

AMBASE CORP
Form 8-K
March 08, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15 (d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2018

AMBASE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 1-07265 95-2962743
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

ONE SOUTH OCEAN BOULEVARD, SUITE 301
BOCA RATON, FLORIDA 33432
(Address of principal executive offices, including zip code)

(201) 265-0169
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ____

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

YES NO

Item 8.01 OTHER EVENTS

The information contained in AmBase Corporation's ("AmBase" or the "Company") previously filed periodic reports is incorporated by reference herein and the defined terms set forth below have the same meaning as ascribed to them in the Company's previously filed reports.

In December 2017, the United States ("U.S.") government enacted comprehensive income tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "2017 Tax Act"). The 2017 Tax Act makes broad and complex changes to the Internal Revenue Code of 1986, as amended (the "Code"), including, among other changes, significant changes to the U.S. corporate tax rate and certain other changes to the Code that impact the taxation of corporations. In certain instances the 2017 Tax Act requires complex computations to be performed that generally were not previously required by the Code and the regulations promulgated thereunder; significant judgments to be made in interpreting the provisions of the 2017 Tax Act; significant estimates to be made in certain calculations; and the preparation and analysis of information generally not previously relevant or regularly produced. The U.S. Treasury Department, the Internal Revenue Service ("IRS"), and other standard-setting bodies could interpret or issue guidance on how provisions of the 2017 Tax Act will be applied or otherwise administered that differs from our interpretation. As we complete our analysis of the 2017 Tax Act, collect and prepare necessary data, and interpret any additional guidance, we may make adjustments to provisional amounts that we have recorded that may materially impact our provision for income taxes in the period in which the adjustments are made. Additionally, there is risk relating to assumptions regarding the outcome of tax matters, based in whole or in part upon consultation with outside advisors; risk relating to potential unfavorable decisions in tax proceedings; and risks regarding changes in, and/or interpretations of federal and state income tax laws.

As presented in the Company's previously filed periodic reports, the Company has approximately \$21 million of Alternative Minimum Tax ("AMT") credits carried forward from prior tax years. In accordance with the 2017 Tax Act AMT credits, subject to certain reduction adjustments, can potentially be claimed by the Company as refundable on tax returns to be filed for tax years beginning in 2018. For example, for the Company's 2018 tax year up to 50% of the Company's outstanding AMT credits could potentially be claimed as refundable to the Company, with 50% of the remaining credits available to potentially be claimed as refundable in subsequent tax years, (i.e. 2019 and 2020), with any remaining credits potentially refundable in 2021. The Company, with its outside advisors, is currently reviewing the financial statement effect and financial statement recognition of the 2017 Tax Act including the amounts and timing of any AMT credit carryforward refunds. Additionally, the Company's tax advisors indicate that the IRS typically has broad discretion to examine taxpayer tax returns, even after refunds have been paid to taxpayers, which could result in adjustments to AMT credit amounts claimed as refundable and/or AMT credit amounts ultimately received.

The Company's AMT credit amount(s) projected to be claimed as refundable for each tax year are as follows:

Tax Year	Declining balance of the AMT credit amount(s) available for each tax year (a) (b)	% of AMT credit amount(s) available to be claimed as refundable for each tax year	AMT credit amount(s) projected to be claimed as refundable for each tax year (a) (b)
2018	\$20,000,000	50	% \$10,000,000
2019	10,000,000	50	% 5,000,000
2020	5,000,000	50	% 2,500,000
2021	2,500,000	100	% 2,500,000
			\$20,000,000

(a) The declining balance of the AMT credit amount(s) available for each tax year and the AMT credit amount(s) projected to be claimed as refundable for each tax year are net of certain estimated adjustments from the previously disclosed AMT credit amounts.

(b) Assumes no regular federal income tax liability in tax years 2018, 2019, 2020 and 2021, which would reduce any AMT credit amount(s) ultimately refunded.

The Company will be filing its 2018 federal income tax return in 2019. The Company's management is continuing to work closely with outside advisors on the Company's tax matters as they relate to the 2017 Tax Act and on the various federal tax return matters for the numerous interrelated tax years. The AMT credits carried forward by the Company from prior tax years and related refund(s) could potentially be subject to IRS or other tax authority audits, including possible IRS Joint Committee review and/or approval. Neither the Company nor its outside advisors can predict whether or not the IRS and/or other tax authorities will review the Company's tax returns to be filed and/or as filed in prior years. The Company can give no assurances as to the final amount of refunds, if any, or when they might be received.

The Board of Directors and Company management will continue to work to enhance stockholder value. The Company is continuing to pursue various legal and tax recoveries; however, the legal and the tax recovery process can be lengthy and there can be no assurance that the Company will be successful in these endeavors. The Company intends to continue to carefully preserve and deploy its asset base and manage costs accordingly.

For additional information with regard to the Company's income taxes see the Company's previously filed periodic reports. The information presented herein should be read in conjunction with the Company's consolidated financial statements filed in its Annual Report on Form 10-K for the year ended December 31, 2016.

A more complete discussion of the Company's annual results and the Company's affairs will be included in AmBase Corporation's Annual Report on 10-K for the year ended December 31, 2017, which the Company expects will be filed with the Securities and Exchange Commission, on or before April 2, 2018.

Cautionary Statement for Forward-Looking Information

This Current Report or Form 8-K together with other statements and information publicly disseminated by the Company may contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or make oral statements that constitute forward looking statements. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted or quantified. The forward-looking statements may relate to such matters as anticipated financial performance, future revenues or earnings, business prospects, projected ventures, anticipated market performance, anticipated litigation results or the timing of pending litigation, and similar matters. When used in this Annual Report, the words "estimates," "expects," "anticipates," "believes," "plans," "intends" and variations of such words and similar expressions are intended to identify forward-looking statements that involve risks and uncertainties. The Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are beyond the Company's control, include, but are not limited to those set forth in "Item 1A, Risk Factors" and elsewhere in the Company's Annual Report on Form 10-K and in the Company's other public filings with the Securities and Exchange Commission including, but not limited to: (i) risks with regard to the ability of the Company to continue as a going concern; (ii) assumptions regarding the outcome of legal and/or tax matters, based in whole or in part upon consultation with outside advisors; (iii) risks arising from unfavorable decisions in tax, legal and/or other proceedings; (iv) transaction volume in the securities markets; (v) the volatility of the securities markets; (vi) fluctuations in interest rates; (vii) risks inherent in the real estate business, including, but not limited to, insurance risks, tenant defaults, risks associated with real estate development activities, changes in occupancy rates or real estate values; (viii) changes in regulatory requirements which could affect the cost of doing business; (ix) general economic conditions; (x) risks with regard to whether or not the Company's current financial resources will be adequate to fund operations over the next twelve months from financial statement issuance date and/or continue operations; (xi) changes in the rate of inflation and the related impact on the securities markets; and (xii) changes in federal and state tax laws; and (xiii) additionally, there is risk relating to assumptions regarding the outcome of tax matters, based in whole or in part upon consultation with outside

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advisors; risk relating to potential unfavorable decisions in tax proceedings; risks regarding changes in, and/or interpretations of federal and state income tax laws; and risk of IRS and/or state tax authority assessment of additional tax plus interest. These are not the only risks that we face. There may be additional risks that we do not presently know of or that we currently believe are immaterial which could also impair our business and/or financial position.

Undue reliance should not be placed on these forward-looking statements, which are applicable only as of the date hereof. The Company undertakes no obligation to revise or update these forward-looking statements to reflect events or circumstances that arise after the date of this report or to reflect the occurrence of unanticipated events. Accordingly, there is no assurance that the Company's expectations will be realized.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMBASE CORPORATION

By /s/ John Ferrara
John Ferrara
Vice President and Chief Financial Officer and Controller
AmBase Corporation
Date: March 8, 2018