



Note: *The draft you are looking for begins on the next page.*

Caution: DRAFT—NOT FOR FILING

This is an early release draft of an IRS tax form, instructions, or publication, which the IRS is providing for your information. **Do not file draft forms** and do **not** rely on draft forms, instructions, and publications for filing. We do **not** release draft forms until we believe we have incorporated all changes (except when explicitly stated on this coversheet). However, unexpected issues occasionally arise, or legislation is passed—in this case, we will post a new draft of the form to alert users that changes were made to the previously posted draft. Thus, there are never any changes to the last posted draft of a form and the final revision of the form. Forms and instructions generally are subject to OMB approval before they can be officially released, so we post only drafts of them until they are approved. Drafts of instructions and publications usually have some changes before their final release.

Early release drafts are at [IRS.gov/DraftForms](https://www.irs.gov/DraftForms) and remain there after the final release is posted at [IRS.gov/LatestForms](https://www.irs.gov/LatestForms). All information about all forms, instructions, and pubs is at [IRS.gov/Forms](https://www.irs.gov/Forms).

Almost every form and publication has a page on IRS.gov with a friendly shortcut. For example, the Form 1040 page is at [IRS.gov/Form1040](https://www.irs.gov/Form1040); the Pub. 501 page is at [IRS.gov/Pub501](https://www.irs.gov/Pub501); the Form W-4 page is at [IRS.gov/W4](https://www.irs.gov/W4); and the Schedule A (Form 1040/SR) page is at [IRS.gov/ScheduleA](https://www.irs.gov/ScheduleA). If typing in a link above instead of clicking on it, be sure to type the link into the address bar of your browser, not a Search box.

If you wish, you can submit comments to the IRS about draft or final forms, instructions, or publications at [IRS.gov/FormsComments](https://www.irs.gov/FormsComments). We cannot respond to all comments due to the high volume we receive and may not be able to consider many suggestions until the subsequent revision of the product.

If you have comments on reducing paperwork and respondent (filer) burden, with respect to draft or final forms, please respond to the relevant information collection through the Federal Register process; for more info, click [here](#).

VOID CORRECTED

Name, address, and ZIP code of RIC or REIT	OMB No. 1545-0123 Form 2439 (Rev. November 2021)	Notice to Shareholder of Undistributed Long-Term Capital Gains For calendar year 20 _____, or other tax year of the regulated investment company (RIC) or the real estate investment trust (REIT) beginning _____, 20 _____, and ending _____, 20 _____	
Identification number of RIC or REIT	1a Total undistributed long-term capital gains		Copy A Attach to Form 1120-RIC or Form 1120-REIT.
Shareholder's identifying number	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code	1c Section 1202 gain	1d Collectibles (28%) gain	For Instructions and Paperwork Reduction Act Notice, see back of Copies A and D.
	2 Tax paid by the RIC or REIT on the box 1a gains		

Form **2439** (Rev. 11-2021)

Cat. No. 11858E

www.irs.gov/Form2439

Department of the Treasury - Internal Revenue Service

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July 16, 2021
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Instructions for the Regulated Investment Company (RIC) and the Real Estate Investment Trust (REIT)

Section references are to the Internal Revenue Code.

Reporting Information

1. Complete Copies A, B, C, and D for each shareholder for whom the regulated investment company (RIC) or real estate investment trust (REIT) paid tax on undistributed capital gains under section 852(b)(3)(D) or 857(b)(3)(C).
2. Attach Copy A of all Forms 2439 to Form 1120-RIC or Form 1120-REIT when it is filed at the appropriate IRS service center.
3. Furnish Copies B and C of Form 2439 to the shareholder by the 60th day after the end of the RIC's or the REIT's tax year.
4. Retain Copy D for the RIC's or REIT's records.



For a shareholder that is an individual retirement arrangement (IRA), send Copies B and C to the trustee or custodian of the IRA. Do not send copies to the owner of the IRA.

RIC's or REIT's name, address, and identification number. Enter the name, address (including ZIP code) and employer identification number (EIN) of the RIC or REIT as shown on Form 2438, Undistributed Capital Gains Tax Return.

Shareholder's identifying number, name, and address. Enter the shareholder's social security number (SSN), name, and address (including ZIP code). If the shareholder is not an individual, enter the EIN. If a shareholder is an IRA, enter the identification number of the IRA trust. Do not enter the SSN of the person for whom the IRA is maintained.

The RIC or REIT can truncate a shareholder's identifying number on the Form 2439 the RIC or REIT sends to the shareholder. Truncation is not allowed on the Form 2439 the RIC or REIT files with the IRS. Also, the RIC or REIT cannot truncate its own identification number on any form.

To truncate, where allowed, replace the first 5 digits of the 9-digit number with asterisks (*) or Xs (for example, an SSN xxx-xx-xxxx would appear as ***-**-xxxx or XXX-XX-xxxx). For more information, see Regulations section 301.6109-4.

Box 1a. Enter the amount of undistributed capital gains from line 11, Form 2438 (Rev. December 2020) or the applicable line of the current revision of the form, allocable to the shareholder.

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Identification number of RIC or REIT	1a Total undistributed long-term capital gains		Copy B Attach to the shareholder's income tax return for the tax year that includes the last day of the RIC's or REIT's tax year.
Shareholder's identifying number	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code	1c Section 1202 gain	1d Collectibles (28%) gain	
	2 Tax paid by the RIC or REIT on the box 1a gains		

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Instructions for the Shareholder

Section references are to the Internal Revenue Code.

Reporting Information

Shareholder's identifying number. For your protection, Form 2439 may show only the last four digits of your identifying number (social security number (SSN), etc.). However, the RIC or REIT has reported your complete identifying number to the IRS.

Box 1a. This amount is your total undistributed long-term capital gain from your regulated investment company (RIC) or real estate investment trust (REIT).

Report the total amount as a long-term capital gain on the appropriate Schedule D. For example, individuals report this amount on line 11, column (h), of Schedule D (Form 1040). Estates and trusts report this amount on Schedule D (Form 1041).

Corporate shareholders report this amount in Part II of Form 8949. See Form 8949, Schedule D (Form 1120), and the related instructions for details.

If there is an amount in box 1b, 1c, or 1d, special instructions apply for entering those amounts on the appropriate Schedule D.

See *Undistributed Capital Gains* in the Schedule D (Form 1040) and Schedule D (Form 1041) instructions.

Box 1b. This amount is the unrecaptured section 1250 gain. Individual filers report this amount on line 11 of the Unrecaptured Section 1250 Gain Worksheet in the Schedule D (Form 1040) instructions for 2021 or the applicable line of the worksheet in the instructions for the current year. Estates and trusts use this amount to complete the Unrecaptured Section 1250 Gain Worksheet in the Schedule D (Form 1041) instructions.

Box 1c. This amount applies to the portion of the amount in box 1a attributable to a section 1202 gain (sale of qualified small business stock). Individual filers, see *Exclusion of Gain on Qualified Small Business (QSB) Stock* in the Schedule D (Form 1040) instructions. Estates and trusts, see *Exclusion of Gain on Qualified Small Business (QSB) Stock (Section 1202)* in the Schedule D (Form 1041) instructions.

Box 1d. This amount is the collectibles gain (28% rate gain) portion of the amount in box 1a. Individual filers enter this amount on line 4 of the 28% Rate Gain Worksheet in the Schedule D (Form 1040) instructions for 2021 or the applicable line of the worksheet in the instructions for the current year. Estates and trusts use this amount to complete the 28% Rate Gain Worksheet in the Schedule D (Form 1041) instructions.

Box 2. This amount is the tax paid by the RIC or REIT on the undistributed long-term capital gains shown in box 1a. You can apply for a refund or credit of this tax as follows.

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Identification number of RIC or REIT	1a Total undistributed long-term capital gains		Copy C For shareholder's records.
Shareholder's identifying number	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code	1c Section 1202 gain	1d Collectibles (28%) gain	
	2 Tax paid by the RIC or REIT on the box 1a gains		

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Instructions for the Shareholder (Continued)

Individuals, nonresident aliens, and estates and trusts. See line 13a of Schedule 3 (Form 1040) of the 2021 form or the applicable line on the current year form, or Schedule G, line 16a of Form 1041 of the 2021 form or the applicable line on the current year form, and the related instructions.

Corporations (other than S corporations). See Schedule J, line 20a of Form 1120 of the 2021 form or the applicable line on the current year form, or line 5f of Form 1120-F of the 2021 form or the applicable line on the current year form, and the related instructions. All other corporations report this amount on the line designated as "Credit for tax paid on undistributed capital gains."

S corporations and partnerships. See the *Specific Instructions* for Schedules K and K-1, Part III (Forms 1120-S and 1065) for details on reporting each item to the shareholders and partners.

Exempt organizations and certain trustees. See the Instructions for Form 990-T if it is filed by:

1. Organizations exempt from tax under section 501(a) filing Form 990-T to claim their refund of income tax paid on undistributed long-term capital gains, or

2. Trustees for individual retirement arrangements (IRAs) described in section 408 (including accounts described in section 408(h)) filing a single composite Form 990-T to claim the refund referred to above.

Nominees. If you are not the actual owner of the shares for which this form is issued, you must do the following.

1. Complete Copies A, B, C, and D of Form 2439 for each owner. The total undistributed long-term capital gains entered in box 1a; the amounts entered in boxes 1b, 1c, and 1d and the tax shown in box 2 on the Form 2439 for each owner must agree with the amounts on Copy B that you received from the RIC or REIT.

2. Enter your name as "Nominee" and your address in the block for the RIC's or REIT's name and address, and the RIC's or REIT's name and address in the same block.

3. Write "Nominee" in the upper right corner of the Copy B you received from the RIC or REIT and attach it to the Copy A you completed.

4. File the Copy B you received (with an attached Copy A) with the Internal Revenue Service Center where you file your income tax return.

5. Give the actual owner Copies B and C of the forms you complete.

6. Copy D is to be maintained by the RIC or REIT.

A nominee has 90 days after the close of the RIC's or REIT's tax year to complete items 1 through 5 above. However, a nominee acting as a custodian of a unit investment trust described in section 851(f)(1) has 70 days. A nominee who is a resident of a foreign country has 150 days.

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Identification number of RIC or REIT	1a Total undistributed long-term capital gains		Copy D For records of the regulated investment company or the real estate investment trust.
Shareholder's identifying number	1b Unrecaptured section 1250 gain		
Shareholder's name, address, and ZIP code	1c Section 1202 gain	1d Collectibles (28%) gain	
	2 Tax paid by the RIC or REIT on the box 1a gains		

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Instructions for the RIC and the REIT

(Continued)

Box 1b. Enter the shareholder's allocable portion of the amount from box 1a that has been designated as unrecaptured section 1250 gain from the disposition of depreciable real property.

Box 1c. The section 1202 gain is the portion of box 1a that is attributable to the sale or exchange by the RIC of qualified small business stock issued after August 10, 1993, and held for more than 5 years. Enter the shareholder's allocable portion of the amount from box 1a attributable to a section 1202 gain. In addition, attach a statement that reports separately for each designated section 1202 gain the following information: the amount of the section 1202 gain, the name of the corporation that issued the stock, the dates on which the RIC acquired and sold the stock, and the shareholder's portion of the RIC's adjusted basis and sales price of the stock.

Box 1d. Enter the shareholder's allocable portion of the amount from box 1a attributable to collectibles gain (28% rate gain). Do not include any section 1202 gain in box 1d.

Box 2. Enter the tax paid on the amount in box 1a.

Future developments. For the latest information about developments related to Form 2439 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/Form2439.

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.

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.

The time needed to complete and file this form will vary depending on individual circumstances. The estimated burden for business taxpayers filing this form is approved under OMB control number 1545-0123 and is included in the estimates shown in the instructions for their business income tax return.

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 send us comments from www.irs.gov/FormComments. Or you can write to the Internal Revenue Service, Tax Forms and Publications Division, 1111 Constitution Ave. NW, IR-6526, Washington, DC 20224.

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