

2025 Regular Session

HOUSE BILL NO. 567

BY REPRESENTATIVE BACALA

TAX/CORP INCOME: Provides with respect to various credits, deductions, exclusions, and exemptions associated with corporate income tax

1 AN ACT

2 To amend and reenact R.S. 47:112.2(A), 248(B)(1)(a), 287.732, 287.732.1, 287.732.2(A)(1),  
3 and 1675(F)(1) and to repeal R.S. 39:2(15.1)(a) through (c), (k), (v), (x), and (y) and  
4 R.S. 47:1675(G), relative to income tax; to provide with respect to corporate  
5 taxation; to provide for credits, deductions, exclusions, and exemptions applicable  
6 to corporation income tax; to provide for tax treatment of entities taxed as S  
7 corporations for federal income tax purposes; to provide for credits granted or  
8 allocated to S corporations; to repeal the S corporation exclusion; to provide for tax  
9 treatment of qualified Subchapter S subsidiaries; to provide for the calculation and  
10 utilization of certain S corporation carry-forward and carry-back amounts; to provide  
11 for the application of certain income tax credits; to provide for filing of composite  
12 returns; to provide with respect to the mobile workforce employer exemption; to  
13 provide relative to tax credits classified as incentive expenditures; to provide for  
14 definitions; to provide for applicability; to provide for effectiveness; and to provide  
15 for related matters.

16 Be it enacted by the Legislature of Louisiana:

17 Section 1. R.S. 47:112.2(A), 248(B)(1)(a), 287.732, 287.732.1, 287.732.2(A)(1), and  
18 1675(F)(1) are hereby amended and reenacted to read as follows:

19 §112.2. Mobile workforce employer exemption from withholding and reporting  
20 requirement

1           A. ~~Beginning January 1, 2022, except~~ Except as otherwise provided in this  
2           Section, an employer is not required to withhold taxes ~~under~~ pursuant to R.S. 47:112  
3           on wages that are paid to an employee described in R.S. 47:248. If, during the  
4           calendar year, the number of days an employee spends performing employment  
5           duties for the employer and any entity related to the employer in this state exceeds  
6           the ~~twenty-five-day~~ thirty-day threshold described in R.S. 47:248(B)(1)(a), an  
7           employer shall withhold and remit tax to this state for every day in that calendar  
8           year, including the first ~~twenty-five~~ thirty days during which the employee  
9           performed employment duties in this state.

10   \*           \*           \*

11           §248. Exemption for certain nonresident individuals; mobile workforce

12   \*           \*           \*

13           B.(1) Beginning January 1, 2022, wages, as defined by R.S. 47:111, paid to  
14           a nonresident individual are exempt from the tax levied ~~under~~ pursuant to R.S.  
15           47:290 et seq. if all of the following conditions apply:

16           (a) The compensation is paid for employment duties performed by the  
17           individual in this state for ~~twenty-five~~ thirty or fewer days in the calendar year.

18   \*           \*           \*

19           §287.732. S corporations

20           ~~A. Taxation of S corporation. A corporation classified under Subchapter S~~  
21           ~~of the Internal Revenue Code as an S corporation shall be taxed and required to~~  
22           ~~comply with this Part the same as any other corporation. Except as provided in~~  
23           ~~Subsection C of this Section, the provisions of this Part shall apply as if the S~~  
24           ~~corporation had been required to file an income tax return with the Internal Revenue~~  
25           ~~Service as a C corporation for the current and all prior taxable years, in accordance~~  
26           ~~with federal law.~~

27           ~~B. S corporation exclusion. This Subsection provides an exclusion to~~  
28           ~~corporations classified as S corporations under federal law for the taxable year, as~~  
29           ~~follows:~~

1           ~~(1) In computing Louisiana taxable income pursuant to this Part, an S~~  
2           ~~corporation that does not make an election pursuant to R.S. 47:287.732.2 may~~  
3           ~~exclude such percentage of its Louisiana net income for the taxable year as is~~  
4           ~~provided in Paragraph (2) of this Subsection.~~

5           ~~(2) The excludable percentage of Louisiana net income is determined by~~  
6           ~~multiplying Louisiana net income for a taxable year by a ratio, the numerator of~~  
7           ~~which is the number of issued and outstanding shares of capital stock of the S~~  
8           ~~corporation which are owned by Louisiana resident individuals on the last day of the~~  
9           ~~corporation's taxable year, and the denominator of which is the total number of~~  
10          ~~issued and outstanding shares of capital stock of the corporation on the last day of~~  
11          ~~the corporation's taxable year, provided that no share shall be allowed to be counted~~  
12          ~~in the numerator unless its owner has for the taxable year of inclusion filed a correct~~  
13          ~~and complete Louisiana individual income tax return as a resident.~~

14          ~~(3) For purposes of Paragraph (2) of this Subsection:~~

15          ~~(a) "Taxable year of inclusion" means the taxable year of the S corporation~~  
16          ~~shareholder which includes the last day of the S corporation's taxable year for which~~  
17          ~~the exclusion is claimed.~~

18          ~~(b) The term "resident individual" includes resident estates and trusts to the~~  
19          ~~extent that such are allowed to be S corporation shareholders pursuant to federal law.~~

20          ~~(4) In the application of Paragraph (2), the term "Louisiana resident~~  
21          ~~individual" shall be construed to include a nonresident individual share holder who~~  
22          ~~has for the taxable year filed a correct and complete Louisiana individual income tax~~  
23          ~~return, which includes his share of the S corporation's income, and has paid the tax~~  
24          ~~shown to be due thereon.~~

25          ~~(5) Should an S corporation incur a Louisiana net loss, as described in R.S.~~  
26          ~~47:287.91, a percentage of such loss shall be excluded from carry-back or carry-over~~  
27          ~~treatment notwithstanding the provisions of R.S. 47:287.86. The applicable~~  
28          ~~percentage of the Louisiana net loss to be excluded shall be computed using the same~~  
29          ~~ratio provided in R.S. 47:287.732(B)(2).~~

1           ~~(6) S corporations that elect to pay tax at the corporation level pursuant to~~  
2           ~~R.S. 47:287.732.2 shall not be eligible for this exclusion.~~

3           ~~C. Qualified Subchapter S subsidiary income. The income of a corporation~~  
4           ~~for which an S corporation has made a valid election under the Internal Revenue~~  
5           ~~Code to treat the corporation as a qualified Subchapter S subsidiary shall be included~~  
6           ~~in the income of the S corporation unless the qualified Subchapter S subsidiary is~~  
7           ~~treated as a separate corporation under the provisions of R.S. 47:287.732.1.~~

8           A. Definitions. As used in this Section, the following words and phrases  
9           shall have the meanings ascribed to them in this Subsection unless the context clearly  
10          indicates otherwise:

11          (1) "Code" means the Internal Revenue Code of 1986, as amended, and  
12          applicable regulations as promulgated by the Department of Treasury.

13          (2) "Department" means the Department of Revenue.

14          (3) "Income attributable to the state" means items of income, loss, deduction,  
15          or credit of the S corporation apportionable and allocable to this state pursuant to  
16          Part II-A of this Chapter.

17          (4) "Income not attributable to the state" means all items of income, loss,  
18          deduction, or credit of the S corporation other than income attributable to the state.

19          (5) "Pro rata share" means the share determined with respect to an S  
20          Corporation shareholder for a taxable period in the manner provided in Section  
21          1377(a) of the Code.

22          (6) "S corporation" means a corporation for which a valid election under  
23          Section 1362(a) of the Code is in effect.

24          (7) "Secretary" means the secretary of the Department of Revenue.

25          B.(1) S corporation requirements. An S corporation shall not be subject to  
26          the income tax imposed by this Part, but shall be required to file an annual  
27          informational corporation return of income in accordance with this Section.

28          (2) Each shareholder's pro rata share of an S corporation's income  
29          attributable to the state, and each resident shareholder's pro rata share of income not

1 attributable to the state, shall be taken into account by the shareholder in the manner  
2 and subject to the adjustments provided in Parts III and VI of this Chapter, as  
3 applicable, and Section 1366 of the Code. These amounts shall be subject to the tax  
4 levied pursuant to Parts III and VI, as applicable, of this Chapter.

5 (3) Persons carrying on business as shareholders of an S corporation shall  
6 be liable for income tax only in their separate or individual capacities.

7 C. Returns. (1) An S corporation incorporated or doing business in this state  
8 shall file with the department an annual informational return, on a form prescribed  
9 by the secretary, on or before the due date prescribed for the filing of corporation  
10 returns in R.S. 47:287.614. The return shall report the name, address, and social  
11 security or federal identification number of each shareholder, income attributable to  
12 the state, and the income not attributable to the state with respect to each shareholder  
13 as defined in Paragraphs (A)(3) and (4) of this Section, and such other information  
14 as the secretary may require.

15 (2) S corporation items of income, loss, deduction, and credit taken into  
16 account by a shareholder pursuant to Paragraph (B)(1) of this Section are  
17 characterized as though received or incurred by the S corporation and not its  
18 shareholder.

19 D. Tax credits. (1) For purposes of Parts III and VI of this Chapter, where  
20 applicable, each resident shareholder is considered to have paid a tax imposed on the  
21 shareholder in an amount equal to the shareholder's pro rata share of any net income  
22 tax paid by the S corporation to a state that does not measure the income of S  
23 corporation shareholders by the income of the S corporation. For purposes of this  
24 Paragraph, "net income tax" means any tax imposed on or measured by a  
25 corporation's net income.

26 (2) Each shareholder of an S corporation shall be allowed, as a credit against  
27 the tax imposed by Parts III and VI of this Chapter, an amount equal to the  
28 shareholder's pro rata share of the tax credits for which the S corporation is eligible.

1           (3) For taxable periods beginning on or after January 1, 2026, any credit  
2           previously earned by a taxpayer taxed as an S corporation for federal income tax  
3           purposes and subject to the provisions of this Section shall flow-through to the  
4           shareholders in accordance with the provisions of R.S. 47:1675(F).

5           E. Basis and adjustment. (1) The initial basis of a resident shareholder in the  
6           stock of an S corporation, and in any indebtedness of the corporation owed to that  
7           shareholder, shall be determined as of the later of the date the stock is acquired, the  
8           effective date of the S corporation election, or the date the shareholder became a  
9           resident of this state, as provided under the Code.

10           (2) The basis of a resident shareholder in the stock and indebtedness of an  
11           S corporation shall be adjusted in the manner and to the extent required by Section  
12           1011 of the Code. However, any adjustments made, other than for income exempt  
13           from federal or state income taxes, pursuant to Paragraph (B)(2) of this Section shall  
14           be taken into account.

15           (3) The initial basis of a nonresident shareholder in the stock of an S  
16           corporation, and in any indebtedness of the corporation to that shareholder, shall be  
17           zero. The basis of a nonresident shareholder in the stock and indebtedness of an S  
18           corporation shall be adjusted as provided in Section 1367 of the Code, except that  
19           adjustments to the basis shall be limited to the income taken into account by the  
20           shareholder pursuant to Paragraph (B)(2) of this Section.

21           (4) The basis of a shareholder in the stock of an S corporation shall be  
22           reduced by the amount allowed as a loss or deduction pursuant to Paragraph (F)(3)  
23           of this Section.

24           (5) The basis of a resident shareholder in the stock of an S corporation shall  
25           be reduced by the amount of any cash distribution that is not taxable to the  
26           shareholder as a result of the application of Paragraph (G)(2) of this Section.

27           (6) For purposes of this Section, a shareholder shall be considered to have  
28           acquired stock or indebtedness received by gift at the time the donor acquired the  
29           stock or indebtedness, if the donor was a resident of this state at the time of the gift.

1           F. Carryfowards. (1) Carryforwards and carrybacks to and from an S  
2           corporation shall be restricted in the manner provided in Section 1371(b) of the  
3           Code.

4           (2) The aggregate amount of losses or deductions of an S corporation taken  
5           into account by a shareholder pursuant to Paragraph (B)(2) of this Section may not  
6           exceed the combined adjusted bases, determined in accordance with Subsection D  
7           of this Section, of the shareholder in the stock and indebtedness of the S corporation.

8           (3) Any loss or deduction that is disallowed for a taxable period pursuant to  
9           Paragraph (2) of this Subsection shall be treated as incurred by the S corporation in  
10          the succeeding taxable period with respect to that shareholder.

11          (4)(a) Any loss or deduction that is disallowed pursuant to Paragraph (2) of  
12          this Subsection for the S corporation's last taxable period as an S corporation shall  
13          be treated as incurred by the shareholder on the last day of any post-termination  
14          transition period.

15          (b) The aggregate amount of losses and deductions taken into account by a  
16          shareholder pursuant to Subparagraph (a) of this Paragraph may not exceed the  
17          adjusted basis of the shareholder in the stock of the corporation determined in  
18          accordance with Subsection D of this Section at the close of the last day of any  
19          post-termination transition period and without regard to this Subsection.

20          G. Distributions. (1) Subject to the provisions of Paragraph (3) of this  
21          Subsection, a distribution made by an S corporation with respect to its stock to a  
22          resident shareholder is taxable to the shareholder as provided in Parts III and VI of  
23          this Chapter, as applicable, to the extent that the distribution is characterized as a  
24          dividend or as gain from the sale or exchange of property pursuant to Section 1368  
25          of the Code.

26          (2) Subject to the provisions of Paragraph (3) of this Subsection, any  
27          distribution of money made by a corporation with respect to its stock to a resident  
28          shareholder during a post-termination transition period is not taxable to the  
29          shareholder as provided in Parts III and VI of this Chapter, as applicable, to the

1 extent the distribution is applied against and reduces the adjusted basis of the stock  
2 of the shareholder in accordance with Section 1371(e) of the Code.

3 (3) In applying Sections 1368 and 1371(e) of the Code to any distribution  
4 referred to in this Subsection, all of the following shall apply:

5 (a) The term "adjusted basis of the stock" means the adjusted basis of the  
6 shareholder's stock as determined in accordance with Subsection D of this Section.

7 (b) The accumulated adjustments account maintained for each resident  
8 shareholder must be equal to, and adjusted in the same manner as, the corporation's  
9 accumulated adjustments account defined in Section 1368(e)(1)(A) of the Code,  
10 except that the accumulated adjustments account shall be modified in the manner  
11 provided in Subparagraph (E)(2)(a) of this Section.

12 §287.732.1. ~~Qualified Subchapter S subsidiaries~~ Composite returns for nonresident  
13 shareholders

14 ~~A. Taxation of a qualified Subchapter S subsidiary. Except as provided in~~  
15 ~~Subsection C of this Section, a corporation treated as a qualified Subchapter S~~  
16 ~~subsidiary for purposes of the Internal Revenue Code shall be required to comply~~  
17 ~~with this Part the same as any other corporation. The provisions of this Part shall~~  
18 ~~apply as if the qualified Subchapter S subsidiary and its parent had been required to~~  
19 ~~file income tax returns with the Internal Revenue Service as C corporations for the~~  
20 ~~current and all prior taxable years in accordance with federal law.~~

21 ~~B. Special adjustments by the secretary. In addition to the authority granted~~  
22 ~~by R.S. 47:287.480, whenever a qualified Subchapter S subsidiary does not qualify~~  
23 ~~for the exclusion provided by Subsection C of this Section, the secretary may require~~  
24 ~~combined or consolidated reports or returns as may be necessary to properly reflect~~  
25 ~~the taxable income earned in Louisiana. This authority shall not limit the secretary's~~  
26 ~~authority to require use of the separate accounting method as provided by R.S.~~  
27 ~~47:287.94 when the apportionment method produces a manifestly unfair result.~~

1           C. ~~Qualified Subchapter S subsidiary exclusion.~~ An exclusion is allowed for  
2           corporations classified as qualified Subchapter S subsidiaries under federal law for  
3           the taxable year as follows:

4           (1) ~~In computing Louisiana taxable income pursuant to this Part, a qualified~~  
5           Subchapter S subsidiary may exclude all of its Louisiana net income for the taxable  
6           year, provided that the S corporation that owns the stock of the qualified Subchapter  
7           S subsidiary files a Louisiana income tax return that includes all of the income of the  
8           qualified Subchapter S subsidiary in computing its net income for the taxable year.

9           (2) ~~If the Louisiana taxable income of a qualified Subchapter S subsidiary~~  
10          ~~qualifies for the exclusion provided in Paragraph (1) of this Subsection, the qualified~~  
11          Subchapter S subsidiary shall not be treated as a separate corporation, and all assets,  
12          liabilities, and items of income, deduction, credit, and any other items of the  
13          qualified Subchapter S subsidiary shall be treated as assets, liabilities, and items of  
14          income, deduction, credit, and other items of the corporation owning the stock of the  
15          qualified Subchapter S subsidiary.

16          (3) ~~If the Louisiana taxable income of a qualified Subchapter S subsidiary~~  
17          ~~is excluded for the taxable year under Paragraph (1) of this Subsection, the S~~  
18          corporation that owns the stock of the qualified Subchapter S subsidiary may exclude  
19          the percentage of the qualified Subchapter S subsidiary's Louisiana net income for  
20          the taxable year as provided in R.S. 47:287.732(B).

21          A. For purposes of this Section, the following terms shall have the meanings  
22          ascribed to them in this Subsection:

23          (1) "Composite payment" means a payment filed with a composite return  
24          which remits the Louisiana income tax of an S corporation's nonresident shareholder.

25          (2) "Composite return" means a return filed by an entity treated as an S  
26          corporation on behalf of all of its nonresident shareholders which reports and remits  
27          the Louisiana income tax of the nonresident shareholder.

28          (3) "Department" means the Department of Revenue.

1           (4) "S corporation" means a corporation for which a valid election under  
2           Section 1362(a) of the Code is in effect.

3           B.(1) Beginning January 1, 2026, each entity treated as an S corporation for  
4           federal income tax purposes which engages in activities in this state may file  
5           composite returns and make composite payment of tax on behalf of any or all of its  
6           nonresident shareholders.

7           (2) The payment referred to in Paragraph (1) of this Subsection shall be in  
8           an amount equal to the maximum tax rate provided for individuals or trusts and  
9           estates, as applicable, multiplied by the nonresident shareholder's share of the S  
10          corporation's income attributable to this state, as reflected on the S corporation's  
11          return for the taxable period.

12          (3) Any amount paid by the S corporation to the state pursuant to this  
13          Subsection shall be considered to be a payment by the nonresident shareholder on  
14          account of the income tax imposed on the nonresident shareholder for the taxable  
15          period. To the extent that the payment made on behalf of the nonresident  
16          shareholder exceeds the income tax liability of the nonresident shareholder, that  
17          nonresident shareholder shall be entitled to a refund, or may elect to utilize the  
18          excess as a credit against amounts that may be paid by the S corporation on his  
19          behalf with respect to subsequent taxable periods.

20           C. Credits and overpayments claimed on composite returns.

21          (1) Notwithstanding the provisions of R.S. 47:1675(F) or any other provision  
22          of law to the contrary, when a composite return is filed, each nonresident shareholder  
23          of the S corporation shall claim his respective share of any credit earned by the S  
24          corporation for the applicable tax period in which the credit was earned.

25          (2) Credits claimed on a composite return shall not be allowed or claimed on  
26          any other return submitted on behalf of or by a shareholder for the same taxable  
27          period.

(3) When a composite return reflects an overpayment that is determined to be correct by the department, the overpayment shall be paid to the S corporation that filed the composite return.

(4) Composite returns shall be filed electronically. The department may promulgate rules and regulations in accordance with the Administrative Procedure Act necessary for implementation of this Paragraph and may further define and require the necessary methods for filing, signing, subscribing or verifying a return, statement, or other documents required for such implementation.

## §287.732.2. Election for S corporations and other flow-through entities

A.(1) Any S corporation or entity taxed as a partnership for federal income tax purposes may elect to be taxed and to comply with this Part in the same manner as if the entity had been required to file an income tax return with the Internal Revenue Service as a C corporation. ~~S corporations that make this election shall not be eligible for the exclusion provided in R.S. 47:287.732.~~

\* \* \*

§1675. General administrative provisions for credits against income and corporation  
franchise tax

\* \* \*

F. Credits granted, allocated, or transferred to entities not subject to Louisiana income tax or corporation franchise tax.

(1) Unless otherwise provided in the statute granting the credit, if an entity not subject to Louisiana income tax or corporation franchise tax acquires an income or franchise tax credit, the credit shall flow through to partners or members as provided in the operating agreement of the entity or shareholders as provided in the corporate bylaws of the S corporation. In the absence of an operating agreement or corporate bylaws, the credit shall flow through to each partner or member in accordance to with the partner or member's ownership interest in the entity, or to each shareholder in accordance with the number of issued and outstanding shares of capital stock of the S corporation which are owned by the shareholder relative to the

1 total number of issued and outstanding shares of capital stock of the S corporation  
2 on the last day of the S corporation's taxable year.

3 \* \* \*

4           Section 2. R.S. 39:2(15.1)(a) through (c), (k), (v), (x), and (y) and R.S. 47:1675(G)  
5   are hereby repealed in their entirety.

6           Section 3. The provisions of this Act shall apply to income tax periods beginning on  
7   or after January 1, 2026.

Section 4. This Act shall become effective upon signature by the governor or, if not signed by the governor, upon expiration of the time for bills to become law without signature by the governor, as provided by Article III, Section 18 of the Constitution of Louisiana. If vetoed by the governor and subsequently approved by the legislature, this Act shall become effective on the day following such approval.

## DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

HB 567 Reengrossed

2025 Regular Session

Bacala

**Abstract:** Provides with respect to taxation of corporate income; provides for credits, deductions, exclusions, and exemptions applicable to corporation income tax; and for tax treatment of S corporations.

Present law known as the La. Corporation Income Tax Act provides for taxation of certain income of corporations and other entities taxed as corporations for federal income tax purposes. Provides that corporations shall be taxed on their La. taxable income, except as otherwise exempted.

Present law and proposed law provide for tax treatment of pass-through entities known as S corporations that pass income, losses, deductions, and credits directly to their individual shareholders.

Proposed law repeals present law allowing certain S corporation income to be excluded from La. taxable income.

Proposed law repeals a requirement that credits earned by, allocated to, or transferred to an S corporation during a year in which it operated as a C corporation be used at the corporation level.

Proposed law repeals an authorization for qualified Subchapter S subsidiaries to be treated as separate corporate entities.

Proposed law provides for sourcing of certain S corporation income, reporting of S corporation shareholder income, and application of certain S corporation credits passed through to shareholders.

Proposed law provides for the calculation of the basis and utilization of S corporation carry-forward and carry-back losses.

Proposed law provides for filing of composite returns and related exceptions.

Proposed law provides for limitations applicable to an exemption from withholding and reporting requirements for mobile workforce employers.

Proposed law repeals references to previously abolished tax credits within a definition of incentive expenditures in present law.

Proposed law applies to income tax periods beginning on or after Jan. 1, 2026.

Effective upon signature of governor or lapse of time for gubernatorial action.

(Amends R.S. 47:112.2(A), 248(B)(1)(a), 287.732, 287.732.1, 287.732.2(A)(1), and 1675(F)(1); Repeals R.S. 39:2(15.1)(a)-(c), (k), (v), (x), and (y) and R.S. 47:1675(G))