



# Rhode Island Department of Revenue Division of Taxation

Notice 2024-01

March 15, 2024

## RI filing requirements for LLCs 2024 Update

PROVIDENCE, R.I. – Limited liability companies (LLCs) are required under Rhode Island law to file an annual return with the Rhode Island Division of Taxation and pay an annual tax or fee. Which form to file, and which tax/fee to pay, depends upon the LLC:

- If the LLC is treated as a pass-through entity and not as a corporation for federal tax purposes, it must:
  - File **Form RI-1065** each year by **March 15**; and
  - Pay an **annual charge of \$400**.<sup>1</sup>
  
- If the LLC is treated as a Subchapter S Corporation for federal tax purposes, it must:
  - File **Form RI-1120S** each year by **March 15**; and
  - Pay an **annual charge of \$400**.
  
- If the LLC is treated as a corporation for federal tax purposes, it must:
  - File **Form RI-1120C** each year by **April 15**; and
  - Pay annual **Rhode Island Corporate Income Tax (7% of net income)**, or the **annual charge of \$400**, whichever amount is greater.

The above filing and payment requirements for LLCs apply to multi-member LLCs and single-member LLCs (SMLLCs). The filing and payment requirements apply for any year in which the business is in existence, whether a full year, or partial year. This includes the year in which the business is formed and the year in which the business dissolves. For more information, see **Form RI-1065**, **RI-1120S** or **Form RI-1120C**, as applicable. Forms and related instructions can be found on the Division of Taxation website's [Business Tax Forms page](#).

### Nonresidents

An LLC whose members include one or more nonresidents generally must withhold and remit Rhode Island tax and complete **Schedule PTW** each year. This schedule is for reporting the income flowing through to, and the amount of nonresident Rhode Island tax withheld for, each member.

Nonresident individuals and entities are required to file the appropriate Rhode Island income tax returns reporting the pass-through income and any pass-through withholding. In some instances, nonresident members may elect to file **Form RI-1040C** in lieu of an individual personal income tax return. For more information on pass-through entity and composite returns, visit the Division's [Business Forms webpage](#).

**Note:** Under Rhode Island legislation enacted in 2019, pass-through entities can elect to pay an entity-level tax. If an entity elects to pay income tax at the entity level on **Form RI-PTE** ("Pass-through Entity Election Tax Return"), the entity is not required to comply with the requirements of Schedule PTW.

<sup>1</sup> See Tax Rate by Year table on following page.

For more information, or for questions, taxpayers and tax professionals are encouraged to contact the Division's Corporate Tax Section by email: [Tax.Corporate@tax.ri.gov](mailto:Tax.Corporate@tax.ri.gov) or telephone at 401-574-8935 from 8:30 a.m. to 3:30 p.m. on business days.

### Letters of Good Standing

- An LLC is required to request a Letter of Good Standing **five or more business days before the sale or transfer** of real estate or other key assets that comprise a major part in value of the LLC's assets.
- To receive a Letter of Good Standing, all required tax returns must be filed, and all Rhode Island State taxes paid. This request also serves to notify the Tax Administrator of the sale or transfer.
- The Division of Taxation can only issue Letters of Good Standing to taxpayers who are compliant and thus "in good standing" with the Division. Failure to file and pay will prevent you from receiving a Letter of Good Standing.
  - If an LLC (single-member or multi-member) has failed to file and pay the annual charge in prior years, they must pay the past due balance to be considered in good standing.
  - There is no time limit regarding collecting taxes from non-filers.

For questions regarding Letters of Good Standing, or if you cannot pay all of what is due, contact the Division of Taxation's Compliance, Collections, and Registration Section by email: [Tax.Collections@tax.ri.gov](mailto:Tax.Collections@tax.ri.gov) or telephone at (401) 574-8941 from 8:30 a.m. to 3:30 p.m. on business days.

### Tax Rate by Year

The annual charge (sometimes called the annual fee, filing fee, or filing charge) is \$400 for tax years beginning on or after January 1, 2017.

It was \$450 for tax years beginning on or after January 1, 2016; \$500 for tax years beginning on or after January 1, 2004, but before January 1, 2016; and \$250 for tax year 2003.

Tax Rate by Year	
Tax Year	Annual Charge
2023	\$400
2022	\$400
2021	\$400
2020	\$400
2019	\$400
2018	\$400
2017	\$400
2016	\$450
2015	\$500

### Additional Resources

- More information about the entity-level tax can be found on the Division's website: <https://tax.ri.gov/tax-sections/corporate-tax/pass-through-entities>.
- For more information on Schedule PTW see the Division's [Advisory 2024-12](#).
- For LLCs with employees, the following websites contain information on employer taxes:
  - <http://www.uitax.ri.gov/>
  - <https://tax.ri.gov/tax-sections/withholding-tax>.
- The Regulation regarding LLCs: <https://rules.sos.ri.gov/regulations/part/280-20-25-7>.

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*The Rhode Island Division of Taxation, part of the Rhode Island Department of Revenue, is open to the public from 8:30 a.m. to 3:30 p.m. business days. For more information, contact the Division of Taxation at (401) 574-8829 or see <https://tax.ri.gov/about-us/contact-us>.*

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