



# 2026 STARTUP TAX-ADVANTAGE PLAYBOOK

WHAT BUSINESS OWNERS AND INVESTORS NEED TO KNOW

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# 1. THE 2026 TAX LANDSCAPE

2026 will reward proactive founders and punish the rest. Three items dominate:

- **Section 174 R&D - Partial relief under OBBB.**

U.S. R&D outlays incurred after 2021 can now be fully expensed in the year incurred. Foreign R&D still follows the post-TCJA rules and must be capitalized and amortized over fifteen years. The OBBB Act effectively rolled back the five-year amortization requirement for domestic research but left the foreign-research rules in place.

- **409A strike-price protection**

The venture market has shown wide valuation swings. Investors now request proof that your current 409A is less than twelve months old, or within six months of a priced round or material corporate event.

- **State Taxes**

Post-COVID states are becoming very aggressive. Even if you do NOT have a profit, you may have certain taxes due in multiple states



# TEN-STEP TAX-ADVANTAGE CHECKLIST

#	ACTION	KEY TASKS (WHAT TO DO)	WHY IT MATTERS IN 2025
1	<b>Founders' stock paperwork</b>	Execute stock-purchase agreements • File §83(b) within 30 days • Record vesting schedules in cap-table software	Locks in penny-share basis, prevents ordinary-income treatment on vesting, preserves QSBS or §1244 benefits.
2	<b>Confirm QSBS eligibility and § 1244 fallback</b>	Verify assets < \$50M at issuance • Retain board minutes + subscription docs proving original issuance	Up to \$10M (or 10× basis) tax-free under §1202; §1244 allows up to \$100K ordinary loss if QSBS fails.
3	<b>Current 409A valuation</b>	Refresh every 12 months • Refresh within 6 months of a priced round or major event	Protects ISO safe harbor; avoids employee AMT shocks and investor diligence delays.
4	<b>Tag R &amp; D costs for the regular credit (Form 6765 Part A)</b>	Code qualified wages, contractor invoices, and cloud spend by project • Retain time-tracking or allocation memos	Federal and state R&D credits reduce income tax or offset AMT add-back.
5	<b>Elect the payroll R &amp; D credit (Form 6765 Part D → Form 941)</b>	If < 5 years old and < \$5M receipts, claim up to \$500K against employer FICA in the Q3 return	Generates immediate cash-flow relief instead of waiting months for refunds.



# TEN-STEP TAX-ADVANTAGE CHECKLIST

#	ACTION	KEY TASKS (WHAT TO DO)	WHY IT MATTERS IN 2025
6	<b>R&amp;D tracking under the new full-expensing rules</b>	<ul style="list-style-type: none"> <li>• Maintain project-level tracking for domestic and foreign R&amp;D</li> <li>• Preserve wage, contractor, and cloud documentation</li> <li>• Align GAAP R&amp;D expense with credit-eligible activities</li> </ul>	Full expensing is restored, but documentation requirements remain strict. Clean tracking maximizes credit value and keeps you audit-ready.
7	<b>Run multistate nexus and Delaware franchise-tax model</b>	Review payroll, revenue, and property thresholds quarterly • Register in new states when triggered • Model DE franchise tax	Remote teams create filing exposure; missed notices can quickly snowball into back taxes.
8	<b>Book SAFE / convertible-note imputed interest</b>	Record interest expense • Update cap table for conversion caps	GAAP compliance avoids auditor adjustments before Series B and keeps liquidation preferences transparent.
9	<b>Set founders' W-2 salary</b>	Adjust payroll before year-end • Document in board minutes	RS audits zero-salary officers; reasonable compensation enables deductible health insurance and retirement benefits.
10	<b>Schedule Q4 tax-strategy sprint</b>	Book by October • Provide YTD trial balance and cap table • Outline upcoming funding or M&A events	Median Anomaly client saves 10–15× our fee in year one; the calendar fills quickly.



# 3. QUARTERLY TIMELINE AND DEADLINES

## Q1 (Jan – Mar)

- File Form 941 claiming prior-year payroll R&D credit
- Issue 1099-NEC + 3921
- Complete Delaware franchise-tax worksheet (due March 1)

## Q2 (Apr – Jun)

- Refresh nexus study for state income taxes
- Review cloud-spend tagging to capture qualified R&D costs

## Q3 (Jul – Sep)

- Mid-year entity review to confirm QSBS compliance and consider spin-outs
- Update accountable-plan logs for home-office and vehicle reimbursement

## Q4 (Oct – Dec)

- Lock next-year 409A valuation
- Lock R&D study engagement for the year



## 4. FREQUENT PITFALLS AND HOW TO AVOID THEM

1. Late §83(b) elections – 30-day hard deadline
2. R&D wages hidden in generic “hosting” or “engineering” accounts
3. 409A valuation older than twelve months
4. Assuming DE franchise-tax payment creates income-tax nexus (it does not)
5. Ignoring remote-hire payroll nexus in states like NY or TX



## 5. CASE STUDY – \$148 K FIRST-YEAR SAVINGS

A Series-A SaaS platform engaged Anomaly CPA in early 2024.

Actions taken:

- Refreshed 409A, lowering ISO strike price by 42%
- Shifted \$780K engineering wages + \$95K AWS costs into R&D credit eligibility
- Elected payroll R&D credit → offset \$120K employer FICA in Q3

Total first-year tax reduction: \$148,200 — extending runway by four months.



## Next Steps and Resources

### Ready to plug your tax leaks?

1. Work through the checklist above.
2. Book a fifteen-minute strategy call: [anomalycpa.com](https://anomalycpa.com)

Scan the QR Code Below:

