corporation will receive notice of the amount of tax paid on undistributed capital gains on Form 2439, Notice to Shareholder of Undistributed Long-Term Capital Gains.

**Work opportunity credit (code J).** Complete Form 5884 to figure the credit. Attach it to Form 1120-S.

**Disabled access credit (code K).** Complete Form 8826 to figure the credit. Attach it to Form 1120-S.

**Empowerment zone employment credit (code L).** Complete Form 8844 to figure the credit. Attach it to Form 1120-S.

**Credit for increasing research activities (code M).** Complete Form 6765 to figure the credit. Attach it to Form 1120-S. For more information, see the Instructions for Form 6765.



*The corporation should provide the information necessary for the shareholder to determine whether the corporation is an eligible small business under section 38(c)(5)(A). If the shareholder and the corporation meet the requirements of section 38(c)(5)(A), the research credit may be treated as a specified credit.*

**Credit for employer social security and Medicare taxes paid on certain employee tips (code N).** Complete Form 8846 to figure the credit. Attach it to Form 1120-S.

**Backup withholding (code O).** This credit is for backup withholding on dividends, interest, and other types of income of the corporation.

**Unused investment credit from the qualifying advanced coal project credit or qualifying gasification project credit allocated from cooperatives (code P).** See the Instructions for Form 3468.

**Unused investment credit from the qualifying advanced energy project credit allocated from cooperatives (code Q).** See the Instructions for Form 3468.

**Unused investment credit from the advanced manufacturing investment credit allocated from cooperatives (code R).** See the Instructions for Form 3468.

**Code S.** Reserved for future use.

**Unused investment credit from the energy credit allocated from cooperatives (code T).** See the Instructions for Form 3468.

**Unused investment credit from the rehabilitation credit allocated from cooperatives (code U).** See the Instructions for Form 3468.

**Advanced manufacturing production credit (code V).** Complete Form 7207, Advanced Manufacturing Production Credit, to figure the credit. Attach it to Form 1120-S.

**Codes W and X.** Reserved for future use.

**Clean hydrogen production credit (code Y).** Complete Form 7210, Clean Hydrogen Production Credit, to figure the credit. Attach it to Form 1120-S.

**Orphan drug credit (code Z).** Complete Form 8820, Orphan Drug Credit, to figure the credit. Attach it to Form 1120-S.

**Enhanced oil recovery credit (code AA).** Complete Form 8830, Enhanced Oil Recovery Credit, to figure the credit. Attach it to Form 1120-S.

**Renewable electricity production credit (code AB).** Complete Form 8835, Renewable Electricity Production Credit, if applicable. Attach a statement to Form 1120-S and Schedule K-1 showing the allocation of the credit for production during the 4-year period beginning on the date the facility was placed in service and for production after that period.

**Biodiesel, renewable diesel, or sustainable aviation fuels credit (code AC).** Complete Form 8864, Biodiesel, Renewable Diesel, or Sustainable Aviation Fuels Credit. Include any amount from line 10 of Form 8864 in the corporation's income on line 5 of Form 1120-S. If this credit includes the small agri-biodiesel producer credit, identify on a statement attached to Schedule K-1 (a) the small agri-biodiesel producer credit included in the total credit allocated to the shareholder, (b) the number of gallons for which the corporation claimed the small agri-biodiesel producer credit, and (c) the corporation's productive capacity for agri-biodiesel. Also report separately on an attached statement the amount of any sustainable aviation fuel credit.

**New markets credit (code AD).** Complete Form 8874, New Markets Credit.

**Credit for small employer pension plan startup costs (code AE).** Complete Form 8881, Credit for Small Employer Pension Plan Startup Costs, Auto-Enrollment, and Military Spouse Participation, Part I.

**Credit for small employer auto-enrollment (code AF).** Complete Form 8881, Part II.

**Credit for military spouse participation (code AG).** Complete Form 8881, Part III.

**Credit for employer-provided childcare facilities and services (code AH).** Complete Form 8882, Credit for Employer-Provided Childcare Facilities and Services.

**Low sulfur diesel fuel production credit (code AI).** Complete Form 8896, Low Sulfur Diesel Fuel Production Credit.

**Qualified railroad track maintenance credit (code AJ).** Complete Form 8900, Qualified Railroad Track Maintenance Credit.

**Credit for oil and gas production from marginal wells (code AK).** Complete Form 8904, Credit for Oil and Gas Production From Marginal Wells, if applicable.

**Distilled spirits credit (code AL).** Complete Form 8906, Distilled Spirits Credit.

**Energy efficient home credit (code AM).** Complete Form 8908, Energy Efficient Home Credit.

**Alternative motor vehicle credit (code AN).** Complete Form 8910, Alternative Motor Vehicle Credit, if applicable.

**Alternative fuel vehicle refueling property credit (code AO).** Complete Form 8911, Alternative Fuel Vehicle Refueling Property Credit.

**Clean renewable energy bond credit (code AP).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In addition, the amount of this credit is reported on line 16d of Schedule K. See the Instructions for Form 8912.

**New clean renewable energy bond credit (code AQ).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In addition, the amount of this credit is reported as a property distribution on line 16d of Schedule K. See the Instructions for Form 8912.

**Qualified energy conservation bond credit (code AR).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In addition, the amount of this credit is reported as a property distribution on line 16d of Schedule K. See the Instructions for Form 8912.

**Qualified zone academy bond credit (code AS).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In addition, the amount of this credit is reported on line 16d of Schedule K. See the Instructions for Form 8912.

**Qualified school construction bond credit (code AT).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In addition, the amount of this credit is reported as a property distribution on line 16d of Schedule K. See the Instructions for Form 8912.

**Build America bond credit (code AU).** The amount of this credit (excluding any credits from partnerships, estates, and trusts) is reported as interest income on line 4 of Schedule K. In



addition, the amount of this credit is reported as a property distribution on line 16d of Schedule K. See the Instructions for Form 8912.

**Credit for employer differential wage payments (code AV).** Complete Form 8932, Credit for Employer Differential Wage Payments.

**Carbon oxide sequestration credit (code AW).** Complete Form 8933, Carbon Oxide Sequestration Credit, to figure the credit. Attach it to Form 1120-S.

**Carbon oxide sequestration credit recapture (code AX).** Complete Form 8933 to figure the credit recapture. Attach it to Form 1120-S. Report the carbon oxide sequestration credit recapture amount from Form 8933, line 22.

**New clean vehicle credit (code AY).** Complete Form 8936, Clean Vehicle Credits, Part II.

**Qualified commercial clean vehicle credit (code AZ).** Complete Form 8936, Part V.

**Credit for small employer health insurance premiums (code BA).** Complete Form 8941, Credit for Small Employer Health Insurance Premiums.

**Employer credit for paid family and medical leave (code BB).** Complete Form 8994, Employer Credit for Paid Family and Medical Leave.

**Eligible credits from transferor(s) under section 6418 (code BC).** Enter the total amount of eligible credits received from transferor(s) included in Part III, line 6, column (g), of your Form 3800. Also, enter the total of the shareholder's pro rata share of all eligible credits received from transferor(s) that were received from another pass-through entity. See required statement below.



*Partnership and S corporation pass-through entities that transferred eligible credits from an unrelated person for cash under section 6418 must use Form 3800, Part III and Part V (if applicable), to report such credits. See the Instructions for Form 3800 for reporting and other requirements.*

**Schedule K-1.** Enter the shareholder's pro rata share of all eligible credits transferred from one or more unrelated transferors pursuant to a transfer election under section 6418. This amount must include the shareholder's pro rata share of all eligible credits from transferors that were received from another pass-through entity. Enter the code BC and an asterisk (\*) (BC\*) in the left column and enter "STMT" in the entry space to the right. Attach a statement that contains the following information for each purchased credit.

**Attached statement.** Attach a statement to Schedule K-1 that provides the source credit information and the pro rata share of eligible credits received from transferor(s), including any share of eligible credits from transferor(s) that were received from another pass-through entity.

The statement must identify the amount and information for each eligible credit so each shareholder can complete their Form 3800. For each eligible credit, you must provide:

- The shareholder's pro rata share of the eligible credits received from transferor(s) reported on the applicable line, column (g) of your Part III or Part V (if applicable) of Form 3800.
- The name of the credit form in column (a) of the applicable line of Part III or Part V (if applicable).
- Source information for each eligible credit shown in Part III or Part V (if applicable), including:
  1. IRS-issued registration number for transfers in column (b) of Part III and Part V, and
  2. The transferor's EIN in column (d) of Part III or column (c) of Part V.

- If a shareholder's pro rata share includes an allocation of eligible credits purchased by a lower tier pass-through entity and reported on Schedule K-1, you must provide the EIN of such transferee shareholder or S corporation and the source information that was provided to you by such entity.

See the Instructions for Form 3800 for additional details.

**Codes BD through BG.** Reserved for future use.

**Other credits (code ZZ)** Include any other type of credits not listed on lines 13a through 13f, or reported using codes A, B, H through BC.

**Schedule K-1.** Enter in box 13 of Schedule K-1 each shareholder's pro rata share of the credits listed above. See additional Schedule K-1 reporting information provided in the instructions above. Enter the applicable code, A, B, H, J through BC, in the column to the left of the dollar amount entry space.

If you are reporting each shareholder's pro rata share of only one type of credit under code ZZ, enter the code with an asterisk (ZZ\*) and the dollar amount in the entry space in box 13 and attach a statement that shows "Box 13, code ZZ" and the type of credit. If you are reporting multiple types of credit under code ZZ, enter the code with an asterisk (ZZ\*) and enter "STMT" in the entry space in box 13 and attach a statement that shows "Box 13, code ZZ" and the dollar amount of each type of credit. If the corporation has credits from more than one activity, identify on an attachment to Schedule K-1 the amount of each type of credit for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

## International Transactions

Check the box on line 14 if you are reporting items of international tax relevance. See the Instructions for Schedule K-2 (Form 1120-S) to determine if you need to attach Schedules K-2 and K-3. If you satisfy the domestic filing exception to filing Schedule K-3, you must provide notification to the shareholder either through an attachment to the Schedule K-1, or a separate statement prior to filing the Form 1120-S. If you satisfy an exception to filing Schedule K-2 (Form 1120-S), you may also attach a statement to the Form 1120-S that states "Qualified for exception to filing Schedule K-2."

## Alternative Minimum Tax (AMT) Items

Lines 15a through 15f must be completed for all shareholders.

Enter items of income and deductions that are adjustments or tax preference items for the AMT. For more information, see Form 6251, Alternative Minimum Tax—Individuals, or Schedule I (Form 1041), Alternative Minimum Tax—Estates and Trusts.

Don't include as a tax preference item any qualified expenditures to which an election under section 59(e) may apply. Instead, report these expenditures on line 12c. Because these expenditures are subject to an election by each shareholder, the corporation can't figure the amount of any tax preference related to them. Instead, the corporation must pass through to each shareholder in box 12, code J, of Schedule K-1, the information needed to figure the deduction.

**Schedule K-1.** Report each shareholder's pro rata share of amounts reported on lines 15a through 15f in box 15 of Schedule K-1 using **codes A through F**, respectively.

If the corporation is reporting items of income or deduction for oil, gas, and geothermal properties, you may be required to identify these items on a statement attached to Schedule K-1 (see the instructions for lines 15d and 15e). Also see the requirement for an attached statement in the instructions for line 15f.

## Line 15a. Post-1986 Depreciation Adjustment

Figure the adjustment for line 15a based only on tangible property placed in service after 1986 (and tangible property placed in service after July 31, 1986, and before 1987, for which the corporation elected to use the Modified Accelerated Cost Recovery System (MACRS)). Don't make an adjustment for motion picture films, videotapes, sound recordings, certain public utility property (see section 168(f)(2)), property depreciated under the unit-of-production method (or any other method not expressed in a term of years), qualified Indian reservation property, property eligible for a special depreciation allowance, qualified revitalization expenditures, or the section 179 expense deduction.

For property placed in service before 1999, refigure depreciation for the AMT as follows (using the same convention used for the regular tax).

- For section 1250 property (generally, residential rental and nonresidential real property), use the straight line method over 40 years.
- For tangible property (other than section 1250 property) depreciated using the straight line method for the regular tax, use the straight line method over the property's class life. Use 12 years if the property has no class life.
- For any other tangible property, use the 150% declining balance method, switching to the straight line method the first tax year it gives a larger deduction, over the property's AMT class life. Use 12 years if the property has no class life.



See Pub. 946 for a table of class lives.

For property placed in service after 1998, refigure depreciation for the AMT only for property depreciated for the regular tax using the 200% declining balance method. For the AMT, use the 150% declining balance method, switching to the straight line method the first tax year it gives a larger deduction, and the same convention and recovery period used for the regular tax.

Figure the adjustment by subtracting the AMT deduction for depreciation from the regular tax deduction and enter the result on line 15a. If the AMT deduction is more than the regular tax deduction, enter the difference as a negative amount. Depreciation capitalized to inventory must also be refigured using the AMT rules. Include on this line the current year adjustment to income, if any, resulting from the difference.

## Line 15b. Adjusted Gain or Loss

If the corporation disposed of any tangible property placed in service after 1986 (or after July 31, 1986, if an election was made to use the General Depreciation System), or if it disposed of a certified pollution control facility placed in service after 1986, refigure the gain or loss from the disposition using the adjusted basis for the AMT. The property's adjusted basis for the AMT is its cost or other basis minus all depreciation or amortization deductions allowed or allowable for the AMT during the current tax year and previous tax years. Enter on this line the difference between the regular tax gain (loss) and the AMT gain (loss). If the AMT gain is less than the regular tax gain, or the AMT loss is more than the regular tax loss, or there is an AMT loss and a regular tax gain, enter the difference as a negative amount.

If any part of the adjustment is allocable to net short-term capital gain (loss), net long-term capital gain (loss), or net section 1231 gain (loss), attach a statement that identifies the amount of the adjustment allocable to each type of gain or loss.

For a net long-term capital gain (loss), also identify the amount of the adjustment that is collectibles (28%) gain (loss).

For a net section 1231 gain (loss), also identify the amount of adjustment that is unrecaptured section 1250 gain.

## Line 15c. Depletion (Other Than Oil and Gas)

Don't include any depletion on oil and gas wells. The shareholders must figure their oil and gas depletion deductions and preference items separately under section 613A.

Refigure the depletion deduction under section 611 for mines, wells (other than oil and gas wells), and other natural deposits for the AMT. Percentage depletion is limited to 50% of the taxable income from the property as figured under section 613(a), using only income and deductions for the AMT. Also, the deduction is limited to the property's adjusted basis at the end of the year as figured for the AMT. Figure this limit separately for each property. When refiguring the property's adjusted basis, take into account any AMT adjustments made this year or in previous years that affect basis (other than the current year's depletion).

Enter the difference between the regular tax and AMT deduction. If the AMT deduction is greater, enter the difference as a negative amount.

## Oil, Gas, and Geothermal Properties—Gross Income and Deductions

Generally, the amounts to be entered on lines 15d and 15e are only the income and deductions for oil, gas, and geothermal properties that are used to figure the corporation's ordinary business income (loss) on line 22, page 1, Form 1120-S.

If there are any items of income or deductions for oil, gas, and geothermal properties included in the amounts that are required to be passed through separately to the shareholders on Schedule K-1 (items not reported in box 1 of Schedule K-1), give each shareholder a statement that shows, for the box in which the income or deduction is included, the amount of income or deductions included in the total amount for that box. Don't include any of these direct pass-through amounts on line 15d or 15e. The shareholder is told in the Shareholder's Instructions for Schedule K-1 (Form 1120-S) to adjust the amounts in box 15, code D or E, for any other income or deductions from oil, gas, or geothermal properties included in boxes 2 through 12, 16, or 17 of Schedule K-1 in order to determine the total income and deductions from oil, gas, and geothermal properties for the corporation.

Figure the amounts for lines 15d and 15e separately for oil and gas properties that aren't geothermal deposits and for all properties that are geothermal deposits.

Give each shareholder a statement that shows the separate amounts included in the computation of the amounts on lines 15d and 15e of Schedule K.

## Line 15d. Oil, Gas, and Geothermal Properties—Gross Income

Enter the total amount of gross income (within the meaning of section 613(a)) from all oil, gas, and geothermal properties received or accrued during the tax year and included on page 1, Form 1120-S.

## Line 15e. Oil, Gas, and Geothermal Properties—Deductions

Enter any deductions allowed for the AMT that are allocable to oil, gas, and geothermal properties.

## Line 15f. Other AMT Items

Attach a statement to Form 1120-S and Schedule K-1 that shows other items not shown on lines 15a through 15e that are adjustments or tax preference items or that the shareholder needs to complete Form 6251 or Schedule I (Form 1041). See these forms and their instructions to determine the amount to enter.

Other AMT items include the following.

- Accelerated depreciation of real property under pre-1987 rules.
- Accelerated depreciation of leased personal property under pre-1987 rules.
- Long-term contracts entered into after February 28, 1986. Except for certain home construction contracts, the taxable income from these contracts must be figured using the percentage of completion method of accounting for the AMT.
- Losses from tax shelter farm activities. No loss from any tax shelter farm activity is allowed for the AMT.
- Any amount from Form 6478 reported as other income on Form 1120-S, line 5.
- Any amount from Form 8864 reported as other income on Form 1120-S, line 5.

**Schedule K-1.** If you are reporting each shareholder's pro rata share of only one type of AMT item under code F, enter the code with an asterisk (F\*) and the dollar amount in the entry space in box 15 and attach a statement that shows the type of AMT item. If you are reporting multiple types of AMT items under code F, enter the code with an asterisk (F\*) and enter "STMT" in the entry space in box 15 and attach a statement that shows the dollar amount of each type of AMT item.

## Items Affecting Shareholder Basis

### Line 16a. Tax-Exempt Interest Income

Enter on line 16a tax-exempt interest income, including any exempt-interest dividends received from a mutual fund or other regulated investment company. Individual shareholders must report this information on line 2a of Form 1040 or 1040-SR. Generally, under section 1367(a)(1)(A), the basis of the shareholder's stock is increased by the amount shown on this line.

### Line 16b. Other Tax-Exempt Income

Enter on line 16b all income of the corporation exempt from tax other than tax-exempt interest (for example, life insurance proceeds, but see section 101(j) for limits and reporting requirements). Generally, under section 1367(a)(1)(A), the basis of the shareholder's stock is increased by the amount shown on this line.

**Tax-exempt income from transfer election.** Enter the total consideration received by the transferor S corporation as a result of a transfer election under section 6418. If the S corporation is allocated tax-exempt income from a pass-through entity (or lower-tier pass-through entity) making a transfer election to transfer its credits, include those amounts in code B as well.

**Schedule K-1.** This amount includes the shareholder's pro rata share of tax-exempt income allocated by the transferor S corporation related to proceeds received by the S corporation as

a result of the S corporation making a transfer election to transfer its credits under section 6418. This amount also includes the shareholder's pro rata share of allocations made to the transferor S corporation from a pass-through entity for which the S corporation was a partner related to the pass-through entity (or lower-tier pass-through entity) making a transfer election to transfer its credits.

**Tax-exempt income from elective payment election.** Enter the amount from page 1, line 24d. This is the total amount of credits determined by the S corporation for which an elective payment election is being made.

**Schedule K-1.** The S corporation has claimed an amount on page 1, line 24d, which is treated as tax-exempt income for purposes of S corporation allocations. The amount listed on line 16 as code B includes the shareholder's pro rata share of tax-exempt income as a result of the S corporation making an elective payment election under section 6417. This amount also includes the shareholder's pro rata share of allocations to the S corporation from a pass-through entity (or lower-tier pass-through entity) that made an elective payment election.

**Paycheck Protection Program (PPP) reporting.** Report tax-exempt income resulting from the forgiveness of a PPP loan on this line. Attach a statement to the S corporation return for each tax year in which the S corporation is applying Rev. Proc. 2021-48, sections 3.01(1), (2), or (3). The statement should also include the following information for each PPP loan.

1. The S corporation's name, address, and EIN;
2. A statement that the S corporation is applying section 3.01(1), (2), or (3) of Rev. Proc. 2021-48, as applicable;
3. The amount of tax-exempt income from forgiveness of the PPP loan that the S corporation is treating as received or accrued during the tax year; and
4. Whether forgiveness of the PPP loan has been granted as of the date the return is filed.

An S corporation that didn't report tax-exempt income from a PPP loan on its 2020 return may file an amended return to apply Rev. Proc. 2021-48 and should do so according to these instructions. An S corporation that reported tax-exempt income from a PPP loan on its 2020 return, the timing of which corresponds to one of the options presented in Rev. Proc. 2021-48, need not file an amended return solely to attach the statement that is described in the instructions for Schedule K, line 16(b).

As explained in section 3.03 of Rev. Proc. 2021-48, if an S corporation treats tax-exempt income resulting from a PPP loan as received or accrued prior to when forgiveness of the PPP loan is granted and the amount of forgiveness granted is less than the amount of tax-exempt income that was previously treated as received or accrued, the S corporation must make appropriate adjustments (if any) on an amended return for the tax year in which the S corporation treated the tax-exempt income as received or accrued. The S corporation should attach a statement to such amended return that includes the following information.

1. The S corporation's name, address, and EIN;
2. A statement that the S corporation is making adjustments in accordance with section 3.03 of Rev. Proc. 2021-48; and
3. The tax year in which tax-exempt income was originally reported, the amount of tax-exempt income that was originally reported in such tax year, and the amount of tax-exempt income being adjusted on the amended return.



## Line 16c. Nondeductible Expenses

Enter on line 16c nondeductible expenses paid or incurred by the corporation.

Payments made by transferee S corporations to eligible taxpayers for the purchase of eligible credits as a result of a transfer election under section 6418 are treated as nondeductible expenses and are reported on this line 16c.

Don't include separately stated deductions shown elsewhere on Schedules K and K-1, capital expenditures, or items for which the deduction is deferred to a later tax year.

Generally, under section 1367(a)(2)(D), the basis of the shareholder's stock is decreased by the amount shown on this line.

## Line 16d. Distributions

Enter the total distributions (including cash) made to each shareholder other than dividends reported on line 17c of Schedule K. Include the shareholder's pro rata share of any amounts included in interest income with respect to new clean renewable energy, qualified energy conservation, qualified zone academy (for bonds issued after October 3, 2008), qualified school construction, or build America bonds. Distributions of appreciated property are valued at fair market value. If property other than cash was distributed, attach a statement to provide the following information.

- The date the property was acquired.
- The date the property was distributed.
- The property's FMV on the date of distribution.
- The corporation's basis in the property.

See [Distributions](#), later, for the ordering rules.

## Line 16e. Repayment of Loans From Shareholders

Enter any repayments made to shareholders during the current tax year.

## Line 16f. Foreign Taxes Paid or Accrued

Enter in U.S. dollars the total creditable foreign taxes (described in section 901 or section 903) that were paid or accrued according to the corporation's method of accounting for such taxes. Translate these amounts into U.S. dollars by using the applicable exchange rate. See Pub. 514, Foreign Tax Credit for Individuals.

**Schedule K-1.** Report each shareholder's pro rata share of amounts reported on lines 16a, 16b, 16c, and 16f (concerning items affecting shareholder basis) in box 16 of Schedule K-1 using **codes A, B, C, and F**, respectively. Report property distributions (line 16d) and repayment of loans from shareholders (line 16e) on the Schedule K-1 of the shareholder(s) that received the distributions or repayments (using **codes D and E**).

## Other Information

### Lines 17a and 17b. Investment Income and Expenses

Enter on line 17a the investment income included on lines 4, 5a, 6, and 10 of Schedule K. Don't include other portfolio gains or losses on this line.

Enter on line 17b the investment expense included on line 12d of Schedule K.

Investment income includes gross income from property held for investment, the excess of net gain attributable to the disposition of property held for investment over net capital gain from the disposition of property held for investment, any net capital gain from the disposition of property held for investment that each shareholder elects to include in investment income under section 163(d)(4)(B)(iii), and any qualified dividend income that the shareholder elects to include in investment income. Generally, investment income and investment expenses don't include any income or expenses from a passive activity. See Regulations section 1.469-2(f)(10) for exceptions.

Property subject to a net lease isn't treated as investment property because it is subject to the passive loss rules. Don't reduce investment income by losses from passive activities.

Investment expenses are deductible expenses (other than interest) directly connected with the production of investment income. See the Instructions for Form 4952 for more information.

**Schedule K-1.** Report each shareholder's pro rata share of amounts reported on lines 17a and 17b (investment income and expenses) in box 17 of Schedule K-1 using **codes A and B**, respectively.

If there are other items of investment income or expense included in the amounts that are required to be passed through separately to the shareholders on Schedule K-1, such as net short-term capital gain or loss, net long-term capital gain or loss, and other portfolio gains or losses, give each shareholder a statement identifying these amounts.

### Line 17c. Dividend Distributions Paid From Accumulated Earnings and Profits (Schedule K Only)

Enter total dividends paid to shareholders from accumulated earnings and profits. Report these dividends to shareholders on Form 1099-DIV. Don't report them on Schedule K-1.

## Line 17d. Other Items and Amounts

Report the following information on a statement attached to Form 1120-S. On Schedule K-1, enter the appropriate code in box 17 for each information item followed by an asterisk in the left-hand column of the entry space (for example, C\*). In the right-hand column, enter "STMT." The codes are provided for each information category.

**Qualified rehabilitation expenditures (other than rental real estate) (code C).** Enter total qualified rehabilitation expenditures from activities other than rental real estate activities. See the Instructions for Form 3468 for details on qualified rehabilitation expenditures.



*Report qualified rehabilitation expenditures related to rental real estate activities on line 13c.*

**Schedule K-1.** Report each shareholder's pro rata share of qualified rehabilitation expenditures related to activities other than rental real estate activities in box 17 of Schedule K-1 using code C. Attach a statement to Schedule K-1 that provides the information and the shareholder's pro rata share of the basis and expenditure amounts the shareholder will need to figure the amounts to report in Part VII of Form 3468. See the Instructions for Form 3468 for details. If the corporation has expenditures from more than one activity, identify on a statement attached to Schedule K-1 the information and amounts for each separate activity. See [Passive Activity Reporting Requirements](#), earlier.

**Basis of energy property (code D).** In box 17 of Schedule K-1, enter code D followed by an asterisk and enter "STMT" in the entry space for the dollar amount. Attach a statement to Schedule K-1 that provides the shareholder's pro rata share of the basis and capacity amounts the shareholder will need to figure the amounts to report on Part VI, lines 1a, 3a, 3e, 5a, 5f, 5o, 7a, 7j, 9a, 9b, 11a, 11d, 11h, 13a, 15a, 17a, 17e, 19a, 21a, 23a, 23e, 25a, 25d, 25g, 25j, and 29a of Form 3468. See the Instructions for Form 3468 for details.

**Recapture of low-income housing credit (codes E and F).** If recapture of part or all of the low-income housing credit is required because (a) the prior year qualified basis of a building decreased, or (b) the corporation disposed of a building or part of its interest in a building, see Form 8611, Recapture of Low-Income Housing Credit. Complete lines 1 through 7 of Form 8611 to figure the amount of the credit to recapture.

Use code E on Schedule K-1 to report recapture of the low-income housing credit from a section 42(j)(5) partnership. Use code F to report recapture of any other low-income housing credit. See the instructions for lines 13a and 13b, earlier, for more information.



*If a shareholder's ownership interest in a building decreased because of a transaction at the shareholder level, the corporation must provide the necessary information to the shareholder to enable the shareholder to figure the recapture.*



*The disposal of a building or an interest therein will generate a credit recapture unless it is reasonably expected that the building will continue to be operated as a qualified low-income building for the remainder of the building's compliance period.*

See Form 8586, Form 8611, and section 42 for more information.

**Recapture of investment credit (code G).** Complete and attach Form 4255 if, before the end of the recapture period, investment credit property is disposed of or no longer qualifies for the credit or if credit recapture is otherwise required. See the Instructions for Form 4255 for details about when credit recapture is required. State the type of property at the top of Form 4255, and complete lines 2, 3, 4, 10, and 11, whether or not any shareholder is subject to recapture of the credit.

Attach to each Schedule K-1 a separate statement providing the information the corporation is required to show on Form 4255, but list only the shareholder's pro rata share of the basis of the property subject to recapture. Also indicate the lines of Form 4255 on which the shareholders should report these amounts.

The corporation itself is liable for investment credit recapture in certain cases. See [Investment credit recapture tax](#), earlier, for details.

**Recapture of other credits (code H).** On an attached statement to Schedule K-1, provide any information shareholders will need to report recapture of credits (other than recapture of low-income housing credit and investment credit reported on Schedule K-1 using codes E, F, and G). The following are examples of credits subject to recapture and reported using code H.

- The new clean vehicle credit. See section 30D(f)(5) for details.
- The new markets credit. See Form 8874 and Form 8874-B, Notice of Recapture Event for New Markets Credit, for details.
- The credit for employer-provided childcare facilities and services. See section 45F(d) for details.
- The alternative motor vehicle credit. See section 30B(h)(8) for details.

- The alternative fuel vehicle refueling property credit. See section 30C(e)(5) for details.

**Look-back interest—Completed long-term contracts (code I).** If the corporation is closely held (defined in section 460(b)(4)(C)(iii)) and it entered into any long-term contracts after February 28, 1986, that are accounted for under either the percentage of completion-capitalized cost method or the percentage of completion method, it must attach a statement to Form 1120-S showing the information required in items (a) and (b) of the instructions for lines 1 and 3 of Part II of Form 8697. It must also report the amounts for Part II, lines 1 and 3, to its shareholders. See the Instructions for Form 8697 for more information.

**Look-back interest—Income forecast method (code J).** If the corporation is closely held (defined in section 460(b)(4)(C)(iii)) and it depreciated certain property placed in service after September 13, 1995, under the income forecast method, it must attach to Form 1120-S the information specified in the instructions for Form 8866, line 2, for the 3rd and 10th tax years beginning after the tax year the property was placed in service. It must also report the line 2 amounts to its shareholders. See the Instructions for Form 8866 for more details.

**Dispositions of property with section 179 deductions (code K).** This represents gain or loss on the sale, exchange, or other disposition of property for which a section 179 deduction has been passed through to shareholders. The corporation must provide all the following information with respect to such dispositions (see the instructions for Form 1120-S, line 4, earlier).

- Description of the property.
- Date the property was acquired and placed in service.
- Date of the sale or other disposition of the property.
- The shareholder's pro rata share of the gross sales price or amount realized.
- The shareholder's pro rata share of the cost or other basis plus expense of sale (reduced as explained in the instructions for Form 4797, line 21).
- The shareholder's pro rata share of the depreciation allowed or allowable, determined as described in the instructions for Form 4797, line 22, but excluding the section 179 deduction.
- The shareholder's pro rata share of the section 179 deduction (if any) passed through for the property and the corporation's tax year(s) in which the amount was passed through.
- If the disposition is due to a casualty or theft, a statement indicating so, and any additional information needed by the shareholder.
- For an installment sale, any information the shareholder needs to complete Form 6252. The corporation must also separately report the shareholder's pro rata share of all payments received for the property in future tax years. (Installment payments received for installment sales made in prior tax years should be reported in the same manner used in prior tax years.) See the Instructions for Form 6252 for details.

**Recapture of section 179 deduction (code L).** This amount represents recapture of the section 179 deduction if business use of the property dropped to 50% or less before the end of the recapture period. If the business use of any property for which a section 179 deduction was passed through to shareholders dropped to 50% or less (for a reason other than disposition), the corporation must provide all the following information.

- The shareholder's pro rata share of the original basis and depreciation allowed or allowable (not including the section 179 deduction).
- The shareholder's pro rata share of the section 179 deduction (if any) passed through for the property and the corporation's tax year(s) in which the amount was passed through.

See Regulations section 1.179-1(e) for details.

**Section 453(l)(3) information (code M).** Supply any information needed by a shareholder to figure the interest due under section 453(l)(3). If the corporation elected to report the dispositions of certain timeshares and residential lots on the installment method, each shareholder's tax liability must be increased by the shareholder's pro rata share of the interest on tax attributable to the installment payments received during the tax year.

**Section 453A(c) information (code N).** Supply any information shareholders need to figure the interest charge under section 453A(c). See Pub. 537, *Installment Sales*. This information must include the following from each Form 6252 where the shareholder's pro rata share of the selling price, including mortgages and other debts, is greater than \$150,000.

- Description of property.
- Date acquired.
- Date property sold.
- Selling price, including mortgages and other debts (not including interest, whether stated or unstated).
- Mortgages, debts, and other liabilities the buyer assumed or took the property subject to.
- Gross profit.
- Contract price.
- Gross profit percentage.
- Current year payments and deemed payments received during the year, not including interest whether stated or unstated.
- Origination year payments and deemed payments received during the year, not including interest whether stated or unstated.
- Payments received in prior years, not including interest whether stated or unstated.
- Installment sale income.
- Character of the income—capital or ordinary.

See section 453A(c) for information on how to compute the interest charge on the deferred tax liability. The section 453A interest charge is reported on the other tax line of the shareholder's tax return. See *Interest on Deferred Tax* in Pub. 537 for additional details on how to compute the section 453A(c) interest.

**Section 1260(b) information (code O).** Supply any information needed by a shareholder to figure the interest due under section 1260(b). If the corporation had gain from certain constructive ownership transactions, each shareholder's tax liability must be increased by the shareholder's pro rata share of interest due on any deferral of gain recognition. See section 1260(b) for details, including how to figure the interest.

**Interest allocable to production expenditures (code P).** Supply any information needed by a shareholder to properly capitalize interest as required by section 263A(f). See [Section 263A uniform capitalization rules](#), earlier, for more information.

**CCF nonqualified withdrawals (code Q).** Report nonqualified withdrawals by the corporation from a capital construction fund. Attach a statement to the shareholder's Schedule K-1 providing details of the withdrawal. See Pub. 595.

**Depletion information—Oil and gas (code R).** Report gross income and other information relating to oil and gas well properties to shareholders to allow them to figure the depletion deduction for oil and gas well properties. Allocate to each shareholder a proportionate share of the adjusted basis of each corporate oil or gas well property. See section 613A(c)(11) for details.

The corporation can't deduct depletion on oil and gas wells. Each shareholder must determine the allowable amount to report on the shareholder's return.

**Codes S and T.** Reserved for future use.

**Net investment income (code U).** Use code U to report any information that may be relevant for shareholders to figure their net investment income tax when the information isn't otherwise identifiable elsewhere on Schedule K-1 or Schedule K-3. Attach a statement that shows a description and dollar amount of each relevant item.

Examples of items reported using code U may include the following.

- Net rental real estate income reported on Form 1120-S, Schedule K, line 2, and other net rental income reported on Form 1120-S, Schedule K, line 3c, derived from a section 212 for-profit activity (and not from a section 162 trade or business).
- Gains and losses from dispositions of assets attributable to a section 212 for-profit activity (and not from a section 162 trade or business).
- Gain reported on the installment sale basis (or attributable to a private annuity) that is attributable to the disposition of property held in a trade or business.
- Gain or loss from the disposition of a partnership interest, but only if such partnership was engaged, directly or indirectly, in one or more trades or businesses, and at least one of those trades or businesses wasn't trading in financial instruments or commodities.
- The shareholder's pro rata share of interest income, or interest expense, that is attributable to a loan between the corporation and the shareholder (self-charged interest).
- If the corporation received a Form 1065, Schedule K-1, the detail and amounts reported to the corporation using box 20, code Y.
- If the corporation received a Form 1041, Schedule K-1, the amount of the adjustment reported.

In addition, Regulations section 1.1411-10 provides special rules with respect to stock of CFCs and passive foreign investment companies (PFICs) owned by the corporation. If the corporation owns, directly or indirectly, stock of a CFC or PFIC, then additional reporting may be required under code U.

**CFCs and QEFs.** In the case of stock of CFCs and QEFs owned directly or indirectly by the corporation, the corporation must provide the name and EIN (if one has been issued) for each CFC and QEF the stock of which is owned by the corporation for which an election under Regulations section 1.1411-10(g) is **not** in effect and with respect to which the corporation isn't engaged in a trade or business described in section 1411(c)(2). For each of these entities, the corporation must provide the following information on an entity-by-entity basis (to the extent such information isn't otherwise identifiable on Schedule K-3).

- Section 951(a) inclusions.
- Section 951A inclusions to the extent allocated to the CFC under section 951A(f)(2) if the corporation has elected entity treatment under Notice 2020-60, 2020-39 I.R.B. 604.
- Section 1293(a)(1)(A) inclusions.
- Section 1293(a)(1)(B) inclusions.
- Section 959(d) distributions subject to section 1411.
- Section 1293(c) distributions subject to section 1411.
- Amount of gain or loss derived with respect to dispositions of the stock of CFCs and QEFs that is taken into account for section 1411 purposes.
- Amounts that are derived with respect to the disposition of the stock of CFCs and QEFs and included in income as a dividend under section 1248 for section 1411 purposes.

In the case of stock of CFCs and QEFs directly or indirectly owned by the corporation for which an election under Regulations section 1.1411-10(g) is in effect, the corporation must provide the following information (to the extent such information isn't otherwise identifiable on Schedule K-3), on either an aggregate basis or an entity-by-entity basis.

- Section 951(a) inclusions.



- Section 951A inclusions to the extent allocated to the CFC under section 951A(f)(2) if the corporation has elected entity treatment under Notice 2020-60.
- Section 1293(a)(1)(A) inclusions.
- Section 1293(a)(1)(B) inclusions.

In the case of stock of CFCs and QEFs directly or indirectly owned by the corporation with respect to which the corporation is engaged in a trade or business described in section 1411(c)(2), the corporation must provide the following information (to the extent such information isn't otherwise identifiable on the Schedule K-3), on either an aggregate or an entity-by-entity basis, or may aggregate this information with other income derived by the corporation that is net investment income under section 1411(c)(1)(A)(ii).

- Section 951(a) inclusions.
- Section 951A inclusions to the extent allocated to the CFC under section 951A(f)(2) if the corporation has elected entity treatment under Notice 2020-60.
- Section 1293(a)(1)(A) inclusions.
- Section 1293(a)(1)(B) inclusions.

**Section 1296 mark-to-market PFICs.** In the case of stock of PFICs directly or indirectly owned by the corporation for which an election under section 1296 is in effect, the corporation must provide the following information (to the extent such information isn't otherwise identifiable on Schedule K-3), on either an aggregate basis or an entity-by-entity basis (except as provided below).

- Amounts included in income under section 1296(a)(1).
- Amounts deducted from income under section 1296(a)(2).

In the case of PFIC stock owned directly or indirectly by the corporation for which an election under section 1296 is in effect and with respect to which the corporation is engaged in a trade or business described in section 1411(c)(2), the corporation may aggregate this information with other income derived by the corporation that is net investment income under section 1411(c)(1)(A)(ii).

**Section 1291 funds.** In the case of stock of PFICs directly or indirectly owned by the corporation with respect to which direct or indirect shareholders are subject to section 1291, the corporation must provide the following information (to the extent such information isn't otherwise identifiable on Schedule K-3), on an entity-by-entity basis.

- Excess distributions made by a PFIC with respect to which the shareholder is subject to section 1291.
- Gains derived with respect to the disposition of stock of a PFIC with respect to which a shareholder is subject to section 1291.

**Section 199A information (code V).** The qualified business income (QBI) deduction may be taken by eligible taxpayers, including individuals and some trusts and estates. The deduction is determined at the shareholder level. S corporations are required to report information necessary for their shareholders to figure the deduction. Use the code with an asterisk (V\*) in box 17 on each shareholder's Schedule K-1 and enter "STMT" in the entry space to indicate that the information is provided on an attached statement separately identifying the shareholder's pro rata share of:

- Qualified items of income, gain, deduction, and loss;
- W-2 wages;
- Unadjusted basis immediately after acquisition (UBIA) of qualified property;
- Qualified publicly traded partnership (PTP) items; and
- Section 199A dividends, also known as qualified real estate investment trust (REIT) dividends.



*Don't add amounts into a single number and report it in box 17 on Schedule K-1. The section 199A information must be separately identified for each trade or business the S corporation directly conducts, including specified service trades or businesses.*

The S corporation must make an initial determination of which items are qualified items of income, gain, deduction, and loss at its level and report to each shareholder their pro rata share of all items that may be qualified items at the shareholder level. These items must be separately stated where necessary for the shareholder to figure the deduction. See [Determining the S corporation's QBI or qualified PTP items](#), later. The shareholder must then determine whether each item is includible in its QBI.

In addition, the S corporation must also report whether any of its trades or businesses are specified service trades or businesses (SSTBs) and identify on the statement any trades or businesses that are aggregated.

**Note.** The S corporation must report the pro rata share of qualified items of income, gain, deduction, and loss from a PTP so that shareholders can determine their qualified PTP income. However, W-2 wages and UBIA of qualified property from the PTP shouldn't be reported because shareholders can't use that information in figuring their QBI deduction.

S corporations should use [Statement A—QBI Pass-Through Entity Reporting](#), or a substantially similar statement, to report each shareholder's pro rata information from each trade or business, including QBI items, W-2 wages, UBIA of qualified property, qualified PTP items, and section 199A dividends by attaching the completed statement(s) to each shareholder's Schedule K-1. The S corporation should also use Statement A to report each shareholder's pro rata share of QBI items, W-2 wages, UBIA of qualified property, qualified PTP items, and section 199A dividends reported to the S corporation by another entity.

S corporations should use [Statement B—QBI Pass-Through Entity Aggregation Election\(s\)](#), or a substantially similar statement, to report aggregated trades or businesses and provide supporting information to shareholders on each Schedule K-1.

S corporations should use [Statement C—QBI Pass-Through Entity Reporting—Patrons of Specified Agricultural and Horticultural Cooperatives](#), or a substantially similar statement, to report pro rata QBI and W-2 wages allocable to qualified payments from a specified agricultural or horticultural cooperative for each trade or business. This statement should also be used to report each shareholder's pro rata section 199A(g) deduction reported to the S corporation by the specified cooperative.

The S corporation must also report all QBI information reported to it by any entity in which the S corporation has an ownership interest.

**Determining the S corporation's qualified trades or businesses.** The S corporation's qualified trades or businesses include its section 162 trades or businesses, except for SSTBs, or the trade or business of providing services as an employee. A section 162 trade or business generally includes any activity if the taxpayer's primary purpose for engaging in the activity is for income or profit and the S corporation is involved in the activity with continuity and regularity. For more information on what qualifies as a trade or business for purposes of section 199A, see the instructions for Form 8995, Qualified Business Income Deduction Simplified Computation, or Form 8995-A, Qualified Business Income Deduction.

**Rental real estate.** Rental real estate may constitute a trade or business for purposes of the QBI deduction if the rental real estate:

- Rises to the level of a trade or business under section 162;
- Satisfies the requirements for the rental real estate safe harbor in Rev. Proc. 2019-38, 2019-42 I.R.B. 942; or
- Meets the self-rental exception (that is, the rental or licensing of property to a commonly controlled trade or business conducted by an individual or relevant pass-through entity) described in Regulations section 1.199A-1(b)(14).

The determination of whether rental real estate constitutes a trade or business for purposes of the QBI deduction is made by the S corporation. The S corporation must first make this determination and then only include the pro rata share of QBI information for rental real estate that constitutes a trade or business on the statement provided to shareholders. Rental real estate that doesn't meet any of the three conditions noted above doesn't constitute a trade or business for purposes of the QBI deduction and must not be included in the QBI information provided to shareholders.

**Specified service trades or businesses excluded from qualified trades or businesses.** SSTBs are generally excluded from the definition of a qualified trade or business. An SSTB is any trade or business providing services in the fields of health, law, accounting, actuarial science, performing arts, consulting, athletics, financial services, brokerage services, investing and investment management, trading or dealing in securities, partnership interests, or commodities, or any other trade or business where the principal asset is the reputation or skill of one or more of its employees or owners. The term "any trade or business" where the principal asset is the reputation or skill of one or more of its employees or owners means any trade or business that consists of (i) a trade or business in which a person receives fees, compensation, or other income for endorsing products or services; (ii) a trade or business in which a person licenses or receives fees, compensation, or other income for the use of an individual's image, likeness, name, signature, voice, trademark, or any other symbols associated with the individual's identity; or (iii) receiving fees, compensation, or other income for appearing at an event or on radio, television, or another media format.

**Note.** S corporations must separately report QBI information for all trades or businesses engaged in by the S corporation, including SSTBs, and must also identify which trades or businesses are SSTBs.

**Aggregation of trades or businesses.** An S corporation engaged in more than one trade or business may choose to aggregate multiple trades or businesses into a single trade or business for purposes of section 199A if it meets the following requirements:

1. The same person, or group of persons, either directly or through attribution, owns 50% or more of each trade or business for a majority of the tax year, including the last day of the tax year, and all trades or businesses use the same tax year-end;
2. None of the trades or businesses is an SSTB; and
3. The trades or businesses to be aggregated meet at least two of the following three factors:
  - a. They provide products, property, or services that are the same or that are customarily offered together;
  - b. They share facilities or share significant centralized business elements, such as personnel, accounting, legal, manufacturing, purchasing, human resources, or information technology resources; or
  - c. They are operated in coordination with, or reliance upon, one or more of the businesses in the aggregated group.

If the S corporation chooses to aggregate multiple trades or businesses, it must report the aggregation on Statement B, or a

substantially similar statement, and attach it to each Schedule K-1. The statement must provide the information necessary to identify each separate trade or business included in each aggregation, a description of the aggregated trades or businesses, and an explanation of the factors met that allow the aggregation in accordance with Regulations section 1.199A-4. The aggregation statement must be completed each year to show the S corporation's trade or business aggregations. Failure to disclose the aggregations may cause them to be disaggregated.

The S corporation's aggregations must be reported consistently for all subsequent years, unless there is a change in facts and circumstances that changes or disqualifies the aggregation. The S corporation must provide a written explanation for any changes to prior year aggregations that describes the change in facts and circumstances.

If the S corporation directly or indirectly owns an interest in another relevant pass-through entity (RPE) that aggregates multiple trades or businesses, it must attach a copy of the RPE's aggregation to each Schedule K-1. The S corporation can't break apart the aggregation of another RPE, but it may add trades or businesses to the aggregation, assuming the requirements above are satisfied.

**Determining the S corporation's QBI or qualified PTP items.** The S corporation's items of QBI include qualified items of income, gain, deduction, and loss from the S corporation's trades or businesses that are effectively connected with the conduct of a trade or business within the United States. This may include, but isn't limited to, items such as ordinary business income or losses, section 1231 gains or losses, section 179 deductions, and interest from debt-financed distributions.

QBI may also include rental income or losses or royalty income, if the activity rises to the level of a trade or business, or is a qualified trade or business for purposes of section 199A; and gambling gains or losses, but only if the S corporation is engaged in the trade or business of gambling. Whether an activity rises to the level of a trade or business must be determined at the entity level and, once made, is binding on shareholders.

Qualified PTP items include the S corporation's share of qualified items of income, gain, deduction, and loss from a PTP and may also include gain or loss recognized on the disposition of the S corporation's partnership interest that isn't treated as a capital gain or loss.

QBI and qualified PTP items don't include the following:

- Items that aren't properly includible in income;
- Income that isn't effectively connected with the conduct of business within the United States (go to [IRS.gov/ECI](https://www.irs.gov/ECI) for more information);
- Items that are treated as capital gain or loss under any provision of the Internal Revenue Code;
- Dividends or dividend equivalents, including qualified REIT dividends;
- Interest income (unless received in connection with the trade or business);
- Wage income;
- Commodities transactions, or foreign currency gains or losses described in sections 954(c)(1)(C) or (D);
- Income, loss, or deductions from notional principal contracts under section 954(c)(1)(F);
- Annuities (unless received in connection with the trade or business);
- Guaranteed payments described in section 707(c) received by the entity for services rendered to a partnership; or
- Payments described in section 707(a) received by the entity for services rendered to a partnership.

## QBI Flowchart

S corporations may use this flowchart to determine if an item of income, gain, deduction, or loss is includible in QBI reportable to shareholders.

Questions	Yes	No
1. Is the item effectively connected with the conduct of a trade or business within the United States?	Continue to next question.	<b>Stop.</b> This item isn't QBI.
2. Is the item attributable to a trade or business (this may include section 1231 gain (loss), section 179 deductions, interest from debt-financed distributions, etc.)? Examples of an item not considered attributable to the trade or business at the entity level include gambling income (loss) where the entity isn't engaged in the trade or business of gambling, income (loss) from vacation properties when the entity isn't in that trade or business, activities not engaged in for profit, etc.	Continue to next question.	<b>Stop.</b> This item isn't QBI.
3. Is the item treated as a capital gain or loss under any provision of the Internal Revenue Code or is it a dividend or dividend equivalent?	<b>Stop.</b> This item isn't QBI.	Continue to next question.
4. Is the item interest income other than interest income properly allocable to a trade or business? (Note that interest income attributable to an investment of working capital, reserves, or similar accounts isn't properly allocable to a trade or business).	<b>Stop.</b> This item isn't QBI.	Continue to next question.
5. Is the item an annuity, other than an annuity received in connection with the trade or business?	<b>Stop.</b> This item isn't QBI.	Continue to next question.
6. Is the item gain or loss from a commodities transaction or foreign currency gain or loss described in sections 954(c)(1)(C) or (D)?	<b>Stop.</b> This item isn't QBI.	Continue to next question.
7. Is the item gain or loss from a notional principal contract under section 954(c)(1)(F)?	<b>Stop.</b> This item isn't QBI.	Continue to next question.
8. Is the item of income or loss from a qualified publicly traded partnership?	This item is a qualified PTP item. <b>Report this item as qualified PTP income or loss, subject to shareholder-specific determinations, and check the PTP box.</b>	This item is QBI. <b>Report this item as QBI subject to shareholder-specific determinations.</b>

### Specific instructions for Statement A—QBI Pass-Through Entity Reporting.

**QBI or qualified PTP items.** The S corporation must first determine if it is engaged in one or more trades or businesses. It must then determine if any of its trades or businesses are SSTBs. It must also determine whether it has qualified PTP items from an interest in a PTP. It must indicate the status in the appropriate checkboxes for each trade or business (or aggregated trade or business) or PTP interest reported.

**Note.** SSTBs and PTPs can't be aggregated with any other trade or business. So, if the aggregation box is checked, the SSTB and PTP boxes for that specific aggregated trade or business shouldn't be checked.

Next, the S corporation must report to each shareholder their pro rata share of all items that are QBI or qualified PTP items for each trade or business the S corporation owns directly or indirectly. Use the QBI flowchart above to determine if an item is reportable as a QBI item or qualified PTP item subject to shareholder-specific determination.

The descriptions on the statement generally match the descriptions reported on Schedule K-1. So the amounts should reflect each trade or business's portion of the qualified items of income, gain, deduction, or loss reported in the applicable box of the shareholder's Schedule K-1. For example, the amount reported on the "Ordinary business income (loss)" line of this statement should reflect the attributable portion of qualified items of income, gain, deduction, and loss for each trade or business included in the "Ordinary business income (loss)" reported in box 1 of the shareholder's Schedule K-1. Each item included under "Other income (loss)" and "Other deductions" must be stated separately, identifying the nature and amount of each item.

**W-2 wages and UBIA of qualified property.** The S corporation must determine the W-2 wages and UBIA of qualified property properly allocable to QBI for each qualified trade or business, including SSTBs, and report the pro rata share to each shareholder on Statement A, or a substantially

similar statement, attached to Schedule K-1. This includes the pro rata share of W-2 wages and UBIA of qualified property reported to the S corporation from any qualified trades or businesses of an RPE the S corporation owns directly or indirectly. However, S corporations that own a direct or indirect interest in a PTP may not include any amounts for W-2 wages or UBIA of qualified property from the PTP, as the W-2 wages and UBIA of qualified property from a PTP aren't allowed in figuring the W-2 wage and UBIA limitations.

The W-2 wages are amounts paid to employees described in sections 6051(a)(3) and (8). If the S corporation conducts more than one trade or business, it must allocate the W-2 wages among its trades or businesses. See Rev. Proc. 2019-11, 2019-09 I.R.B. 742 for more information.

The unadjusted basis of qualified property is figured by adding the unadjusted basis of all qualified assets immediately after acquisition. Qualified property includes all tangible property subject to depreciation under section 167 for which the depreciable period hasn't ended that is held and used for the production of QBI by the trade or business during the tax year and held on the last day of the tax year. The depreciable period ends on the later of 10 years after the property is placed in service or the last day of the full year for the applicable recovery period under section 168.

**Section 199A dividends.** The S corporation must report the pro rata share of any section 199A dividends, also known as qualified real estate investment trust (REIT) dividends, to each shareholder on Statement A, or a substantially similar statement, attached to Schedule K-1. Section 199A dividends don't have to be separately reported by trades or businesses and can be reported as a single amount to shareholders. Section 199A dividends include any dividend the S corporation receives from a REIT held for more than 45 days, for which the payment isn't obligated to someone else, isn't a capital gain dividend under section 857(b)(3), and isn't a qualified dividend under section 1(h)(11), plus any qualified REIT dividends received from a regulated investment company (RIC).

**Fiscal year S corporations.** For purposes of determining the QBI or qualified PTP items, UBIA of qualified property, and the



aggregate amount of qualified section 199A dividends, fiscal year-end S corporations include all items from the fiscal tax year.

For purposes of determining W-2 wages, fiscal year-end S corporations include amounts paid to employees under sections 6051(a)(3) and (8) for the calendar year ended with or within the

S corporation's tax year. If the S corporation conducts more than one trade or business, it must allocate W-2 wages among its trades or businesses. See Rev. Proc. 2019-11 for more information.

### Statement A—QBI Pass-Through Entity Reporting

S corporation's name:		S corporation's EIN:		
Shareholder's name:		Shareholder's identifying number:		
Shareholder's share of:	Trade or Business 1	Trade or Business 2	Trade or Business 3	
	<input type="checkbox"/> PTP	<input type="checkbox"/> PTP	<input type="checkbox"/> PTP	
	<input type="checkbox"/> Aggregated	<input type="checkbox"/> Aggregated	<input type="checkbox"/> Aggregated	
	<input type="checkbox"/> SSTB	<input type="checkbox"/> SSTB	<input type="checkbox"/> SSTB	
QBI or qualified PTP items subject to shareholder-specific determinations:				
	Ordinary business income (loss) . . . . .			
	Rental income (loss) . . . . .			
	Royalty income (loss) . . . . .			
	Section 1231 gain (loss) . . . . .			
	Other income (loss) . . . . .			
	Section 179 deduction . . . . .			
	Other deductions . . . . .			
W-2 wages . . . . .				
UBIA of qualified property . . . . .				
Section 199A dividends . . . . .				

**Specific instructions for Statement B—QBI Pass-Through Entity Aggregation Election(s).** If the S corporation elects to aggregate more than one trade or business that meets all the requirements to aggregate, the S corporation must report the aggregation to shareholders on Statement B, or a substantially similar statement, and attach it to each Schedule K-1. The S corporation must indicate trades or businesses that were aggregated by checking the appropriate box on Statement A for each aggregated trade or business. The S corporation must also provide a description of the aggregated trade or business and an explanation of the factors met that allow the aggregation.

The aggregation statement must be completed each year to show the S corporation's trade or business aggregations. Failure to disclose the aggregations may cause them to be

disaggregated. The S corporation's aggregations must be reported consistently for all subsequent years, unless there is a change in facts and circumstances that changes or disqualifies the aggregation. The S corporation must provide a written explanation for any changes to prior year aggregations that describes the change in facts and circumstances.

If the S corporation holds a direct or indirect interest in an RPE that aggregates multiple trades or businesses, the S corporation must also include a copy of the RPE's aggregations with each shareholder's Schedule K-1. The S corporation can't break apart the aggregation of another RPE, but it may add trades or businesses to the aggregation, assuming the aggregation requirements are satisfied.

**Statement B—QBI Pass-Through Entity Aggregation Election(s)**

<b>S corporation's name:</b>	<b>S corporation's EIN:</b>
<b>Trade or business aggregation 1*</b>	
Provide a description of the aggregated trades or businesses and an explanation of the factors met that allow the aggregation in accordance with Regulations section 1.199A-4. In addition, if the S corporation holds a direct or indirect interest in a relevant pass-through entity (RPE) that aggregates multiple trades or businesses, attach a copy of the RPE's aggregations.	
_____	
_____	
_____	
_____	
Has this trade or business aggregation changed from the prior year? This includes changes in the aggregation due to a trade or business being formed, acquired, or disposed of, or having ceased operations. If yes, explain.	
_____	
_____	
* If the S corporation has more than one aggregated group, attach additional Statements B. Name the additional aggregations 2, 3, 4, etc.	

**Specific instructions for Statement C—QBI Pass-Through Entity Reporting—Patrons of Specified Agricultural and Horticultural Cooperatives.**

**QBI items and W-2 wages allocable to qualified payments.** If the S corporation is a patron of a specified agricultural or horticultural cooperative, the S corporation must provide the pro rata share of QBI items and W-2 wages allocable to qualified payments from each trade or business to each of its shareholders on Statement C, or a substantially similar statement, and attach it to each Schedule K-1 so each shareholder can figure their patron reduction under section 199A(b)(7).

QBI items and W-2 wages allocable to qualified payments include QBI items included on Statement A that are allocable to the qualified payments reported to the S corporation on Form 1099-PATR from the cooperative.

**Section 199A(g) deduction.** The S corporation must report to its shareholders their pro rata share of any section 199A(g) deduction passed through from the cooperative, as reported on Form 1099-PATR. Section 199A(g) deductions don't have to be separately reported by trades or businesses and can be reported as a single amount to shareholders.

**Statement C—QBI Pass-Through Entity Reporting—Patrons of Specified Agricultural and Horticultural Cooperatives**

<b>S corporation's name:</b>		<b>S corporation's EIN:</b>		
<b>Shareholder's name:</b>		<b>Shareholder's identifying number:</b>		
		<b>Trade or Business 1</b>	<b>Trade or Business 2</b>	<b>Trade or Business 3</b>
		<input type="checkbox"/> PTP	<input type="checkbox"/> PTP	<input type="checkbox"/> PTP
		<input type="checkbox"/> Aggregated	<input type="checkbox"/> Aggregated	<input type="checkbox"/> Aggregated
		<input type="checkbox"/> SSTB	<input type="checkbox"/> SSTB	<input type="checkbox"/> SSTB
<b>Shareholder's share of:</b>				
<b>QBI items allocable to qualified payments subject to shareholder-specific determinations:</b>				
	Ordinary business income (loss) . . . . .			
	Rental income (loss) . . . . .			
	Royalty income (loss) . . . . .			
	Section 1231 gain (loss) . . . . .			
	Other income (loss) . . . . .			
	Section 179 deduction . . . . .			
	Other deductions . . . . .			
<b>W-2 wages allocable to qualified payments . . . . .</b>				
<b>Section 199A(g) deduction . . . . .</b>				

**Codes W through Z.** Reserved for future use.

**Excess taxable income (code AA).** If the S corporation is required to file Form 8990, Limitation on Business Interest Expense Under Section 163(j), it may determine it has excess taxable income. If so, enter the amount from Form 8990, Part III,

line 41, for excess taxable income on Schedule K. Report the shareholder's pro rata share in box 17 of Schedule K-1.

**Excess business interest income (code AB).** If the S corporation is required to file Form 8990, it may determine it has excess business interest income. If so, enter the amount from

Form 990, Part III, line 42, for excess taxable income on Schedule K. Report the shareholder's pro rata share in box 17 of Schedule K-1.

**Gross receipts for section 448(c) (code AC).** Provide information shareholders need to complete the gross receipts test for section 448(c) purposes. See the Instructions for Form 990 for details.

**Codes AD through AI.** Reserved for future use.

**Excess business loss limitation (code AJ).** If the corporation has deductions attributable to a business activity, provide a statement showing the aggregate gross income or gain and the aggregate deductions from the business activity that shareholders need to figure any excess business loss limitation. See section 461(l) and the Instructions for Form 461 for details.

**Codes AK through AM.** Reserved for future use.

**Farming and fishing business (code AN).** In box 17 of Schedule K-1, enter code AN followed by an asterisk and enter "STMT" in the entry space for the dollar amount. Attach a statement to Schedule K-1 that provides the shareholder's pro rata share of the following amounts.

1. Gross farming and fishing income the shareholder will need to report on line 42 of Schedule E (Form 1040). See the Instructions for Schedule E (Form 1040) for details.

2. Gross farming and fishing income and gains as well as losses and deductions attributable to farming and fishing business activities the shareholder may need to figure the amounts to report on Schedule J (Form 1040). See section 1301.

**Code AO.** Reserved for future use.

**Inversion gain (code AP).** Any income or gain reported on lines 1 through 10 of Schedule K that qualifies as inversion gain, if the corporation is an expatriated entity or is a partner in an expatriated entity. For details, see section 7874. Attach a statement to Form 1120-S that shows the amount of each type of income or gain included in the inversion gain. The corporation must report each shareholder's pro rata share of the inversion gain in box 17 of Schedule K-1 using code AP. Attach a statement to Schedule K-1 that shows the shareholder's pro rata share of the amount of each type of income or gain included in the inversion gain.

**Codes AQ and AR.** Reserved for future use.

**Qualifying advanced coal project property and qualifying gasification project property (code AS).** Basis in qualifying advanced coal project property and qualifying gasification or advanced energy project property. Attach a statement to Schedule K-1 that provides the shareholder's pro rata share of the basis amounts the shareholder will need to figure the amounts to report on Part II, lines 1a, 2a, and 3a; or lines 4a and 5a of Form 3468. See the Instructions for Form 3468 for details.

**Qualifying advanced energy project property (code AT).** Basis in qualifying advanced energy project property. Attach a statement to Schedule K-1 that provides the shareholder's pro rata share of the basis amounts the shareholder will need to figure the amounts to report on Part III, line 1a, of Form 3468. See the Instructions for Form 3468 for details.

**Advanced manufacturing investment property (code AU).** Basis in advanced manufacturing investment facility property. Attach a statement to Schedule K-1 that provides the shareholder's pro rata share of the basis amounts the shareholder will need to figure the amounts to report on Part IV, line 1b, of Form 3468. See the Instructions for Form 3468 for details.

**Code AV.** Reserved for future use.

**Reportable transactions (code AW).** If the corporation participates in a transaction that must be disclosed on Form 8886 (discussed earlier), both the corporation and its shareholders may be required to file Form 8886. The corporation must determine if any of its shareholders are required to disclose the transaction and provide those shareholders with information they will need to file Form 8886. This determination is based on the category(ies) under which a transaction qualified for disclosures. See the Instructions for Form 8886 for details.

**Codes AX through BD.** Reserved for future use.

**Other information (code ZZ).** Any other information the shareholders need to prepare their tax returns, including information needed to prepare state and local tax returns.

## Line 18. More Than One At-Risk Activity

If the corporation entered into more than one activity subject to the at-risk rules (at-risk activity), the corporation is required to provide information separately for each at-risk activity to its shareholders. This information is reported on an attachment to Schedule K-1. Check the box to indicate there is more than one at-risk activity for which a statement is attached. See [At-Risk Activity Reporting Requirements](#) under *At-Risk Limitations*, earlier, for details.

## Line 19. More Than One Passive Activity

If the corporation entered into more than one activity (determined for purposes of the passive activity loss and credit limitations), the corporation is required to provide information separately for each activity to its shareholders. This information is reported on an attachment to Schedule K-1. Check the box to indicate there is more than one passive activity for which a statement is attached. See [Passive Activity Reporting Requirements](#) under *Passive Activity Limitations*, earlier, for details.

## Reconciliation

### Line 18. Income/Loss Reconciliation (Schedule K Only)

To the extent the corporation has an amount on line 16f of Schedule K (foreign taxes paid and accrued), subtract that amount for purposes of figuring the corporation's net income (loss). The amount reported on line 18 must be the same as the amount reported on line 8 of Schedule M-1 or line 26, column (d), in Part II of Schedule M-3 (Form 1120-S).

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## Schedule L. Balance Sheets per Books

The balance sheets should agree with the corporation's books and records. Schedule L isn't required to be completed if the corporation answered "Yes" to question 11 on Schedule B. If the corporation is required to complete Schedule L, include total assets reported on Schedule L, line 15, column (d), on page 1, item F.

Corporations with total assets of \$10 million or more on the last day of the tax year must file Schedule M-3 (Form 1120-S) instead of Schedule M-1. However, see the instructions for Schedule M-1, later. See the separate Instructions for Schedule M-3 (Form 1120-S) for provisions that also affect Schedule L.

If the S election terminated during the tax year and the corporation reverted to a C corporation, the year-end balance sheet should generally agree with the books and records at the



end of the C short year. However, if the corporation elected under section 1362(e)(3) to have items assigned to each short year under normal tax accounting rules, the year-end balance sheet should agree with the books and records at the end of the S short year.

### Line 5. Tax-Exempt Securities

Include on this line:

- State and local government obligations, the interest on which is excludable from gross income under section 103(a); and
- Stock in a mutual fund or other regulated investment company that distributed exempt-interest dividends during the tax year of the corporation.

### Line 24. Retained Earnings

If the corporation maintains separate accounts for appropriated and unappropriated retained earnings, it may want to continue such accounting for purposes of preparing its financial balance sheet. Also, if the corporation converts to C corporation status in a subsequent year, it will be required to report its appropriated and unappropriated retained earnings on separate lines of Schedule L of Form 1120.

### Line 25. Adjustments to Shareholders' Equity

The following are some examples of adjustments to report on this line.

- Unrealized gains and losses on securities held "available for sale."
- Foreign currency translation adjustments.
- The excess of additional pension liability over unrecognized prior service cost.
- Guarantees of employee stock ownership plan (ESOP) debt.
- Compensation related to employee stock award plans.

If the total adjustment to be entered is a negative amount, enter the amount in parentheses.

## Schedule M-1. Reconciliation of Income (Loss) per Books With Income (Loss) per Return

In completing Schedule M-1, the following apply.

- Schedule M-1 isn't required to be completed if the corporation answered "Yes" to question 11 on Schedule B.
- Corporations with total assets of \$10 million or more on the last day of the tax year must file Schedule M-3 (Form 1120-S) instead of Schedule M-1.
- A corporation filing Form 1120-S that isn't required to file Schedule M-3 may voluntarily file Schedule M-3 instead of Schedule M-1. See the Instructions for Schedule M-3 (Form 1120-S) for more information.
- For 2023, corporations that (a) are required to file Schedule M-3 (Form 1120-S) and have less than \$50 million total assets at the end of the tax year, or (b) aren't required to file Schedule M-3 (Form 1120-S) and voluntarily file Schedule M-3 (Form 1120-S), must either (i) complete Schedule M-3 (Form 1120-S) entirely, or (ii) complete Schedule M-3 (Form 1120-S) through Part I, and complete Form 1120-S, Schedule M-1, instead of completing Parts II and III of Schedule M-3 (Form 1120-S). If the corporation chooses to complete Schedule M-1 instead of completing Parts II and III of Schedule M-3, line 1 of Schedule M-1 must equal line 11 of Part I of Schedule M-3. See the Instructions for Schedule M-3 (Form 1120-S) for more information.

### Line 2

Report on this line income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10 not recorded on the books this year.

Describe each such item of income. Attach a statement if necessary.

### Line 3b. Travel and Entertainment

Include any of the following applicable expenses.

- Entertainment expenses not deductible under section 274(a).
- Meal expenses not deductible under section 274(n).
- Qualified transportation fringes not deductible under section 274(a)(4).
- Expenses for the use of an entertainment facility.
- The part of business gifts over \$25.
- Expenses of an individual over \$2,000 that are allocable to conventions on cruise ships.
- Employee achievement awards of nontangible property or tangible property over \$400 (\$1,600 if part of a qualified plan).
- The cost of skyboxes.
- The part of luxury water travel expenses not deductible under section 274(m).
- Expenses for travel as a form of education.
- Nondeductible club dues.
- Other nondeductible travel and entertainment expenses.



An S corporation should include tax-exempt income from the forgiveness of PPP loans on line 5 of the Schedule M-1 (if it was included on line 1 of the Schedule M-1), or on Part II, line 22, of the Schedule M-3, column (c), as a negative number (if it was included on line 22 in column (a) as income per income statement).



If the corporation has an amount on line 16f of Schedule K (foreign taxes paid and accrued), take that amount into account for purposes of figuring expenses and deductions to enter on lines 3 and 6.

## Schedule M-2. Analysis of Accumulated Adjustments Account, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account

### Column (a). Accumulated Adjustments Account

The accumulated adjustments account (AAA) is an account of the S corporation that generally reflects the accumulated undistributed net income of the corporation for the corporation's post-1982 years. S corporations with accumulated earnings and profits (AE&P) must maintain the AAA to determine the tax effect of distributions during years as an S corporation, the post-termination transition period, and cash distributions following a post-termination transition period. An S corporation without AE&P doesn't need to maintain the AAA in order to determine the tax effect of distributions. Nevertheless, if an S corporation without AE&P engages in certain transactions to which section 381(a) applies, such as a merger into an S corporation with AE&P, the S corporation must be able to calculate its AAA at the time of the merger for purposes of determining the tax effect of post-merger distributions. Therefore, it is recommended that the AAA be maintained by all S corporations.

On the first day of the corporation's first tax year as an S corporation, the balance of the AAA is zero. At the end of the tax year, adjust the AAA for the items as explained below and in the order listed.

1. Increase the AAA by income (other than tax-exempt income) and the excess of the deduction for depletion over the

basis of the property subject to depletion (unless the property is an oil and gas property the basis of which has been allocated to shareholders).

2. Generally, decrease the AAA by deductible losses and expenses, nondeductible expenses (other than expenses related to tax-exempt income), and the sum of the shareholders' deductions for depletion for any oil or gas property held by the corporation as described in section 1367(a)(2)(E). If deductible losses and expenses include the fair market value (FMV) of certain contributed property (discussed earlier), further adjust AAA by adding back the FMV of the contributed property and subtracting instead the property's adjusted basis. If the total decreases under (2) exceed the total increases under (1) above, the excess is a "net negative adjustment." If the corporation has a net negative adjustment, don't take it into account under (2). Instead, take it into account only under (4) below.

3. Decrease AAA (but not below zero) by property distributions (other than dividend distributions from AE&P), unless the corporation elects to reduce AE&P first. See [Distributions](#), later, for definitions and other details.

4. Decrease AAA by any net negative adjustment. For adjustments to the AAA for redemptions, reorganizations, and corporate separations, see Regulations section 1.1368-2(d).

**TIP** The AAA may have a negative balance at year end. See section 1368(e).

### Column (b). Shareholders' Undistributed Taxable Income Previously Taxed

The shareholders' undistributed taxable income previously taxed account, also called previously taxed earnings and profits (PTEP), is maintained only if the corporation had a balance in this account at the start of its 2023 tax year. If there is a beginning balance for the 2023 tax year, no adjustments are made to the account except to reduce the account for distributions made under section 1375(d) (as in effect before the enactment of the Subchapter S Revision Act of 1982). See [Distributions](#), later, for the order of distributions from the account.

Each shareholder's right to nontaxable distributions from PTEP is personal and can't be transferred to another person. The corporation is required to keep records of each shareholder's net share of PTEP.

### Column (c). Accumulated Earnings and Profits

If the corporation was a C corporation in a prior year, or if it engaged in a tax-free reorganization with a C corporation, enter the amount of any AE&P at the close of its 2022 tax year on line 1 in column (c). For details on figuring AE&P, see section 312. Estimates based on retained earnings at the end of the tax year are acceptable. If the corporation has AE&P, it may be liable for tax imposed on excess net passive income. See [Excess net passive income tax](#), earlier, for details on this tax.

### Column (d). Other Adjustments Account

The other adjustments account is adjusted for tax-exempt income (and related expenses) and federal taxes attributable to a C corporation tax year. After these adjustments are made, the account is reduced for any distributions made during the year. See [Distributions](#), later.

**TIP** **PPP loans.** An S corporation should include tax-exempt income from the forgiveness of PPP loans in column (d) on line 3 of the Schedule M-2.

An S corporation should report expenses paid this year with proceeds from PPP loans that were forgiven this year in column (d) on line 5 of the Schedule M-2.

If column (a) on line 2 or line 4 of the Schedule M-2 includes expenses paid with proceeds from forgiven PPP loans, an S corporation should report that amount in column (a) on line 3 and in column (d) on line 5 of the Schedule M-2.

If column (a) on line 1 of the Schedule M-2 includes expenses that were paid in a prior year with proceeds from PPP loans that were forgiven this year, an S corporation should report that amount in column (a) on line 3 and in column (d) on line 5 of the Schedule M-2.

### Distributions

**General rule.** Unless the corporation makes one of the elections described below, property distributions (including cash) are applied in the following order (to reduce accounts of the S corporation that are used to figure the tax effect of distributions made by the corporation to its shareholders).

1. Reduce the AAA determined without regard to any net negative adjustment for the tax year (but not below zero). If distributions during the tax year exceed the AAA at the close of the tax year, determined without regard to any net negative

## Schedule M-2 Worksheet

Keep for Your Records 

	(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
1. Balance at beginning of tax year . . . . .	-0-			-0-
2. Ordinary income from page 1, line 22 . . . . .	10,000			
3. Other additions . . . . .	20,000			5,000
4. Loss from page 1, line 22 . . . . .	( )			
5. Other reductions . . . . .	(36,000)			( )
6. Combine lines 1 through 5 . . . . .	(6,000)			5,000
7. Distributions . . . . .	-0-			5,000
8. Balance at end of tax year. Subtract line 7 from line 6 . . . . .	(6,000)			-0-

adjustment for the tax year, the AAA is allocated pro rata to each distribution made during the tax year. See section 1368.

2. Reduce shareholders' PTEP account for any section 1375(d) (as in effect before 1983) distributions. A distribution from the PTEP account is tax free to the extent of a shareholder's basis in the shareholder's stock in the corporation.

3. Reduce AE&P. Generally, the S corporation has AE&P only if it hasn't distributed E&P accumulated in prior years when the S corporation was a C corporation (section 1361(a)(2)). See section 312 for information on E&P. The only adjustments that can be made to the AE&P of an S corporation are:

- a. Reductions for dividend distributions;
- b. Adjustments for redemptions, liquidations, reorganizations, etc.; and
- c. Reductions for investment credit recapture tax for which the corporation is liable.

See section 1371(c) and (d)(3).

4. Reduce the other adjustments account (OAA).

5. Reduce any remaining shareholders' equity accounts.

**Elections relating to source of distributions.** The corporation may modify the above ordering rules by making one or more of the following elections.

**Election to distribute AE&P first.** If the corporation has AE&P and wants to distribute from this account before making distributions from the AAA, it may elect to do so with the consent of all its affected shareholders (section 1368(e)(3)(B)). This election is irrevocable and applies only for the tax year for which it is made. For details on making the election, see [Statement regarding elections](#), later.

**Election to make a deemed dividend.** If the corporation wants to distribute all or part of its AE&P through a deemed dividend, it may elect to do so with the consent of all its affected shareholders (section 1368(e)(3)(B)). Under this election, the corporation will be treated as also having made the election to distribute AE&P first. The amount of the deemed dividend can't exceed the AE&P at the end of the tax year. The E&P at year end is first reduced by any actual distributions of AE&P made during the tax year. A deemed dividend is treated as if it were a pro rata distribution of money to the shareholders, received by the shareholders, and immediately contributed back to the corporation, all on the last day of the tax year. This election is irrevocable and applies only for the tax year for which it is made. For details on making the election, see [Statement regarding elections](#), later.

**Election to forego PTEP.** If the corporation wants to forego distributions of PTEP, it may elect to do so with the consent of all its affected shareholders (section 1368(e)(3)(B)). Under this election, item (2) under [General rule](#), earlier, doesn't apply to any distribution made during the tax year. This election is irrevocable and applies only for the tax year for which it is made. For details on making the election, see [Statement regarding elections](#) next.

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**Paperwork Reduction Act Notice.** We ask for the information on these forms to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws and to allow us to figure and collect the right amount of tax.

You are not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. Generally, tax returns and return information are confidential, as required by section 6103.

**Estimates of Taxpayer Burden.** The following tables show burden estimates based on current statutory requirements as of December 2023, for taxpayers filing 2023 Forms 1065, 1066, 1120, 1120-C, 1120-F, 1120-H, 1120-ND, 1120-S, 1120-SF, 1120-FSC, 1120-L, 1120-PC, 1120-REIT, 1120-RIC, 1120-POL, and related attachments. Time spent and out-of-pocket costs are presented separately. Time burden is broken out by taxpayer activity, with reporting representing the largest component. Out-of-pocket costs include any expenses incurred by taxpayers to prepare and submit their tax returns. Examples include tax return preparation and submission fees, postage and photocopying costs, and tax preparation software costs. While these estimates don't include burden

**Statement regarding elections.** To make any of the above elections, the corporation must attach a statement to a timely filed original or amended Form 1120-S for the tax year for which the election is made. In the statement, the corporation must identify the election it is making and must state that each shareholder consents to the election. The statement of election to make a deemed dividend must include the amount of the deemed dividend distributed to each shareholder. For more details on the election, see Regulations section 1.1368-1(f)(5).

### Example

The following example shows how the Schedule M-2 accounts are adjusted for items of income (loss), deductions, and distributions reported on Form 1120-S. In this example, the corporation has no PTEP or AE&P.

#### Items per return are:

1. Page 1, line 22 income—\$10,000;
2. Schedule K, line 2 loss—(\$3,000);
3. Schedule K, line 4 income—\$4,000;
4. Schedule K, line 5a income—\$16,000;
5. Schedule K, line 12a deduction—\$24,000;
6. Schedule K, line 12d deduction—\$3,000;
7. Schedule K, line 13g work opportunity credit—\$6,000;
8. Schedule K, line 16a tax-exempt interest—\$5,000;
9. Schedule K, line 16c nondeductible expenses—\$6,000 (reduction in salaries and wages for work opportunity credit); and
10. Schedule K, line 16d distributions—\$65,000.

Based on items (1) through (10) above and starting balances of zero, the columns for the AAA and the other adjustments account are completed as shown in the Schedule M-2 Worksheet.

For the AAA, the worksheet line 3—\$20,000 amount is the total of the Schedule K, lines 4 and 5a income of \$4,000 and \$16,000. The worksheet line 5—\$36,000 amount is the total of the Schedule K, line 2 loss of (\$3,000), line 12a (code A) deduction of \$24,000, line 12d (code ZZ) deduction of \$3,000, and the line 16c nondeductible expenses of \$6,000. The worksheet line 7 is zero. The AAA at the end of the tax year (figured without regard to distributions and the net negative adjustment of \$6,000) is zero, and distributions can't reduce the AAA below zero.

For the other adjustments account, the worksheet line 3 amount is the Schedule K, line 16a, tax-exempt interest income of \$5,000. The worksheet line 7 amount is \$5,000, reducing the other adjustments account to zero. The remaining \$60,000 of distributions aren't entered on Schedule M-2.



associated with post-filing activities, IRS operational data indicate that electronically prepared and filed returns have fewer arithmetic errors, implying lower post-filing burden.

Reported time and cost burdens are national averages and don't necessarily reflect a "typical" case. Most taxpayers experience lower than average burden, with taxpayer burden varying considerably by taxpayer type.

The average burden for partnerships filing Forms 1065 and related attachments is about 60 hours and \$5,000; the average burden for corporations filing Form 1120 and associated forms is about 105 hours and \$6,700; and the average burden for Forms 1120-REIT, 1120-RIC, 1120-S, and all related attachments is 65 hours and \$4,400. Within each of these estimates there is significant variation in taxpayer activity. Tax preparation fees and other out-of-pocket costs vary extensively depending on the tax situation of the taxpayer, the type of software or professional preparer used, and the geographic location. Third-party burden hours are not included in these estimates.

**Table 1 – Taxpayer Burden for Entities Taxed as Partnerships**

Forms 1065, 1066, and all attachments				
Primary Form Filed or Type of Taxpayer	Number of Returns (millions)	Average Time (hours)	Average Cost (\$)	Average Monetized Burden (\$)
All Partnerships	5.3	60	5,000	8,700
Small	4.9	50	3,200	5,200
Large*	0.4	200	27,800	50,800

\*A large business is defined as one having end-of-year assets greater than \$10 million. A large business is defined the same way for partnerships, taxable corporations, and pass-through corporations. A small business is any business that does not meet the definition of a large business.

**Table 2 – Taxpayer Burden for Entities Taxed as Taxable Corporations**

Forms 1120, 1120-C, 1120-F, 1120-H, 1120-ND, 1120-SF, 1120-FSC, 1120-L, 1120-PC, 1120-POL, and all attachments				
Primary Form Filed or Type of Taxpayer	Number of Returns (millions)	Average Time (hours)	Average Cost (\$)	Average Monetized Burden (\$)
All Taxable Corporations	2.1	105	6,700	14,900
Small	2.0	55	3,600	6,200
Large*	0.1	830	53,800	149,000

\*A large business is defined as one having end-of-year assets greater than \$10 million. A large business is defined the same way for partnerships, taxable corporations, and pass-through corporations. A small business is any business that does not meet the definition of a large business.

**Table 3 – Taxpayer Burden for Entities Taxed as Pass-Through Corporations**

Forms 1120-REIT, 1120-RIC, 1120-S, and all attachments				
Primary Form Filed or Type of Taxpayer	Number of Returns (millions)	Average Time (hours)	Average Cost (\$)	Average Monetized Burden (\$)
All Pass-Through Corporations	5.8	65	4,400	7,500
Small	5.7	60	3,800	6,400
Large*	0.1	295	37,700	71,800

\*A large business is defined as one having end-of-year assets greater than \$10 million. A large business is defined the same way for partnerships, taxable corporations, and pass-through corporations. A small business is any business that does not meet the definition of a large business.

**Note.** The data shown are the best estimates for 2023 business entity income tax returns. Reported time and cost burdens are national averages and do not reflect a "typical" case. Most taxpayers experience lower than average burden varying considerably by taxpayer type. The estimates are subject to change as new forms and data become available.

**Comments and suggestions.** We welcome your comments about these forms and suggestions for future editions.

You can send us comments through [IRS.gov/FormComments](https://www.irs.gov/FormComments). Or you can write to the Internal Revenue Service, Tax Forms and Publications Division, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224.

Although we can't respond individually to each comment received, we do appreciate your feedback and will consider your comments and suggestions as we revise our tax forms, instructions, and publications. **Don't** send tax questions, tax returns, or payments to the above address.

**Principal Business Activity Codes**

This list of principal business activities and their associated codes is designed to classify an enterprise by the type of activity in which it is engaged to facilitate the administration of the Internal Revenue Code. These principal business activity codes are based on the North American Industry Classification System.

Using the list of activities and codes below, determine from which activity the company derives the

largest percentage of its "total receipts." Total receipts is defined as the sum of gross receipts or sales (page 1, line 1a); all other income (page 1, lines 4 and 5); income reported on Schedule K, lines 4, 5a, and 6; income or net gain reported on Schedule K, lines 7, 8a, 9, and 10; and income or net gain reported on Form 8825, lines 2, 19, and 20a. If the company purchases raw materials and supplies them to a subcontractor to produce the finished product, but retains title to the product, the company is considered a manufacturer and must use one of the manufacturing codes (31110-339900).

Once the principal business activity is determined, enter the six-digit code from the list below on page 1, item B. Also enter the business activity on page 2, Schedule B, line 2(a) and a brief description of the principal product or service of the business on line 2(b).

<p><b>Agriculture, Forestry, Fishing and Hunting</b></p> <p><b>Crop Production</b></p> <p>111100 Oilseed &amp; Grain Farming</p> <p>111210 Vegetable &amp; Melon Farming (including potatoes &amp; yams)</p> <p>111300 Fruit &amp; Tree Nut Farming</p> <p>111400 Greenhouse, Nursery, &amp; Floriculture Production</p> <p>111900 Other Crop Farming (including tobacco, cotton, sugarcane, hay, peanut, sugar beet &amp; all other crop farming)</p> <p><b>Animal Production</b></p> <p>112111 Beef Cattle Ranching &amp; Farming</p> <p>112112 Cattle Feedlots</p> <p>112120 Dairy Cattle &amp; Milk Production</p> <p>112210 Hog &amp; Pig Farming</p> <p>112300 Poultry &amp; Egg Production</p> <p>112400 Sheep &amp; Goat Farming</p> <p>112510 Aquaculture (including shellfish &amp; finfish farms &amp; hatcheries)</p> <p>112900 Other Animal Production</p> <p><b>Forestry and Logging</b></p> <p>113110 Timber Tract Operations</p> <p>113210 Forest Nurseries &amp; Gathering of Forest Products</p> <p>113310 Logging</p> <p><b>Fishing, Hunting and Trapping</b></p> <p>114110 Fishing</p> <p>114210 Hunting &amp; Trapping</p> <p><b>Support Activities for Agriculture and Forestry</b></p> <p>115110 Support Activities for Crop Production (including cotton ginning, soil preparation, planting, &amp; cultivating)</p> <p>115210 Support Activities for Animal Production (including farriers)</p> <p>115310 Support Activities For Forestry</p>	<p>238290 Other Building Equipment Contractors</p> <p>238300 Building Finishing Contractors (including drywall, insulation, painting, wallcovering, flooring, tile, &amp; finish carpentry)</p> <p>238900 Other Specialty Trade Contractors (including site preparation)</p> <p><b>Manufacturing</b></p> <p><b>Food Manufacturing</b></p> <p>311110 Animal Food Mfg</p> <p>311200 Grain &amp; Oilseed Milling</p> <p>311300 Sugar &amp; Confectionery Product Mfg</p> <p>311400 Fruit &amp; Vegetable Preserving &amp; Specialty Food Mfg</p> <p>311500 Dairy Product Mfg</p> <p>311610 Animal Slaughtering &amp; Processing</p> <p>311710 Seafood Product Preparation &amp; Packaging</p> <p>311800 Bakeries, Tortilla, &amp; Dry Pasta Mfg</p> <p>311900 Other Food Mfg (including coffee, tea, flavorings &amp; seasonings)</p> <p><b>Beverage and Tobacco Product Manufacturing</b></p> <p>312110 Soft Drink &amp; Ice Mfg</p> <p>312120 Breweries</p> <p>312130 Wineries</p> <p>312140 Distilleries</p> <p>312200 Tobacco Manufacturing</p> <p><b>Textile Mills and Textile Product Mills</b></p> <p>313000 Textile Mills</p> <p>314000 Textile Product Mills</p> <p><b>Apparel Manufacturing</b></p> <p>315100 Apparel Knitting Mills</p> <p>315210 Cut &amp; Sew Apparel Contractors</p> <p>315250 Cut &amp; Sew Apparel Mfg (except Contractors)</p> <p>315990 Apparel Accessories &amp; Other Apparel Mfg</p> <p><b>Leather and Allied Product Manufacturing</b></p> <p>316110 Leather &amp; Hide Tanning &amp; Finishing</p> <p>316210 Footwear Mfg (including rubber &amp; plastics)</p> <p>316990 Other Leather &amp; Allied Product Mfg</p> <p><b>Wood Product Manufacturing</b></p> <p>321110 Sawmills &amp; Wood Preservation</p> <p>321210 Veneer, Plywood, &amp; Engineered Wood Product Mfg</p> <p>321900 Other Wood Product Mfg</p> <p><b>Paper Manufacturing</b></p> <p>322100 Pulp, Paper, &amp; Paperboard Mills</p> <p>322200 Converted Paper Product Mfg</p> <p><b>Printing and Related Support Activities</b></p> <p>323100 Printing &amp; Related Support Activities</p> <p><b>Petroleum and Coal Products Manufacturing</b></p> <p>324110 Petroleum Refineries (including integrated)</p> <p>324120 Asphalt Paving, Roofing, &amp; Saturated Materials Mfg</p> <p>324190 Other Petroleum &amp; Coal Products Mfg</p> <p><b>Chemical Manufacturing</b></p> <p>325100 Basic Chemical Mfg</p> <p>325200 Resin, Synthetic Rubber, &amp; Artificial &amp; Synthetic Fibers &amp; Filaments Mfg</p> <p>325300 Pesticide, Fertilizer, &amp; Other Agricultural Chemical Mfg</p> <p>325410 Pharmaceutical &amp; Medicine Mfg</p> <p>325500 Paint, Coating, &amp; Adhesive Mfg</p> <p>325600 Soap, Cleaning Compound, &amp; Toilet Preparation Mfg</p>	<p>325900 Other Chemical Product &amp; Preparation Mfg</p> <p><b>Plastics and Rubber Products Manufacturing</b></p> <p>326100 Plastics Product Mfg</p> <p>326200 Rubber Product Mfg</p> <p><b>Nonmetallic Mineral Product Manufacturing</b></p> <p>327100 Clay Product &amp; Refractory Mfg</p> <p>327210 Glass &amp; Glass Product Mfg</p> <p>327300 Cement &amp; Concrete Product Mfg</p> <p>327400 Lime &amp; Gypsum Product Mfg</p> <p>327900 Other Nonmetallic Mineral Product Mfg</p> <p><b>Primary Metal Manufacturing</b></p> <p>331110 Iron &amp; Steel Mills &amp; Ferroalloy Mfg</p> <p>331200 Steel Product Mfg from Purchased Steel</p> <p>331310 Alumina &amp; Aluminum Production &amp; Processing</p> <p>331400 Nonferrous Metal (except Aluminum) Production &amp; Processing</p> <p>331500 Foundries</p> <p><b>Fabricated Metal Product Manufacturing</b></p> <p>332110 Forging &amp; Stamping</p> <p>332210 Cutlery &amp; Handtool Mfg</p> <p>332300 Architectural &amp; Structural Metals Mfg</p> <p>332400 Boiler, Tank, &amp; Shipping Container Mfg</p> <p>332510 Hardware Mfg</p> <p>332610 Spring &amp; Wire Product Mfg</p> <p>332700 Machine Shops; Turned Product; &amp; Screw, Nut, &amp; Bolt Mfg</p> <p>332810 Coating, Engraving, Heat Treating, &amp; Allied Activities</p> <p>332900 Other Fabricated Metal Product Mfg</p> <p><b>Machinery Manufacturing</b></p> <p>333100 Agriculture, Construction, &amp; Mining Machinery Mfg</p> <p>333200 Industrial Machinery Mfg</p> <p>333310 Commercial &amp; Service Industry Machinery Mfg</p> <p>333410 Ventilation, Heating, Air-Conditioning, &amp; Commercial Refrigeration Equipment Mfg</p> <p>333510 Metalworking Machinery Mfg</p> <p>333610 Engine, Turbine &amp; Power Transmission Equipment Mfg</p> <p>333900 Other General Purpose Machinery Mfg</p> <p><b>Computer and Electronic Product Manufacturing</b></p> <p>334110 Computer &amp; Peripheral Equipment Mfg</p> <p>334200 Communications Equipment Mfg</p> <p>334310 Audio &amp; Video Equipment Mfg</p> <p>334410 Semiconductor &amp; Other Electronic Component Mfg</p> <p>334500 Navigational, Measuring, Electromedical, &amp; Control Instruments Mfg</p> <p>334610 Manufacturing &amp; Reproducing Magnetic &amp; Optical Media</p> <p><b>Electrical Equipment, Appliance, and Component Manufacturing</b></p> <p>335100 Electric Lighting Equipment Mfg</p> <p>335200 Household Appliance Mfg</p> <p>335310 Electrical Equipment Mfg</p> <p>335900 Other Electrical Equipment &amp; Component Mfg</p> <p><b>Transportation Equipment Manufacturing</b></p> <p>336100 Motor Vehicle Mfg</p> <p>336210 Motor Vehicle Body &amp; Trailer Mfg</p> <p>336300 Motor Vehicle Parts Mfg</p> <p>336410 Aerospace Product &amp; Parts Mfg</p> <p>336510 Railroad Rolling Stock Mfg</p> <p>336610 Ship &amp; Boat Building</p>	<p>336990 Other Transportation Equipment Mfg</p> <p><b>Furniture and Related Product Manufacturing</b></p> <p>337000 Furniture &amp; Related Product Manufacturing</p> <p><b>Miscellaneous Manufacturing</b></p> <p>339110 Medical Equipment &amp; Supplies Mfg</p> <p>339900 Other Miscellaneous Manufacturing</p> <p><b>Wholesale Trade</b></p> <p><b>Merchant Wholesalers, Durable Goods</b></p> <p>423100 Motor Vehicle &amp; Motor Vehicle Parts &amp; Supplies</p> <p>423200 Furniture &amp; Home Furnishings</p> <p>423300 Lumber &amp; Other Construction Materials</p> <p>423400 Professional &amp; Commercial Equipment &amp; Supplies</p> <p>423500 Metal &amp; Mineral (except Petroleum)</p> <p>423600 Household Appliances &amp; Electrical &amp; Electronic Goods</p> <p>423700 Hardware, &amp; Plumbing &amp; Heating Equipment &amp; Supplies</p> <p>423800 Machinery, Equipment, &amp; Supplies</p> <p>423910 Sporting &amp; Recreational Goods &amp; Supplies</p> <p>423920 Toy &amp; Hobby Goods &amp; Supplies</p> <p>423930 Recyclable Materials</p> <p>423940 Jewelry, Watch, Precious Stone, &amp; Precious Metals</p> <p>423990 Other Miscellaneous Durable Goods</p> <p><b>Merchant Wholesalers, Nondurable Goods</b></p> <p>424100 Paper &amp; Paper Products</p> <p>424210 Drugs &amp; Druggists' Sundries</p> <p>424300 Apparel, Piece Goods, &amp; Notions</p> <p>424400 Grocery &amp; Related Products</p> <p>424500 Farm Product Raw Materials</p> <p>424600 Chemical &amp; Allied Products</p> <p>424700 Petroleum &amp; Petroleum Products</p> <p>424800 Beer, Wine, &amp; Distilled Alcoholic Beverages</p> <p>424910 Farm Supplies</p> <p>424920 Book, Periodical, &amp; Newspapers</p> <p>424930 Flower, Nursery Stock, &amp; Florists' Supplies</p> <p>424940 Tobacco Products &amp; Electronic Cigarettes</p> <p>424950 Paint, Varnish, &amp; Supplies</p> <p>424990 Other Miscellaneous Nondurable Goods</p> <p><b>Wholesale Trade Agents &amp; Brokers</b></p> <p>425120 Wholesale Trade Agents &amp; Brokers</p> <p><b>Retail Trade</b></p> <p><b>Motor Vehicle and Parts Dealers</b></p> <p>441110 New Car Dealers</p> <p>441120 Used Car Dealers</p> <p>441210 Recreational Vehicle Dealers</p> <p>441222 Boat Dealers</p> <p>441227 Motorcycle, ATV, &amp; All Other Motor Vehicle Dealers</p> <p>441300 Automotive Parts, Accessories, &amp; Tire Retailers</p> <p><b>Building Material and Garden Equipment and Supplies Dealers</b></p> <p>444110 Home Centers</p> <p>444120 Paint &amp; Wallpaper Retailers</p> <p>444140 Hardware Retailers</p> <p>444180 Other Building Material Dealers</p> <p>444200 Lawn &amp; Garden Equipment &amp; Supplies Retailers</p> <p><b>Food and Beverage Retailers</b></p> <p>445110 Supermarkets &amp; Other Grocery Retailers (except Convenience)</p> <p>445131 Convenience Retailers</p>
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**Principal Business Activity Codes (Continued)**

445132 Vending Machine Operators	485210 Interurban & Rural Bus Transportation	<b>Securities, Commodity Contracts, and Other Financial Investments and Related Activities</b>	541340 Drafting Services
445230 Fruit & Vegetable Retailers	485310 Taxi & Ridesharing Services	523150 Investment Banking & Securities Intermediation	541350 Building Inspection Services
445240 Meat Retailers	485320 Limousine Service	523160 Commodity Contracts Intermediation	541360 Geophysical Surveying & Mapping Services
445250 Fish & Seafood Retailers	485410 School & Employee Bus Transportation	523210 Securities & Commodity Exchanges	541370 Surveying & Mapping (except Geophysical) Services
445291 Baked Goods Retailers	485510 Charter Bus Industry	523900 Other Financial Investment Activities (including portfolio management & investment advice)	541380 Testing Laboratories & Services
445292 Confectionery & Nut Retailers	485990 Other Transit & Ground Passenger Transportation	<b>Insurance Carriers and Related Activities</b>	<b>Specialized Design Services</b>
445298 All Other Specialty Food Retailers	<b>Pipeline Transportation</b>	524110 Direct Life, Health, & Medical Insurance Carriers	541400 Specialized Design Services (including interior, industrial, graphic, & fashion design)
445320 Beer, Wine, & Liquor Retailers	486000 Pipeline Transportation	524120 Direct Insurance (except Life, Health, & Medical) Carriers	<b>Computer Systems Design and Related Services</b>
<b>Furniture and Home Furnishings Retailers</b>	<b>Scenic &amp; Sightseeing Transportation</b>	524210 Insurance Agencies & Brokerages	541511 Custom Computer Programming Services
449110 Furniture Retailers	487000 Scenic & Sightseeing Transportation	524290 Other Insurance Related Activities (including third-party administration of insurance & pension funds)	541512 Computer Systems Design Services
449121 Floor Covering Retailers	<b>Support Activities for Transportation</b>	<b>Funds, Trusts, and Other Financial Vehicles</b>	541513 Computer Facilities Management Services
449122 Window Treatment Retailers	488100 Support Activities for Air Transportation	525100 Insurance & Employee Benefit Funds	541519 Other Computer Related Services
449129 All Other Home Furnishings Retailers	488210 Support Activities for Rail Transportation	525910 Open-End Investment Funds (Form 1120-RIC)	<b>Other Professional, Scientific, and Technical Services</b>
<b>Electronics and Appliance Retailers</b>	488300 Support Activities for Water Transportation	525920 Trusts, Estates, & Agency Accounts	541600 Management, Scientific, & Technical Consulting Services
449210 Electronics & Appliance Retailers (including computers)	488410 Motor Vehicle Towing	525990 Other Financial Vehicles (including mortgage REITs & closed-end investment funds)	541700 Scientific Research & Development Services
<b>General Merchandise Retailers</b>	488490 Other Support Activities for Road Transportation	<b>Real Estate and Rental and Leasing</b>	541800 Advertising, Public Relations, & Related Services
455110 Department Stores	488510 Freight Transportation Arrangement	<b>Real Estate</b>	541910 Marketing Research & Public Opinion Polling
455210 Warehouse Clubs, Supercenters, & Other General Merch. Retailers	488990 Other Support Activities for Transportation	531110 Lessors of Residential Buildings & Dwellings (including equity REITs)	541920 Photographic Services
<b>Health and Personal Care Retailers</b>	<b>Couriers and Messengers</b>	531120 Lessors of Nonresidential Buildings (except Miniwarehouses) (including equity REITs)	541930 Translation & Interpretation Services
456110 Pharmacies & Drug Retailers	492110 Couriers & Express Delivery Services	531130 Lessors of Miniwarehouses & Self-Storage Units (including equity REITs)	541940 Veterinary Services
456120 Cosmetics, Beauty Supplies, & Perfume Retailers	492210 Local Messengers & Local Delivery	531190 Lessors of Other Real Estate Property (including equity REITs)	541990 All Other Professional, Scientific, & Technical Services
456130 Optical Goods Retailers	<b>Warehousing and Storage</b>	531210 Offices of Real Estate Agents & Brokers	<b>Management of Companies (Holding Companies)</b>
456190 Other Health & Personal Care Retailers	493100 Warehousing & Storage (except lessors of miniwarehouses & self-storage units)	531310 Real Estate Property Managers	551111 Offices of Bank Holding Companies
<b>Gasoline Stations &amp; Fuel Dealers</b>	<b>Information</b>	531320 Offices of Real Estate Appraisers	551112 Offices of Other Holding Companies
457100 Gasoline Stations (including convenience stores with gas)	<b>Motion Picture and Sound Recording Industries</b>	531390 Other Activities Related to Real Estate	<b>Administrative and Support and Waste Management and Remediation Services</b>
457210 Fuel Dealers (including heating oil & liquefied petroleum)	512100 Motion Picture & Video Industries (except video rental)	532100 Automotive Equipment Rental & Leasing	<b>Administrative and Support Services</b>
<b>Clothing and Accessories Retailers</b>	512200 Sound Recording Industries	532210 Consumer Electronics & Appliances Rental	561110 Office Administrative Services
458110 Clothing & Clothing Accessories Retailers	<b>Publishing Industries</b>	532281 Formal Wear & Costume Rental	561210 Facilities Support Services
458210 Shoe Retailers	513110 Newspaper Publishers	532282 Video Tape & Disc Rental	561300 Employment Services
458310 Jewelry Retailers	513120 Periodical Publishers	532283 Home Health Equipment Rental	561410 Document Preparation Services
458320 Luggage & Leather Goods Retailers	513130 Book Publishers	532289 All Other Consumer Goods Rental	561420 Telephone Call Centers
<b>Sporting, Hobby, Book, Musical Instrument, &amp; Miscellaneous Retailers</b>	513140 Directory & Mailing List Publishers	532310 General Rental Centers	561430 Business Service Centers (including private mail centers & copy shops)
459110 Sporting Goods Retailers	513190 Other Publishers	532400 Commercial & Industrial Machinery & Equipment Rental & Leasing	561440 Collection Agencies
459120 Hobby, Toy, & Game Retailers	513210 Software Publishers	<b>Lessors of Nonfinancial Intangible Assets (except copyrighted works)</b>	561450 Credit Bureaus
459130 Sewing, Needlework, & Piece Goods Retailers	<b>Broadcasting &amp; Content Providers &amp; Telecommunications</b>	533110 Lessors of Nonfinancial Intangible Assets (except copyrighted works)	561490 Other Business Support Services (including repossession services, court reporting, & stenotype services)
459140 Musical Instrument & Supplies Retailers	516100 Radio & Television Broadcasting Stations	<b>Professional, Scientific, and Technical Services</b>	561500 Travel Arrangement & Reservation Services
459210 Book Retailers & News Dealers (including newsstands)	516210 Media Streaming, Social Networks, & Other Content Providers	<b>Legal Services</b>	561600 Investigation & Security Services
459310 Florists	517000 Telecommunications (including wired, wireless, satellite, cable & other program distribution, resellers, agents, other telecommunications, & Internet service providers)	541110 Offices of Lawyers	561710 Exterminating & Pest Control Services
459410 Office Supplies & Stationery Retailers	<b>Data Processing, Web Search Portals, &amp; Other Information Services</b>	541190 Other Legal Services	561720 Janitorial Services
459420 Gift, Novelty, & Souvenir Retailers	518210 Computing Infrastructure Providers, Data Processing, Web Hosting, & Related Services	<b>Accounting, Tax Preparation, Bookkeeping, and Payroll Services</b>	561730 Landscaping Services
459510 Used Merchandise Retailers	519200 Web Search Portals, Libraries, Archives, & Other Info. Services	541211 Offices of Certified Public Accountants	561740 Carpet & Upholstery Cleaning Services
459910 Pet & Pet Supplies Retailers	<b>Finance and Insurance</b>	541212 Tax Preparation Services	561790 Other Services to Buildings & Dwellings
459920 Art Dealers	<b>Depository Credit Intermediation</b>	541219 Other Accounting Services	561900 Other Support Services (including packaging & labeling services, & convention & trade show organizers)
459930 Manufactured (Mobile) Home Dealers	522110 Commercial Banking	<b>Architectural, Engineering, and Related Services</b>	<b>Waste Management and Remediation Services</b>
459990 All Other Miscellaneous Retailers (including tobacco, candle, & trophy retailers)	522130 Credit Unions	541310 Architectural Services	562000 Waste Management & Remediation Services
<b>Nonstore Retailers</b>	522180 Savings Institutions & Other Depository Credit Intermediation	541320 Landscape Architecture Services	<b>Educational Services</b>
Nonstore Retailers sell all types of merchandise using such methods as Internet, mail-order catalogs, interactive television, or direct sales. These types of Retailers should select the PBA associated with their primary line of products sold. For example, establishments primarily selling prescription and non-prescription drugs, select PBA code 456110 <i>Pharmacies &amp; Drug Retailers</i> .	522292 Real Estate Credit (including mortgage bankers & originators)	541330 Engineering Services	611000 Educational Services (including schools, colleges, & universities)
<b>Transportation and Warehousing</b>	522299 Intl. Secondary Market, & Other Nondepos. Credit Intermediation	<b>Activities Related to Credit Intermediation</b>	<b>Health Care and Social Assistance</b>
<b>Air, Rail, and Water Transportation</b>	<b>Nondepository Credit Intermediation</b>	522300 Activities Related to Credit Intermediation (including loan brokers, check clearing, & money transmitting)	<b>Offices of Physicians and Dentists</b>
481000 Air Transportation	522210 Credit Card Issuing		621111 Offices of Physicians (except mental health specialists)
482110 Rail Transportation	522220 Sales Financing		621112 Offices of Physicians, Mental Health Specialists
483000 Water Transportation	522291 Consumer Lending		
<b>Truck Transportation</b>	522292 Real Estate Credit (including mortgage bankers & originators)		
484110 General Freight Trucking, Local	522299 Intl. Secondary Market, & Other Nondepos. Credit Intermediation		
484120 General Freight Trucking, Long-Distance	<b>Activities Related to Credit Intermediation</b>		
484200 Specialized Freight Trucking	522300 Activities Related to Credit Intermediation (including loan brokers, check clearing, & money transmitting)		
<b>Transit and Ground Passenger Transportation</b>			
485110 Urban Transit Systems			



**Principal Business Activity Codes (Continued)**

621210 Offices of Dentists <b>Offices of Other Health Practitioners</b>	624200 Community Food & Housing, & Emergency & Other Relief Services	721120 Casino Hotels	811430 Footwear & Leather Goods Repair
621310 Offices of Chiropractors	624310 Vocational Rehabilitation Services	721191 Bed & Breakfast Inns	811490 Other Personal & Household Goods Repair & Maintenance
621320 Offices of Optometrists	624410 Childcare Services	721199 All Other Traveler Accommodation	<b>Personal and Laundry Services</b>
621330 Offices of Mental Health Practitioners (except Physicians)	<b>Arts, Entertainment, and Recreation</b>	721210 RV (Recreational Vehicle) Parks & Recreational Camps	812111 Barber Shops
621340 Offices of Physical, Occupational & Speech Therapists, & Audiologists		<b>Performing Arts, Spectator Sports, and Related Industries</b>	812112 Beauty Salons
621391 Offices of Podiatrists	711100 Performing Arts Companies	721310 Rooming & Boarding Houses, Dormitories, & Workers' Camps	812113 Nail Salons
621399 Offices of All Other Miscellaneous Health Practitioners	711210 Spectator Sports (including sports clubs & racetracks)	<b>Food Services and Drinking Places</b>	812190 Other Personal Care Services (including diet & weight reducing centers)
<b>Outpatient Care Centers</b>	711300 Promoters of Performing Arts, Sports, & Similar Events	722300 Special Food Services (including food service contractors & caterers)	812210 Funeral Homes & Funeral Services
621410 Family Planning Centers	711410 Agents & Managers for Artists, Athletes, Entertainers, & Other Public Figures	722410 Drinking Places (Alcoholic Beverages)	812220 Cemeteries & Crematories
621420 Outpatient Mental Health & Substance Abuse Centers	711510 Independent Artists, Writers, & Performers	722511 Full-Service Restaurants	812310 Coin-Operated Laundries & Drycleaners
621491 HMO Medical Centers	<b>Museums, Historical Sites, and Similar Institutions</b>	722513 Limited-Service Restaurants	812320 Drycleaning & Laundry Services (except Coin-Operated)
621492 Kidney Dialysis Centers	712100 Museums, Historical Sites, & Similar Institutions	722514 Cafeterias, Grill Buffets, & Buffets	812330 Linen & Uniform Supply
621493 Freestanding Ambulatory Surgical & Emergency Centers	<b>Amusement, Gambling, and Recreation Industries</b>	722515 Snack & Non-Alcoholic Beverage Bars	812910 Pet Care (except Veterinary) Services
621498 All Other Outpatient Care Centers	713100 Amusement Parks & Arcades	<b>Other Services</b>	812920 Photofinishing
<b>Medical and Diagnostic Laboratories</b>	713200 Gambling Industries	<b>Repair and Maintenance</b>	812930 Parking Lots & Garages
621510 Medical & Diagnostic Laboratories	713900 Other Amusement & Recreation Industries (including golf courses, skiing facilities, marinas, fitness centers, & bowling centers)	811110 Automotive Mechanical & Electrical Repair & Maintenance	812990 All Other Personal Services
<b>Home Health Care Services</b>	<b>Accommodation and Food Services</b>	811120 Automotive Body, Paint, Interior, & Glass Repair	<b>Religious, Grantmaking, Civic, Professional, and Similar Organizations</b>
621610 Home Health Care Services	721110 Hotels (except Casino Hotels) & Motels	811190 Other Automotive Repair & Maintenance (including oil change & lubrication shops & car washes)	813000 Religious, Grantmaking, Civic, Professional, & Similar Organizations (including condominium & homeowners associations)
<b>Other Ambulatory Health Care Services</b>		811210 Electronic & Precision Equipment Repair & Maintenance	<b>Other</b>
621900 Other Ambulatory Health Care Services (including ambulance services & blood & organ banks)		811310 Commercial & Industrial Machinery & Equipment (except Automotive & Electronic) Repair & Maintenance	999000 Unclassified Establishments (unable to classify)
<b>Hospitals</b>		811410 Home & Garden Equipment & Appliance Repair & Maintenance	
622000 Hospitals		811420 Reupholstery & Furniture Repair	
<b>Nursing and Residential Care Facilities</b>			
623000 Nursing & Residential Care Facilities			
<b>Social Assistance</b>			
624100 Individual & Family Services			

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