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

2011

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 01/01, 2012, and ending 10/06, 2012

Name of foundation
OPEN SOCIETY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
224 WEST 57TH STREET

City or town, state, and ZIP code
NEW YORK, NY 10019

A Employer identification number
 26-0248258

B Telephone number (see instructions)
 (212) 548-0600

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input checked="" type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input checked="" type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

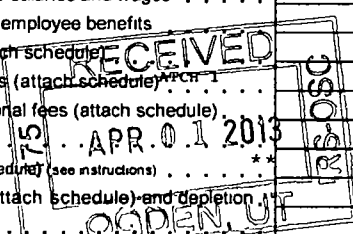
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input checked="" type="checkbox"/>				
	2 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities				
	4a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,700,429.			
	b Gross sales price for all assets on line 6a 73,017,537.				
	7 Capital gain net income (from Part IV, line 2)		5,832,846.		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3,700,429.	5,832,846.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	379.			24,353.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	711.			8,882.
	24 Total operating and administrative expenses. Add lines 13 through 23	-134,576.			33,235.
	25 Contributions, gifts, grants paid	74,610,016.			74,610,016.
26 Total expenses and disbursements. Add lines 24 and 25	74,475,440.	0	0	74,643,251.	
27 Subtract line 26 from line 12	-70,775,011.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		5,832,846.			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see Instructions.

JSA ** ATCH 2

Form 990-PF (2011)

SCANNED APR 02 2013



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	228,889.			
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	1,309,104.			
	10	a Investments - U S and state government obligations (attach schedule)				
		b Investments - corporate stock (attach schedule)				
		c Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	69,317,108.				
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	70,855,101.		0	0	
Liabilities	17	Accounts payable and accrued expenses	8,286.			
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)	71,804.			
	23	Total liabilities (add lines 17 through 22)	80,090.		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	70,775,011.			
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	70,775,011.		0		
31	Total liabilities and net assets/fund balances (see instructions)	70,855,101.		0		

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	70,775,011.
2	Enter amount from Part I, line 27a	2	-70,775,011.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)

(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE		
b		
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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))
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	5,832,846.
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 the 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))
2011	97,386,201.	100,976,947.	0.964440
2010	46,604,593.	187,540,492.	0.248504
2009	1,455,098.	194,569,154.	0.007479
2008	0	25,900,590.	0
2007	0	0	0

ATTACHMENT 8

2 Total of line 1, column (d)	2	1.220423
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	0.244085
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	48,922,338.
5 Multiply line 4 by line 3	5	11,941,209.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	58,328.
7 Add lines 5 and 6	7	11,999,537.
8 Enter qualifying distributions from Part XII, line 4 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.	8	74,643,251.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 1, and total refunded is 1.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and state registration. Includes handwritten 'ATTACHMENT 4' and 'N/A'.

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** Yes No

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** Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? **13** Yes No

Website address ▶ N/A

14 The books are in care of ▶ TASHA NG Telephone no ▶ 212-548-0600
 Located at ▶ 224 WEST 57TH STREET NEW YORK, NY ZIP + 4 ▶ 10019

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**

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? **16** Yes No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶

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 checked="" type="checkbox"/> Yes <input 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)? 1b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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) 2b <u>N/A</u>		
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 checked="" type="checkbox"/> Yes <input 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) 3b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VII-B Statements 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 propaganda, 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)? (see instructions) 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

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? **ATTACHMENT 5** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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?

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 (see instructions).

(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
ATTACHMENT 6		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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
NONE				

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	49,488,511.
b	Average of monthly cash balances	1b	178,837.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	49,667,348.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	49,667,348.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	745,010.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,922,338.
6	Minimum investment return. Enter 5% of line 5	6	2,446,117.

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	2,446,117.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	58,328.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,328.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,387,789.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,387,789.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,387,789.

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	74,643,251.
b	Program-related investments - total from Part IX-B	1b	
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	74,643,251.
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 (see instructions)	5	58,328.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	74,584,923.

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				2,387,789.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years <u>20 09</u> , <u>20 08</u> , <u>20 07</u>				
3 Excess distributions carryover, if any, to <u>2012</u>				
a From 2006				
b From 2007				
c From 2008				
d From <u>2010</u> 28,669,178.				
e From <u>2011</u> 92,640,048.				
f Total of lines 3a through e	121,309,226.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>74,643,251</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				2,387,789.
e Remaining amount distributed out of corpus	72,255,462.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	193,564,688.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to <u>2013</u> Subtract lines 7 and 8 from line 6a	193,564,688.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from <u>2010</u> 28,669,178.				
d Excess from <u>2011</u> 92,640,048.				
e Excess from <u>2012</u> 72,255,462.				

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

NOT APPLICABLE

1a 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a <i>Paid during the year</i> ATTACHMENT 7				
Total ▶ 3a				74,610,016.
b <i>Approved for future payment</i>				
Total ▶ 3b				NONE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No
b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: RICARDO A. CASTRO, Signature of officer or trustee, Date 3/19/13, Title SECRETARY. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name MARGARET A. BRADSHAW CPA, Preparer's signature Margaret A. Bradshaw, Date 3/5/13, Check [] if self-employed, PTIN P00501222, Firm's name KPMG LLP, Firm's EIN 135565207, Firm's address 1676 INTERNATIONAL DRIVE MCLEAN, VA 22102, Phone no (703) 2868000

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26000000.		QUANTUM ENDOWMENT FUND - C SHS 23891360.					10/31/2008 2,108,640.	05/31/2012
40000000.		QUANTUM ENDOWMENT FUND - C SHS 36811746.					10/31/2008 3,188,254.	07/31/2012
7,017,537.		QUANTUM ENDOWMENT FUND - C SHS 6,481,585.					10/31/2008 535,952.	08/31/2012
TOTAL GAIN(LOSS)							<u>5,832,846.</u>	

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
2010 TAX PREP FEE	379.			2,755.
2011 TAX PREP FEE				3,098.
2011 AUDIT FEE				18,500.
TOTALS	<u>379.</u>			<u>24,353.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX EXPENSE	-93,018.
DEFERRED FEDERAL EXCISE TAX	-42,648.
TOTALS	<u>-135,666.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
2011 D & O INSURANCE		6,247.
TAX REGISTRATION/ FILING FEES	586.	25.
BANK CHARGES	125.	2,485.
ADVERTISING		125.
TOTALS	<u>711.</u>	<u>8,882.</u>

Open Society Foundation
EIN: 26-0248258
Form 990-PF Attachment 4

990-PF, Part VII-A, Line 5 – Dissolution

During calendar year 2012, Open Society Foundation transferred \$74,615,312 to Open Society Institute. This amount represents cash grants of \$74,610,016 and \$5,296 to pay liabilities incurred by Open Society Foundation. This transfer represents the complete liquidation of the Open Society Foundation as evidenced by the attached certified certificate of dissolution, dated September 28, 2012.

List of recipient's name and address:

Open Society Institute
400 West 59th Street
New York, NY 10019

Amounts:

6/22/12	\$26,000,000
8/6/12	\$40,000,000
9/19/12	\$7,213,190
9/19/12	<u>\$1,402,122</u>
Total	\$74,615,312

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "OPEN SOCIETY FOUNDATION", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2012, AT 4:06 O'CLOCK P.M.

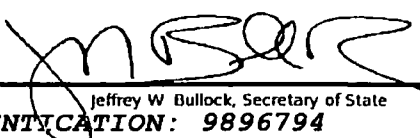
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4321090 8100

121096470

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9896794

DATE: 10-05-12

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:22 PM 10/03/2012
 FILED 04:06 PM 10/03/2012
 SRV 121096470 - 4321090 FILE

STATE OF DELAWARE
 CERTIFICATE OF DISSOLUTION

The undersigned, being the Secretary of Open Society Foundation, a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The dissolution of the Corporation has been duly authorized by all of the members of the Corporation entitled to vote on a dissolution in accordance with Sections 276(a) of the General Corporation Law of the State of Delaware.

SECOND: The date the dissolution was authorized is July 24, 2012.

THIRD: The following is a list of the names and addresses of the directors of the said corporation:

<u>Name</u>	<u>Address</u>
George Soros	c/o Open Society Institute, 400 West 59 th Street, New York, NY 10019
Jonathan Soros	c/o Open Society Institute, 400 West 59 th Street, New York, NY

FOURTH: The following is a list of the names and addresses of the officers of the said corporation:

<u>Name</u>	<u>Office</u>	<u>Address</u>
George Soros	Chair	c/o Open Society Institute, 400 West 59 th Street, New York, NY 10019
Jonathan Soros	Vice-Chair	c/o Open Society Institute, 400 West 59 th Street, New York, NY 10019
Daniel Eule	Treasurer	c/o Open Society Institute, 400 West 59 th Street, New York, NY 10019
Ricardo Castro	Secretary	c/o Open Society Institute, 400 West 59 th Street, New York, NY 10019

FIFTH: The Certificate of Incorporation was filed with the Secretary of State on May 25, 2007.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 276(a) of the General Corporation Law of the State of Delaware, as amended, the authorized officer hereunto set his hand to this Certificate this 28 day of September, 2012.

By:


 Name: Ricardo Castro
 Title: Secretary

ATTACHMENT 5FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 03/09/2011
GRANT AMOUNT: 67,500,000.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.
AMOUNT EXPENDED: 67,500,000.
ANY DIVERSION? NO
DATES OF REPORTS: 06/25/2012
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 08/08/2011
GRANT AMOUNT: 30,000,000.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY
AMOUNT EXPENDED: 30,000,000.
ANY DIVERSION? NO
DATES OF REPORTS: 02/08/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 06/22/2012
GRANT AMOUNT: 26,000,000.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.
AMOUNT EXPENDED: 26,000,000.
ANY DIVERSION? NO
DATES OF REPORTS: 02/08/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 08/06/2012
GRANT AMOUNT: 40,000,000.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.
AMOUNT EXPENDED: 40,000,000.
ANY DIVERSION? NO
DATES OF REPORTS: 02/08/2013
VERIFICATION DATE:

CONT'D ON NEXT PAGE

ATTACHMENT 5 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

RESULTS OF VERIFICATION:

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 09/19/2012
GRANT AMOUNT: 7,213,190.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.
AMOUNT EXPENDED: 7,213,190.
ANY DIVERSION? NO
DATES OF REPORTS: 02/08/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

GRANTEE'S NAME: OPEN SOCIETY INSTITUTE
GRANTEE'S ADDRESS: 400 WEST 59TH STREET
CITY, STATE & ZIP: NEW YORK, NY 10019
GRANT DATE: 09/19/2012
GRANT AMOUNT: 1,402,122.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE ACTIVITIES & PROGRAMS PROMOT-
ING OPEN, DEMOCRATIC SOCIETIES GLOBALLY.
AMOUNT EXPENDED: 410,067.
ANY DIVERSION? NO
DATES OF REPORTS: 02/08/2013
VERIFICATION DATE:
RESULTS OF VERIFICATION:

OPEN SOCIETY FOUNDATION

26-0248258

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>
GEORGE SOROS 888 SEVENTH AVENUE NEW YORK, NY 10106	CHAIRMAN, DIRECTOR, SOLE MEMBER 1.00
JONATHAN SOROS 888 SEVENTH AVENUE NEW YORK, NY 10106	VICE CHAIRMAN/DIRECTOR 1.00
RICARDO A. CASTRO 400 WEST 59TH STREET NEW YORK, NY 10019	SECRETARY 1.00
DANIEL R. EULE 888 SEVENTH AVENUE NEW YORK, NY 10106	TREASURER 1.00

GRAND TOTALS

OPEN SOCIETY FOUNDATION

26-0248258

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK, NY 10019	501 C 3 PVT OPER FNDN	TO PROMOTE FOUNDATION ACTIVITIES.	26,000,000.
OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK, NY 10019	501 C 3 PVT OPER FNDN	TO PROMOTE FOUNDATION ACTIVITIES	40,000,000.
OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK, NY 10019	501 C 3 PVT OPER FNDN	ASSET TRANSFERRED TO OSI - LIQUIDATING GRANT	7,213,190
OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK, NY 10019	501 C 3 PVT OPER FNDN	ASSET TRANSFERRED TO OSI - LIQUIDATING GRANT.	1,402,122
OPEN SOCIETY INSTITUTE 400 WEST 59TH STREET NEW YORK, NY 10019	501 C 3 PVT OPER FNDN	LIABILITIES TRANSFERRED TO OSI - LIQUIDATING GRANT	-5,296
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>74,610,016</u>

Open Society Foundation
EIN: 26-0248258
Form 990-PF Attachment 8

990-PF, Part V-Line 1, Part XIII-Line 3d & 3e and Part XIII-Line 10c through 10e – Short Period Return

Open Society Foundation (OFI) was dissolved in 2012. OFI terminated its operations prior to December 31, 2012 and will be required to file a short period tax return. OFI will use the 2011 Form 990-PF to prepare its 2012 tax return because its 2012 form 990-PF is not currently available. Please see the attached IRS instructions regarding short period filings.

Due to OFI using the 2011 Form 990-PF to file its 2012 tax return, the following manual changes are required:

Part V – Line 1

Base period years	Adjusted qualifying distributions	Net Value of noncharitable-use assets
2011	97,386,201	100,976,947
2010	46,604,593	187,540,492
2009	1,455,098	194,569,154
2008	0	25,900,590
2007	0	0

Part XIII – Line 3d and 3e

Excess distributions carryover to 2012:

From 2010 28,669,178

From 2011 92,640,048

Part XIII – Line 10c through 10e

Excess distributions carryover to 2013:

Excess from 2010 28,669,178

Excess from 2011 92,640,048

Excess from 2012 72,255,462

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

OPEN SOCIETY FOUNDATION

Employer identification number

26-0248258

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 5,832,846.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶					12 5,832,846.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		5,832,846.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		5,832,846.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20 If zero or less, enter -0-	22		
23	Subtract line 22 from line 17 If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

