



**Office of the Treasurer & Tax Collector
Business Tax Section**

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**AFFIDAVIT TO CLAIM PAYROLL EXPENSE TAX EXCLUSION FOR STOCK-BASED COMPENSATION
FOR TAX YEAR 2011**

This affidavit must be submitted as fully executed to the Office of the Treasurer & Tax Collector no later than February 29, 2012. In order to claim this exclusion, you are required to timely file your 2011 Payroll Expense Tax statement and not claim any other exclusion. ***Affidavits sent or postmarked after February 29, 2012 will be considered denied for the tax year 2011.***

Section 1. Company Information

Business Owner:		Business Registration Certificate No.:	
Doing Business As:	Location in San Francisco (Street Address, City, Zip)		
Contact Name:	Mailing Address (if different than above)		
Email Address:	Telephone No.:	Fax No.:	
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Section 2. Eligibility Information

During the year 2011:

1. Did your employees receive stock compensation? Yes No
2. Did you undertake an initial public offering on a public stock exchange? Yes No
3. Did you experience a change in control within your company? Yes No
A change in control occurs when more than 50% of ownership interest is transferred to another person or entity.
4. Are you claiming any other payroll expense tax exclusion? Yes No

Section 3. Calculation of Exclusion

A. Amount of payroll expense tax attributable to stock based compensation in 2010:

A	\$	
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- a. Does this tax amount exceed \$750,000? Yes No
 - i. If yes, go to B and C, then skip to Section 4. Documentation.
 - ii. If no, go to D.

B. Amount of payroll expense tax attributable to stock based compensation in 2011:

B	\$	
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C. Amount of B minus A:

C	\$	
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- a. Is this amount greater than zero? Yes No
- i. If yes, this is the amount of payroll expense tax you may exclude and claim on your 2011 Payroll Expense Tax statement. Skip to Section 4. Documentation.
- ii. If no, then you are not eligible to claim this exclusion for the year 2011.

D. Amount of A minus \$750,000:

D	\$	
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- a. Is this amount greater than zero? Yes No
- i. If yes, this is the amount of payroll expense tax you may exclude and claim on your 2011 Payroll Expense Tax statement. Skip to Section 4. Documentation.
- ii. If no, then you are not eligible to claim this exclusion for the year 2011.

Section 4. Documentation – *required to complete this tax exclusion claim.*

Attach to this affidavit a copy of either:

1. Page 1 of the Securities and Exchange Commission Form S-1 as filed, or
2. IRS Form 8806, Information Return for Acquisition of Control or Substantial Change in Capital as filed.

Section 4. Verification

I hereby certify under penalty of perjury that I am the authorized representative of this taxpayer and I have examined the foregoing affidavit, including any accompanying documents, and the information thereon is to the best of my knowledge and belief, true and correct, and fully compliant with all the requirements provided in Articles 6, 12 and 12-A of the San Francisco Business & Tax Regulations Code. I acknowledge that I am providing information in response to a request for financial information pursuant to Section 6.5-1 of the San Francisco Business & Tax Regulations Code. I am required by law to complete this form in its entirety and understand this statement is subject to audit.

Signature

Date

Print Name & Title