

# Instructions: Form SS-9418

## Statement of Dissolution of Limited Partnership



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee

### Submission Options

A Statement of Dissolution of Limited Partnership form may be filed using one of the following methods:

**E-file:** Go to <https://tnbear.tn.gov/Ecommerce/CeaseBusinessInstr.aspx> and use the online tool to complete the filing and pay the filing fee by credit card, debit card or e-check. When paying by credit card, debit card or e-check, there is a service fee charged to the customer. Filers who do not wish to pay the service fee to file online may choose the "Print and Mail" option at no additional cost.

**Print and Mail:** Go to <https://tnbear.tn.gov/Ecommerce/CeaseBusinessInstr.aspx> and use the online tool to complete the filing. Print and mail the application along with the required filing fee to the address listed below.

**Paper submission:** A blank Statement of Dissolution of Limited Partnership may be obtained by going to [sos.tn.gov](https://sos.tn.gov) and entering SS-9418 in the search bar; by emailing the Secretary of State at [TNSOS.CORPINFO@tn.gov](mailto:TNSOS.CORPINFO@tn.gov), or by calling 615-741-2286. The Statement of Dissolution of Limited Partnership form should be typed or hand printed in dark blue or black ink.

**Walk-in:** A blank Statement of Dissolution of Limited Partnership may be obtained in person at the Secretary of State's Office at the address listed below.

If submitting by mail, send the completed form and filing fee together in the same envelope. Mail to:

Tennessee Secretary of State  
ATTN: Corporate Filing  
312 Rosa L. Parks Ave FL 6  
Nashville TN 37243

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. The filing office cannot provide legal advice.

### Completing the Form

Pursuant to T.C.A. § 61-3-801 of the Tennessee Uniform Partnership Act of 2017, the Limited Partnership must submit the following to file a Statement of Dissolution of Limited Partnership:

1. **Control Number:** Enter the Control Number assigned to the Limited Partnership by the Tennessee Secretary of State's Office. To find entity information, including the Secretary of State control number, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.
2. **Limited Partnership Name:** Enter the exact legal name of the Limited Partnership as listed on the records of the Tennessee Secretary of State. To find entity information, including the exact legal name, visit: <https://tnbear.tn.gov/ECommerce/FilingSearch.aspx>.
3. **Dissolution reason:** Check the appropriate box of the reason for dissolution if applicable.
4. **Effective Date:** If the document is not to be effective upon filing by the Secretary of State, enter the delayed effective date. A delayed effective date may not be later than ninety (90) calendar days from the date the document is filed by the Secretary of State.

### Signature

The Statement of Dissolution must be signed by the remaining General Partner(s). If more space is needed, please attach another page with the additional signatures. The person(s) executing the document must sign and indicate the date of signature in the appropriate spaces. Type or print the signature name and title of the signer.

### Filing Fee

The filing fee is \$20.00 per Statement of Dissolution of a Limited Partnership.

Make check, cashier's check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. Forms submitted without the proper filing fee or made payable to an entity other than the Tennessee Secretary of State will be rejected.

STATEMENT OF DISSOLUTION OF LIMITED PARTNERSHIP

SS-9418



Tre Hargett  
Secretary of State

Division of Business Services  
Department of State  
State of Tennessee  
ATTN: Corporate Filing  
312 Rosa L. Parks Ave, 6th FL  
Nashville, TN 37243-1102  
(615) 741-2286

Filing Fee: \$20.00

For Office Use Only

Pursuant to the provisions of T.C.A. § 61-3-801 of the Tennessee Uniform Limited Partnership Act of 2017, the undersigned Limited Partnership submits the following Notice of Dissolution:

1. Control Number: \_\_\_\_\_  
2. Limited Partnership Name: \_\_\_\_\_

3. Dissolution reason:

- The occurrence of an event or circumstance that the partnership agreement states causes dissolution pursuant to T.C.A. § 61-3-801(a)(1)
- Dissolution was approved by partners pursuant to T.C.A. § 61-3-801(a)(2)
- Dissociation of a general partner pursuant to T.C.A. § 61-3-801(a)(3)
- The passage of ninety (90) consecutive days after the dissociation of the limited partnership's last limited partner pursuant to T.C.A. § 61-3-801(a)(4)
- The passage of ninety (90) consecutive days during which the partnership has only one (1) partner pursuant to T.C.A. § 61-3-801(a)(5)
- The appropriate court issued an order dissolving the partnership pursuant to T.C.A. § 61-3-801(a)(6)

4. Effective Date: If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is: \_\_\_\_\_(date), \_\_\_\_\_(time).

Note: A delayed effective date may not be later than the 90th day after the date this document is filed by the Secretary of State.

The statement of dissolution must be signed by the remaining General Partner(s).

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title/Signer's Capacity

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title/Signer's Capacity

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date

Submitter Name: \_\_\_\_\_ Phone #: (\_\_\_\_\_) \_\_\_\_\_ - \_\_\_\_\_