
FORMER SHAREHOLDERS ARE NOT LIABLE FOR THE TAX DEBTS OF A DISSOLVED COMPANY



SUPREME COURT OF ITALY – UNITED SECTIONS: FORMER SHAREHOLDERS ARE NOT LIABLE FOR THE TAX DEBTS OF A DISSOLVED COMPANY

A landmark ruling by the Supreme Court of Italy, United Sections (ruling no. 3625/2025), offers a decisive clarification for professionals in the fields of tax law and corporate insolvency.

The key principle established is that former shareholders are not automatically liable for the tax and fiscal debts of a dissolved company. If the liquidation process has concluded without any assets, the tax authorities cannot pursue claims against the former shareholders. The Italian Revenue Agency bears the burden of proving that the former shareholders received sums from the liquidation.

The mere existence of a tax debt is insufficient to justify actions against the shareholders.

An Analysis of the Court's Ruling

The mere fact that a company has been dissolved does not automatically transfer its debt to the shareholders. If no assets have been distributed, the tax authorities cannot demand anything from the former shareholders. The tax authority's right to take action must be based on concrete evidence, not mere assumptions.

A Crucial Clarification in the Context of Corporate Insolvency:

This decision is of particular importance in the context of corporate insolvency because:

It distinguishes between situations in which shareholders can be held liable and those in which they cannot.

It prevents the tax authorities from automatically seeking to recover debts from former shareholders in the event of a company's closure without a solid factual basis.

It confirms the need for careful management of the liquidation process to avoid future disputes.

This ruling has a significant impact on the certainty of the law governing relations between businesses and the tax authorities.