

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](#).

**Initial and Annual Statement of
 Qualified Opportunity Fund (QOF) Investments**

► Go to www.irs.gov/Form8997 for the latest information.

Name	Tax identification number (see instructions)
------	----------------------------------------------

Part I Total QOF Investment Holdings Due to Deferrals Prior to Beginning of Tax Year
 If different from last year's ending QOF investment holdings, attach explanation.

(a) Qualified Opportunity Fund (QOF) EIN	(b) Date QOF investment acquired (MM/DD/YYYY)	(c) Description of QOF investment (for example, 100 shares or 25% interest)	(d) Special gain code	Deferred gain held in QOF	
				(e) Amount of short-term deferred gain remaining in QOF	(f) Amount of long-term deferred gain remaining in QOF
1 Enter the totals, if any, from continuation sheet ►					
2 Enter the totals from columns (e) and (f) ►					

Part II Current Tax Year Capital Gains Deferred by Investing in QOF

(a) Qualified Opportunity Fund (QOF) EIN	(b) Date QOF investment acquired (MM/DD/YYYY)	(c) Description of interest acquired (for example, 100 shares or 25% interest)	(d) Special gain code	Deferred gain invested in QOF	
				(e) Amount of short-term deferred gain remaining in QOF	(f) Amount of long-term deferred gain remaining in QOF
1 Enter the totals, if any, from continuation sheet ►					
2 Enter the totals from columns (e) and (f). See instructions for reporting on Form 8949 ►					

Applicability of Special Rules Regarding the Waiver of Certain Treaty Benefits

Are you a foreign eligible taxpayer whose tax year began after March 13, 2020? See instructions for more information.

Yes. You may not elect to defer tax on an eligible gain by investing in a QOF unless you check "Yes" in response to the next question.

No. Skip the next question and go to Part III.

If you are a foreign eligible taxpayer, see the instructions to determine if you are required to attach a written statement for the portion of your first tax year ending after December 21, 2017, and all tax years that began after December 21, 2017, and on or before March 13, 2020.

Waiver of Treaty Benefits on Future Inclusions by a Foreign Eligible Taxpayer (for Tax Years Beginning After March 13, 2020, Only)

Do you hereby irrevocably waive any benefits available under an applicable U.S. income tax convention that would exempt gains that you are deferring by investing in a QOF from being subject to federal income tax at the time of inclusion? See instructions for more information.

Yes. Report the deferral of the eligible gain in Part II and on Form 8949.

No. You may not elect to defer tax on an eligible gain by investing in a QOF. **Do not report the deferral of any otherwise eligible gain in Part II or on Form 8949.**

Part III QOF Investments for Which Gain Is Included During Current Tax Year

(a) Qualified Opportunity Fund (QOF) EIN	(b) Date QOF sold or disposed (MM/DD/YYYY)	(c) Description of inclusion event (for example, sale of 100 shares, gift of 25% interest, or distribution of \$1,000, etc.)	(d) Special gain code	Deferred gain included due to disposition of QOF interest	
				(e) Amount of previously deferred short-term gain now included in taxable income	(f) Amount of previously deferred long-term gain now included in taxable income
1 Enter the totals, if any, from continuation sheet ▶					
2 Enter the totals from columns (e) and (f). See instructions for reporting on Form 8949 ▶					

DRAFT AS OF
October 9, 2020

DO NOT FILE

Check this box if you disposed of any investment(s) and didn't receive a Form 1099-B reporting the disposition from the QOF or other third party. See the Instructions for Form 8949 for reporting requirements of any gain or loss.

Part IV Total QOF Investment Holdings at Year End Due to Deferrals (see instructions)

(a) Qualified Opportunity Fund (QOF) EIN	(b) Date QOF investment acquired (MM/DD/YYYY)	(c) Description of interest acquired (for example, 100 shares or 25% interest)	(d) Special gain code	Deferred gain invested in QOF investment	
				(e) Amount of short-term deferred gain invested in QOF	(f) Amount of long-term deferred gain invested in QOF
1 Enter the totals, if any, from continuation sheet ▶					
2 Enter the totals from columns (e) and (f) ▶					

Section references are to the Internal Revenue Code unless otherwise noted.

General Instructions

Future Developments

For the latest information about developments related to Form 8997 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/Form8997.

Purpose of Form

The Tax Cuts and Jobs Act (TCJA), section 13823, added section 1400Z-1 to provide for the designation of certain census tracts as qualified opportunity zones (QOZs) and added section 1400Z-2 to provide certain benefits for investments in these QOZs through investment in qualified opportunity funds (QOFs). Taxpayers that invest in QOZ property through a QOF can defer the recognition of certain gains. See *Definitions*, later.

An investor in a QOF uses Form 8997 to inform the IRS of the QOF investments and deferred gains held at the beginning and end of the current tax year, as well as any capital gains deferred by investing in a QOF and QOF investments disposed of during the current tax year. See IRS.gov/Ozfaq for more information and guidance.

Definitions

Qualified opportunity fund (QOF). A QOF is an investment vehicle organized as a corporation or a partnership for the purpose of investing in QOZ property (other than another QOF) that holds at least 90% of its assets in QOZ property. See the Instructions for Form 8996 for more information.

Qualified opportunity fund (QOF) investment. A QOF investment is an investment of eligible gain into a QOF to defer recognition of the eligible gain. The investment in the QOF must be in the form of an equity interest in the QOF, which may include preferred stock or partnership interests, including those with special allocations. Generally, the investment in the QOF must have occurred within the 180-day period beginning on the date the gain would be recognized for federal income tax purposes if the eligible taxpayer didn't elect to defer recognition of that gain. A QOF investment is also reported on Form 8949.

Special gain code (SGC). An SGC is a code that is entered when the QOF investment originated from an elected deferred gain, where the gain was:

SGC	Gain Origination
A	IRC 1256 gain
B	Form 4797 (IRC 1231)
C	Straddle(s)
D	Collectibles
E	Exempt by treaty (but for election to defer rather than claim exemption)

Who Must File

An eligible taxpayer holding a QOF investment at any point during the tax year must file Form 8997 with the taxpayer's timely filed federal income tax return (including extensions). An eligible taxpayer is a person that is required to report the recognition of gains during the tax year under federal income tax accounting principles. If you are not otherwise required to file a return, but you are an eligible taxpayer who held a QOF investment at any point during the tax year, attach Form 8997 to an appropriate return, such as Form 1040-NR or Form 1120-F, with your name, address, and identification number.

Instructions for consolidated groups. A consolidated group should include with the group's return a separate Form 8997 for each group member that held a QOF investment during the tax year.

Specific Instructions

Name and Address

Print or type the information in the spaces provided.

Taxpayer identification number. If you are an individual, enter your social security number (SSN) or your individual taxpayer identification number (ITIN). For C corporations, partnerships, S corporations, trusts, estates, and Indian tribes, enter the employer identification number (EIN).

Part I

Complete Part I to declare your QOF investments held at the beginning of the current tax year; for individuals, this would generally be January 1, 2020. Complete columns (a) through (d) for each QOF investment. When reporting the amount of the deferred gain, use the appropriate column (either (e) or (f)) depending on whether the remaining deferred capital gain in the fund was a short-term or a long-term capital gain.

Part II

Complete Part II to report your capital gains for the current tax year that were deferred by investing in a QOF. Complete columns (a) through (d) for each QOF investment. When reporting the amount of the deferred gain, use the appropriate column (either (e) or (f)) depending on whether the capital gain deferred was a short-term or a long-term capital gain.

Waiver of Treaty Benefits on Future Inclusions by a Foreign Eligible Taxpayer

For tax years beginning after March 13, 2020. If you are a foreign eligible taxpayer (an eligible taxpayer that is not a U.S. person within the meaning of section 7701(a)(30) or that is treated as a resident of another country for purposes of an applicable income tax treaty) whose tax year began after March 13, 2020, you must, for any capital gains that you are deferring by investing in a QOF, irrevocably waive any benefits available under an applicable U.S. income tax convention that would exempt such gains from being subject to federal income tax at the time of inclusion. A foreign eligible taxpayer includes, for example, any individual who is required to file Form 1040-NR, a foreign corporation, and a foreign estate or trust. A citizen or resident alien of the United States who is required to file Form 1040 or 1040-SR is not a foreign eligible taxpayer. To waive treaty benefits, a foreign eligible taxpayer must check the "Yes" box provided on page 1 of Form 8997 under **Waiver of Treaty Benefits on Future Inclusions by a Foreign Eligible Taxpayer (for Tax Years Beginning After March 13, 2020, Only)**.

Note: The waiver of treaty benefits on Form 8997 doesn't apply to tax years beginning on or before March 13, 2020, and generally doesn't apply to partnerships. See Regulations section 1.1400Z2(a)-1(b)(11)(ix)(A)(3).

Written statement requirement for certain foreign eligible taxpayers. If you are a foreign eligible taxpayer (as defined earlier) and you choose to apply the section 1400Z-2 regulations in a consistent manner for the portion of your first tax year ending after December 21, 2017, and all tax years beginning after December 21, 2017, and on or before March 13, 2020 (see Regulations section 1.1400Z2(a)-1(g)(2)(i)), attach a written statement to Form 8997, signed under penalties of perjury, which states: "With respect to gain deferred pursuant to an election under section 1400Z-2(a), the below signed taxpayer irrevocably waives any benefits available under an applicable U.S. income tax convention that would exempt such gain from being subject to federal income tax at the time of inclusion."

Part III

Complete Part III to report inclusion events during the current tax year for your QOF interests. An inclusion event occurs if you sold or transferred your QOF investment, if you received a distribution from the QOF, if you declared your QOF interest worthless, if the QOF ceased to be a QOF, or if you or the QOF engaged in certain other transactions. Some transactions are excepted from being inclusion events. See Regulations section 1.1400Z2(b)-1(c) for a full list of inclusion events and exceptions.

Complete columns (a) through (c) for each QOF investment. When reporting the amount of the deferred gain now included, due to the inclusion event, complete column (d) and report the amount of the gain in the appropriate column (either (e) or (f)) depending on whether the previously deferred capital gain was a short-term or a long-term capital gain. If your transaction falls under an exception in the regulations so that no deferred gain is now included, enter in column (c) the word "Exception" and a citation to the applicable paragraph of the regulations; leave columns (d)-(f) blank.

Check the box in Part III if you disposed of a QOF investment during the current tax year and didn't receive a Form 1099-B from the QOF or other third party reporting the disposition.

Part IV

Complete Part IV to report your QOF investments held at the end of the current tax year due to current year capital gain deferrals and prior tax year(s) deferrals; for individuals, this would generally be December 31, 2020. Complete columns (a) through (d) for each QOF investment. When reporting the amount of the deferred gain, use the appropriate column (either (e) or (f)) depending on whether the deferred capital gain was a short-term or a long-term capital gain.

If one of your QOF investments is the continuation of an investment in a different QOF (for example, due to a reorganization), enter in column (c) the word "Formerly" and the earlier QOF's EIN.

Additional Investments

Attach and label a separate continuation sheet if the number of QOF investments to be reported on Part I, II, III, or IV exceeds the amount of lines provided. Transfer the deferred gains from the continuation sheet to the line on each part for totals from a continuation sheet and enter the amounts in the appropriate column (either (e) or (f)) depending on whether the deferred capital gain invested in the fund was a short-term or a long-term capital gain.