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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2011

Department of the Treasury
Internal Revenue Service

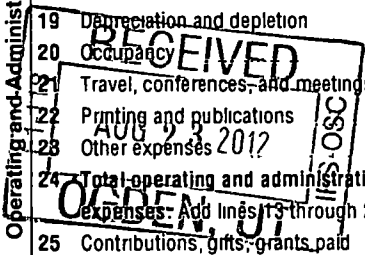
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation REEBOK FOUNDATION INC.		A Employer identification number 04-3073548
Number and street (or P O box number if mail is not delivered to street address) 1895 J.W. FOSTER BLVD.		B Telephone number (781)401-5000
City or town, state, and ZIP code CANTON, MA 02021		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 113,896.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,717,056.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		39.	39.	39.	
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a			0.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1,717,095.	39.	39.	
13 Compensation of officers, directors, trustees, etc		140,307.	0.	0.	140,307.
14 Other employee salaries and wages		650,375.	0.	0.	650,375.
15 Pension plans, employee benefits		229,847.	0.	0.	229,847.
16a Legal fees					
b Accounting fees STMT 2		2,750.	0.	0.	0.
c Other professional fees STMT 3		125,712.	0.	0.	125,712.
17 Interest					
18 Taxes STMT 4		1.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		31,894.	0.	0.	31,894.
22 Printing and publications					
23 Other expenses STMT 5		192,632.	0.	0.	136,247.
24 Total operating and administrative expenses. Add lines 13 through 23		1,373,518.	0.	0.	1,314,382.
25 Contributions, gifts, grants paid		316,243.			316,243.
26 Total expenses and disbursements. Add lines 24 and 25		1,689,761.	0.	0.	1,630,625.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		27,334.			
b Net investment income (If negative, enter -0-)			39.		
c Adjusted net income (If negative, enter -0-)				39.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	86,562.	22,804.	22,804.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis	109,310.			
	Less: accumulated depreciation STMT 6	18,218.	0.	91,092.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers)	86,562.	113,896.	113,896.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	86,562.	113,896.		
30	Total net assets or fund balances	86,562.	113,896.		
31	Total liabilities and net assets/fund balances	86,562.	113,896.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	86,562.
2	Enter amount from Part I, line 27a	2	27,334.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	113,896.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	113,896.

Part IV Capital Gains and Losses for Tax on Investment Income

1a	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			
b NONE			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	263,668.	48,034.	5.489195
2009	302,142.	25,740.	11.738228
2008	369,256.	41,849.	8.823532
2007	640,995.	143,797.	4.457638
2006	1,959,977.	631,554.	3.103420

2 Total of line 1, column (d)	2	33.612013
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	6.722403
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,622.
5 Multiply line 4 by line 3	5	353,746.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	353,746.
8 Enter qualifying distributions from Part XII, line 4	8	1,630,625.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Exempt Organization Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2	X	
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BOKSKIDS.ORG	13	X	
14	The books are in care of ► REEBOK FOUNDATION INC Telephone no ► 781-401-5000 Located at ► 1895 J.W. FOSTER BLVD., CANTON, MA ZIP+4 ► 02021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII - **Expenditures Regarding Activities for Which Form 4720 May Be Required** (continued)

5a. During the year, did the foundation pay or incur any amount to:

- (1) Carry on public relations or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b. If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

c. If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a. Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b. Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. X

7a. At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b. If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII - **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		140,307.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHERI LEVITZ - C/O REEBOK FOUNDATION 1895 J.W. FOSTER BLVD., CANTON, MA	ASSOCIATE DIRECTOR 40.00	100,000.	0.	0.
JENNIFER LAWRENCE - C/O REEBOK FOUNDATION 1895 J.W. FOSTER BLVD.,	ASSOCIATE DIRECTOR 40.00	100,000.	0.	0.

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NATIONAL INSTITUTE ON OUT-OF-SCHOOL TIME - C/O WELLESLEY CENTERS FOR WOMEN 106 CENTRAL SMALL ARMY	EVALUATOR	107,000.
4 NEWBURY STREET, BOSTON, MA 02116	WEB DESIGN	77,081.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	

Total. Add lines 1 through 3 ▶ 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	53,423.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	53,423.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	53,423.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	801.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,622.
6 Minimum investment return. Enter 5% of line 5	6	2,631.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1 Minimum investment return from Part X, line 6	1	2,631.
2a Tax on investment income for 2011 from Part VI, line 5	2a	
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,631.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,631.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,631.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,630,625.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,630,625.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,630,625.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,631.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	1,928,795.			
b From 2007	633,875.			
c From 2008	367,169.			
d From 2009	300,857.			
e From 2010	261,267.			
f Total of lines 3a through e	3,491,963.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	1,630,625.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				2,631.
e Remaining amount distributed out of corpus	1,627,994.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	5,119,957.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,928,795.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,191,162.			
10 Analysis of line 9				
a Excess from 2007	633,875.			
b Excess from 2008	367,169.			
c Excess from 2009	300,857.			
d Excess from 2010	261,267.			
e Excess from 2011	1,627,994.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
 EXEC. DIRECTOR C/O REEBOK FOUNDATION INC., 781-401-5000
 1895 J.W. FOSTER BLVD, CANTON, MA 02021

b The form in which applications should be submitted and information and materials they should include.
 NO FORM FOR APPLICATIONS

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 CHARITABLE ORGANIZATIONS THAT ARE RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES (IRS SEC 501 (C)(3)).

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>			THE GRANTS AND CONTRIBUTIONS ARE MADE TO THE GENERAL	316,243.
			FUNDS OF THE 501(C)(3) CHARITABLE ORGANIZATIONS FOR	
SEE ATTACHED LISTING			USE IN THEIR CHARITABLE PURPOSES	
Total			▶ 3a	316,243.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

REEBOK FOUNDATION INC.

Employer identification number

04-3073548

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

REEBOK FOUNDATION INC.

04-3073548

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	REEBOK INT'L LTD 1895 J.W. FOSTER BLVD CANTON, MA 02021	\$ 1,717,056.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

REEBOK FOUNDATION INC.

04-3073548

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization REEBOK FOUNDATION INC.	Employer identification number 04-3073548
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	WEBSITE * TOTAL 990-PF PG 1 DEPR & AMORT	06/30/11		36M		HY42	109,310. 109,310.				109,310. 109,310.	0. 0.		18,218. 18,218.	18,218. 18,218.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITIZENS BANK	39.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHNEIDER, SCHNEIDER & ASSOCIATES	2,750.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,750.	0.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NATIONAL INSTITUTE ON OUT-OF-SCHOOL TIME AT THE WELLESLEY CENTERS FOR COURTNEY WARD - BROCHURE REDESIGN	107,000.	0.	0.	107,000.
CONSULTING	9,840. 8,872.	0. 0.	0. 0.	9,840. 8,872.
TO FORM 990-PF, PG 1, LN 16C	125,712.	0.	0.	125,712.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	37,663.	0.	0.	0.
BANK CHARGES	379.	0.	0.	0.
COMMONWEALTH OF MASS - PC FILING FEE	125.	0.	0.	0.
MARKETING	68,846.	0.	0.	68,846.
EMPLOYEE TRAINING	3,610.	0.	0.	3,610.
BOKS PROGRAM SUPPLIES	63,791.	0.	0.	63,791.
AMORTIZATION	18,218.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	192,632.	0.	0.	136,247.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 6
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
WEBSITE	109,310.	18,218.	91,092.	91,092.
TO 990-PF, PART II, LN 14	109,310.	18,218.	91,092.	91,092.

FORM 990-PF STATEMENT OF ACTIVITIES NOT PREVIOUSLY REPORTED STATEMENT 7
PART VII-A, LINE 2

EXPLANATION

THE REEBOK FOUNDATION BEGAN SPONSORING A BEFORE-SCHOOL PHYSICAL ACTIVITY PROGRAM DESIGNED TO PREPARE CHILDREN FOR A DAY OF LEARNING. THE PROGRAM, BOKS, COMBINES PLAY, PHYSICAL ACTIVITY, TEAM GAMES, AND SHORT TALKS ON NUTRITION TO CREATE HEALTHIER HABITS FOR CHILDREN TO ACHIEVE LIFE-LONG FITNESS.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR

ADDRESS

REEBOK INT'L LTD

1895 J.W. FOSTER BLVD.
CANTON, MA 02021

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM HOLMES 1895 J.W. FOSTER BLVD. CANTON, MA 02021	VICE PRESIDENT 0.00	0.	0.	0.
ULRICH BECKER 1895 J.W. FOSTER BLVD. CANTON, MA 02021	PRESIDENT 0.00	0.	0.	0.
KATHLEEN TULLIE 1895 J.W. FOSTER BLVD. CANTON, MA 02021	EXECUTIVE DIRECTOR 40.00	140,307.	0.	0.
JOHN WARREN 1895 J.W. FOSTER BLVD. CANTON, MA 02021	TREASURER 0.00	0.	0.	0.
ERIK BODENHOFER 1895 J.W. FOSTER BLVD. CANTON, MA 02021	VICE PRESIDENT/SECRETARY 0.00	0.	0.	0.
MEGAN GRIMALDI 1895 J.W. FOSTER BLVD. CANTON, MA 02021	EXECUTIVE DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		140,307.	0.	0.

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
1/28/2011	4679	Urban Improvement	1,000 00
2/11/2011	4680	Lesley University	3,000 00
2/15/2011	4681	South Shore Stars, Inc.	3,000.00
2/25/2011	4682	Assoc Grantmakers	7,000.00
3/11/2011	4684	South Boston Neighborhood House	7,500 00
3/16/2011	4686	Bell Foundation	3,000.00
3/29/2011	4687	Victory Programs, Inc	3,000.00
5/23/2011	4696	Greater Boston Food Bank	10,000.00
5/25/2011	4693	Home For Little Wanderers	5,000.00
6/2/2011	4697	Eliz. Stone House	5,000.00
6/2/2011	4694	Brookwood Community Farm	2,000 00
6/15/2011	9781	Us Fund For Unicef	2,500.00
6/17/2011	9782	Vineyard Christian Fellowship Of Cambridge	1,000.00
8/12/2011	9862	Mission Safe	10,000.00
9/17/2011	9913	Bridge Over Troubled Waters	10,000 00
9/26/2011	9888	Roca, Inc	7,000.00
9/26/2011	9890	The City School	3,000.00
9/26/2011	9889	Bright Horizons Foundation For Children	1,000.00
10/17/2011	9915	Samaritans, Inc.	5,000.00
10/25/2011	9886	Peace First	5,000.00
11/9/2011	9951	Shelbourne Community	3,000.00
11/15/2011	9950	Big Sisters Assn Of Greater Boston	1,000.00
11/22/2011	9955	Catholic Charities	1,000.00
11/22/2011	9956	David Jon Louison Center	1,000.00
11/22/2011	9957	Father Bills And Mainspring	8,000.00
11/22/2011	9958	Father Bills And Mainspring	1,000.00
12/5/2011	9996	Rediscovery At Justice Resource Institute	5,000 00
12/19/2011	10001	Celebrity Series Of Ailey Camp Boston	5,000 00
12/19/2011	9997	Fund For Parks And Recreation	2,500.00
12/19/2011	9999	Horizons For Homeless Children	5,000.00
12/19/2011	10000	Two Ten Foundation	15,000.00
12/19/2011	9998	Weymouth Council For The Hungry	5,000 00
12/19/2011	10003	Mass Hospital School	5,000.00
9/16/2011	9883	District Of Columbia Treasurer	12,800 00
9/16/2011	9881	City Parks Foundation	39,473.00
1/31/2011	9635	American Cancer Society	25 00
1/31/2011	9612	American Liver Foundation	300 00
1/31/2011	9599	Avon Products Foundation	150 00
1/31/2011	9625	Bates College	1,500 00
1/31/2011	9593	Boys & Girls Club Of Woburn	200.00
1/31/2011	9632	Charlotte Rescue Mission	250.00
1/31/2011	9606	Child Fund International	34.00
1/31/2011	9596	Children'S Shelter Of Hope Foundation	35.00
1/31/2011	9634	Church World Service	250.00
1/31/2011	9618	Clark University	100.00
1/31/2011	9620	Cornell University	1,000.00
1/31/2011	9609	Dana Farber Cancer Institute	285.00
1/31/2011	9589	Ethel Walker School	25.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
1/31/2011	9602	Families Of Spinal Muscular Atrophy	60.00
1/31/2011	9623	Father Flanagan'S Boys Town	50.00
1/31/2011	9601	Heifer Project International	30 00
1/31/2011	9608	International Campaign For Tibet	25.00
1/31/2011	9628	International Rescue Committee	30 00
1/31/2011	9636	Lakes Region Conservation Trust	600.00
1/31/2011	9615	Movember Foundation	75.00
1/31/2011	9594	My Brother'S Table	100.00
1/31/2011	9600	National Brain Tumor Society	50 00
1/31/2011	9614	Nature Conservancy	500.00
1/31/2011	9626	New Hampshire Public Radio	35 00
1/31/2011	9619	Pan Massachusetts Challeng	25 00
1/31/2011	9611	Pine Street Inn	100.00
1/31/2011	9603	Salvation Army	100.00
1/31/2011	9597	Sibling Connections Inc	50.00
1/31/2011	9607	South Shore Habitat For Humanity, Inc	500.00
1/31/2011	9592	St. John'S University	40.00
1/31/2011	9624	St. Joseph'S Indian School	85.00
1/31/2011	9627	Saint Jude Children'S Research Hospital	40.00
1/31/2011	9595	St Martin De Porres Residence Inc.	50.00
1/31/2011	9613	St. Peter'S Preparatory School	250.00
1/31/2011	9621	Trustees Of Dartmouth College	275.00
1/31/2011	9622	Us Fund For Unicef	72.00
1/31/2011	9610	Univ Of Mass	250.00
1/31/2011	9631	University Of Mass- Dartmouth Fdn	50 00
1/31/2011	9616	University Of Notre Dame	200.00
1/31/2011	9605	Univ Of Texas/ Md Andersoncancer Center	300 00
1/31/2011	9633	Us Fund For Unicef	35.00
1/31/2011	9598	Wheeler Mission Ministries	140 00
1/31/2011	9617	Worcester Polytechnic Institute	25.00
1/31/2011	9629	Xaverian Brothers High School	750.00
1/31/2011	9630	Disabled American Veterans	35 00
1/31/2011	9604	Springfield College	250.00
2/28/2011	9526	Avon Products Foundation	50 00
2/28/2011	9537	Children'S Hospital	400 00
2/28/2011	9530	Children'S Hospital Of Philadelphia	1,100 00
2/28/2011	9588	Dana Farber Cancer Institute	100.00
2/28/2011	9523	Dover Elementary Pto, Inc.	300.00
2/28/2011	9534	Elizabeth Glaser Pediatric Aids Fdn	35.00
2/28/2011	9524	Father Flanagan'S Boys Town	35.00
2/28/2011	9586	Guding Eyes For The Blind	50.00
2/28/2011	9587	Handel And Haydn Society	150.00
2/28/2011	9538	Historical Soc Of Palm Beach	50.00
2/28/2011	9527	Juvenile Diabetes Research Fdn	1,500.00
2/28/2011	9529	Make A Wish	25.00
2/28/2011	9535	Mass Soc For Prev Cruelty To Animals	25.00
2/28/2011	9533	Newbury College, Inc.	25.00
2/28/2011	9540	Northeastern Univ	50 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
2/28/2011	9539	Salvation Army	100.00
2/28/2011	9531	Shooting Touch Inc.	3,000.00
2/28/2011	9532	Saint Jude Children'S Research Hospital	25.00
2/28/2011	9536	Trustees Of Reservations	200.00
2/28/2011	9528	Yoga Reaches Out	75.00
3/30/2011	9454	Amer Cancer Society	65.00
3/30/2011	9515	American Liver Foundation	900.00
3/30/2011	9487	Avon Products Foundation	150.00
3/30/2011	9456	Best Friends Animal Sanctuary	50.00
3/30/2011	9519	Boston Foundation	100.00
3/30/2011	9491	Bristol-Plymouth Regional Vocational Technical School	500.00
3/30/2011	9455	Bucknell University	125.00
3/30/2011	9488	Dover Sherborn Educational Fund	100.00
3/30/2011	9518	Human Rights Watch	25.00
3/30/2011	9493	Humane Society Of The U.S.	35.00
3/30/2011	9489	Leukemia & Lymphoma Society	26.92
3/30/2011	9517	Mary Hitchcock Memorial Hospital	200.00
3/30/2011	9516	National Ms Society	50.00
3/30/2011	9490	American Red Cross	100.00
3/30/2011	9494	Rosies Place	696.00
3/30/2011	9492	Rumpshaker, Inc.	100.00
3/30/2011	9514	St Francis House	75.00
3/30/2011	9495	Susan G. Komen For The Cure Indianapolis	250.00
4/6/2011	4688	Avon Walk For Breast Cancer	17,050.00
4/29/2011	9701	Adenoid Cystic Carcinoma Research Foundation	120.00
4/29/2011	9694	Alzheimer'S Association	50.00
4/29/2011	9714	American Cancer Society	25.00
4/29/2011	9708	American Cancer Society	50.00
4/29/2011	9703	American Cancer Society	300.00
4/29/2011	9710	American Diabetes Association	150.00
4/29/2011	9721	American Heart Association	50.00
4/29/2011	9720	American Liver Foundation	1,000.00
4/29/2011	9700	Avon Products Foundation	150.00
4/29/2011	9717	Boston College	750.00
4/29/2011	9722	Children'S Hospital	1,080.00
4/29/2011	9712	Father Flanagan'S Boys Town	50.00
4/29/2011	9718	Greater Boston Food Bank	50.00
4/29/2011	9704	Hunter'S Hope Foundation	50.00
4/29/2011	9713	Leukemia & Lymphoma Society	50.00
4/29/2011	9711	Loon Echo Land Trust	100.00
4/29/2011	9699	Make A Wish	50.00
4/29/2011	9716	Massachusetts General Hospital	125.00
4/29/2011	9715	Multiple Sclerosis Association Of America	25.00
4/29/2011	9707	National Ms Society	25.00
4/29/2011	9697	National Multiple Sclerosis Society	100.00
4/29/2011	9709	National Multiple Sclerosis Society	100.00
4/29/2011	9723	Project Bread	200.00
4/29/2011	9719	Regis College	150.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
4/29/2011	9705	St Joseph School	250.00
4/29/2011	9698	Tusk Usa	100.00
4/29/2011	9702	Unite For Sight, Inc.	700.00
4/29/2011	9706	Widener University	50.00
5/27/2011	9744	Als Association	25.00
5/27/2011	9733	Als Therapy Development Foundation	50.00
5/27/2011	9748	American Cancer Society	100.00
5/27/2011	9753	American Diabetes Association	50.00
5/27/2011	9743	American Lung Association	25.00
5/27/2011	9757	American Red Cross	275.00
5/27/2011	9764	American Red Cross	50.00
5/27/2011	9752	Arch Foundation For The University Of Georgia	130.00
5/27/2011	9740	Avon Products Foundation	1,485.00
5/27/2011	9760	Best Buddies Int'L	50.00
5/27/2011	9750	Chapel Hill Chauncy Hall School	100.00
5/27/2011	9767	Children'S Hospital	1,159.00
5/27/2011	9734	Children'S Hospital	25.00
5/27/2011	9771	Colgate University	50.00
5/27/2011	9755	Dana Farber Cancer Institute	350.00
5/27/2011	9745	Defenders Of Wildlife	35.00
5/27/2011	9749	Devin Laubi Foundation	50.00
5/27/2011	9758	Epilisey Foundation	75.00
5/27/2011	9766	Gordon School	1,500.00
5/27/2011	9773	Holbrook Fire Fighters Local 1452	100.00
5/27/2011	9769	Humane Society Of The U S.	60.00
5/27/2011	9739	Indiana University Foundation	50.00
5/27/2011	9741	Leukemia & Lymphoma Society	25.00
5/27/2011	9770	March Of Dimes	50.00
5/27/2011	9765	Melanoma Foundation Of New England	50.00
5/27/2011	9754	Muscular Dystrophy Assoc	35.00
5/27/2011	9736	National Brain Tumor Society	275.00
5/27/2011	9730	National Ms Society	100.00
5/27/2011	9762	National Ms Society	190.00
5/27/2011	9756	Project Bread	158.00
5/27/2011	9774	Riley Children'S Foundation	50.00
5/27/2011	9747	Ronald Mcdonald House	100.00
5/27/2011	9735	Sibling Connections Inc	100.00
5/27/2011	9731	Special Olympics Indiana	100.00
5/27/2011	9768	Springfield College	1,000.00
5/27/2011	9772	St. Joseph'S Indian School	50.00
5/27/2011	9763	Susan G. Komen For The Cure Indianapolis	125.00
5/27/2011	9746	Topsfield Historical Society	50.00
5/27/2011	9761	Trustees Of Tufts College	1,000.00
5/27/2011	9759	University Of New Hampshire	200.00
5/27/2011	9742	Usa	50.00
5/27/2011	9737	American Cancer Society	55.00
6/24/2011	9738	Delphi Academy Of Boston, Inc.	100.00
6/24/2011	9807	Aids Action Commitee	25.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
6/24/2011	9815	Ais Therapy Development Foundation	1,500.00
6/24/2011	9813	American Cancer Society	140.00
6/24/2011	9812	American Heart Association	357.00
6/24/2011	9798	American Liver Foundation	50.00
6/24/2011	9790	American Red Cross	100.00
6/24/2011	9785	Animal Rescue League	50.00
6/24/2011	9809	Avon Products Foundation	50.00
6/24/2011	9805	Bellarmine University	1,500.00
6/24/2011	9784	Boston College High School	250.00
6/24/2011	9802	Boy Scouts Of America	144.00
6/24/2011	9803	Charity:Water	200.00
6/24/2011	9817	Children'S Hospital	20.00
6/24/2011	9816	Compassion Pregnancy Center	50.00
6/24/2011	9810	Cystitis Fibrosis Foundation	525.00
6/24/2011	9799	Dana Farber Cancer Institute	1,750.00
6/24/2011	9787	Fenn School	25.00
6/24/2011	9806	Friends Of Abington Library	50.00
6/24/2011	9820	Habitat For Humanity Int'L Inc	25.00
6/24/2011	9791	Hockamock Area Ymca	200.00
6/24/2011	9811	Hunter'S Hope Foundation	1,500.00
6/24/2011	9793	Marshfield Food Pantry	100.00
6/24/2011	9801	Mspca	25.00
6/24/2011	9808	National Ms Society	25.00
6/24/2011	9797	National Ms Society	25.00
6/24/2011	9794	Nature Conservacy	25.00
6/24/2011	9789	Salve Regina University	100.00
6/24/2011	9818	Save A Dog Inc	100.00
6/24/2011	9788	Shriners Hospital For Children	50.00
6/24/2011	9819	St. Baldrick'S Foundation	50.00
6/24/2011	9814	Susan G. Komen For The Cure	25.00
6/24/2011	9795	Trustees Of Tufts College	25.00
6/24/2011	9804	Univ Of Virginia	50.00
6/24/2011	9800	Wellesley College	200.00
6/24/2011	9796	Wgbh Education Foundation	25.00
6/24/2011	9786	Worcester County Food Bank	100.00
6/24/2011	9792	World Vision	360.00
7/6/2011	9827	Amer Cancer Society	50.00
7/6/2011	9829	American Heart Association	125.00
7/6/2011	9823	Children'S Hospital	1,500.00
7/6/2011	9825	Greater Boston Food Bank	50.00
7/6/2011	9833	Jett Foundation	180.00
7/6/2011	9830	Maine Cancer Foundation	75.00
7/6/2011	9824	Mass College Of Art Foundation	50.00
7/6/2011	9826	National Ms Society	525.00
7/6/2011	9828	Pan Massachusetts Challeng	250.00
7/6/2011	9834	Susan G. Komen For The Cure	60.00
7/6/2011	9831	Susan G. Komen For The Cure	75.00
7/12/2011	9836	American Red Cross	475.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
8/4/2011	9837	Harvest Hills Animal Shelter	50 00
8/4/2011	9839	Hotchkiss School	75 00
8/4/2011	9840	Jett Foundation	120 00
8/4/2011	9841	Sunrise Children'S Home International, Inc.	1,500.00
8/4/2011	9842	Our Little Bit Of Heaven Animal Rescue & Sanctuary	1,336.00
8/4/2011	9843	Massachusettspecial Olympics	20.00
8/4/2011	9844	Wentworth Institute Of Technology	200 00
8/4/2011	9845	Us Fund For Unicef	100.00
8/4/2011	9846	Make A Wish	50.00
8/4/2011	9847	Best Friends Animal Society	25.00
8/4/2011	9848	Amer Cancer Society	300.00
8/4/2011	9849	University Of Mass - Boston	50.00
8/4/2011	9850	Children'S Hospital	1,032.00
8/4/2011	9851	American Red Cross	240.00
8/4/2011	9852	Us Fund For Unicef	150.00
8/4/2011	9854	Aspca	100 00
8/4/2011	9855	Dana Farber Cancer Institute	50.00
8/4/2011	9856	The Hole In The Wall Gang Camp	40.00
8/4/2011	9857	Memorial Sloan Kettering Cancer Ctr	300.00
8/4/2011	9858	Cystic Fibrosis	25.00
8/4/2011	9859	Friends Of Thayer Public Library	100 00
8/4/2011	9853	Pan Massachusetts Challeng	1,000.00
8/5/2011	9860	Dynamic Scholarship Fund	1,500 00
8/26/2011	9865	National Ms Society	50.00
8/26/2011	9866	The Forsyth Institute	500 00
8/26/2011	9867	American Red Cross	100.00
8/26/2011	9868	Salvation Army	100 00
8/26/2011	9869	Aspca	100 00
8/26/2011	9870	Gannon University	100 00
8/26/2011	9871	Mass College Of Art Foundation	500.00
8/26/2011	9872	American Diabetes Association	50 00
8/26/2011	9873	Sportsgrants Foundation	35 00
8/26/2011	9874	Gretchen'S Kids	1,500 00
8/26/2011	9875	Boy Scouts Of America	144 00
8/26/2011	9876	Susan G. Komen For The Cure	400.00
8/26/2011	9877	Jett Foundation	20 00
8/26/2011	9878	Families Of Spinal Muscular Atrophy	100 00
8/26/2011	9879	American Cancer Society	50.00
8/26/2011	9880	Saint Jude Children'S Research Hospital	100 00
9/26/2011	9887	My Brother'S Keeper, Inc	500.00
10/3/2011	9895	American Cancer Society	895 00
10/3/2011	9908	American Heart Association	150.00
10/3/2011	9900	American Heart Association	35.00
10/3/2011	9905	American Heart Association	100.00
10/3/2011	9902	Avon Products Foundation	100.00
10/3/2011	9906	Challenged Athletes Foundation	30 00
10/3/2011	9903	Charity.Water	50 00
10/3/2011	9893	Dana Farber Cancer Institute	50 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
10/3/2011	9885	Dana Farber & Jimmy Fund	50 00
10/3/2011	9907	Navy Seal Foundation	1,488.00
10/3/2011	9901	New York Road Runners	775.00
10/3/2011	9896	Oxfam America	100.00
10/3/2011	9897	Pan Massachusetts Challeng	425.00
10/3/2011	9898	Rodman Ride For Kids	25 00
10/3/2011	9894	St. Francis House	100.00
10/3/2011	9899	Simmons College	50.00
10/3/2011	9904	Sportsgrants Foundation	25 00
10/17/2011	9910	Spina Bifida Association Of Greater New England	50.00
10/17/2011	9911	Lakes Region Conservation Trust	1,500 00
10/17/2011	9912	Pan Massachusetts Challeng	1,000 00
10/28/2011	9917	Saint Jude Children'S Research Hospital	50.00
10/28/2011	9918	Muscular Dystrophy Assoc	50 00
10/28/2011	9919	American Cancer Society	420.00
10/28/2011	9920	South Area Solomon Schechter Day School	1,500.00
10/28/2011	9921	Pan Massachusetts Challeng	1,700.00
10/28/2011	9922	The Home For Little Wanderers	100.00
10/28/2011	9923	Juvenile Diabetes Research Fdn	280.00
10/28/2011	9924	Food Allergy & Anaphylaxis Network	50.00
10/28/2011	9925	Heritage Chorale	75.00
10/28/2011	9926	Widener University	50.00
10/28/2011	9927	Homes For Our Troops	140.00
10/28/2011	9928	Cradles To Crayons	300 00
10/28/2011	9929	Us Fund For Unicef	30 00
10/28/2011	9930	Dana Farber Cancer Institute	275 00
10/28/2011	9931	Bright Horizons Foundation For Children	200.00
10/28/2011	9932	Autism Speaks	50 00
10/28/2011	9933	Global Grassroots	1,500.00
10/28/2011	9934	Friends Of The Milton Public Library	75 00
10/28/2011	9935	Calvary Hospital	50.00
10/28/2011	9936	All For Africa	50.00
10/28/2011	9937	Smile Mass Inc	475 00
10/28/2011	9938	Navy Seal Foundation	31.00
10/28/2011	9939	American Heart Association	25.00
10/28/2011	9940	Sportsgrants Foundation	25.00
10/28/2011	9941	Provinceof St. John The Baptist	50.00
10/28/2011	9942	Friends Of Abington Library	25.00
10/28/2011	9943	Wheeler Mission Ministries	101.25
10/28/2011	9944	St. John The Evangelist School	1,500 00
10/28/2011	9945	Dana Farber Jimmy Fund Walk	150.00
10/28/2011	9946	Starlight Children'S Foundation New Engalnd	50 00
10/28/2011	9947	Thacher Montessori	200 00
10/28/2011	9948	Westwood Educational Foundation	150 00
12/5/2011	9961	Buddy Dog Humane Society	50.00
12/5/2011	9962	Bright Horizons Foundation For Children	50.00
12/5/2011	9963	Save A Dog Inc	100.00
12/5/2011	9964	Partners In Charity	100.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
12/5/2011	9965	Hospice Of The Good Shepard	235.00
12/5/2011	9966	Cradles To Crayons	100.00
12/5/2011	9967	Alzheimers Association	25.00
12/5/2011	9968	Rosies Place	200.00
12/5/2011	9969	American Cancer Society	215.00
12/5/2011	9970	Androscoggin Home Care & Hospice	50.00
12/5/2011	9971	Aspca	200.00
12/5/2011	9972	St. Peter'S Preparatory School	250.00
12/5/2011	9973	Salvation Army	100.00
12/5/2011	9974	St. Francis House	75.00
12/5/2011	9975	My Brother'S Keeper, Inc.	100.00
12/5/2011	9976	Greater Boston Food Bank	100.00
12/5/2011	9977	Friends Of Thayer Public Library	50.00
12/5/2011	9978	Movember Foundation	125.00
12/5/2011	9979	Dexter School	500.00
12/5/2011	9980	San Diego Humane Society	50.00
12/5/2011	9981	Pan African Acupuncture Project	100.00
12/5/2011	9982	Gabrielle Dinsmore Heart & Hope Fund	50.00
12/5/2011	9983	Gold Coast Down Syndrome Org	50.00
12/5/2011	9984	Ocean State Theater Comapny	200.00
12/5/2011	9985	Old Colony Council Boy Scouts Of America	195.00
12/5/2011	9986	Ethel Walker School	50.00
12/5/2011	9987	Autism Speaks	100.00
12/5/2011	9988	Adenoid Cystic Carcinoma Research Foundation	1,250.00
12/5/2011	9989	Kristen'S Sunshine Foundation	500.00
12/5/2011	9990	Community Autism Resource Inc.	20.00
12/5/2011	9991	National Brain Tumor Society	135.00
12/5/2011	9992	St. Martin De Porres Residence Inc	100.00
12/5/2011	9993	Braintree Public Schools	850.00
12/5/2011	9994	World Wildlife Fund	75.00
12/5/2011	9995	Chapel Hill Chauncy Hall School	100.00
12/20/2011	10004	Father Bills And Mainspring	2,000.00
12/29/2011	10006	Juvenile Diabetes Research Fdn	50.00
12/29/2011	10007	Father Flanagan'S Boys Town	25.00
12/29/2011	10008	Our Little Bit Of Heaven Animal Rescue & Sanctuary	164.00
12/29/2011	10009	Massachusettspecial Olympics	150.00
12/29/2011	10010	Special Olympics Massachusetts	1,000.00
12/29/2011	10011	Als Foundation For Life	191.92
12/29/2011	10013	Adenoid Cystic Carcinoma Research Foundation	25.00
12/29/2011	10014	Us Fund For Unicef	150.00
12/29/2011	10015	Leukemia & Lymphoma Society	50.00
12/29/2011	10016	University Of Mass-Lowell	1,400.00
12/29/2011	10017	Dedham Community Association	300.00
12/29/2011	10018	Girls And Boys Town	100.00
12/29/2011	10019	Harvest Hills Animal Shelter	100.00
12/29/2011	10020	American Cancer Society	150.00
12/29/2011	10021	Two State Ymca	350.00
12/29/2011	10022	Church World Service	25.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2011 THROUGH 12/31/2011**

Date	Check #	Description	Amount
12/29/2011	10023	Compassion Pregnancy Center	25 00
12/29/2011	10024	Dana Farber Cancer Institute	150 00
12/29/2011	10025	St. Joseph'S Indian School	50 00
12/29/2011	10026	Humane Society Of The U.S.	100.00
12/29/2011	10027	Cornell University	1,000 00
12/29/2011	10028	Salvation Army	25 00
12/29/2011	10029	91 9 Fm Wumb - Umass Boston	50.00
12/29/2011	10030	South Shore Habitat For Humanity, Inc	335 00
12/29/2011	10031	Gospel For Asia	316.00
12/29/2011	10032	University Of New Hampshire	100.00
12/29/2011	10033	Trustees Of Reservations	30.00
12/29/2011	10034	Greater Boston Food Bank	50.00
12/29/2011	10035	Congregation Of Sisters Of St Joseph Of Springfield	50 00
12/29/2011	10036	Town Of Hingham	50.00
12/29/2011	10037	Little Brothers Friends Of The Elderly	25.00
12/29/2011	10038	Society Of St. Vincent De Paul	1,480.00
12/29/2011	10039	Harry Chapin Food Bank	25 00
12/29/2011	10040	Families Of Spinal Muscular Atrophy	50.00
12/29/2011	10041	Ursuline Academy	250.00
12/29/2011	10045	World Vision	199.00
			316,243.09

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

REEBOK FOUNDATION INC.

FORM 990-PF PAGE 1

Identifying number
04-3073548

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	0.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year:					
WEBSITE	063011	109,310.		36M	18,218.
43 Amortization of costs that began before your 2011 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44 18,218.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. REEBOK FOUNDATION INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-3073548
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1895 J.W. FOSTER BLVD.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CANTON, MA 02021	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

REEBOK FOUNDATION INC

- The books are in the care of ▶ **1895 J.W. FOSTER BLVD. -- CANTON, MA 02021**
 Telephone No. ▶ **781-401-5000** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.