

2016 Rhode Island Business Corporation Tax

GENERAL INSTRUCTIONS FOR FORM RI-1120C, FORM RI-1120S AND FORM RI-1065

1. WHO MUST FILE:

Domestic and Foreign Corporations:

Every business corporation, joint stock company or association exercising corporation functions or otherwise doing business in this state is required to file an annual tax return using Form RI-1120C and is subject to the income tax (minimum \$450.00) under R.I. Gen. Laws § 44-11-2.

Subchapter "S" Corporations:

A small business corporation having an election in effect under subchapter S of the Internal Revenue Code is required to file an annual tax return using Form RI-1120S and is subject to the income tax (minimum \$450.00).

If a subchapter S corporation is taxable for federal purposes, it must attach RI Schedule S and compute and pay any tax due at the 7% tax rate.

LLCs, LLPs, LPs, Partnerships and SMLCCs:

Limited liability companies, limited liability partnerships, limited partnerships, general partnerships, and single member limited liability companies not treated as a corporation on the federal level are required to file an annual tax return using Form RI-1065. Such entities, with the exception of general partnerships, shall be subject to an annual fee equal to the minimum tax imposed upon a corporation under R.I. Gen. Laws § 44-11-2(e). See Rhode Island Regulations CT 13-14 and CT 12-16 for more information.

Pass-through withholding requirements:

Pass-Through Entities such as "S" corporations, general partnerships, limited partnerships, limited liability partnerships, trusts or limited liability companies that are not taxed as corporations for federal tax purposes are required to withhold from the member's share of income of the entity which is derived from or attributable to sources within this state distributed to each nonresident member and pay the withheld amount to the tax division at either the highest individual rate or seven percent (7%) for corporations. A pass-through entity is not required to withhold tax for a nonresident member if:

1. the member has a pro rata or distributive share of income from the pass-through entity from doing business in this state of less than \$1,000.00 per annual accounting period, or
2. the tax administrator has determined by regulation, ruling or instruction that the member's income is not subject to withholding, or
3. the member elects to have the tax due paid as part of a composite return filed by the pass-through entity, or
4. the entity is a publicly traded partnership as defined by section 7704(b) of the Internal Revenue Code that is treated as a partnership for the purposes of the Internal Revenue Code and that has agreed to file an annual information return reporting the name, address, taxpayer identification number and other information requested by the tax administrator of each unit holder with an income in this state in excess of \$450.00.

2. WHEN AND WHERE TO FILE:

Form RI-1120C:

For calendar year and non-June 30 fiscal year end filers, Form RI-1120C is due on or before the fifteenth day of the fourth month following the close of the taxable year. For June 30 fiscal year end filers, Form RI-1120C is due on or before the fifteenth day of the third month following the close of the taxable year.

Form RI-1065 and RI-1120S:

For all filers except for calendar year and non-June 30 fiscal year end single-member LLC filers, Form RI-1065 and RI-1120S are due on or before the fifteenth day of the third month following the close of the taxable year. For calendar year and non-June 30 fiscal year end single-member LLC filers, Form RI-1065 is due on or before the fifteenth day of the fourth month following the close of the taxable year.

Returns must be filed with:

Rhode Island Division of Taxation
One Capitol Hill, Suite 9
Providence, RI 02908-5811

A return is considered timely filed if it is mailed so as to bear a U.S. postmark on or before the applicable due date.

When the due date for filing Form RI-1120C, Form RI-1120S or Form RI-1065 falls on a Saturday, Sunday, or a Rhode Island legal holiday, the filing is due on the next business day.

3. EXTENSION OF TIME FOR FILING:

An automatic extension of time for the filing of Form RI-1120C, Form RI-1120S or Form RI-1065 may be requested using Form RI-7004. The extension request may be granted provided Form RI-7004 is filed together with a payment equal to the full amount of tax reasonably estimated to be due for the taxable year based on income, or the minimum tax of \$450.00, whichever shall yield the greater tax.

Extension requests:

Automatic five (5) month extension for calendar year filers of Form RI-1120C. Automatic six (6) month extension for filers of Form RI-1120S, RI-1065 (LLC, LLP, LP, Partnership, SMLLC) or fiscal year filers of Form RI-1120C. Automatic seven (7) month extension for June 30 year end filers of Form RI-1120C.

Payment of a minimum amount if a larger amount is due will void the extension.

4. PAYMENT OF TAX:

The balance of tax shown on the return to be due must be paid in full with the return. Failure to pay the tax on time will subject the taxpayer to an assessment of interest and penalties.

Interest Generally

Any tax not paid when due is subject to interest from the time the tax was originally due at the rates of 18% per annum (1.5% per month).

Penalties - Failure to file returns on time

In case of failure to file a return within the time prescribed by law, or within the extension period, there shall be added to the tax 5% of such tax if delinquency is for not more than one month plus an additional 5% for each additional month or fractional part thereof during which such failure continues not exceeding 25% in the aggregate.

The law provides for the imposition of fines up to \$5,000.00 for failure to file the required returns or the filing of false or fraudulent returns.

Penalties - Failure to pay tax on time

In case of failure to pay the tax with the return on or before the date prescribed (determined with regard to any extension of time for payment) there shall be added to the amount shown as tax on such return five-tenths percent (0.5%) of the amount of such tax if the failure is for not more than one month, plus an additional five-tenths percent (0.5%) for each additional month or fractional part thereof during which such failure continues, not exceeding 25% in the aggregate.

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5. RATE OF TAX:

Seven percent (7%) of net income apportioned to Rhode Island; or a minimum of \$450.00, whichever amount shall yield the greatest tax.

Limited liability companies, limited liability partnerships, limited partnerships, and single member limited liability companies not treated as a corporation on the federal level shall pay an annual charge equal to the minimum tax imposed upon a corporation under R.I. Gen. Laws § 44-11-2(e).

6. DECLARATION OF ESTIMATED TAX BY CORPORATIONS:

Every corporation shall file a declaration of its estimated tax for the taxable year if its estimated tax for such taxable year can reasonably be expected to exceed \$500.00. The entire amount of such estimated tax shall constitute the amount of the advance required to be paid. The due dates and amounts of the installments are as follows: The 15th day of the 3rd month of the taxable year (40%) and the 15th day of the 6th month of the taxable year (60%).

Underpayment-Interest on declaration of estimated tax

In case of any underpayment of the estimate by a corporation there shall be added to the tax as the case may be for the taxable year, an amount determined at the rate of 18% per annum upon the amount of the underpayment for the period of the underpayment. "The amount of the underpayment" shall be the excess of the installment or installments which would be required to be paid if the advance payments were equal to eighty percent (80%) of the tax shown on the return for the taxable year or, if no return was filed eighty percent (80%) of the tax for such year, over the amount, if any, of the installment paid on or before the last date prescribed for payment.

The law provides for the assessment of a penalty of 5% of the tax imposed on such corporations for such taxable year for failure to file required estimated tax payments.

7. CHANGE IN NET INCOME BY FEDERAL GOVERNMENT:

Any change in net income for any prior year directly affects the tax liability to the State of Rhode Island and such changes must be reported to the Tax Administrator within 60 days of final adjustment or determination. For tax years 2014 and prior, such changes must be reported using Form RI-1120X. For tax years 2015 and forward, such changes must be reported using Form RI-1120C, Form RI-1120S or Form RI-1065, whichever is applicable, and by checking the amended check box.

8. SUPPORTING SCHEDULES:

All schedules are to be firmly attached to the back of the return. Each schedule must be clearly identified with the item which it supports. Write upon one side of the sheet only, so that schedule may be read without detaching from the return. If space permits, more than one schedule may be placed on a single sheet.

9. COMBINED RETURNS:

For tax years beginning on or after January 1, 2015, a business which is treated as a C corporation for federal income tax purposes, and which is part of a combined group engaged in a single or common business enterprise – a "unitary" business – must file a combined return with Rhode Island.

Under mandatory unitary combined reporting, R.I. Gen. Laws § 44-11-4.1, an entity treated as a C corporation for federal income tax purposes must report on its Rhode Island return not only its own income, but also the combined income of the other corporations, or affiliates, that are part of a combined group under common ownership and part of a unitary business. They may do so by filing Form RI-1120C, checking the box for Combined Return, and including a Schedule CRS for each member of the combined group.

An entity that is doing business in this state and is treated as a C corporation for federal income tax purposes, where such entity stands alone and has no affiliates or related companies, is **not** subject to combined reporting. Please refer to the "Domestic and Foreign Corporations" section of these instructions for instructions on how to file for these entities.

See the most recent version of the Rhode Island Combined Reporting Regulation for more information.

10. CAPITAL INVESTMENT IN SMALL BUSINESSES

R.I. Gen. Laws § 44-43 provides a deduction for purposes of computing net income under the Rhode Island Business Corporation Tax (R.I. Gen. Laws § 44-11) for a qualifying investment in a certified venture capital partnership and for credits to entrepreneurs of a qualifying business entity for certain wages paid to employees of such entity.

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SPECIFIC INSTRUCTIONS

INFORMATION SECTION: Enter the requested entity information on the top of the form, including name, address, federal identification number, email address, NAICS code, and if the entity is not a calendar year filer, enter the beginning and end dates of the entity's fiscal year.

Enter the following information in the corresponding boxes:

- The gross receipts from U.S. Form 1120S, page 1, line 1(c) or other applicable Federal form.
- The depreciable assets from line 10A Column (c), Schedule L, U.S. Form 1120S, page 4 or other applicable Federal form.
- Enter the total assets from line 15, Column (d), Schedule L, U.S. Form 1120S, page 4 or other applicable Federal form.
- If the entity is registered with the Rhode Island Secretary of State, enter the entity's nine digit identification number. If not registered, leave this box blank. Note: this is not your Federal Identification number.

NOTE: If filing a final return, a separate request for a letter of good standing for dissolution or withdrawal should also be filed. Attach the final return to the request form and follow the instructions for section V or VI. The final return and request form must be completed through the date of withdrawal. When filing for dissolution or withdrawal, an extension is not valid. Within thirty (30) days of the date of the letter, it must be recorded with the Secretary of State.

SUBCHAPTER S CORPORATION FILERS:

Form RI-1120S is to be used only by entities taxed as subchapter S corporations for federal tax purposes.

LIMITED LIABILITY COMPANY FILERS:

- If the LLC is to be treated as a corporation for federal tax purposes, it shall pay a tax the same as a "C" corporation and file **Form RI-1120C**.
- If the LLC is to be treated as a subchapter S corporation for federal tax purposes, it shall pay a fee equal to the minimum tax as defined under §44-11-2(e) and file **Form RI-1120S**.
- All other LLCs shall pay a fee equal to the minimum tax as defined under §44-11-2(e) and file **Form RI-1065**.

QUALIFIED SUB-CHAPTER "S" SUBSIDIARY:

If Qualified Sub-Chapter "S" subsidiary(s) are included for federal purposes, they may also be filed on one return for Rhode Island purposes. They may do so by checking the "Q-sub Included" check box on page 1 and attaching RI-1120S Q-Sub Schedule to the tax return. The minimum tax must be included for each entity included in the return. See Reg CT98-13 for further details.

SCHEDULE A - COMPUTATION OF TAX

TAXABLE INCOME

Line 1 -

Enter the taxable income as it appears on Federal Form 1120S, Schedule K, line 18.

Line 2 - Total Deductions

Enter Total Deductions from page 2, Schedule B, line 1e.

Line 3 - Total Additions

Enter Total Additions from page 2, Schedule C, line 1d.

APPORTIONED TAXABLE INCOME

Line 4 - Adjusted Taxable Income

Subtract the total deductions amount on line 2 from the Federal Taxable Income amount on line 1. Add to that the total additions amount on line 3.

Line 5 - Rhode Island Apportionment Ratio

Complete Schedule I on page 3. Enter the amount from Schedule I, line 5.

Line 6 - Apportioned Rhode Island Taxable Income

Multiply your adjusted taxable income amount from line 4 times the Rhode Island Apportionment Ratio from line 5.

Line 7a - Minimum Tax

Rhode Island minimum tax is \$450.00.

If line 22a or 22b of Federal 1120S is applicable, refer to Rhode Island Schedule S for your tax calculation. Enter the tax from Schedule S, line 8.

If Qualified Sub-chapter S Subsidiary, multiply the number of Q-Subs that are a part of this filing by the minimum tax and enter here.

Line 7b - Jobs Growth Tax

Enter 5% of the aggregate performance-based compensation paid to eligible employees as per the Jobs Growth Act (§44-64.11-5).

Line 8 - Rhode Island Business Corporation Tax

Add lines 7a and 7b.

Line 9a - Estimated Tax Payments

Enter the total estimated tax payments made with respect to the taxable year, if any, including any overpayment allowed from the preceding taxable year.

Line 9b - Other Payments

Enter the amount of all other tax payments (i.e. extension payment) made with respect to the taxable year.

Note: Rhode Island Pass-through Withholding Payments MAY NOT be claimed by subchapter S corporations or LLCs on Form RI-1120S since they themselves are pass-through entities. Subchapter S corporations and LLCs must file their own Form RI-1096PT return and pass any pass-through withholding payments through to their members/shareholders.

Line 10 - Total Payments

Add the amounts from lines 9a and 9b.

Line 11 - Net Tax Due

Subtract the amount on line 10 from the amount on line 8.

Line 12 - Interest and Penalty Calculation

Enter the total of (a), (b) and (c) on this line.

(a) Interest on the balance due

For failure to pay the tax on time, interest at the rate of 18% (0.1800) per year; or 1.5% (0.0150) per month, shall be assessed.

Interest shall accrue on the amount from line 12 at the rate of 18% per annum from the due date for filing the return (the fifteenth day of the third month following the close of the taxable year) to the actual date of payment.

(b) Penalty on the balance due

For failure to file the return on time, a penalty at the rate of 5% (0.0500) per month not to exceed 25% (0.2500) shall be assessed.

For failure to pay the tax on time, a penalty at the rate of 0.5% (0.0050) per month not to exceed 25% (0.2500) shall be assessed.

(c) Interest for underpayment of estimated taxes

In case of any underpayment of the estimate by a corporation there shall be added to the tax as the case may be for the taxable year, an amount determined at the rate of 18% per annum upon the amount of the underpayment for the period of the underpayment. "The amount of the underpayment" shall be the excess of the installment or installments which would be required to be paid if the advance payments were equal to eighty percent (80%) of the tax shown on the return for the taxable year or, if no return was filed eighty percent (80%) of the tax for such year, over the amount, if any, of the installment paid on or before the last date prescribed for payment. See

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SPECIFIC INSTRUCTIONS - page 2

chart on page 2 of Form RI-2220.

Line 13 - Total Due with the Return

Add lines 11 and 12. The amount is due and payable when the return is filed.

Line 14 - Overpayment

If line 10 is more than line 8, this is the amount of your overpayment. If there is an amount due on line 13, subtract that amount from your overpayment.

If the amount on line 13 is more than your overpayment, enter the amount on line 14. This amount is due and payable when the return is filed.

Line 15 - Amount to be Applied to 2017 Estimated Tax

Enter the amount of the overpayment from line 14 that is to be credited against next year's estimated tax. The amount on this line may be adjusted by the Tax Administrator.

Line 16 - Amount to be refunded.

Subtract line 15 from line 14.

SCHEDULE B - DEDUCTIONS

Line 1a - Exempt Interest

Enter the amount of interest exempt from Rhode Island tax included on line 4, Schedule K of Federal 1120S.

Line 1b - Bonus Depreciation Adjustment

Enter the amount of adjustment which represents the difference between normal first year depreciation and residual depreciation as long as depreciation lasts.

Line 1c - Discharge from Business Indebtedness

Enter the amount of income deferred under the American Recovery and Reinvestment Act of 2009 that was added back in previous years for Rhode Island purposes.

Line 1d - Modification for Tax Incentives for Employers

Enter the amount of modification allowed under RIGL 44-55. Attach Form RI-107 and required documentation to the return.

Line 1e - Total Deductions

Add lines 1a through 1d. Enter here and on page 1, Schedule A, line 2.

SCHEDULE C - ADDITIONS

Line 1a - Interest

Enter the gross amount of interest income received or accrued with respect to all obligations of any state, territory or possession of the United States or any political subdivision of the foregoing, or the District of Columbia other than Rhode Island or its political subdivisions not included on line 4, Schedule K of Federal 1120S.

Line 1b - Bonus Depreciation Adjustment

Enter the entity's bonus depreciation amount less its normal depreciation amount.

Line 1c - Intangible Addback

Enter the total amount of interest expenses and costs and intangible expenses and costs that must be added back under R.I.G.L. 44-11-11(f).

Line 1d - Total Additions

Add lines 1a through 1c. Enter here and on page 1, Schedule A, line 3.

SCHEDULE D - RHODE ISLAND CREDITS

If the partnership has one of the tax credits listed below passing through to its members, complete Schedule CR-PT. Attach the schedule and any supporting documentation to Form RI-1120S.

All supporting documentation for any credit being used must be attached to the RI-1120S in order for credit to be given. If complete documentation is not submitted, the credit will be disallowed until the documentation is provided. Original certificates that are not in the member(s)' names for any of these credits must be attached to the return along with a breakdown showing to whom the credit is passing through and the amounts being passed through. The individual tax returns should include a copy of the credit certificate and the same member schedule.

Line 1 - RI-2276 - Contribution to Scholarship Organizations Tax Credit

- for business entities that make contributions to qualified scholarship organizations. The entity must apply for approval of the tax credit and will receive a tax credit certificate issued by the Division of Taxation. The credit must be used in the tax year that the entity made the contribution. Unused amounts CANNOT be carried forward. RIGL §44-62

Line 2 - RI-286B - Historic Structures - Tax Credit (Historic Preservation Investment Tax Credit) or Historic Preservation Tax Credits 2013

- for approved rehabilitation of certified historic structures. Any unused credit amount may be carried forward for ten (10) years. RIGL §44-33.2 and RIGL §44-33.6, respectively.

Line 3 - Rhode Island New Qualified Jobs Incentive Act 2016 Credit

- RI-6754 - For Rhode Island businesses creating new full-time jobs that did not previously exist in this state. The Rhode Island business must be approved by the Rhode Island Commerce Corporation and must possess a tax credit certificate issued by the Rhode Island Division of Taxation. Any unused amounts may be carried forward for 4 years. RIGL §44-48.3.

Line 4 - RI-7253 - Rebuild Rhode Island Tax Credit

- For Rhode Island businesses demonstrating that even though the business has committed capital investment or owner equity of at least 20% of the total project cost there exists a project financing gap which will likely cause the project not to be completed. The Rhode Island business must be approved by the Rhode Island Commerce Corporation and must possess a tax credit certificate issued by the Rhode Island Division of Taxation. Any unused amounts may be carried forward for 4 years. RIGL §42-64.20

Line 5 - RI-8201 - Motion Picture Production Tax Credit or Musical and Theatrical Production Tax Credits

- for certified production costs as determined by the Rhode Island Film and Television Office and the Division of Taxation. Any unused credit amount may be carried forward for three (3) years. RIGL §44-31.2 and RIGL §44-31.3, respectively.

Line 6 - Total Rhode Island Credits

- Add lines 1 through 5 and enter the total credit amount on this line. All credits flow through to the shareholder(s) or member(s) of the entity filing this return and do not reduce the tax due on this return.

SCHEDULE E - OTHER DEDUCTIONS TO FEDERAL TAXABLE INCOME

Line 1 - Elective Deduction for New Research and Development Facilities

- Refer to Section 44-32-1 of the Rhode Island General Laws for more details.

Line 2 - Capital Investment Deduction

- Rhode Island General Laws provide for a deduction for purposes of computing net income in accordance with Chapter 44-11, for investments in certified venture capital partnerships. Taxpayers claiming this deduction for investments in certified venture capital partnerships must provide copies of certification from the Department of Economic Development of the Venture Capital Partnership. A recapture of a previously take deduction may be necessary under the law. This should be done by listing the recaptured amount as a negative number.

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SPECIFIC INSTRUCTIONS - page 3

SCHEDULE I - ALLOCATION FACTOR

Prior to considering your apportionment factors, Regulation CT 15-04 and RIGL 44-11-13 should be considered to determine whether a company has the ability to apportion its Rhode Island adjusted taxable income. All apportionment factors must be filled out even if your apportionment is 100% Rhode Island.

If utilizing an alternative allocation apportionment as allowed under RIGL §44-11-14.1, §44-11-14.2, §44-11-14.3, §44-11-14.4, §44-11-14.5 or §44-11-14.6, check the box above the apportionment schedule.

Line 1 - Average Net Book Value Factor

Real and tangible personal property owned is valued at book value. Real and tangible personal property rented is valued at 8 times the annual net rental rate. The annual net rental rate shall be reduced (but not to less than zero) by the annual rental rate received from subrentals.

"Tangible personal property" means such property as machinery, tools, implements, goods, wares, and merchandise. It does not include cash, shares of stock, bonds, notes, credits, or evidences of an interest in property and evidences of debt.

Line 2 - Receipts Factor

2a) 100% allocation to Rhode Island of the gross receipts from sales of tangible personal property sold in the regular course of business where Rhode Island (or any other state or place) is the place of origin and Rhode Island is the destination. Sales of tangible personal property are in Rhode Island if the property is delivered or shipped to a purchaser within this state regardless of the free on board (F.O.B.) point or other conditions of the sale.

Gross income from services is attributed to Rhode Island if the services are performed in Rhode Island.

Pursuant to R.I.G.L. 44-11-14(a)(2)(i)(B), gross sales of tangible personal property where shipments are made from an office, store, warehouse, factory or other place of storage in this state and the taxpayer is not taxed in the state of purchase must now be included in the Receipts section of the Rhode Island apportionment column. This gross receipts amount must be listed separately as shown on the apportionment schedule.

2b) Dividend income. This amount should not be included in 2(h).

2c) Interest income. This amount should not be included in 2(h).

2d) Gross rental income from the leasing or renting of real and tangible personal property.

2e) Royalty income associated with Rhode Island activities.

2f) Net income from the sale of real property, tangible personal property, or other capital assets not held by the taxpayer for sale to customers in the regular course of business.

2g) Net income from the sale or disposition of securities or financial obligations. Do not include related dividends or interest. Dividends and interest are reported on line 2(b) and 2(c).

2h) Gross income from all other receipts includes income from all other sources (not listed above) and includes (but is not limited to) receipts from patents, royalties, copyrights, commissions, dividends and interest. Gross income from royalties is attributable to Rhode Island to the extent that the patent or copyright is used in this state by the person paying royalties to the taxpayer. A patent is used in Rhode Island to the extent that it is employed in fabrication, manufacturing, production or other processing in Rhode Island or to the extent that a patented product is produced in Rhode Island. A copyright is used in Rhode Island to the extent that printing or other publication originates in Rhode Island. Accordingly, all such gross income should be included in Schedule I, line 2(h), Column A. For corporations organized under Rhode Island laws, all gross income from interest and dividends must be shown on Schedule I, lines 2(b&c), Column A.

2i) Income exempt from federal taxation.

Line 3 - Salaries and Wage Factor

Schedule I, line 3, Column A represents that part of the total wages, salaries and other compensation to officers and employees paid or incurred by the taxpayer during the taxable year which is assignable to offices, agencies, or places of business within the State of Rhode Island, or which is attributable to services performed in connection with the taxpayer's activities or transactions within this state during the taxable year.

Line 4 - Rhode Island Ratios

Total the Rhode Island ratios from lines 1f, 2k and 3b.

Line 5 - Allocation Factor

If dollar amounts for property, receipts and salaries exist in Column B, the total of the three ratios on line 4 should be divided by 3. If one factor is not found in Column B, then the total of the two ratios on line 4 must be divided by 2. If only one factor exists in Column B, then the ratio on line 4 should be carried to line 5. Also, enter this ratio on Schedule A, line 7.