

# Instructions for Form 7208

(June 2024)



Department of the Treasury  
Internal Revenue Service

## Excise Tax on Repurchase of Corporate Stock

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

The citations to the proposed regulations in these instructions refer to the rules included in Proposed Regulations section 58.4501-1 through -5 of the notice of proposed rulemaking that was published in the Federal Register on April 12, 2024. See [89 FR 25980](#). For the applicability date of the rules in Proposed Regulations section 58.4501-1 through -5, see Proposed Regulations section 58.4501-6. Until finalized, these proposed regulations are non-binding and subject to change.

### Future Developments

For the latest information about developments related to Form 7208 and its instructions, such as legislation enacted after they were published, go to [IRS.gov/Form7208](https://www.irs.gov/Form7208).

## General Instructions

### Purpose of Form

The Inflation Reduction Act of 2022 established a stock repurchase excise tax under section 4501 equal to 1% of the fair market value (FMV) of stock repurchased during the tax year by certain publicly traded corporations or their specified affiliates, effective for repurchases occurring after 2022.

Use Form 7208 to figure the excise tax on stock repurchases. If you need more lines for any part of the form, prepare a continuation sheet using the same format as the form. Attach your Form 7208 and any continuation sheets to your Form 720, Quarterly Federal Excise Tax Return. The Form 720 to which this form is attached must be signed under penalties of perjury. See Regulations section 58.6061-1.

You must keep complete and detailed records that are sufficient to establish the amounts you report on this form. See Regulations section 58.6001-1.

### Definitions

**Acquisitive reorganization.** An acquisitive reorganization is a transaction that qualifies as a reorganization under any of the following.

- Section 368(a)(1)(A) (including by reason of section 368(a)(2)(D) or section 368(a)(2)(E)).
- Section 368(a)(1)(C).
- Section 368(a)(1)(D) (if the transaction satisfies the requirements of section 354(b)(1)).
- Section 368(a)(1)(G) (if the transaction satisfies the requirements of section 354(b)(1)).

**Applicable foreign corporation.** An applicable foreign corporation is any foreign corporation the stock of which is traded on an established securities market.

**Applicable specified affiliate.** An applicable specified affiliate is a specified affiliate of an applicable foreign

corporation, other than a foreign corporation or a foreign partnership (unless the partnership has a domestic entity as a direct or indirect partner).

**Covered corporation.** A covered corporation is any domestic corporation the stock of which is traded on an established securities market.

**Covered surrogate foreign corporation.** A covered surrogate foreign corporation is any surrogate foreign corporation (as determined under section 7874(a)(2)(B) by substituting “September 20, 2021” for “March 4, 2003” each place it appears) the stock of which is traded on an established securities market, but only for tax years that include any portion of the applicable period for such corporation under section 7874(d)(1).

**Employer-sponsored retirement plan.** An employer-sponsored retirement plan is a retirement plan maintained by a covered corporation or a specified affiliate of the covered corporation that is qualified under section 401(a), including an employee stock ownership plan described in section 4975(e)(7).

**Established securities market.** An established securities market has the meaning given the term in Regulations section 1.7704-1(b).

**Expatriated entity.** An expatriated entity is an entity defined in section 7874(a)(2)(A).

**Repurchase.** A repurchase is a redemption within the meaning of section 317(b) with regard to the stock of a covered corporation (except as otherwise provided in published guidance), and any transaction determined by the Secretary to be economically similar to such a redemption. Except as otherwise provided in published guidance, an economically similar transaction is one of the following transactions.

- An acquisitive reorganization.
- A transaction qualifying as a reorganization under section 368(a)(1)(E) or (F).
- A split-off.
- A liquidating distribution to a minority shareholder in a complete liquidation subject to both sections 331 and 332(a).
- Certain forfeitures and clawbacks of stock of a covered corporation.

See Proposed Regulations section 58.4501-2(e)(4) for more information on transactions the Secretary views as economically similar to a redemption within the meaning of section 317(b).

A repurchase may be for any class of stock of a covered corporation and any interest in a covered corporation treated as stock of such corporation for federal income tax purposes.

**Specified affiliate.** For any corporation, a specified affiliate is:

- Any corporation more than 50% of the stock of which is owned (by vote or by value), directly or indirectly, by such corporation.

- Any partnership more than 50% of the capital interests or profits interests of which is held, directly or indirectly, by such corporation.

**Split-off.** A split-off is a distribution qualifying under section 355 (or so much of section 356 as relates to section 355) by a distributing corporation according to which the shareholders of the distributing corporation exchange stock of the distributing corporation for stock of the controlled corporation and, if applicable, other property (including securities of the controlled corporation) or money.

**Stock.** Stock is any instrument issued by a corporation that is stock or that is treated as stock for federal tax purposes, regardless of whether the instrument is traded on an established securities market. However, preferred stock that qualifies as additional tier 1 capital (within the meaning of 12 CFR 3.20(c), 12 CFR 217.20(c), or 12 CFR 324.20(c)) is not considered stock for purposes of the stock repurchase excise tax. See Proposed Regulations section 58.4501-1(b)(29)(ii). Whether an instrument is stock is determined at the time of issuance (for example, upon a significant modification of a debt instrument pursuant to Regulations section 1.1001-3).

## Who Must File

You must file Form 7208 if you're:

- A covered corporation whose stock is repurchased or acquired (or treated as repurchased or acquired) during its tax year by such corporation or by a specified affiliate of such corporation from a person who isn't the corporation or a specified affiliate of such corporation.
- An applicable specified affiliate of an applicable foreign corporation whose stock is acquired or treated as acquired during the tax year of such applicable specified affiliate by such applicable specified affiliate from a person who is not the applicable foreign corporation or a specified affiliate of such applicable foreign corporation.
- An expatriated entity with respect to a covered surrogate foreign corporation whose stock is repurchased or acquired during the tax year of such expatriated entity by such covered surrogate foreign corporation or a specified affiliate of such covered surrogate foreign corporation.



*A covered corporation that is a regulated investment company (RIC), as defined in section 851, or a real estate investment trust (REIT), as defined in section 856(a), **does not** need to file Form 7208.*

## When To File

Attach your Form 7208 to the Form 720, due for the first full quarter after the close of your tax year. Report the stock repurchase excise tax from your Form 7208 on your Form 720, IRS No. 150.

Use the following table to determine the filing deadline for your Form 720.

| Tax year ends in: | Form 7208 attached to Form 720 due by:             |
|-------------------|--|
| Jan., Feb., Mar.  | July 31, 2nd Quarter, Form 720                     |
| Apr., May, June   | October 31, 3rd Quarter, Form 720                  |
| July, Aug., Sept. | January 31 (following year), 4th Quarter, Form 720 |
| Oct., Nov., Dec.  | April 30 (following year), 1st Quarter, Form 720   |



*If your Form 7208 is for a tax year ending after 2022, and before the date final regulations under subpart B of part 58 were published, you must file your Form 7208 with the Form 720 due for the first full quarter following the publication of the final regulations. See Regulations section 58.6071-1. If two Forms 7208 are required to be filed with respect to the same calendar quarter, attach both Forms 7208 to the Form 720 due for that calendar quarter.*

## Where To File

See the Instructions for Form 720 for information on where to file your Form 720 and your attached Form 7208.

## Interest and Penalties

**Interest.** Interest is charged at a rate determined under section 6621 on taxes paid late, and on penalties imposed for failure to file, negligence, and fraud from the due date to the date of payment.

**Late filing of return.** If you don't file a return by the due date, you may be penalized 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 penalty won't be imposed if you can show that the failure to file on time was due to reasonable cause. You should send an explanation of reasonable cause after receiving a notice from the IRS. **Don't** attach an explanation when the return is filed.

**Late payment of tax.** If you don't pay the tax when due, you may be charged a penalty for the failure to pay tax. The amount of the penalty is 1/2 of 1% of the unpaid tax for each month or part of the month the tax isn't paid, up to a maximum of 25% of the unpaid tax. This penalty won't be imposed if you can show that the failure to pay on time was due to reasonable cause.

**Other penalties.** Other penalties may be imposed for negligence and fraud. See sections 6662 and 6663.

## Amended Return

To amend your previously filed Form 7208, you must file a corrected Form 7208 (enter "Amended" at the top of it) and attach it to your Form 720-X, Amended Quarterly Federal Excise Tax Return.

# Specific Instructions

## Period Covered

Enter your tax year for which you're filing Form 7208.

## Name and EIN

Enter your name and EIN. If you don't have an EIN, you may apply for one online by visiting [IRS.gov/EIN](https://www.irs.gov/ein). You may also apply for an EIN by faxing or mailing Form SS-4, Application for Employer Identification Number, to the IRS.

## Part I. Total Stock Repurchases

Follow these steps to compute the total FMV of stock repurchased in your tax year.

**Line 1.** Fill in the table with information regarding the following stock (depending on whether you're a covered corporation, an applicable specified affiliate, or an expatriated entity).

- In the case of a covered corporation, the covered corporation's stock that, during the covered corporation's tax

year, is either (i) repurchased by the covered corporation, or (ii) acquired by a specified affiliate of such corporation from a person who isn't the corporation or a specified affiliate of such corporation.

- In the case of an applicable specified affiliate, the applicable foreign corporation's stock acquired during the applicable specified affiliate's tax year by the applicable specified affiliate from a person who isn't the applicable foreign corporation or a specified affiliate of such applicable foreign corporation.
- In the case of an expatriated entity, the covered surrogate foreign corporation's stock that, during the expatriated entity's tax year, is either (i) repurchased by such covered surrogate foreign corporation, or (ii) acquired by a specified affiliate of such covered surrogate foreign corporation.

In completing Form 7208, acquisitions of stock by a specified affiliate or applicable specified affiliate are "repurchases." In certain situations, acquisitions of an entity that owns stock of a covered corporation, applicable foreign corporation, or covered surrogate foreign corporation may be treated as "repurchases." See Proposed Regulations section 58.4501-2(f)(3).

Use a separate line on the table for each transaction in which stock was repurchased. If stock was repurchased in multiple transactions according to a single plan, include all repurchases according to such plan on a single line. For example, for stock repurchases within the tax year that would be reported on line 1, column (c), as an open-market repurchase, aggregate all such repurchases of stock of the same class and by the same entity onto a single line.

If stock was repurchased in a single transaction by multiple entities (for instance, a covered corporation and its specified affiliate), enter the information regarding the stock repurchased by each of those entities in the transaction on separate lines. Similarly, if multiple classes of stock were repurchased in a single transaction, enter the information regarding each class of stock repurchased on separate lines.

**Line 1, column (a).** If stock that is treated as repurchased was repurchased or acquired by an entity other than the covered corporation, applicable specified affiliate, or expatriated entity, enter the name of the entity.

If stock was treated as repurchased in a constructive specified affiliate acquisition, enter the name of the corporation or partnership that became a specified affiliate in the constructive specified affiliate acquisition.

**Line 1, column (b).** If stock that is treated as repurchased was repurchased or acquired by an entity other than the covered corporation, applicable specified affiliate, or expatriated entity, enter the EIN of the entity. In the case of a taxpayer that is an applicable specified affiliate or expatriated entity, if the repurchasing or acquiring entity does not have an EIN, do not make an entry on line 1, column (b).

**Line 1, column (c).** Enter the type of transaction in which the stock was repurchased.

- Enter "OMR" if the stock was repurchased through an open-market repurchase (for instance, according to a share buyback plan).
- Enter "Tender Offer" if the stock was repurchased according to a tender offer.
- Enter "ASR" if the stock was repurchased according to an accelerated share repurchase agreement. See Proposed Regulations section 58.4501-5(b)(15).
- Enter "Reorganization" if the stock was repurchased in an acquisitive reorganization or a reorganization under section

368(a)(1)(E) or (F). See Proposed Regulations section 58.4501-2(e)(4)(i)-(iii).

- Enter "LBO" if the stock was repurchased in a leveraged buyout, bootstrap acquisition, or other similar acquisition of stock of the covered corporation, according to which the covered corporation is treated as redeeming stock under general federal income tax principles. See Proposed Regulations section 58.4501-5(b)(3) and (4).
- Enter "Minority Liquidation" if the stock was repurchased from a minority shareholder in a complete liquidation subject to both sections 331 and 332(a). See Proposed Regulations section 58.4501-2(e)(4)(v).
- Enter "Partial Liquidation" if the stock was repurchased in a partial liquidation, as defined in section 302(e)(1). See Proposed Regulations section 58.4501-5(b)(24) and (25).
- Enter "Split-Off" if the stock was repurchased in a split-off. See Proposed Regulations section 58.4501-2(e)(4)(iv).
- Enter "Constructive Acq" if stock was treated as repurchased due to an acquisition of an entity that owns stock of a covered corporation, applicable foreign corporation, or covered surrogate foreign corporation. See Proposed Regulations section 58.4501-2(f)(3).
- Enter "NLF" if the repurchase was of an instrument not in the legal form of stock. See Proposed Regulations section 58.4501-4(f)(13)(ii)(C). A taxpayer entering "NLF" should make corresponding adjustments as appropriate for other entries in Form 7208 (for example, entering the FMV provided for in Proposed Regulations section 58.4501-4(f)(13)(ii)(E) and identifying the class of stock corresponding to the instrument not in the legal form of stock).
- Enter "Other" if the stock was repurchased in a type of transaction not listed above.

**Line 1, column (d).** Enter the stock symbol (or ISIN/CUSIP) of the stock repurchased.

**Line 1, column (e).** Enter the class of stock to which the repurchased stock belongs.

**Line 1, column (f).** Enter the established securities market (if any) on which the repurchased stock trades.

**Line 1, column (g).** Enter the total number of shares repurchased in the transaction.

**Line 1, column (h).** Enter the total FMV of the shares repurchased in the transaction. See Proposed Regulations section 58.4501-2(h) for guidance on determining FMV.

**Line 2.** If you prepared any continuation sheets for line 1, enter the total FMV of the repurchased shares reported on the continuation sheets.

**Line 3.** Add the amounts on line 1, column (h), and line 2. If there are no amounts on line 1, column (h), and line 2 because the applicable specified affiliate is rebutting the presumption with respect to all covered fundings and has otherwise not acquired stock of the applicable foreign corporation, enter -0- on line 3.

**Line 4.** If any of the stock repurchases reported on lines 1 or 2 were with respect to stock of an applicable foreign corporation or a covered surrogate foreign corporation, check "Yes." Otherwise, check "No."

If the amount on line 3 is \$1 million or less, complete Part I and then attach the form to Form 720. If the amount on line 3 is more than \$1 million, continue to Part II. For an applicable specified affiliate, the \$1 million threshold must be calculated by aggregating all repurchases by all applicable specified affiliates with respect to an applicable foreign corporation.

For an applicable specified affiliate for which the amount on line 3 would otherwise be \$1 million or less, include a separate attachment reporting the information required by the table in line 1 for all other applicable specified affiliates of the applicable foreign corporation. (The amounts with respect to other applicable specified affiliates in this separate attachment are not included in the amount on line 3.) You must complete this entire form if the aggregate amount of repurchases by all applicable specified affiliates with respect to the applicable foreign corporation exceeds \$1 million.

## Part II. Exceptions

See Proposed Regulations section 58.4501-3 for more detailed information regarding the proposed application of each of the following exceptions.

**Line 5a.** Enter the FMV of any stock repurchased in exchange for property permitted by section 354 or section 355 to be received without the recognition of gain or loss in one of the following types of transactions.

- An acquisitive reorganization.
- A reorganization under section 368(a)(1)(E) or (F).
- A split-off.

**Line 5b.** Enter the FMV of any stock repurchased in a transaction treated as a distribution of a dividend under section 301(c)(1) or section 356(a)(2), provided that you have established with sufficient evidence that the shareholder treats the repurchase as a dividend on the shareholder's federal income tax return. For more information on the sufficient evidence requirement, see Proposed Regulations section 58.4501-3(g)(2)(iii). **Don't** attach to the Form 7208 the evidence establishing that the shareholder treats the repurchase as a dividend.

**Line 5c.** Reserved for future use.

**Line 5d.** Enter the FMV of any stock repurchased by a covered corporation, a specified affiliate of a covered corporation, a specified affiliate of an applicable foreign corporation, an applicable foreign corporation, a specified affiliate of a covered surrogate foreign corporation, or a covered surrogate foreign corporation that is a dealer in securities in the ordinary course of business.

**Line 5e.** Enter the total of the amounts reported on lines 5a through 5d.

## Part III. Contributions to Employer-Sponsored Retirement Plans

Use the table on line 6 to calculate the FMV of stock contributed to an employer-sponsored retirement plan. See Proposed Regulations section 58.4501-3(d) regarding the proposed treatment of stock contributed to an employer-sponsored retirement plan.

Stock contributions may be made to an employer-sponsored retirement plan for the tax year covered by the Form 7208 if contributed by the filing deadline for the Form 720 to which the Form 7208 must be attached.

**Line 6, column (a).** On separate lines, enter each class of stock repurchased that is listed on lines 1 and 2. Fill in the following columns for the class listed in column (a).

**Line 6, column (b).** Enter the net number of repurchased shares belonging to the repurchased class, which equals the number of repurchased shares belonging to the repurchased

class, as reported on lines 1 and 2, minus the number of the repurchased shares belonging to the repurchased class that were taken into account in calculating the amounts on lines 5a through 5d.

**Line 6, column (c).** Enter the net aggregate FMV of repurchased shares belonging to the repurchased class, which equals the aggregate FMV of repurchased shares belonging to the repurchased class, as reported on lines 1 and 2, minus the FMV of the repurchased shares belonging to the repurchased class that were taken into account in calculating the amounts on lines 5a through 5d.

**Line 6, column (d).** Calculate the repurchased class's average price per share by dividing column (c) by column (b).

**Line 6, column (e).** Enter the number of shares in the repurchased class that are contributed to an employer-sponsored retirement plan.

**Line 6, column (f).** Calculate the aggregate FMV of shares in the repurchased class contributed to an employer-sponsored retirement plan by multiplying column (d) by column (e).

**Line 6, column (g).** Enter the number of shares belonging to a class other than the repurchased class that are contributed to an employer-sponsored retirement plan.

**Line 6, column (h).** Enter the aggregate FMV of shares belonging to a class other than the repurchased class that are contributed to an employer-sponsored retirement plan. The aggregate FMV equals the sum of the FMVs of the shares at the time the shares are contributed to an employer-sponsored retirement plan.

**Line 6, column (i).** Enter the sum of column (f) and column (h). This amount may not exceed the amount reported in column (c).

**Line 7.** If you prepared any continuation sheets for line 6, enter the total FMV of contributions reported on the continuation sheets.

**Line 8.** Enter the sum of the amounts in line 6, column (i), and line 7.

## Part IV. Stock Issued or Provided

See Proposed Regulations section 58.4501-4 for proposed rules regarding the timing and amount of stock issued or provided under section 4501(c)(3). See Proposed Regulations section 58.4501-4(f) for a proposed list of circumstances in which an issuance of stock is disregarded for purposes of lines 9a, 9b, or 9c.

**Line 9a.** Enter the aggregate FMV, at the time issued or provided, of the following.

- If the filer is a covered corporation, the covered corporation's stock issued or provided by the covered corporation during its tax year in connection with the performance of services for such corporation by an employee or other service provider of such corporation.
- If the filer is an applicable specified affiliate, the applicable foreign corporation's stock issued or provided by such applicable specified affiliate during its tax year to employees of the applicable specified affiliate in connection with the performance of services for such applicable specified affiliate by the employee of the applicable specified affiliate.
- If the filer is an expatriated entity, the covered surrogate foreign corporation's stock issued or provided by such expatriated entity during its tax year to employees of the expatriated entity in connection with the performance of

services for such expatriated entity by the employee of the expatriated entity.

Such amount of stock issued or provided to employees of the covered corporation, employees of the applicable specified affiliate, and employees of the expatriated entity includes the FMV of stock issued or provided according to the exercise of an option to purchase such stock.

Don't include the FMV of stock contributed to an employer-sponsored retirement plan and included on line 6 or line 7.

**Line 9b.** If the filer is a covered corporation, enter the aggregate FMV, at the time provided, of the covered corporation's stock provided during its tax year to employees of a specified affiliate of such covered corporation in connection with the performance of services for such entity. Such amount includes the FMV of stock provided pursuant to the exercise of an option to purchase such stock. See Proposed Regulations section 58.4501-4(f)(2)(iii) regarding the proposed treatment of transfers of stock described in Regulations section 1.83-6(d) to an employee of a specified affiliate as a provision, rather than an issuance, of stock.

Don't include the FMV of stock contributed to an employer-sponsored retirement plan and included on line 6 or line 7.

Enter -0- on line 9b in the case of a Form 7208 filed by an applicable specified affiliate or an expatriated entity.

**Line 9c.** If the filer is a covered corporation, enter the aggregate FMV of the covered corporation's stock issued by such covered corporation during its tax year other than in connection with the performance of services for such corporation by an employee or other service provider of such corporation.

Enter -0- on line 9c in the case of a Form 7208 filed by an applicable specified affiliate or an expatriated entity.

## Part V. Tax and Payments

**Line 10.** Subtract lines 5e, 8, and 9d from line 3. If the resulting amount is zero or less, enter -0- and attach the Form

7208 to Form 720. If the resulting amount is more than zero, continue to line 11.

**Line 11.** Multiply line 10 by 1% (0.01). Enter the resulting amount on line 11 and on Form 720 on the line for IRS No. 150.

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**Paperwork Reduction Act Notice.** The information collected will be used by the Internal Revenue Service 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 aren't 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. The valid OMB control number for this information collection is 1545-2323. 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 and related schedules will vary depending on individual circumstances. The estimated average times are:

|  |              |
|--|--------------|
| <b>Recordkeeping</b> . . . . .                             | 2hr., 37min. |
| <b>Learning about the law or the form</b> . . . . .        | 1hr., 52min. |
| <b>Preparing and sending the form to the IRS</b> . . . . . | 2hr., 00min. |

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 comments from [IRS.gov/FormComments](https://www.irs.gov/FormComments). Or you can write to the Internal Revenue Service, Tax Forms and Publications, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224.

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