



# Instructions for Form IT-204-LL Partnership, Limited Liability Company, and Limited Liability Partnership Filing Fee Payment Form

# IT-204-LL-1

**Note:** You may be able to e-file this form through your tax preparation software. A complete list of personal income tax forms that can be e-filed is provided on our website (at [www.tax.ny.gov](http://www.tax.ny.gov)).

## General information

### Who must file

Form IT-204-LL, *Partnership, Limited Liability Company, and Limited Liability Partnership Filing Fee Payment Form*, must be filed by every:

- limited liability company (LLC) that is a disregarded entity for federal income tax purposes that has income, gain, loss, or deduction from New York State sources; **and**
- domestic or foreign LLC (including a limited liability investment company (LLIC) or a limited liability trust company (LLTC)), or limited liability partnership (LLP) that is required to file a New York State partnership return **and** that has income, gain, loss, or deduction from New York State sources; **and**
- regular partnership (those that are not an LLC or LLP) that is required to file a New York partnership return that has income, gain, loss, or deduction from New York State sources, **and** had New York source gross income for the preceding tax year of at least \$1 million.

Form IT-204-LL should **not** be filed by:

- a partnership, LLC, or LLP with no income, gain, loss, or deduction from New York sources who is filing a partnership return solely because it has a New York resident partner; or
- a partnership, LLC, or LLP with no income, gain, loss, or deduction from New York sources regardless of whether or not it is formed under the laws of New York State or is dormant; or
- an LLC or LLP that has elected to be treated as a corporation for federal income tax purposes.

### Filing fee computation

The amount of the filing fee will be based on the New York source gross income for the tax year immediately preceding the tax year for which the fee is due. If the LLC or LLP did not have any New York source gross income for the preceding tax year, the filing fee is \$25.

*New York source gross income* is defined as the sum of the partners' or members' shares of federal gross income from the partnership, LLP, or LLC, derived from or connected with New York State sources without any allowance or deduction for cost of goods sold, determined in accordance with the provisions of section 631 of the New York State Tax Law as if those provisions and any related provisions expressly referred to a computation of federal gross income from New York sources.

If an LLC is treated as a disregarded entity for federal income tax purposes and has any income, gain, loss, or deduction from New York sources, the filing fee is \$25.

There is no proration of the filing fee if the partnership, LLC, or LLP has a short tax year for federal tax purposes.

### When to file

**You must file Form IT-204-LL on or before the 15th day of the third month following the close of your tax year.** Submit full remittance of any filing fee due with the form. There is no extension of time to file Form IT-204-LL or pay the annual fee. If the due date falls on a Saturday, Sunday, or legal holiday, Form IT-204-LL and the annual filing fee may be filed on the next business day. If you fail to timely file Form IT-204-LL, or fail to pay the full amount of the filing fee by the due date, you may be subject to penalties and interest.

**Fee for payments returned by banks** – The law allows the Tax Department to charge a \$50 fee when a check, money order, or electronic payment is returned by a bank for nonpayment. However, if an electronic payment is returned as a result of an error by the bank or the department, the department won't charge the fee. If your payment is returned, we will send a separate bill for \$50 for each return or other tax document associated with the returned payment.

### Additional filing requirements

- Both domestic LLCs and LLPs are required to register with the New York State Department of State. In addition, foreign LLCs and LLPs that wish to carry on or conduct business or activities in New York State must also register with the Department of State. Taxpayers who have questions concerning the registration process should visit the Department of State website ([www.dos.ny.gov](http://www.dos.ny.gov)), write to the New York State Department of State, One Commerce Plaza, 99 Washington Avenue, Albany NY 12231-0001, or call (518) 473-2492.
- The New York personal income tax and corporation franchise taxes conform with the federal income tax classification of LLCs and LLPs. Accordingly, an LLC or LLP that is treated as a partnership for federal income tax purposes must, if it meets the requirements (see Form IT-204-I, *Instructions for Form IT-204*), file a New York State partnership return using Form IT-204. Returns for calendar year 2017 are due March 15, 2018. Fiscal-year returns are due the 15th day of the third month after the end of the tax year.
- **New York City** – Information regarding the tax treatment of an LLC or LLP for purposes of the New York City Business Corporation Tax, New York City General Corporation Tax (GCT), and the New York City Unincorporated Business Tax (UBT) is available on the NYC Department of Finance website at [www.nyc.gov/finance](http://www.nyc.gov/finance).

### Specific instructions

**Identification number** – Enter your employer identification number (EIN) or New York State temporary number issued by the New York State Tax Department. (A social security number (SSN) should only be used if the LLC is considered a disregarded entity for federal income tax purposes and has not been previously assigned an EIN or a New York State temporary number.) If you were issued a temporary number but now have an EIN, enter the EIN and notify the Tax Department, if you have not already done so.

**Note:** To obtain an EIN, contact the Internal Revenue Service (IRS). To obtain a New York State temporary number, contact the New York State Tax Department (see *Need help?*).

**Change of business information** – If you marked an **X** in the box to indicate a change of address, enter your new address in the spaces provided, and report any other changes, including your business name, ID number, mailing address, physical address, telephone number, or owner/officer information on Form DTF-95, *Business Tax Account Update*. If only your address has changed, you may use Form DTF-96, *Report of Address Change for Business Tax Accounts*, to correct your address for this and all other tax types. You can get these forms from our website or by phone. See *Need help?* for the phone number and Web address.

**Special condition code** – No special condition code exists at this time.

### Part 1 – General information

**Amended Form IT-204-LL** – You must file an amended Form IT-204-LL to correct an error on your previously filed Form IT-204-LL or to report changes. Mark an **X** in this box if you are amending Form IT-204-LL. Submit with Form IT-204-LL an

explanation of the error or changes. If you receive an assessment from the Tax Department, do not file an amended form to protest the assessment. Follow the instructions you received with the assessment.

**Refund** – Mark an **X** in this box to request a refund of any overpayment resulting from your amended Form IT-204-LL. You must submit a written request. You must file refund requests within three years from the date you filed your form, or two years from the date you paid the fee, whichever is later.

**Final Form IT-204-LL** – Mark an **X** in this box if this is your final Form IT-204-LL. If the LLC or LLP is registered with the Department of State, contact them at (518) 473-2492 to terminate the registration.

**Line 1** – Income from New York State sources includes:

- 1) income attributable to the ownership of any interest in real property located in New York State (including all or a portion of the gain or loss from the sale or exchange of an interest in an entity if the entity owns real property in New York State, or owns shares of stock in a cooperative housing corporation where the cooperative units relating to the shares are located in New York, provided that the sum of the fair market values of such real property, cooperative shares, and related cooperative units equals or exceeds 50% of the fair market value of the assets the entity has owned for at least two years as of the date of the sale or exchange; for additional information, see TSB-M-09(5)l, *Amendment to the Definition of New York Source Income of a Nonresident Individual*); or tangible personal property located in New York State, and intangible personal property to the extent that it is used in a business, trade, profession, or occupation carried on in New York State;
- 2) income attributable to a business, trade, profession, or occupation carried on in New York State;
- 3) any gain from the sale, transfer, or other disposition of shares of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold, when the real property comprising the units of such cooperative housing corporation is located in New York State, whether or not connected with a business; **and**
- 4) any gain recognized by you for federal income tax purposes from the sale or transfer of a partnership interest, where the sale or transfer:
  - is subject to the provisions of Internal Revenue Code (IRC) section 1060, and
  - occurred on or after April 10, 2017.

The amount of the gain to be included in New York source income is determined in a manner consistent with the applicable methods and rules for allocation under Article 22 in the year that the assets were sold or transferred.

A partnership carries on a business, trade, profession, or occupation within New York State if (1) it maintains or operates an office, shop, store, warehouse, factory, agency, or other place in New York State where its affairs are systematically and regularly carried on, or (2) it performs a series of acts or transactions in New York State with regularity and continuity for livelihood or profit, as distinguished from isolated or incidental transactions.

**Note:** A partnership, LLC, or LLP that has a net loss derived from New York sources during the tax year must still mark an **X** in the Yes box.

**Part 2 – Partnerships, and LLCs and LLPs treated as partnerships for federal income tax purposes**

**LLCs that are disregarded entities for federal income tax purposes:** Skip Part 2 and continue with Part 3.

**Line 4** – Use the worksheet on page 3 to compute your modified federal and New York source gross income for tax year 2016.

Enter in column A, the amounts for lines 1 through 13 from applicable federal schedules as instructed.

Enter in column B the portion of column A (if any) that relates to New York sources.

**⚠ Tiered partnerships:** Do not include on lines 1 through 13 of the worksheet income from any partnership in which you are a partner. The partnership should provide you with an amount to enter on line 14.

If you did not have any New York source gross income for tax year 2016, enter **0** on line 4.

**Line 5 – NYS filing fee**

**LLC and LLP** – From the table below, find the amount of the New York source gross income reported on line 4 and enter the corresponding amount of the NYS filing fee on line 5. If you entered **0** on line 4, enter **25** on line 5.

If the New York source gross income on line 4 is more than:	but not more than:	LLC/LLP enter on line 5:
\$ 0 .....	\$ 100,000 .....	25
100,000 .....	250,000 .....	50
250,000 .....	500,000 .....	175
500,000 .....	1,000,000 .....	500
1,000,000 .....	5,000,000 .....	1,500
5,000,000 .....	25,000,000 .....	3,000
25,000,000 .....		4,500

**Regular partnership** – From the table below, find the amount of the New York source gross income reported on line 4 and enter the corresponding amount of the NYS filing fee on line 5. If the amount entered on line 4 is less than \$1,000,000, or the partnership had no New York source gross income, no New York State filing fee is due. **Do not** file this form.

If the New York source gross income on line 4 is:	Regular partnership enter on line 5:
\$ 1,000,000 .....	500

  

If the New York source gross income on line 4 is more than:	but not more than:	enter on line 5:
\$ 1,000,000 .....	\$ 5,000,000 .....	1,500
5,000,000 .....	25,000,000 .....	3,000
25,000,000 .....		4,500

**New York source gross income worksheet**

Enter 2016 amounts		A Modified federal gross income	B New York source gross income
1	Enter the amount from federal Form 1065, line 1c .....	1.	
2	Enter the amount from federal Form 1065, Schedule K, line 5 .....	2.	
3	Enter the amount from federal Form 1065, Schedule K, line 6a .....	3.	
4	Enter the amount from federal Form 1065, Schedule K, line 7 .....	4.	
5	Enter any income (not losses) included on federal Form 1065, Schedule K, line 11 .....	5.	
6	Add the gain (not loss) amounts from federal Form 8949, column (h), and the gains (not losses) from federal Form 1065, Schedule D, lines 1a, column (h); 4, 5, 8a, column (h); 11, 12, and 14. ....	6.	
7	Add the gain (not loss) amounts on federal Form 4797, column (g), lines 2 through 6, 10, and 13 through 16 .....	7.	
8	Enter the amount from federal Form 8825, line 18a .....	8.	
9	Enter the income (not loss) from federal Schedule F (Form 1040), line 9.....	9.	
10	Enter amount from federal Schedule F (Form 1040), line 1b .....	10.	
11	Enter any income (not losses) included on federal Form 1065, Schedule K, line 3a, not included above .....	11.	
12	Enter any income (not losses) included on federal Form 1065, line 4, from estates and trusts not included above .....	12.	
13	Enter any income (not losses) included on federal Form 1065, line 7, not included above .....	13.	
14	New York source gross income from lower tiered partnerships .....	14.	
15	Total (add column B, lines 1 through 14); enter the amount here and on Form IT-204-LL, line 4 .....	15.	

**Paid preparer's signature**

If you pay someone to prepare your form, the paid preparer must also sign it and fill in the other blanks in the paid preparer's area of your form. A person who prepares your form and does not charge you should not fill in the paid preparer's area.

**Paid preparer's responsibilities** – Under the law, all paid preparers must sign and complete the paid preparer section of the form. Paid preparers may be subject to civil and/or criminal sanctions if they fail to complete this section in full.

When completing this section, enter your New York tax preparer registration identification number (NYTPRIN) if you are required to have one. If you are not required to have a NYTPRIN, enter in the *NYTPRIN excl. code* box one of the specified 2-digit codes listed below that indicates why you are exempt from the registration requirement. You **must** enter a NYTPRIN **or** an exclusion code. Also, you must enter your federal preparer tax identification number (PTIN) if you have one; if not, you must enter your social security number.

Code	Exemption type	Code	Exemption type
01	Attorney	02	Employee of attorney
03	CPA	04	Employee of CPA
05	PA (Public Accountant)	06	Employee of PA
07	Enrolled agent	08	Employee of enrolled agent
09	Volunteer tax preparer	10	Employee of business preparing that business' return

See our website for more information about the tax preparer registration requirements.

**Privacy notification**

New York State Law requires all government agencies that maintain a system of records to provide notification of the legal authority for any request for personal information, the principal purpose(s) for which the information is to be collected, and where it will be maintained. To view this information, visit our website, or, if you do not have Internet access, call and request Publication 54, *Privacy Notification*. See *Need help?* for the Web address and telephone number.

**Need help?**



Visit our website at **www.tax.ny.gov**

- get information and manage your taxes online
- check for new online services and features

**Telephone assistance**

Automated income tax refund status: 518-457-5149  
 Personal Income Tax Information Center: 518-457-5181  
 To order forms and publications: 518-457-5431  
 Text Telephone (TTY) or TDD equipment users: Dial 7-1-1 for the New York Relay Service