

**S CORPORATION SEMINAR  
(LAW 7911)  
(2 credit hours)**

Professor Karen Burke

Fall 2024

*Office Hours, Telephone and E-mail*

My office is located in Holland Hall 325B. I will have virtual office hours on Thursday (9:00 – 11:00), or by appointment. The office hours link is posted on Canvas. You can also reach me by e-mail at [burkek@law.ufl.edu](mailto:burkek@law.ufl.edu).

*Course Materials*

The course will consist of readings and problems on taxation of S corporations and shareholders. The reading assignments for class meetings during the fall semester consist of excerpts from McNulty & Burke, *Federal Income Taxation of S Corporations* (3d ed. 2023), reprinted with permission of West Academic. Students do not need to purchase the entire book. Instead, a course packet with the assigned excerpts is available for purchase through the university bookstore in Bruton-Geer Hall. The course packet materials are exclusively for use by students in this course and may not be reproduced or distributed for any other purpose. In addition, I have prepared a comprehensive set of S problems that will be discussed in class. Students should also have a copy of a current edition of the Code and Regulations.

*Course Objectives*

The primary objective of the course is to introduce students to current topics in taxation of S corporations. Topics covered include eligibility, election mechanics, shareholder agreements, shareholder-level taxation of income, loss, and distributions, use of shareholder debt, employment taxes, qualified S subsidiaries, corporate-level taxation of built-in gain, termination of S status, and acquisitions and dispositions involving S corporations. The seminar will also examine the § 199A deduction for passthrough owners (including sole proprietors, partners and S shareholders) and the § 1411 tax on net investment income.

A central theme is choice of entity, focusing on the comparative advantages and disadvantages of S corporations, C corporations, and partnerships. Because taxation of S corporations reflects a “hybrid” of corporate and partnership tax principles, the seminar provides a useful review of Subchapter C principles as they affect S corporations as well as a basic introduction to passthrough taxation.

*Class Meetings, Attendance and Reading Assignments*

The seminar will meet on Thursdays from 1:30 – 3:30 p.m. The first six classes (August 22-Sept. 26) will meet virtually; beginning on Thursday, Oct. 5, we will meet in person in Room

359 (with the remote students continuing remotely). You can access the virtual sessions through Canvas.

Regular and punctual attendance is required. A student with more than two unexcused class absences may be penalized in the final grade or dropped from the course. Students should be prepared to discuss the assigned readings and problems in class and may expect to spend at least 60 hours outside of class meetings in research and writing during the semester.

### *Topical Outline*

During the fall class meetings, topics will be covered in the following order. Reading assignments and problems will be posted on the course page (Canvas).

- Aug. 22 Introduction
- Aug. 29 Acquiring and Maintaining S Status
- Sept. 5 Effects of S Election—Operation of the S Corporation
- Sept. 12 Effects of the S Election—Distributions to Shareholders
- Sept. 19 Tax Consequences for S Shareholders and Special S Taxes
- Sept. 26 Choice of Entity: S Corporations versus Tax Partnerships

### *Research Topics and Papers*

Paper topics may relate to S corporations or aspects of partnership or corporate taxation; students are encouraged to develop their topics as early as possible. I will post to Canvas a list of possible research areas and will be available to discuss specific topics proposed by individual students. The written paper is intended to satisfy the writing requirement for the LL.M. program; it is expected that the papers will be completed during the spring or summer.

The final paper reflecting the results of the research will be approximately 20 pages long (including footnotes). Students are expected to submit a brief outline and first draft for review and comment prior to completing the final draft. Footnotes should approximate Law Review style. Papers should be in Word (or WordPerfect) format, with standard 1-inch margins and text in 12-pitch font. Please submit your paper in PDF as an e-mail attachment. A student who submits a paper after the deadline may be penalized in the final grade.

During the last four weeks of class, each student will have an opportunity to give an oral presentation on the topic of his or her research paper. The presenter will also lead a class discussion (including questions and comments from classmates). Approximately 20 – 25 minutes of class time will be allotted for each student's presentation and discussion.

### *Evaluation*

Students will be evaluated primarily on seminar participation and on the quality of their research papers. Consideration will also be given to active, voluntary participation of consistently high quality in class discussion.

### *Learning Outcomes*

Upon completion of the seminar, students should have (1) a solid grasp of the taxation of S corporations at both a conceptual and practical level, (2) a basic understanding of the advantages and disadvantages of S corporations versus other passthrough forms, (3) a demonstrated ability to thoroughly research and analyze current topics relevant to taxation of business entities.

### *Additional Information*

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings and Course Evaluations can be found at this link: <https://ufl.instructure.com/courses/427635/files/74674656?wrap=1>.