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Washington, DC 20224

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Person To Contact:

, ID No.

Telephone Number:

Refer Reply To:

CC:PTE:01

PLR-114871-25

Date:

September 22, 2025

$$\underline{X} =$$

State =

Date =

Dear \_\_\_\_\_ :

This letter responds to a letter dated July 2, 2025, submitted on behalf of X by its authorized representatives, requesting relief to file a late S corporation election under § 1362(b)(5) of the Internal Revenue Code.

## FACTS

The information submitted states that X was incorporated under the laws of State on Date. X intended to elect S corporation treatment effective Date; however, X inadvertently failed to timely file Form 2553, Election by a Small Business Corporation.

## LAW AND ANALYSIS

Section 1362(a) of the Code provides that, except as provided in § 1362(g), a small business corporation may elect, in accordance with the provisions of § 1362, to be an S corporation.

Section 1361(a)(1) defines an "S corporation" as a small business corporation for which an election under § 1362(a) is in effect for the taxable year.

Section 1362(b)(1) provides that an election under § 1362(a) may be made by a small business corporation for any taxable year (A) at any time during the preceding taxable year, or (B) at any time during the taxable year and on or before the 15th of the third month of the taxable year.

Section 1362(b)(3) provides that if a small business corporation makes an election under § 1362(a) for any taxable year, and such election is made after the 15th day of the third month of the taxable year and on or before the 15th day of the third month of the following taxable year, then such election will be treated as made for the following year.

Section 1362(b)(5) provides that if (A) an election under § 1362(a) is made for any taxable year after the date prescribed by § 1362(b) for making such election for such taxable year or no such election is made for any taxable year, and (B) the Secretary determines that there was reasonable cause for the failure to timely make such election, the Secretary may treat such an election as timely made for such taxable year.

### CONCLUSION

Based solely on the information submitted and the representations made, we conclude that X has established reasonable cause for failing to make a timely election to be an S corporation effective Date and is eligible for relief under § 1362(b)(5). Accordingly, provided that X makes an election to be an S corporation by filing a completed Form 2553 effective Date with the appropriate service center within 120 days from the date of this letter, then such election will be treated as timely made. A copy of this letter should be attached to the Form 2553.

This ruling is contingent on X and its owners filing, within 120 days of the date of this letter, to the extent necessary or appropriate, all required federal income tax returns and information returns (including amended returns) consistent with the requested relief granted herein. A copy of this letter should be attached to any such returns.

Except as expressly provided herein, we express or imply no opinion concerning the federal tax consequences of the facts described above under any other provision of the Code. Specifically, we express or imply no opinion regarding X's eligibility to be an S corporation.

This ruling is directed only to the taxpayer that requested it. According to § 6110(k)(3), this ruling may not be used or cited as precedent.

The ruling contained in this letter is based upon information and representations submitted by the taxpayer and accompanied by a penalty of perjury statement executed by an appropriate party. While this office has not verified any of the material submitted in support of the ruling request, it is subject to verification on examination.

Pursuant to a power of attorney on file with this office, we are sending a copy of this letter to your authorized representatives.

Sincerely,

/S/

Jennifer N. Keeney  
Senior Counsel, Branch 1  
Office of the Associate Chief Counsel  
(Passthroughs, Trusts, and Estates)

Enclosure

Copy of this letter for § 6110 purposes

cc: