

**Editorial Notes**

## AMENDMENTS

1986—Pub. L. 99-514, title VI, §631(e)(16), Oct. 22, 1986, 100 Stat. 2275, struck out item 333 “Election as to recognition of gain in certain liquidations”.

**§ 331. Gain or loss to shareholder in corporate liquidations****(a) Distributions in complete liquidation treated as exchanges**

Amounts received by a shareholder in a distribution in complete liquidation of a corporation shall be treated as in full payment in exchange for the stock.

**(b) Nonapplication of section 301**

Section 301 (relating to effects on shareholder of distributions of property) shall not apply to any distribution of property (other than a distribution referred to in paragraph (2)(B) of section 316(b)) in complete liquidation.

**(c) Cross reference**

**For general rule for determination of the amount of gain or loss recognized, see section 1001.**

(Aug. 16, 1954, ch. 736, 68A Stat. 101; Pub. L. 88-272, title II, §225(f)(2), Feb. 26, 1964, 78 Stat. 88; Pub. L. 94-455, title XIX, §1901(b)(28)(A), Oct. 4, 1976, 90 Stat. 1799; Pub. L. 97-248, title II, §222(a), (e)(1)(B), Sept. 3, 1982, 96 Stat. 478, 480; Pub. L. 115-141, div. U, title IV, §401(a)(63), Mar. 23, 2018, 132 Stat. 1187.)

**Editorial Notes**

## AMENDMENTS

2018—Pub. L. 115-141 substituted “shareholder” for “shareholders” in section catchline.

1982—Subsec. (a). Pub. L. 97-248, §222(a), substituted provisions that amounts received by a shareholder in a distribution in complete liquidation of a corporation shall be treated as in full payment in exchange for the stock for provisions that, in complete liquidations, amounts distributed shall be treated as in full payment in exchange for the stock, while amounts distributed in partial liquidation shall be treated as in part or full payment in exchange for the stock.

Subsec. (b). Pub. L. 97-248, §222(e)(1)(B), struck out “partial or” before “complete liquidation”.

1976—Subsec. (c). Pub. L. 94-455 substituted “reference” for “references” in heading and struck out cross reference relating to general rule for determination of the amount of gain or loss to the distributee and substituted “section 1001” for “section 1002”.

1964—Subsec. (b). Pub. L. 88-272 inserted “(other than a distribution referred to in paragraph (2)(B) of section 316(b))”.

**Statutory Notes and Related Subsidiaries**

## EFFECTIVE DATE OF 1982 AMENDMENT

Amendment by Pub. L. 97-248 applicable to distributions after Aug. 31, 1982, with exceptions for certain partial liquidations, see section 222(f) of Pub. L. 97-248, set out as a note under section 302 of this title.

## EFFECTIVE DATE OF 1976 AMENDMENT

Amendment by Pub. L. 94-455 effective for taxable years beginning after Dec. 31, 1976, see section 1901(d) of Pub. L. 94-455, set out as a note under section 2 of this title.

## EFFECTIVE DATE OF 1964 AMENDMENT

Amendment by Pub. L. 88-272 applicable to distribution made in any taxable year of the distributing cor-

poration beginning after Dec. 31, 1963, see section 225(l) of Pub. L. 88-272, set out as a note under section 316 of this title.

## LIQUIDATIONS BEFORE JANUARY 1, 1966

Pub. L. 88-272, title II, §225(h), Feb. 26, 1964, 78 Stat. 90, provided that in the case of corporations referred to in former subsec. (g)(3) of this section the amendments made by section 225 of Pub. L. 88-272 do not apply if there is a complete liquidation of such corporation and if the distribution of all the property under such liquidation occurs before Jan. 1, 1966, except for certain liquidations to which section 332 of this title applies.

**§ 332. Complete liquidations of subsidiaries****(a) General rule**

No gain or loss shall be recognized on the receipt by a corporation of property distributed in complete liquidation of another corporation.

**(b) Liquidations to which section applies**

For purposes of this section, a distribution shall be considered to be in complete liquidation only if—

(1) the corporation receiving such property was, on the date of the adoption of the plan of liquidation, and has continued to be at all times until the receipt of the property, the owner of stock (in such other corporation) meeting the requirements of section 1504(a)(2); and either

(2) the distribution is by such other corporation in complete cancellation or redemption of all its stock, and the transfer of all the property occurs within the taxable year; in such case the adoption by the shareholders of the resolution under which is authorized the distribution of all the assets of such corporation in complete cancellation or redemption of all its stock shall be considered an adoption of a plan of liquidation, even though no time for the completion of the transfer of the property is specified in such resolution; or

(3) such distribution is one of a series of distributions by such other corporation in complete cancellation or redemption of all its stock in accordance with a plan of liquidation under which the transfer of all the property under the liquidation is to be completed within 3 years from the close of the taxable year during which is made the first of the series of distributions under the plan, except that if such transfer is not completed within such period, or if the taxpayer does not continue qualified under paragraph (1) until the completion of such transfer, no distribution under the plan shall be considered a distribution in complete liquidation.

If such transfer of all the property does not occur within the taxable year, the Secretary may require of the taxpayer such bond, or waiver of the statute of limitations on assessment and collection, or both, as he may deem necessary to insure, if the transfer of the property is not completed within such 3-year period, or if the taxpayer does not continue qualified under paragraph (1) until the completion of such transfer, the assessment and collection of all income taxes then imposed by law for such taxable year or subsequent taxable years, to the extent attributable to property so received. A distribu-

tion otherwise constituting a distribution in complete liquidation within the meaning of this subsection shall not be considered as not constituting such a distribution merely because it does not constitute a distribution or liquidation within the meaning of the corporate law under which the distribution is made; and for purposes of this subsection a transfer of property of such other corporation to the taxpayer shall not be considered as not constituting a distribution (or one of a series of distributions) in complete cancellation or redemption of all the stock of such other corporation, merely because the carrying out of the plan involves (A) the transfer under the plan to the taxpayer by such other corporation of property, not attributable to shares owned by the taxpayer, on an exchange described in section 361, and (B) the complete cancellation or redemption under the plan, as a result of exchanges described in section 354, of the shares not owned by the taxpayer.

**(c) Deductible liquidating distributions of regulated investment companies and real estate investment trusts**

If a corporation receives a distribution from a regulated investment company or a real estate investment trust which is considered under subsection (b) as being in complete liquidation of such company or trust, then, notwithstanding any other provision of this chapter, such corporation shall recognize and treat as a dividend from such company or trust an amount equal to the deduction for dividends paid allowable to such company or trust by reason of such distribution.

**(d) Recognition of gain on liquidation of certain holding companies**

**(1) In general**

In the case of any distribution to a foreign corporation in complete liquidation of an applicable holding company—

(A) subsection (a) and section 331 shall not apply to such distribution, and

(B) such distribution shall be treated as a distribution of property to which section 301 applies.

**(2) Applicable holding company**

For purposes of this subsection:

**(A) In general**

The term “applicable holding company” means any domestic corporation—

(i) which is a common parent of an affiliated group,

(ii) stock of which is directly owned by the distributee foreign corporation,

(iii) substantially all of the assets of which consist of stock in other members of such affiliated group, and

(iv) which has not been in existence at all times during the 5 years immediately preceding the date of the liquidation.

**(B) Affiliated group**

For purposes of this subsection, the term “affiliated group” has the meaning given such term by section 1504(a) (without regard to paragraph (2) of section 1504(b)).

**(3) Coordination with subpart F**

If the distributee of a distribution described in paragraph (1) is a controlled foreign cor-

poration (as defined in section 957), then notwithstanding paragraph (1) or subsection (a), such distribution shall be treated as a distribution to which section 331 applies.

**(4) Regulations**

The Secretary shall provide such regulations as appropriate to prevent the abuse of this subsection, including regulations which provide, for the purposes of clause (iv) of paragraph (2)(A), that a corporation is not in existence for any period unless it is engaged in the active conduct of a trade or business or owns a significant ownership interest in another corporation so engaged.

(Aug. 16, 1954, ch. 736, 68A Stat. 102; Pub. L. 94-455, title XIX, §1906(b)(13)(A), Oct. 4, 1976, 90 Stat. 1834; Pub. L. 99-514, title VI, §631(e)(2), title XVIII, §1804(e)(6)(A), Oct. 22, 1986, 100 Stat. 2273, 2803; Pub. L. 105-277, div. J, title III, §3001(a), (b)(1), Oct. 21, 1998, 112 Stat. 2681-904; Pub. L. 108-357, title VIII, §893(a), Oct. 22, 2004, 118 Stat. 1646; Pub. L. 109-135, title IV, §412(v), Dec. 21, 2005, 119 Stat. 2638; Pub. L. 115-141, div. U, title IV, §401(d)(1)(D)(xvii)(III), Mar. 23, 2018, 132 Stat. 1208.)

**Editorial Notes**

AMENDMENTS

2018—Subsec. (d)(2)(B). Pub. L. 115-141 substituted “paragraph (2)” for “paragraphs (2) and (4)”.

2005—Subsec. (d)(1)(B). Pub. L. 109-135 substituted “distribution of property to which section 301 applies” for “distribution to which section 301 applies”.

2004—Subsec. (d). Pub. L. 108-357 added subsec. (d).

1998—Subsec. (b). Pub. L. 105-277, §3001(b)(1), substituted “this section” for “subsection (a)” in introductory provisions.

Subsec. (c). Pub. L. 105-277, §3001(a), added subsec. (c).

1986—Subsec. (b)(1). Pub. L. 99-514, §1804(e)(6)(A), amended par. (1) generally. Prior to amendment, par. (1) read as follows: “the corporation receiving such property was, on the date of the adoption of the plan of liquidation, and has continued to be at all times until the receipt of the property, the owner of stock (in such other corporation) possessing at least 80 percent of the total combined voting power of all classes of stock entitled to vote and the owner of at least 80 percent of the total number of shares of all other classes of stock (except nonvoting stock which is limited and preferred as to dividends); and either”.

Subsec. (c). Pub. L. 99-514, §631(e)(2), struck out subsec. (c) containing special rule for indebtedness of subsidiary to parent in relation to complete liquidations of subsidiaries.

1976—Subsec. (b). Pub. L. 94-455 struck out “or his delegate” after “Secretary”.

**Statutory Notes and Related Subsidiaries**

EFFECTIVE DATE OF 2004 AMENDMENT

Pub. L. 108-357, title VIII, §893(b), Oct. 22, 2004, 118 Stat. 1647, provided that: “The amendment made by this section [amending this section] shall apply to distributions in complete liquidation occurring on or after the date of the enactment of this Act [Oct. 22, 2004].”

EFFECTIVE DATE OF 1998 AMENDMENT

Pub. L. 105-277, div. J, title III, §3001(c), Oct. 21, 1998, 112 Stat. 2681-904, provided that: “The amendments made by this section [amending this section and section 334 of this title] shall apply to distributions after May 21, 1998.”

EFFECTIVE DATE OF 1986 AMENDMENT

Amendment by section 631(e)(2) of Pub. L. 99-514 applicable to any distribution in complete liquidation,

and any sale or exchange, made by a corporation after July 31, 1986, unless such corporation is completely liquidated before Jan. 1, 1987, any transaction described in section 338 of this title for which the acquisition date occurs after Dec. 31, 1986, and any distribution, not in complete liquidation, made after Dec. 31, 1986, with exceptions and special and transitional rules, see section 633 of Pub. L. 99-514, set out as an Effective Date note under section 336 of this title.

Pub. L. 99-514, title XVIII, §1804(e)(6)(B), Oct. 22, 1986, 100 Stat. 2803, provided that:

“(i) IN GENERAL.—Except as provided in clause (iii), the amendment made by subparagraph (A) [amending this section] shall apply with respect to plans of complete liquidation adopted after March 28, 1985.

“(ii) CERTAIN DISTRIBUTIONS MADE AFTER DECEMBER 31, 1984.—Except as provided in clause (iii), the amendment made by subparagraph (A) shall also apply with respect to plans of complete liquidations adopted on or before March 28, 1985, pursuant to which any distribution is made in a taxable year beginning after December 31, 1984 (December 31, 1983, in the case of an affiliated group to which an election under section 60(b)(7) of the Tax Reform Act of 1984 [Pub. L. 98-369, set out as a note under section 1504 of this title] applies), but only if the liquidating corporation and any corporation which receives a distribution in complete liquidation of such corporation are members of an affiliated group of corporations filing a consolidated return for the taxable year which includes the date of the distribution.

“(iii) TRANSITIONAL RULE FOR AFFILIATED GROUPS.—The amendment made by subparagraph (A) shall not apply with respect to plans of complete liquidation if the liquidating corporation is a member of an affiliated group of corporations under section 60(b) (2), (5), (6), or (8) of the Tax Reform Act of 1984 [Pub. L. 98-369, set out as a note under section 1504 of this title], for all taxable years which include the date of any distribution pursuant to such plan.”

#### SAVINGS PROVISION

For provisions that nothing in amendment by Pub. L. 115-141 be construed to affect treatment of certain transactions occurring, property acquired, or items of income, loss, deduction, or credit taken into account prior to Mar. 23, 2018, for purposes of determining liability for tax for periods ending after Mar. 23, 2018, see section 401(e) of Pub. L. 115-141, set out as a note under section 23 of this title.

#### PLAN AMENDMENTS NOT REQUIRED UNTIL JANUARY 1, 1989

For provisions directing that if any amendments made by subtitle A or subtitle C of title XI [§§1101-1147 and 1171-1177] or title XVIII [§§1800-1899A] of Pub. L. 99-514 require an amendment to any plan, such plan amendment shall not be required to be made before the first plan year beginning on or after Jan. 1, 1989, see section 1140 of Pub. L. 99-514, as amended, set out as a note under section 401 of this title.

#### § 333. Repealed. Pub. L. 99-514, title VI, § 631(e)(3), Oct. 22, 1986, 100 Stat. 2273]

Section, acts Aug. 16, 1954, ch. 736, 68A Stat. 103; Feb. 26, 1964, Pub. L. 88-272, title II, §225(g), 78 Stat. 89; Oct. 4, 1976, Pub. L. 94-455, title XIX, §§1901(a)(44), 1906(b)(13)(A), 1951(b)(6)(A), 90 Stat. 1772, 1834, 1838, related to election as to recognition of gain in certain liquidations.

#### Statutory Notes and Related Subsidiaries

##### EFFECTIVE DATE OF REPEAL

Repeal applicable to any distribution in complete liquidation, and any sale or exchange, made by a corporation after July 31, 1986, unless such corporation is completely liquidated before Jan. 1, 1987, any transaction described in section 338 of this title for which the ac-

quisition date occurs after Dec. 31, 1986, and any distribution, not in complete liquidation, made after Dec. 31, 1986, with exceptions and special and transitional rules, see section 633 of Pub. L. 99-514, set out as an Effective Date note under section 336 of this title.

#### § 334. Basis of property received in liquidations

##### (a) General rule

If property is received in a distribution in complete liquidation, and if gain or loss is recognized on receipt of such property, then the basis of the property in the hands of the distributee shall be the fair market value of such property at the time of the distribution.

##### (b) Liquidation of subsidiary

###### (1) In general

If property is received by a corporate distributee in a distribution in a complete liquidation to which section 332 applies (or in a transfer described in section 337(b)(1)), the basis of such property in the hands of such distributee shall be the same as it would be in the hands of the transferor; except that, in the hands of such distributee—

(A) the basis of such property shall be the fair market value of the property at the time of the distribution in any case in which gain or loss is recognized by the liquidating corporation with respect to such property, and

(B) the basis of any property described in section 362(e)(1)(B) shall be the fair market value of the property at the time of the distribution in any case in which such distributee's aggregate adjusted basis of such property would (but for this subparagraph) exceed the fair market value of such property immediately after such liquidation.

###### (2) Corporate distributee

For purposes of this subsection, the term “corporate distributee” means only the corporation which meets the stock ownership requirements specified in section 332(b).

(Aug. 16, 1954, ch. 736, 68A Stat. 104; Pub. L. 89-809, title II, §202(a), (b), Nov. 13, 1966, 80 Stat. 1576; Pub. L. 94-455, title XIX, §§1901(a)(45), 1906(b)(13)(A), Oct. 4, 1976, 90 Stat. 1772, 1834; Pub. L. 97-248, title II, §§222(e)(1)(C), 224(b), Sept. 3, 1982, 96 Stat. 480, 488; Pub. L. 99-514, title VI, §631(e)(4), Oct. 22, 1986, 100 Stat. 2273; Pub. L. 100-647, title I, §1006(e)(6), Nov. 10, 1988, 102 Stat. 3401; Pub. L. 105-277, div. J, title III, §3001(b)(2), Oct. 21, 1998, 112 Stat. 2681-904; Pub. L. 108-357, title VIII, §836(b), Oct. 22, 2004, 118 Stat. 1595; Pub. L. 109-135, title IV, §403(dd)(1), Dec. 21, 2005, 119 Stat. 2630.)

#### Editorial Notes

##### AMENDMENTS

2005—Subsec. (b)(1). Pub. L. 109-135 substituted “except that, in the hands of such distributee—” for “except that the basis of such property in the hands of such distributee shall be the fair market value of the property at the time of the distribution—” in introductory provisions, added subpars. (A) and (B), and struck out former subpars. (A) and (B) which read as follows: “(A) in any case in which gain or loss is recognized by the liquidating corporation with respect to such property, or