Print this. Work it in order.

The Wind-Down Checklist

The order matters. “Just stopping” is not closing — if you don’t formally close, the taxes, fees, and liability keep running, and some reach you personally. Check a box only when it’s truly done.

Phase 1 · Decide & authorize

- [ ] Decide for real — done, or just tired? If it might be fixable, pause before you close.
- [ ] If married: make the decision together, at the table.
- [ ] LLC/Corp: hold and document the formal vote to dissolve.
- [ ] Write a one-page plan and a rough timeline before you cancel anything.
- [ ] Pull out every loan and lease you personally guaranteed — you’ll need this list.

Phase 2 · Your people

- [ ] Pay all final wages and earned/unused time (timing set by your state).
- [ ] Large employer? Check advance-notice (WARN / state) and health-coverage (COBRA) rules.
- [ ] Tell your team early, in person — see The Four Conversations.
- [ ] File the final payroll tax returns; mark the business closed and note who keeps records.

Phase 3 · Creditors & contracts

- [ ] Notify known creditors in writing that you’re closing.
- [ ] Pay payroll taxes and personally-guaranteed debts BEFORE notifying your bank.
- [ ] When funds are short, pay in order: secured → wages/taxes → unsecured → you.
- [ ] End vendor contracts, utilities, and insurance (ask for any refund owed).

Phase 4 · Customers

- [ ] Finish outstanding orders where you can.
- [ ] Honor or refund deposits and gift cards — they’re obligations, not free money.
- [ ] Announce your closing date widely so people can redeem in time.

Phase 5 · Assets

- [ ] Inventory everything the business owns and price it honestly.
- [ ] Have an SBA/EIDL loan? Get SBA approval before selling pledged collateral.
- [ ] Sell (direct, auction, or consignment) and set aside money for the tax on the sale.

Phase 6 · Final taxes & dissolution

- [ ] File final federal and state returns, marked “final” (even with no profit).
- [ ] File any dissolution/liquidation forms your entity requires, on time.
- [ ] Get a state tax-clearance certificate if your state requires one — start early.
- [ ] File Articles of Dissolution with the state (do this AFTER winding up).

Phase 7 · Cancel & close out

- [ ] Cancel licenses, permits, and the sales-tax permit; file the final sales-tax return.
- [ ] Close payroll-withholding and other state tax accounts.
- [ ] Ask the IRS to close the business account tied to your EIN.
- [ ] Cancel auto-pays, then close the business bank account LAST.

Phase 8 · Protect yourself & keep records

- [ ] Confirm how each personal guarantee will be handled (lender/landlord).
- [ ] Pay or formally address withheld payroll taxes (this one follows you personally).
- [ ] Keep tax and employment records several years — don’t toss them early.
- [ ] Mark the ending: refer your customers onward, keep one thing, say goodbye to it.

> **See your attorney / CPA:** This is the general order; your state and entity type change the specifics — confirm with a local attorney and CPA. If this is heavy, you’re not alone: 988 (U.S.) is there any time.