

# Excise Tax on Greenmail

▶ See instructions below.

Date of initial receipt of greenmail . . . . . ▶ \_\_\_\_\_

<b>Please Type or Print</b>	Name of person receiving greenmail	Identifying number
	Number, street, and room or suite no. (If a P.O. box, see instructions.)	
	City or town, state, and ZIP code	

**A** Enter the date you entered into the agreement to transfer the stock . . . . . ▶ \_\_\_\_\_

**B** Enter the name of the corporation whose stock is being acquired from you ▶ \_\_\_\_\_

### Tax Computation (see instructions)

1 Net sales price . . . . .	<b>1</b>	
<b>2</b>	<b>(a) Date acquired</b>	<b>(b) Number of shares</b>
<b>a</b>		
<b>b</b>		
<b>c</b>		
<b>d</b>		
<b>e</b>		
<b>f</b> Column (b) total . . . . .		
<b>g</b> Column (c) total . . . . .	<b>2g</b>	
<b>3</b> Gain. Subtract line 2g from line 1. If zero or less, enter -0-	<b>3</b>	
<b>4</b> Other income . . . . .	<b>4</b>	
<b>5</b> Total gain and other income. Add lines 3 and 4. See instructions . . . . .	<b>5</b>	
<b>6</b> Tax. Multiply line 5 by 50% (.50) . . . . .	<b>6</b>	
<b>7</b> Less: Tax paid with Form 2758 . . . . .	<b>7</b>	
<b>8</b> Tax due. Subtract line 7 from line 6. If zero or less, enter -0-	<b>8</b>	
<b>9</b> Overpayment. Subtract line 6 from line 7 . . . . .	<b>9</b>	

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

Signature(s)	Date	Title (if any)
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### General Instructions

Section references are to the Internal Revenue Code.

#### Purpose of Form

Use Form 8725 to report and pay the 50% excise tax imposed under section 5881 on the gain or other income realized on the receipt of greenmail (defined below). Greenmail is considered received when the gain or other income is realized under your method of accounting regardless of whether the gain or other income is recognized.

### Definitions

**Greenmail.** The term "greenmail" means any amount a corporation (or any person acting in concert with a corporation) pays to a shareholder to directly or indirectly acquire its stock if:

1. The shareholder held the stock (as determined under section 1223) for less than 2 years before entering into the agreement to make the transfer,
2. At some time during the 2-year period ending on the date of acquisition, the

shareholder, any person acting in concert with the shareholder, or any person related to either of them (see **Related person** on page 2), made or threatened to make a public tender offer for stock of the corporation, and

3. The acquisition was made under an offer that was not made on the same terms to all shareholders.

**Note:** Payments made in connection with (or in transactions related to) an acquisition are treated as payments made for the acquisition of the stock.

**Indirect acquisition of stock.** Stock is deemed to have been acquired indirectly by the issuing corporation if such stock is sold to an entity related to the issuing corporation (e.g., a controlled subsidiary).

**Public tender offer.** The term "public tender offer" means any offer to purchase or otherwise acquire stock or assets in a corporation if the offer was required to be filed or registered with any Federal or state agency regulating securities.

**Related person.** A person is considered related to another person if the relationship between such persons would result in losses disallowed under section 267 or 707(b).

## Who Must File

You must file Form 8725 if you are liable for the excise tax on greenmail under section 5881. File a separate Form 8725 for each agreement made to transfer stock.

## When To File

File Form 8725 by the 90th day following receipt of any portion of the greenmail. If you need more time to file, use **Form 2758**, Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns, by the due date of Form 8725. Form 2758 does not extend the time for payment of tax.

## Where To File

File Form 8725 with the Internal Revenue Service Center, Cincinnati, OH 45999.

## Rounding Off to Whole Dollars

You may show money items on the return as whole dollars. To do so, drop any amount less than 50 cents and increase any amount from 50 cents through 99 cents to the next higher dollar.

## Amended Return

To amend a previously filed Form 8725, file a corrected Form 8725 and write "Amended" at the top of the form.

## Attachments

If more space is needed, attach separate sheets to Form 8725. Be sure to put your name and identifying number on each sheet.

## Signature

See the instructions for the Signature section of your Federal income tax return.

## Interest and Penalties

**Interest.** Interest is charged on taxes not paid by the due date at a rate determined under section 6621.

**Late filing of return.** A penalty of 5% a month or part of a month, up to a maximum of 25%, is imposed on the net amount due if Form 8725 is not filed when due.

**Late payment of tax.** Generally, the penalty for not paying tax when due is  $\frac{1}{2}$  of 1% of the unpaid amount, up to a maximum of 25%, for each month or part of a month the tax remains unpaid. The penalty is imposed on the net amount due.

## Specific Instructions

**Name and address.** Enter the name shown on your most recently filed Federal income tax return. Include the suite, room, apartment, or other unit number after the street address. If the Post Office does not deliver mail to the street address and the taxpayer has a P.O. box, show the box number instead of the street address.

**Identifying number.** If you are an individual, enter your social security number. Other filers should enter their employer identification number.

## Tax Computation

**Line 1. Net sales price.** Enter the net proceeds received from the sale of the stock subject to the excise tax.

**Column 2(a). Date acquired.** For each separate acquisition of stock subject to the excise tax, enter the date acquired (e.g., the trade date for stock traded on an exchange or over the counter). See section 1223 for special rules on determining the holding period of stock received in an exchange, for stock that has the same basis in whole or in part as it would have in the hands of another person, for stock subject to the "wash sale" rules of section 1091, etc.

**Column 2(c). Cost or other basis.** The cost or other basis of stock is generally the cost of the stock plus purchase commissions. If you inherited the stock, received it as a gift, received it in a tax-free exchange, or re-acquired stock in a "wash sale" transaction subject to the rules of section 1091, you may not be able to use the actual cash cost as the basis. If you do not use cash cost, attach an explanation of your basis. Be sure to adjust your basis by subtracting all the nontaxable distributions you received before the sale. Also adjust your basis for any stock splits. For more information, see **Pub. 551**, Basis of Assets.

**Line 4. Other income.** If you realized any other income that is subject to the excise tax, enter the amount of the income on line 4.

**Line 5. Total gain and other income.** You must include the recognized portion of the amount on line 5 as income on your Federal income tax return.

**Line 6. Tax.** You may not claim a deduction on your Federal income tax return for the amount shown on line 6.

**Line 7. Tax paid with Form 2758.** If you filed Form 2758, enter the amount of tax paid, if any, when you filed that form.

**Line 8. Tax due.** You must pay the tax due in full when you file Form 8725. Make your check or money order payable to the "United States Treasury." Write your name, address, identifying number, and "Form 8725" on the check or money order.

**Line 9. Overpayment.** The IRS will refund the amount on line 9 if you owe no other taxes.

**Privacy Act and 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.

In addition, the Privacy Act requires that when we ask you for information we must first tell you our legal right to ask for the information, why we are asking for it, and what could happen if we do not receive it and whether your response is voluntary, required to obtain a benefit, or mandatory under the law.

Our authority to ask for information is section 6001, 6011, and 6012(a) and their regulations, which require you to file a return or statement with us for any tax for which you are liable. Your response is mandatory under these sections. Section 6109 requires that you provide your social security number or employer identification number on what you file. This is so we know who you are, and can process your return and other papers. You must fill in all parts of the tax form that apply to you.

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.

However, section 6103 allows or requires the Internal Revenue Service to disclose or give the information shown on your tax return to others as described in the Code. For example, we may disclose your tax information to the Department of Justice to enforce the tax laws, both civil and criminal, and to cities, states, the District of Columbia, U.S. commonwealths or possessions, and certain foreign governments to carry out their laws. We may also disclose this information to Federal and state or local agencies to enforce Federal nontax criminal laws and to combat terrorism.

Please keep this notice with your records. It may help you if we ask you for other information. If you have any questions about the rules for filing and giving information, please call or visit any Internal Revenue Service office.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated average time is:

<b>Recordkeeping</b> . . . . .	5 hr., 30 min.
<b>Learning about the law or the form</b> . . . . .	42 min.
<b>Preparing and sending the form to the IRS</b> . . . . .	49 min.

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 write to the Tax Forms Committee, Western Area Distribution Center, Rancho Cordova, CA 95743-0001. **DO NOT** send the tax form to this address. Instead, see **Where To File** above.

