

# Corporate Dissolution or Liquidation

(Required under section 6043(a) of the Internal Revenue Code)  
► Information about Form 966 and its instructions is at [www.irs.gov/form966](http://www.irs.gov/form966).

OMB No. 1545-0123

|                      |  |   |                    |   |  |
|----------------------|--|---|--------------------|---|--|
| Please type or print | Name of corporation  |   |                    | Employer identification number  |  |
|                      | Number, street, and room or suite no. (If a P.O. box number, see instructions.)  |   |                    | Check type of return  |  |
|                      | City or town, state, and ZIP code  |   |                    | <input type="checkbox"/> 1120 <input type="checkbox"/> 1120-L<br><input type="checkbox"/> 1120-IC-DISC <input type="checkbox"/> 1120S<br><input type="checkbox"/> Other ► |  |
| 1                    | Date incorporated  | 2 | Place incorporated | 3   | Type of liquidation  |
|                      |  |   |                    |   | <input type="checkbox"/> Complete <input type="checkbox"/> Partial |
| 5                    | Service Center where corporation filed its immediately preceding tax return  |   | 6                  | Last month, day, and year of immediately preceding tax year   |  |
| 7a                   | Last month, day, and year of final tax year  |   | 7b                 | Was corporation's final tax return filed as part of a consolidated income tax return? If "Yes," complete 7c, 7d, and 7e.  |  |
|                      |  |   |                    | <input type="checkbox"/> Yes <input type="checkbox"/> No  |  |
| 7c                   | Name of common parent  |   |                    | 7d  | Employer identification number of common parent                    |
| 7e                   | Service Center where consolidated return was filed   |   |                    |   |  |
| 8                    | Total number of shares outstanding at time of adoption of plan of liquidation . . . . .  |   |                    |   | <div>Common</div> <div>Preferred</div>                             |
| 9                    | Date(s) of any amendments to plan of dissolution . . . . .   |   |                    |   |  |
| 10                   | Section of the Code under which the corporation is to be dissolved or liquidated . . . . .   |   |                    |   |  |
| 11                   | If this form concerns an amendment or supplement to a resolution or plan, enter the date the previous Form 966 was filed . . . . . |   |                    |   |  |

**Attach a certified copy of the resolution or plan and all amendments or supplements not previously filed.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

|                      |       |      |
|----------------------|-------|------|
| Signature of officer | Title | Date |
|----------------------|-------|------|

## Instructions

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

### Who Must File

A corporation (or a farmer's cooperative) must file Form 966 if it adopts a resolution or plan to dissolve the corporation or liquidate any of its stock.

Exempt organizations and qualified subchapter S subsidiaries should not file Form 966. Exempt organizations should see the instructions for Form 990, Return of Organization Exempt From Income Tax, or Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation. Subchapter S subsidiaries should see Form 8869, Qualified Subchapter S Subsidiary Election.



*Do not file Form 966 for a deemed liquidation (such as a section 338 election or an election to be treated as a disregarded entity under Regulations section 301.7701-3).*

### When To File

File Form 966 within 30 days after the resolution or plan is adopted to dissolve the corporation or liquidate any of its stock. If the resolution or plan is amended or supplemented after Form 966 is filed, file another Form 966 within 30 days after the amendment or supplement is adopted. The additional form will be sufficient if the date the earlier form was filed is entered on line 11 and a certified copy of the amendment or supplement is attached. Include all information required by Form 966 that was not given in the earlier form.

### Where To File

File Form 966 with the Internal Revenue Service Center at the address where the corporation (or cooperative) files its income tax return.

### Distribution of Property

A corporation must recognize gain or loss on the distribution of its assets in the complete liquidation of its stock. For purposes of determining gain or loss, the

distributed assets are valued at fair market value. Exceptions to this rule apply to a liquidation of a subsidiary and to a distribution that is made according to a plan of reorganization.

## Foreign Corporations

A corporation that files a U.S. tax return must file Form 966 if required under section 6043(a). Foreign corporations that are not required to file Form 1120-F, U.S. Income Tax Return of a Foreign Corporation, or any other U.S. tax return are generally not required to file Form 966.

U.S. shareholders of foreign corporations may be required to report information regarding a corporate dissolution or liquidation. See Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, and its instructions for more information.

## Address

Include the suite, room, or other unit number after the street address. If the post office does not deliver mail to the street address and the corporation has a P.O. box, enter the box number instead.

### Line 5

If the immediately preceding tax return was filed electronically, enter “e-file” on line 5.

### Line 7e

If the consolidated return was filed electronically, enter “e-file” on line 7e.

### Line 10

Identify the code section under which the corporation is to be dissolved or liquidated. For example, enter “section 331” for a complete or partial liquidation of a corporation or enter “section 332” for a complete liquidation of a subsidiary corporation that meets the requirements of section 332(b).

## Signature

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.

## Paperwork Reduction Act Notice

We ask for the information on this form 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.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated burden for business taxpayers filing this form is approved under OMB control number 1545-0123 and is included in the estimates shown in the instructions for their business income tax return.

If you have comments concerning the accuracy of these time estimates or suggestions for making this form simpler, we would be happy to hear from you. You can send us comments from [www.irs.gov/formspubs/](http://www.irs.gov/formspubs/). Click on “More Information” and then on “Give us feedback.” Or you can write to the Internal Revenue Service, Tax Forms and Publications, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224. Do not send the tax form to this address. Instead, see *Where To File*, earlier.