

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2024

Department of the Treasury
Internal Revenue Service

Attach to your tax return.
Go to www.irs.gov/Form8865 for instructions and the latest information.
Information furnished for the foreign partnership's tax year beginning _____, 2024, and ending _____, 20____

Attachment Sequence No. **865**

Name of person filing this return _____ Filer's identification number _____

Filer's address (if you aren't filing this form with your tax return) _____
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es):
1 2 3 4
B Filer's tax year beginning _____, 20____, and ending _____, 20____

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:
Name _____ EIN _____
Address _____

E Check if any excepted specified foreign financial assets are reported on this form. See instructions

F Information about certain other partners (see instructions)

| (1) Name | (2) Address | (3) Identification number | (4) Check applicable box(es) | | |
|----------|-------------|---------------------------|------------------------------|------------|--------------------|
| | | | Category 1 | Category 2 | Constructive owner |
| | | | | | |
| | | | | | |

G1 Name and address of foreign partnership _____
2(a) EIN (if any) _____
2(b) Reference ID number (see instructions) _____
3 Country under whose laws organized _____

| | | | | | |
|-------------------------------|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 4 Date of organization | 5 Principal place of business | 6 Principal business activity code number | 7 Principal business activity | 8a Functional currency | 8b Exchange rate (see instructions) |
|-------------------------------|--------------------------------------|--|--------------------------------------|-------------------------------|--|

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identification number of agent (if any) in the United States _____

2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065
Service Center where Form 1065 is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any _____

4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different _____

- 5** During the tax year, did the foreign partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions Yes No
If "Yes," enter the total amount of the disallowed deductions \$ _____
- 6** Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1(b)(14)? Yes No
- 7** Were any special allocations made by the foreign partnership? Yes No
- 8** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), attached to this return. See instructions _____
- 9** How is this partnership classified under the law of the country in which it's organized? _____
- 10a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that's a separate unit under Regulations section 1.1503(d)-1(b)(4) or part of a combined separate unit under Regulations section 1.1503(d)-1(b)(4)(ii)? If "No," skip question 10b Yes No
- b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss, as defined in Regulations section 1.1503(d)-1(b)(5)(ii)? Yes No
- 11** Does this partnership meet **both** of the following requirements?
1. The partnership's total receipts for the tax year were less than \$250,000.
2. The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," **don't** complete Schedules L, M-1, and M-2.

- 12a** Is the filer of this Form 8865 claiming a foreign-derived intangible income (FDII) deduction (under section 250) with respect to any transaction with the foreign partnership? If "Yes," complete lines 12b, 12c, and 12d. See instructions . . . **Yes** **No**
- b** Enter the amount of gross receipts derived from all sales of general property to the foreign partnership that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) -----
- c** Enter the amount of gross receipts derived from all sales of intangible property to the foreign partnership that the filer included in its computation of FDDEI -----
- d** Enter the amount of gross receipts derived from all services provided to the foreign partnership that the filer included in its computation of FDDEI -----
- 13** Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership -----
- 14** At any time during the tax year were any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8?. **Yes** **No**

Sign Here Only if You're Filing This Form Separately and Not With Your Tax Return. Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Use Only

| | | | | |
|----------------------------|----------------------|------|---|------|
| Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| Firm's name | | | Firm's EIN | |
| Firm's address | | | Phone no. | |

Schedule A Constructive Ownership of Partnership Interest. Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identification number (if any) of the person(s) whose interest you constructively own. See instructions.

| | |
|--|--|
| a <input type="checkbox"/> Owns a direct interest | b <input type="checkbox"/> Owns a constructive interest |
|--|--|

| Name | Address | Identification number (if any) | Check if foreign person | Check if direct partner |
|------|---------|--------------------------------|-------------------------|-------------------------|
| | | | | |
| | | | | |

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

| Name | Address | Identification number (if any) | Check if foreign person |
|------|---------|--------------------------------|-------------------------|
| | | | |
| | | | |

Schedule A-2 Foreign Partners of Section 721(c) Partnership (see instructions)

| Name of foreign partner | Address | Country of organization (if any) | U.S. taxpayer identification number (if any) | Check if related to U.S. transferor | Percentage interest | |
|-------------------------|---------|----------------------------------|--|-------------------------------------|---------------------|---------|
| | | | | | Capital | Profits |
| | | | | <input type="checkbox"/> | % | % |
| | | | | <input type="checkbox"/> | % | % |

Does the partnership have any other foreign person as a direct partner? **Yes** **No**

Schedule A-3 Affiliation Schedule. List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

| Name | Address | EIN (if any) | Total ordinary income or loss | Check if foreign partnership |
|------|---------|--------------|-------------------------------|------------------------------|
| | | | | |
| | | | | |

Schedule B Income Statement—Trade or Business Income

Caution: Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

| | | | | |
|---|---|------------|-----------|------------|
| Income | 1 a Gross receipts or sales | 1a | | |
| | b Less returns and allowances | 1b | | 1c |
| | 2 Cost of goods sold | | | 2 |
| | 3 Gross profit. Subtract line 2 from line 1c | | | 3 |
| | 4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement) | | | 4 |
| | 5 Net farm profit (loss) (attach Schedule F (Form 1040)) | | | 5 |
| | 6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797) | | | 6 |
| | 7 Other income (loss) (attach statement) | | | 7 |
| 8 Total income (loss). Combine lines 3 through 7 | | | 8 | |
| Deductions (see instructions for limitations) | 9 Salaries and wages (other than to partners) (less employment credits) | | | 9 |
| | 10 Guaranteed payments to partners | | | 10 |
| | 11 Repairs and maintenance | | | 11 |
| | 12 Bad debts | | | 12 |
| | 13 Rent | | | 13 |
| | 14 Taxes and licenses | | | 14 |
| | 15 Interest (see instructions) | | | 15 |
| | 16 a Depreciation (if required, attach Form 4562) | 16a | | |
| | b Less depreciation reported elsewhere on return | 16b | | 16c |
| | 17 Depletion (Don't deduct oil and gas depletion.) | | | 17 |
| | 18 Retirement plans, etc. | | | 18 |
| | 19 Employee benefit programs | | | 19 |
| | 20 Other deductions (attach statement) | | | 20 |
| 21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20 | | | 21 | |
| 22 Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8 | | | 22 | |
| Tax and Payment | 23 Reserved for future use | | | 23 |
| | 24 Reserved for future use | | | 24 |
| | 25 Reserved for future use | | | 25 |
| | 26 Reserved for future use | | | 26 |
| | 27 Reserved for future use | | | 27 |
| | 28 Reserved for future use | | | 28 |
| | 29 Reserved for future use | | | 29 |
| | 30 Reserved for future use | | | 30 |

Schedule K Partners' Distributive Share Items

Total amount

| | | | | |
|--|--|-----------|--------------|---------------|
| Income (Loss) | 1 Ordinary business income (loss) (Schedule B, line 22) | | | 1 |
| | 2 Net rental real estate income (loss) (attach Form 8825) | | | 2 |
| | 3 a Other gross rental income (loss) | 3a | | |
| | b Expenses from other rental activities (attach statement) | 3b | | |
| | c Other net rental income (loss). Subtract line 3b from line 3a | | | 3c |
| | 4 Guaranteed payments: a Services 4a b Capital 4b | | | |
| | c Total. Add line 4a and line 4b | | | 4c |
| | 5 Interest income | | | 5 |
| | 6 Dividends and dividend equivalents: a Ordinary dividends | | | 6a |
| | b Qualified dividends | 6b | | |
| | c Dividend equivalents | 6c | | |
| 7 Royalties | | | 7 | |
| 8 Net short-term capital gain (loss) (attach Schedule D (Form 1065)) | | | 8 | |
| 9 a Net long-term capital gain (loss) (attach Schedule D (Form 1065)) | | | 9a | |
| b Collectibles (28%) gain (loss) | 9b | | | |
| c Unrecaptured section 1250 gain (attach statement) | 9c | | | |
| 10 Net section 1231 gain (loss) (attach Form 4797) | | | 10 | |
| 11 Other income (loss) (see instructions) (1) Type (2) Amount | | | 11(2) | |
| Deductions | 12 Section 179 deduction (attach Form 4562) | | | 12 |
| | 13 a Contributions | | | 13a |
| | b Investment interest expense | | | 13b |
| | c Section 59(e)(2) expenditures: (1) Type (2) Amount | | | 13c(2) |
| | d Other deductions (see instructions) (1) Type (2) Amount | | | 13d(2) |

| Schedule K | | Partners' Distributive Share Items <i>(continued)</i> | Total amount | |
|--|------------|--|---------------------|--|
| Self-Employment | 14a | Net earnings (loss) from self-employment | 14a | |
| | b | Gross farming or fishing income | 14b | |
| | c | Gross nonfarm income | 14c | |
| Credits | 15a | Low-income housing credit (section 42(j)(5)) | 15a | |
| | b | Low-income housing credit (other) | 15b | |
| | c | Qualified rehabilitation expenditures (rental real estate) (attach Form 3468) | 15c | |
| | d | Other rental real estate credits (see instructions) Type _____ | 15d | |
| | e | Other rental credits (see instructions) Type _____ | 15e | |
| | f | Other credits (see instructions) Type _____ | 15f | |
| International | 16 | Attach Schedule K-2 (Form 8865), Partners' Distributive Share Items—International, and check this box to indicate that you are reporting items of international tax relevance . . . <input type="checkbox"/> | | |
| Alternative Minimum Tax (AMT) Items | 17a | Post-1986 depreciation adjustment | 17a | |
| | b | Adjusted gain or loss | 17b | |
| | c | Depletion (other than oil and gas) | 17c | |
| | d | Oil, gas, and geothermal properties—gross income | 17d | |
| | e | Oil, gas, and geothermal properties—deductions | 17e | |
| | f | Other AMT items (attach statement) | 17f | |
| Other Information | 18a | Tax-exempt interest income | 18a | |
| | b | Other tax-exempt income | 18b | |
| | c | Nondeductible expenses | 18c | |
| | 19a | Distributions of cash and marketable securities | 19a | |
| | b | Distributions of other property | 19b | |
| | 20a | Investment income | 20a | |
| | b | Investment expenses | 20b | |
| | c | Other items and amounts (attach statement) | | |
| | 21 | Total foreign taxes paid or accrued | 21 | |

| Schedule L | | Balance Sheets per Books. (Not required if Item H11, page 1, is answered "Yes.") | | | |
|-------------------|--|---|-----|-----------------|-----|
| Assets | | Beginning of tax year | | End of tax year | |
| | | (a) | (b) | (c) | (d) |
| 1 | Cash | | | | |
| 2a | Trade notes and accounts receivable | | | | |
| b | Less allowance for bad debts | | | | |
| 3 | Inventories | | | | |
| 4 | U.S. Government obligations | | | | |
| 5 | Tax-exempt securities | | | | |
| 6 | Other current assets (attach statement) | | | | |
| 7a | Loans to partners (or persons related to partners) | | | | |
| b | Mortgage and real estate loans | | | | |
| 8 | Other investments (attach statement) | | | | |
| 9a | Buildings and other depreciable assets | | | | |
| b | Less accumulated depreciation | | | | |
| 10a | Depletable assets | | | | |
| b | Less accumulated depletion | | | | |
| 11 | Land (net of any amortization) | | | | |
| 12a | Intangible assets (amortizable only) | | | | |
| b | Less accumulated amortization | | | | |

Schedule L Balance Sheets per Books. (Not required if Item H11, page 1, is answered "Yes.") (continued)

| | Beginning of tax year | | End of tax year | |
|--|-----------------------|-----|-----------------|-----|
| | (a) | (b) | (c) | (d) |
| 13 Other assets (attach statement) | | | | |
| 14 Total assets | | | | |
| Liabilities and Capital | | | | |
| 15 Accounts payable | | | | |
| 16 Mortgages, notes, bonds payable in less than 1 year | | | | |
| 17 Other current liabilities (attach statement) | | | | |
| 18 All nonrecourse loans | | | | |
| 19a Loans from partners (or persons related to partners) | | | | |
| b Mortgages, notes, bonds payable in 1 year or more | | | | |
| 20 Other liabilities (attach statement) | | | | |
| 21 Partners' capital accounts | | | | |
| 22 Total liabilities and capital | | | | |

Schedule M Balance Sheets for Interest Allocation

| | (a) Beginning of tax year | (b) End of tax year |
|---|---------------------------------|---------------------------|
| 1 Total U.S. assets | | |
| 2 Total foreign assets: | | |
| a Passive category | | |
| b General category | | |
| c Other (attach statement) | | |

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H11, page 1, is answered "Yes.")

| | | | |
|---|--|---|--|
| 1 Net income (loss) per books | | 6 Income recorded on books this tax year not included on Schedule K, lines 1 through 11 (itemize): | |
| 2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this tax year (itemize): \$ | | a Tax-exempt interest \$ | |
| 3 Guaranteed payments (other than health insurance) | | 7 Deductions included on Schedule K, lines 1 through 13d, and 21, not charged against book income this tax year (itemize): | |
| 4 Expenses recorded on books this tax year not included on Schedule K, lines 1 through 13d, and 21 (itemize): | | a Depreciation \$ | |
| a Depreciation \$ | | 8 Add lines 6 and 7 | |
| b Travel and entertainment \$ | | 9 Income (loss). Subtract line 8 from line 5 | |
| 5 Add lines 1 through 4 | | | |

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H11, page 1, is answered "Yes.")

| | | | |
|--|--|--|--|
| 1 Balance at beginning of tax year | | 6 Distributions: a Cash | |
| 2 Capital contributed: | | b Property | |
| a Cash | | 7 Other decreases (itemize): \$ | |
| b Property | | | |
| 3 Net income (loss) per books | | 8 Add lines 6 and 7 | |
| 4 Other increases (itemize): \$ | | 9 Balance at end of tax year. Subtract line 8 from line 5 | |
| 5 Add lines 1 through 4 | | | |

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

| Transactions of foreign partnership | (a) U.S. person filing this return | (b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return | (c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return | (d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return) |
|--|------------------------------------|---|--|--|
| 1 Sales of inventory | | | | |
| 2 Sales of property rights (patents, trademarks, etc.) | | | | |
| 3 Compensation received for technical, managerial, engineering, construction, or like services | | | | |
| 4 Commissions received | | | | |
| 5 Rents, royalties, and license fees received | | | | |
| 6 Distributions received | | | | |
| 7 Interest received | | | | |
| 8 Other | | | | |
| 9 Add lines 1 through 8 | | | | |
| 10 Purchases of inventory | | | | |
| 11 Purchases of tangible property other than inventory | | | | |
| 12 Purchases of property rights (patents, trademarks, etc.) | | | | |
| 13 Compensation paid for technical, managerial, engineering, construction, or like services | | | | |
| 14 Commissions paid | | | | |
| 15 Rents, royalties, and license fees paid | | | | |
| 16 Distributions paid | | | | |
| 17 Interest paid | | | | |
| 18 Other | | | | |
| 19 Add lines 10 through 18 | | | | |
| 20 Amounts borrowed (enter the maximum loan balance during the tax year). See instructions | | | | |
| 21 Amounts loaned (enter the maximum loan balance during the tax year). See instructions | | | | |