WHEN, WHY AND HOW ... BASIS REPORTING AND TRACKING BY S CORP. SHAREHOLDERS ... AS WELL AS PARTNERS AND MEMBERS

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4 SITUATIONS WHEN STOCK BASIS REPORTING ON 1040 IS REQUIRED FOR S CORPORATION SHAREHOLDERS

- I) Distributions to the shareholder by the corporation
- 2) Allocation of S corp. losses to the shareholder
- 3) Disposition (including sale) of all or a portion of the corporation by the shareholder
- Repayment of any loans from an S corporation to a shareholder



WHY IS THE IRS REQUIRING BASIS REPORTING IN THESE SITUATIONS?

- Distributions to S corporation shareholders are normally tax-free (up to the amount of the corporation's AAA account balance), but only to the extent they do not exceed the shareholder's pre-distribution basis in the stock. If distributions (based on cash or FMV of non-cash property) exceed stock basis, this will normally result in taxable income (capital gain if the stock is a capital asset) to the shareholder.
- There are various loss limitations including that based on the shareholder's stock basis in the corporation.
- Basis in the stock on a sale (or other disposition) of the stock has to be determined to determine gain or loss (or basis to a gift recipient of the stock).
- An S corporation shareholder <u>does</u> receive stock basis for loans made <u>directly</u> to the corporation by the shareholder, but must generally decrease their debt basis by any loan repayments by the corporation.

NOTE ON PARTNERSHIPS

• Even though the IRS is not currently requiring basis reporting on the 1040 for *partnership* interests, many, but not all, of the same or similar issues for S corporation shareholders also apply to partners and members of multi-member LLCs (taxed as partnerships).

PERPETUAL ADJUSTMENTS TO A PARTNER'S "OUTSIDE" BASIS IN A PARTNERSHIP:

- 'Initial Outside Basis in the partnership (cost to acq. partnership, or FMV if inherited, commonly FMV if gifted)
- + Partner's subsequent contributions to partnership (based on cash or basis of assets (if Sect. 721))
- + <u>Partner's share</u> of partnership's:
- Debt increases
- Income items
- Exempt income items
- - Distributions and withdrawals from partnership (inside basis if not cash)
- – <u>Partner's share</u> of partnership:
- Debt decreases
- Nondeductible expenses
- Deductions and losses

OUTSIDE BASIS EXAMPLE - PARTNERSHIP



- 'On 1/1/18 Suji, a brand new partner, contributes land with a basis and value of \$60,000 in exchange for a 40% interest in the calendar year ABC partnership.
- 'Here, Suji's initial outside basis in the partnership is \$60,000 (her basis in the land at the time of the contribution because it contributed in a Sect. 721 qualified capital contribution for her partnership interest).
- 'During 2018 ABC has total operating taxable income of \$200,000. Suji is taxed on her allocable share (40%) of ABC's profits (\$80,000).
- 'When Suji reports her \$80,000 share of ABC's partnership income for 2018, her outside basis in the partnership is increased to \$140,000 (\$60,000 initial basis plus \$80,000 for her share of the partnership's profits).
- If Suji sold her entire interest in ABC at the very beginning of 2019 for \$140,000, she would have no gain or loss.
- 'However, if she sold her partnership interest at the very beginning of 2019 for \$160,000, she would have a <u>gain</u> of \$20,000.

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THE FOUR LOSS DEDUCTIBILITY LIMITATIONS FOR PARTNERS AND S CORPORATION SHAREHOLDERS

• Outside Basis Limitation (Punch #I)

- Amount **At-Risk** Limitation (Punch #2)
- **Passive Loss** Limitations (Punch #3)
- Excess Business Loss Limitation (Punch 4)
- Only after going through these tests a partner or S corporation shareholder will know whether or not they will be able to currently deduct some or all of their current year's losses on the K-1The "knockout blow"

NEW AREA OF SCHEDULE E

• On page two, part II of the 2018 Schedule E it states:

Name(s) shown on return. Do not enter name and social security number if shown on other side.	Your	anaial an aurity number				
	Name(s) shown on return. Do not enter name and social security number if shown on other side. Your social					
Caution: The IRS compares amounts reported on your tax return with amounts show	n on Schedule(s) K-1.					
Part II Income or Loss From Partnerships and S Corporations – Note: stock, or receive a loan repayment from an S corporation, you must check the box computation. If you report a loss from an at-risk activity for which any amount is n line 28 and attach Form 6198 (see instructions).	in column (e) on line 28 a	nd attach the required basis				







SCHEDULE E INSTRUCTIONS

• From Page E-9:

"If you are claiming a deduction for your share of an aggregate loss, check the box on the appropriate line in Part II, column (e), and attach to your return a computation of the adjusted basis of your corporate stock and of any debt the corporation owes you. For details, see the Shareholder's Instructions for Schedule K-1 (Form 1120S)."



SHAREHOLDER'S BASIS (SLIDE I OF 4)

- Determination of <u>initial</u> basis is similar to that of basis of stock in C corp
 - Depends on manner stock was acquired
 - e.g., gift, inheritance, purchase, exchange
 - Basis is increased by:
 - Stock purchases
 - Capital contributions
 - Nonseparately computed income
 - Separately stated income items



SHAREHOLDER'S BASIS (SLIDE 2 OF 4)

- Basis is <u>decreased</u> by:
 - Distributions not reported as income by shareholders (based on FMV if not cash)
 - Nondeductible expenses (e.g., fines, penalties)
 - Nonseparately computed loss
 - Separately stated loss and deduction items
- Similar to partnership basis rules
 - First increase basis by income items
 - Then decrease it by (1) distributions and (2) finally losses



SHAREHOLDER'S BASIS (SLIDE 3 OF 4)

- Basis rules are similar to partnership rules <u>except</u>:
 - [For Partnerships] Partner's basis in partnership interest includes direct investment plus the partner's share of partnership liabilities
 - Except for loans DIRECTLY from a shareholder to the S Corp, corporate borrowing does <u>not</u> affect shareholder's basis for S Corporation shareholders!!!!!!





SHAREHOLDER'S BASIS (SLIDE 4 OF 4)

- Shareholder's basis cannot be negative
 - Once stock basis is reduced to zero, any additional reductions (<u>losses</u> or <u>deductions</u>, but not distributions) decrease (but not below zero) basis in loans made to S corp (if any).
 - Any excess losses or deductions (for the shareholders) are suspended
 - Once debt basis (if any) is reduced, it is increased by subsequent net increases from all positive and negative adjustments



TECHNICAL TREATMENT OF S CORPORATION LOSSES

(SLIDE I OF 2)

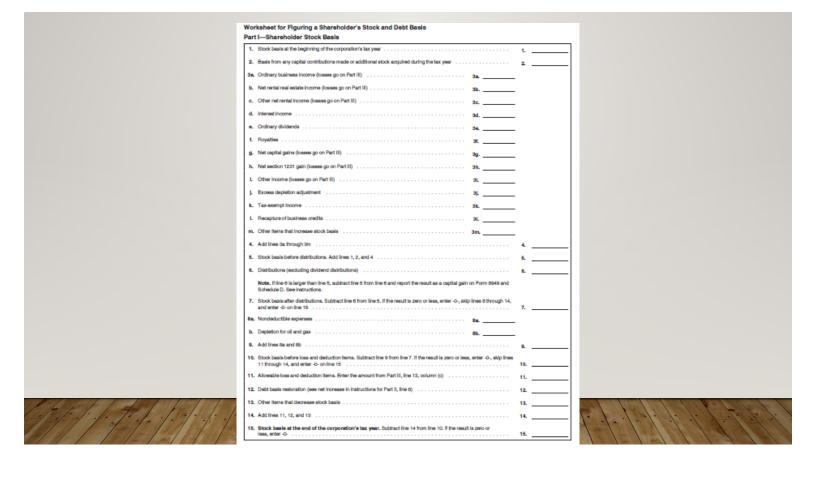
Step 1. Allocate total loss to the shareholder on a daily basis, based upon stock ownership (if any changes in ownership percentage during the year).

Step 2. If shareholder's loss exceeds their combined stock and (if applicable) DIRECT debt basis, then the shareholder's potential deductible loss (subject to the other three loss limitation rules) is limited to the combined stock and DIRECT debt basis. Note: Distributions do not reduce debt basis.

Step 3. Where loss > combined stock and DIRECT debt basis, excess is suspended and carried over to future tax years.



- Step 4. In future tax years, any net increase in basis adjustment restores debt basis first, up to its original amount.
- Step 5. Once debt basis is restored, remaining net increase is used to increase stock basis.
- Step 6. Suspended loss from a previous year now reduces stock basis first and debt basis second.

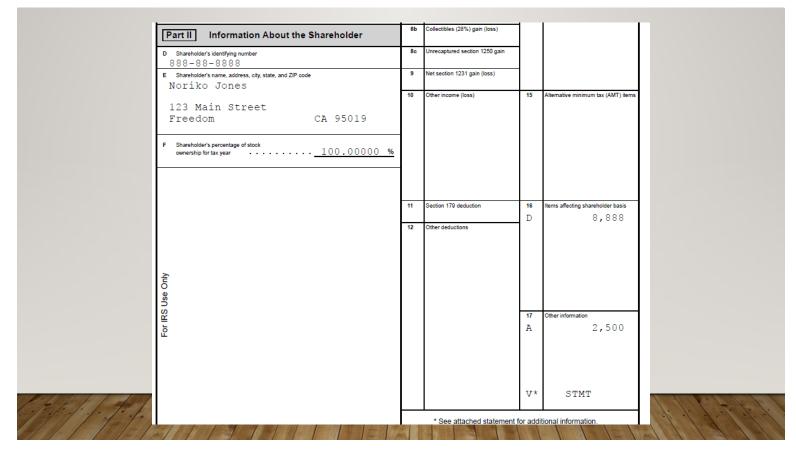


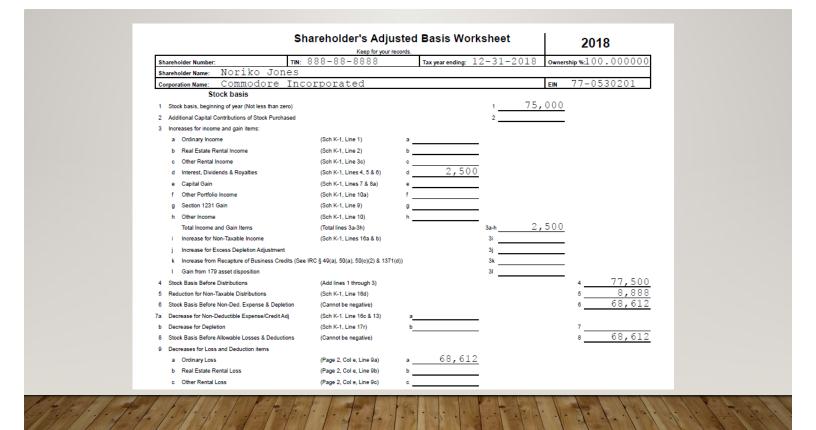
EXAMPLE OF REPORTING OF SHAREHOLDER BASIS IN AN S CORPORATION ... THE HOW

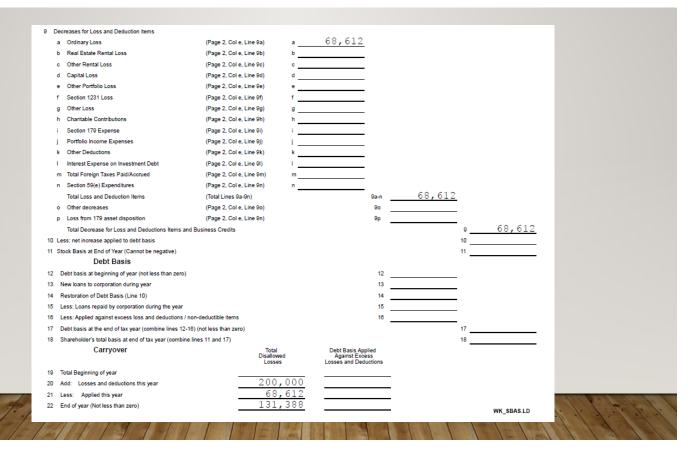
- The taxpayer, Noriko Jones, is the sole shareholder of Commodore Incorporated, an S Corporation.
- Noriko's stock basis at the beginning of the year is \$75,000
- The corporation has \$200,000 of ordinary income for the year.
- The corporation also has \$2,500 of interest income for the year.
- The corporation makes an \$8,888 cash distribution to Noriko at the end of the year (it is less than the corporation's accumulated adjustments account (AAA)).



Schedule K-1 Form 1120S)	2018	Pa	rt III	Shareholder's Sha Deductions, Cred		urrent Year Income, Other Items
	For calendar year 2018, or tax year 018 ending e of Income, Deductions,	1		business income (loss) (200,000) I real estate income (loss)	13	Credits
Credits, etc. Part I Information	 See page 2 of form and separate instructions. About the Corporation 	3	Other net	rental income (loss) ncome		
A Corporation's employer identification 77-0530201 B Corporation's name, address, city,		5a	Ordinary	2,500 dividends		
Commodore Inco	rporated	5b		dividends	14	Foreign transactions
1986 Tax Way		6 7	Royalties Net short	-term capital gain (loss)		
Watsonville c IRS Center where corporation filed	CA 95076	8a	Net long-	term capital gain (loss)		







	edule E (Form 1040) 2018			,	Attachment Sequence No.			Page 2			
Name	(s) show non return. Do not enter name and	d sochlisecurty number fishow no	on page 1.			Your	social secu	rity num ber			
No	riko Jones					88	8-88-	8888			
	tion: The IRS compares amounts r				(s) K-1.						
Pa	rt II Income or Loss Fro	om Partnerships and S	S Corporation	s- Not	te: I fyou reporta loss, recei	vead	istribution, «	dispose of			
	stock, or receive a loan repayment from an Scorporation, you must check the box in column (e) on line 28 and attach the required basis										
		ta loss from an at-risk activi	ty for which any ar	nountis not at	risk, you must che ck the bo	xin co	ilumn (f) on	1			
	line 28 and attach Form	6198 (see instructions).									
27	Are you reporting any loss not										
	unallowed loss from a passive a										
	you an swered "Yes," see instru	ctions before completing th	his section (b) EnterP for	(c) Check If	(d) Employer		Check f				
28	(a) N	lame	partnership; \$ for S corporation	foreign partne rship	ident fication number	bask	s computation required	(f)Check If any amount is not at risk			
AC	ommodore Incorpo	rated	S		77-0530201		X				
в											
С											
D											
	Passive Income ar	nd Loss		No	npassive Income and Lo	SS					
	(9) Passive loss allow ed (attach Form 8582 if required)	(h) Passive income from Schedule K-1	(I) Nonpassiv from Sche dule		 (j) Section 179 expense deduction from Form 4562 	(k) Nonpassive income from Schedule K-1					
Α			6	8,612							
в											
С											
D											
29a	Totals										
b	Totals		6	8,612							
30	Add columns (h) and (k) of line	29a · · · · · · · · · · · ·		• • • • • • •		30					
31	Add columns (g), (i), and (j) of I			• • • • • • •		31		68,612)			
32 Pa	Total partnership and S corpor rt III Income or Loss Fro	ation income or (loss).Com The states and Trusts		d31 •••		32	(68,612)			
			•				(b) Employ	yer			
33		(a) Name					identification n	iumber			
Α											
в				-			-				

			1	
	Form 1120S	Attach this worksheet to your return.	2018	-
	Name of Shareholder: NO1	modore Incorporated	en 77-0530201	-
	Part I - Sharehold		EN //-0530201	
	1. Stock basis at the b	eginning of the corporation's tax year		
	2. Basis from any capi	tal contributions made or additional stock acquired during the tax year	2	
	3a. Ordinary business i	ncome (losses go on Part III)	3a	
	b. Net rental real estat	e income (losses go on Part III)	3b	
	c. Other net rental inco	ome (losses go on Part III)	3c	
	d. Interest income		3d. 2,500	
	e. Ordinary dividends		3e.	
	f. Royalties		3f.	
	g. Net capital gains (lo	sses go on Part III)	3g	
	h. Net section 1231 g	ain (losses go on Part III)	3h.	
	i. Other income (losse	es go on Part III)	3i	
	j. Excess depletion ad	ijustment	3j	
	k. Tax-exempt income		3k.	
	I. Recapture of busin	ess credits	31.	
	m. Other items that inc	rease stock basis	3m	
	A Add lines 2n through	h 3m		
	-			
		distributions. Add lines 1, 2, and 4		
		ing dividend distributions)		
	Schedule D. See in	structions.	apital gain on ronn bere and	
	Stock basis after dia and enter -0- on line	stributions. Subtract line 6 from line 5. If the result is zero or less, enter	-0-, skip lines 8 through 14, 	
	9. Nondeductible even	nses	· · · · · · · · · · · · · · · · · · ·	
			64	
	 Depletion for oil and 	gas	80.	
	9. Add lines 8a and 8b		9	
		oss and deduction items. Subtract line 9 from line 7. If result is zero or enter -0- on line 15		
		deduction items. Enter the amount from Part III, line 13, column (c)		
		on (see net increase in instructions for Part II, line 8)		
		rease stock basis		
	14. Add lines 11, 12, an	d 13		
1 to to the to the to the to	15. Stock basis at the	end of the corporation's tax year. Subtract line 14 from line 10. If t	the result is zero or	
	less, enter -0	•••••••••••••••••••••••••••••••••••••••		the stand of the stand of the stand of the stand
	1 8 14			
111-11-11-11-11-11-11	1 1 1			1 - 1 E I A Deller I - 1 P

SCHEDULE 1 (Form 1040) Department of the Tr Internal Revenue Ser	rvice	Additional Income and Adjustments to Income Attach to Form 1040. Go to www.irs.gov/Form1040 for instructions and the latest information.	OMB No. 1545-0074	
Noriko Jone:				- 88 - 8 8 88
	1-9b	Reserved	1-9b	
Income	10	Taxable refunds, credits, or offsets of state and local income taxes	10	
	11	Alimony received	11	
	12	Business in come or (loss). Attach Schedule C or C-EZ	12	
	13	Capital gain or (loss). Attach Schedule Difrequired. If not required, check here 🔹 🕨	13	
	14	Othergainsor(losses). Attach Form 4797	14	
	15a	Reserved	15b	
	16a	Reserved	16b	
	17	Rental real estate, royalties, partnerships, S corporations, trusts, etc. Attach Schedule E 🗤	17	(68,612)
	18	Farm income or (loss). Attach Schedule F	18	
	19	Unemployment compensation	19	
	20 a	Reserved	20b	
	21	Other in come. List type and amount 🕨	21	
	22	Combine the amounts in the far right column. If you don't have any adjustments to		
		income, enter here and include on Form 1040, line 6. Otherwise, go to line 23	22	(68,612)
Adjustments	23	Educator expenses 23		
to Income	24	Certain business expenses of reservists, performing artists,		
		and fee-basis over ment officials Attach Form 2106 24		

Form 1040 (2018	3)					Page 2	
	1	Wages, salaries, tips, etc. Attach Form(s) W-2		1	600,000	
Attach Form (s)	2a	Tax-exempt interest 2a		b Taxable interest	2b	2,500	
W-2. Also attach	3a	Qualified dividends 3a		b Ordinary dividends	3b		
Form (s) W-2G and 1099-R Iftax was	4a	IRAs, pensions, and annuities . 4a		b Taxable amount	4b		
withheld.	5a	Social security benefits 5a		b Taxable amount	5b		
	6	Total Income. Add lines 1 through 5. Add any amou	Int from Schedule 1, line 22	(68,612) • • • • • • • •	6	533,888	
Istanoaro	7	Adjusted gross income. If you have no subtract Schedule 1, line 38, from line 6	adjustments to income, enter f	the amount from line 6; otherwise,	7	533,888	
Deduction for-					8	33,000	
 Single or married filling separately. 	9	Qualified business income deduction (se	Qualified business income deduction (see instructions)				
812,000	10	Taxable income. Subtract lines 8 and 9 f	from line 7. If zero or less, ent	er-0-	10	500,888	
Married filing jointly or Quality ing	11	a Tax (see inst) 151,018 any fro	om: 1 Form(s) 8814 2 F	Form 4972 3 ()		500,000	
wblow(er), \$24,000		b Add any amount from Schedule 2 and che	dkhere	•••••	11	151,018	
· Head of	12	a Child tax credit/credit for other dependents			12	0	
househobl, \$18,000	13	Subtract line 12 from line 11. If zero or I	ess, enter-0-		13	151,018	
 If you checked 	14	Other taxes. Attach Schedule 4			14	3,693	
any box under Standard	15	Total tax. Add lines 13 and 14			15	154,711	

POTENTIAL CONSEQUENCES OF <u>NOT</u> KEEPING TRACK OF BASIS AND REPORTING S CORP. STOCK BASIS (WHEN REQUIRED)

- Basis will presumed to be ZERO.
- So in the previous example, if the stock basis is <u>not</u> determined and therefore presumed to be zero:
- 1) The \$6,388 of the \$8,888 distribution could be taxable to Noriko (assuming basis was allowed for the \$2,500 full share of interest income).
- 2) None of the operating loss from the corporation will be deductible in 2018 on Noriko's 1040 return!

SCHEDULE 1 (Form 1040)		Additional Income and Adjustments to Income	OMB No. 1545-0074	
Department of the Tress up Attach to Form 1040. Internal Revenue Service Go to www.irs.gov/Form1040 for instructions and the latest information.				Attachment Sequence No. 01
Noriko Jon				-88-8888
Additional	1-9b	Reserved	1-9b	
ncome	10	Taxable refunds, credits, or offsets of state and local income taxes	10	
	11	Alimony received	11	
	12	Business in come or (loss). Attach Schedule C or C-EZ	12	
	13	Capital gain or (loss). Attach Schedule Difrequired. If not required, check here 📃 🕨	13	6,38
	14	Othergainsor(losses). Attach Form 4797	14	
	15a	Reserved	15b	
	16a	Reserved	16b	
	17	Rental real estate, royalties, partnerships, S corporations, trusts, etc. Attach Schedule E 🗤	17	
	18	Farm in come or (loss). Attach Schedule F	18	
	19	Unemployment compensation	19	
	20a	Reserved	20b	
	21	Other in come. List type and amount 🕨	21	
	22	Combine the amounts in the far right column. If you don't have any adjustments to		
		income, enter here and include on Form 1040, line 6. Otherwise, go to line 23	22	6,38

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Form 1040 (2018	3)						Page 2
	1	Wages, salaries, tips, etc. Attac	h Form	s) W-2		1	600,000
Attach Form (s)	2a	Tax-exempt interest	2a		b Taxable interest	2b	2,500
W-2. Also attach	3a	Qualified dividends	3a		b Ordinary dividends	3b	
Form (s) W-2G and 1099-R Iftax was	4a	IRAs, pensions, and annuities	4a		b Taxable amount	4b	
withheld.	5a	Social security benefits	5a		b Taxable amount	5b	
	6	Total Income. Add lines 1 through 5. Add	any amo	nt from Schedule 1, line 22	<u>6,388</u> · · · · · · · ·	6	608,888
istandard	7				tter the amount from line θ; otherwise,	7	608,888
Deduction for- 8 Standard deduction or itemized deductions (from Schedule A)			8	33,000			
 Single or married filing separately. 	9	Qualified business income deduc	ualified business income deduction (see instructions)				
\$12,000	10	Taxable income. Subtract lines 8	and 9	rom line 7. If zero or less,	enter -0-	10	575,888
 Married filing jointly or Quality ing 	11	a Tax (see inst) 177,68	3 any fr	m: 1 Form(s) 8814 2	Form 4972 3)		0.07000
wblow(er), 824.000		b Add any amount from Schedule 2	and che	khere	· · · · · · · · · · · · • •	11	177,683
• Head of	12	a Child tax credit/credit for other dependence			F	12	0
household, S18,000	13	Subtract line 12 from line 11. If a	zero or	ess, enter-0-	· · · · · · · · · · · · · · · · · · ·	13	177,683
• If you checked	14	Other taxes. Attach Schedule 4				14	3,932
any box under Standard	15	Total tax. Add lines 13 and 14	• • •			15	181,615