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

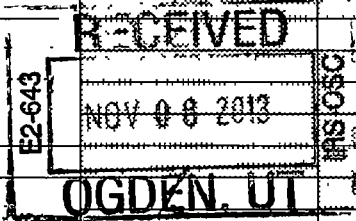
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 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.	Room/suite	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) \$ 271,631.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	2,257,976.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5.	5.	5.	STATEMENT 1
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				
7 Capital gain net income (from Part IV, line 2)		0.		
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	2,257,981.	5.	5.	
13 Compensation of officers, directors, trustees, etc	162,744.	0.	0.	162,744.
14 Other employee salaries and wages	611,168.	0.	0.	611,168.
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	3,394.	0.	0.	0.
c Other professional fees STMT 3	367,234.	0.	0.	367,234.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	91,923.	0.	0.	91,923.
22 Printing and publications				
23 Other expenses STMT 4	374,669.	0.	0.	249,761.
24 Total operating and administrative expenses. Add lines 13 through 23	1,611,132.	0.	0.	1,482,830.
25 Contributions, gifts, grants paid	489,114.			489,114.
26 Total expenses and disbursements. Add lines 24 and 25	2,100,246.	0.	0.	1,971,944.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	157,735.			
b Net investment income (if negative, enter -0-)		5.		
c Adjusted net income (if negative, enter -0-)			5.	



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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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	22,804.	85,460.	85,460.		
	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 ▶	291,409.					
	Less accumulated depreciation STMT 5 ▶	105,238.	91,092.	186,171.	186,171.		
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)		113,896.	271,631.	271,631.		
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		113,896.	271,631.		
30	Total net assets or fund balances		113,896.	271,631.			
31	Total liabilities and net assets/fund balances		113,896.	271,631.			

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	113,896.
2	Enter amount from Part I, line 27a	2	157,735.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	271,631.
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	271,631.

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			
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) FMV 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 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	1,630,625.	52,622.	30.987515
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

2 Total of line 1, column (d)	2	61.496108
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	12.299222
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	63,100.
5 Multiply line 4 by line 3	5	776,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	776,081.
8 Enter qualifying distributions from Part XII, line 4	8	1,971,944.

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 Excise 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	2012 estimated tax payments and 2011 overpayment credited to 2012	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 2013 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	

N/A

STMT 6

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BOKSKIDS.ORG
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 2012, 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

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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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)
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
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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)
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?
b If "Yes," did it have excess business holdings in 2012 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 2012.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

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)? 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 **N/A** 5b

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? Yes No **N/A**

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 6b X

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? Yes No **N/A** 7b

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 7		162,744.	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
EWUNIKE AKPAN	40.00	61,800.	0.	0.
LISA HEAVEY ARUTYUNYAN	40.00	53,437.	0.	0.
ALLISON CASCIOTTI	40.00	53,407.	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	EVALUATOR	239,878.
DARE DIGITAL LTD - 101 NEW CAVENDISH ST, LONDON, LONDON, UNITED KINGDOM W1W 6XH	WEB DESIGN, HOSTING & MAINTENANCE	182,099.
M&C SAATCHI PR - 250 PARK AVE SOUTH, 10TH FLOOR, NEW YORK, NY 10003	PUBLIC RELATIONS	60,000.
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	64,061.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	64,061.
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	64,061.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	961.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	63,100.
6	Minimum investment return. Enter 5% of line 5	6	3,155.

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	3,155.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (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	3,155.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,155.
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	3,155.

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	1,971,944.
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	1,971,944.
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	1,971,944.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,155.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	633,875.			
b From 2008	367,169.			
c From 2009	300,857.			
d From 2010	261,267.			
e From 2011	1,627,994.			
f Total of lines 3a through e	3,191,162.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,971,944.				
a Applied to 2011, 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 2012 distributable amount				3,155.
e Remaining amount distributed out of corpus	1,968,789.			
5 Excess distributions carryover applied to 2012 (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:	5,159,951.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	633,875.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,526,076.			
10 Analysis of line 9				
a Excess from 2008	367,169.			
b Excess from 2009	300,857.			
c Excess from 2010	261,267.			
d Excess from 2011	1,627,994.			
e Excess from 2012	1,968,789.			

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 2012, 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				(e) Total
	(a) 2012	(b) 2011	Prior 3 years		
			(c) 2010	(d) 2009	
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 or e-mail 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 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 Paid during the year			THE GRANTS AND CONTRIBUTIONS ARE MADE TO THE GENERAL	
			FUNDS OF THE 501(C)(3) CHARITABLE ORGANIZATIONS FOR	
SEE ATTACHED LISTING			USE IN THEIR CHARITABLE PURPOSES	489,114.
Total			▶ 3a	489,114.
b Approved for future payment				
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

2012

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 foundationCheck 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) (2012)**

Name of organization REEBOK FOUNDATION INC.	Employer identification number 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	\$ 2,172,716.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CROSSFIT, INC 1250 CONNECTICUT AVE NW#200 WASHINGTON, DC 20036	\$ 25,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	METRO WEST HEALTH FOUNDATION 161 WORCESTER RD #202 FRAMINGHAM, MA 01701	\$ 35,010.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	TOWN OF NATICK 13 EAST CENTRAL STREET NATICK, MA 01760	\$ 25,000.	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.)

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
---	---

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	
(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	
(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	
(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	

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

SOURCE	AMOUNT
CITIZENS BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

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	3,394.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,394.	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 CONSULTING	239,879.	0.	0.	239,879.
M&C AGENCY FEES	13,769.	0.	0.	13,769.
OUTSIDE SERVICES	60,000.	0.	0.	60,000.
	53,586.	0.	0.	53,586.
TO FORM 990-PF, PG 1, LN 16C	367,234.	0.	0.	367,234.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSES	34,899.	0.	0.	0.	
BANK CHARGES	969.	0.	0.	0.	
COMMONWEALTH OF MASS - PC FILING FEE	500.	0.	0.	0.	
MARKETING	77,383.	0.	0.	77,383.	
EMPLOYEE TRAINING	6,430.	0.	0.	6,430.	
BOKS PROGRAM SUPPLIES	165,948.	0.	0.	165,948.	
INSURANCE	1,520.	0.	0.	0.	
AMORTIZATION	87,020.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	374,669.	0.	0.	249,761.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	5
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
WEBSITE	109,310.	54,655.	54,655.	54,655.	
WEBSITE	182,099.	50,583.	131,516.	131,516.	
TO 990-PF, PART II, LN 14	291,409.	105,238.	186,171.	186,171.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 6

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 7

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	162,744.	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.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		162,744.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	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	06/30/11		36M		HY43	109,310.				109,310.	18,218.		36,437.	54,655.
2	WEBSITE	02/28/12		36M		HY42	182,099.				182,099.			50,583.	50,583.
	* TOTAL 990-PF PG 1 DEPR & AMORT						291,409.				291,409.	18,218.		87,020.	105,238.

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

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

REEBOK FOUNDATION INC.

FORM 990-PF PAGE 1

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)	500,000.
2	Total cost of section 179 property placed in service (see instructions)	
3	Threshold cost of section 179 property before reduction in limitation	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	

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	
9	Tentative deduction. Enter the smaller of line 5 or line 8	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	
13	Carryover of disallowed deduction to 2013. 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	
15	Property subject to section 168(f)(1) election	
16	Other depreciation (including ACRS)	

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 2012	
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 2012 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 2012 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
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 2012 tax year:					
WEBSITE	022812	182,099.		36M	50,583.
43 Amortization of costs that began before your 2012 tax year				43	36,437.
44 Total. Add amounts in column (f). See the instructions for where to report				44	87,020.

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
01/27/2012	10051	American Heart ASSOCIATION	100 00
01/27/2012	10052	National Multiple SCLEROSIS SOCIETY	165 00
01/27/2012	10053	Two Ten FOUNDATION	1,000.00
01/27/2012	10054	CHILDREN'S HOSPITAL	25 00
01/27/2012	10055	Appalachian Mountain Club	75.00
01/27/2012	10056	Wayne State university	1,500 00
01/27/2012	10057	new England Shelter for Homeless Veterans	100 00
01/27/2012	10058	Pine STREET INN	100.00
01/27/2012	10059	UNIVERSITY OF MASS	100 00
01/27/2012	10060	SalvatiON ARMY	500 00
01/27/2012	10061	WORCESTER POLYTECHNIC INSTITUTE	25.00
01/27/2012	10062	TruSTEES OF Dartmouth College	40.00
01/27/2012	10063	St Joseph's Indian School	25 00
01/27/2012	10064	FATHER FLANAGAN'S BOYS TOWN	25 00
01/27/2012	10065	The Children's Home, Inc	200 00
01/27/2012	10066	Hefer PROJECT INTERNATIONAL	20 00
01/27/2012	10067	Movember Foundation	362 50
01/27/2012	10068	Jett Foundation	50 00
01/27/2012	10069	Joe Andruzzi Foundation	50 00
01/27/2012	10070	Greyhound Friends	600 00
01/27/2012	10071	Trustees of Boston University	150 00
01/27/2012	10072	Home fOR LITTLE WANDERERS	100 00
01/27/2012	10073	Boys & GIRLS CLUB OF Woburn	200 00
01/27/2012	10074	Disabled AMERICAN VETERANS	25 00
01/27/2012	10075	ELIZABETH GLASER PEDIATRIC AIDS FDN	25.00
01/27/2012	10076	UNIVERSITY OF MASS- DARTMOUTH FDN	50 00
01/27/2012	10077	CraDLES TO CRAYONS	100 00
01/27/2012	10078	Charlotte RESCUE MISSION	300 00
01/27/2012	10079	MARSHFIELD FOOD PANTRY	100.00
01/27/2012	10080	ALZHIEMER'S ASSOCIATION	50 00
01/27/2012	10081	Sibling Connections Inc	100 00
01/27/2012	10084	Soles4Souls	720 00
01/27/2012	10085	SOUTH SHORE HABITAT FOR HUMANITY, INC	335 00
01/27/2012	10086	MASS SOC FOR PREV CRUELTY TO Children	50 00
01/27/2012	10087	NYCDOE Office of School Wellness Programs	6,000 00
01/27/2012	10042	City Parks Foundation	39,473 00
01/27/2012	10046	First Student, Inc	2,130 00
01/27/2012	10047	The Arc of Greater Plymouth	1,500 00
02/14/2012	10050	District Of Columbia Treasurer - BOK Program grant	16,800 00
03/02/2012	10201	TruSTEES OF Dartmouth College	25 00
03/02/2012	10202	CHILDREN'S HOSPITAL	100.00
03/02/2012	10203	SPECIAL OLYMPICS MASSACHUSETTS	50 00
03/02/2012	10204	Friends Of thAYER PUBLIC LIBRARY	150 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
03/02/2012	10205	Disabled AMERICAN VETERANS	25 00
03/02/2012	10206	Bates COLLEGE	619.00
03/02/2012	10207	American DiABETES ASSOCIATION	150 00
03/02/2012	10208	SAINT jUde Children's Research Hospital	100 00
03/02/2012	10209	Americares	100 00
03/02/2012	10210	World Vision	360 00
03/02/2012	10211	March of DIMES	50 00
03/02/2012	10212	American Cancer Society	100.00
03/02/2012	10213	SalvatiON ARMY	50 00
03/02/2012	10214	HISTORICAL SOC OF PALM BEACH	50 00
03/02/2012	10215	american parkinson disease association	100.00
03/02/2012	10216	American Red CROSS	100.00
03/02/2012	10217	Dcotors without Borders USA, Inc	100 00
03/02/2012	10218	St Francis hOUSE	50 00
03/02/2012	10219	GREATER BOSTON FOOD BANK	400 00
03/02/2012	10220	TRUSTEES OF RESERVATIONS	200.00
03/02/2012	10221	Krsten's Sunshine Foundation	500 00
03/02/2012	10222	Joan dancy and PALS Foundation	50 00
03/02/2012	10223	Main Street Warner Inc	25 00
03/02/2012	10224	Crohn's & Colitis Foundation	548.52
03/02/2012	10225	Shriners HOSPITAL FOR CHILDREN	100.00
03/02/2012	10226	Norwell Visiting Nurse Association	165 00
03/02/2012	10227	Wounded Warrior Project	100.00
03/02/2012	10228	Ironman Foundation, Inc.	625.00
03/02/2012	10229	CARE	50 00
03/02/2012	10230	Adenoid Cystic Carcinoma Research Foundat	30 00
03/02/2012	10231	WORLD WILDLIFE FUND	50 00
03/02/2012	10232	Aids ACTION COMMITEE	50.00
03/02/2012	10233	MassachusettsSpecial Olympics	150 00
03/02/2012	10234	Susan G. KOMEN for The Cure	150 00
03/02/2012	10235	SHOOTing Touch Inc	3,000.00
03/02/2012	10236	Soles4Souls	1,480.00
03/02/2012	10237	Heifer PROJECT INTERNATIONAL	25 00
03/02/2012	10238	Make A WISH	100 00
03/02/2012	10239	Lakes Region CONSERVATION TRUST	1,000 00
03/02/2012	10240	Movember Foundation	50 00
03/02/2012	10241	Morgan Memorial Foundation	5,000 00
03/26/2012	10252	Red Sox Foundation/Run to Home Base	200 00
03/29/2012	10250	Assoc Grantmakers	2,000 00
03/29/2012	10251	American Liver Foundation	1,500 00
04/05/2012	10253	PROJECT BREAD	250 00
04/05/2012	10254	Holliston Parent Teacher Student Assoc	130 00
04/05/2012	10255	St Francis hOUSE	75 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
04/05/2012	10256	AlzHEIMERS ASSOCIATION	25.00
04/05/2012	10257	Amer CANCER SOCIETY	250.00
04/05/2012	10258	GannON UNIVERSITY	100 00
04/05/2012	10259	BEST FRIENDS ANIMAL SOCIETY	25 00
04/05/2012	10260	Fenn SCHOOL	25 00
04/05/2012	10261	National Multiple SCLEROSIS SOCIETY	50 00
04/05/2012	10262	AlzHEIMERS ASSOCIATION	50 00
04/05/2012	10263	Charlotte RESCUE MISSION	100 00
04/05/2012	10264	ROSIES PLACE	25 00
04/05/2012	10265	Pancreatic Cancer Action Network	50.00
04/05/2012	10266	Vermont Academy	35 00
04/05/2012	10267	American Heart ASSOCIATION	100 00
04/05/2012	10268	National ms SociETY	100 00
04/05/2012	10269	Children's Tumor Foundation	100 00
04/05/2012	10270	Braintree Public Schools	850 00
04/05/2012	10271	MassachusettsSpecial Olympics	25 00
04/05/2012	10272	Avon Products FOUNDATION	325 00
04/05/2012	10273	National ms SociETY	150 00
04/05/2012	10274	Cure PSD	400 00
04/05/2012	10275	School on Wheels of Massachusetts	100 00
04/05/2012	10276	PALS Animal Life Savers	150 00
04/05/2012	10277	Massachusetts Progressive Animal Watchdog	60 00
04/05/2012	10278	Medicines for Humanity	20 00
04/05/2012	10279	The Smile Train	250 00
04/06/2012	10280	Bates COLLEGE	619.00
04/06/2012	10282	Avon Products FOUNDATION	15,700 00
05/10/2012	10285	American Cancer Society	550 00
05/10/2012	10286	Tufts University	50 00
05/10/2012	10287	LeukEMIA & LYMPHOMA .SOCIETY	170 00
05/10/2012	10288	Amer CANCER SOCIETY	75.00
05/10/2012	10289	SAINT jUde Children's Research Hospital	25 00
05/10/2012	10290	Mspca	25 00
05/10/2012	10291	FATHER FLANAGAN'S BOYS TOWN	50 00
05/10/2012	10292	CraDLES TO CRAYONS	500 00
05/10/2012	10293	BEST BUDDIES INTL	50 00
05/10/2012	10294	St Anthony Shrine	50 00
05/10/2012	10295	National ms SociETY	25 00
05/10/2012	10296	American Liver Foundation	100 00
05/10/2012	10297	Archbishop Williams High School	50 00
05/10/2012	10298	RegiS COLLEGE	150 00
05/10/2012	10299	My Brother's Keeper, Inc.	100 00
05/10/2012	10300	Hockomock Area YMCA	210 00
05/10/2012	10301	St. Joseph's Indian School	50 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
05/10/2012	10302	Adenoid Cystic Carcinoma Research Foundat	500 00
05/10/2012	10303	Cancer Community Renewal Project	150.00
05/10/2012	10304	American Cancer Society	150 00
05/10/2012	10305	American Cancer Society	25.00
05/10/2012	10306	Charles River Assoc for Retarded Citizens	30.00
05/10/2012	10307	South Orange family YMCA	1,000 00
05/10/2012	10308	Global Brigades	595 00
05/10/2012	10309	TRUSTEES OF RESERVATIONS	67 00
05/10/2012	10310	Brigham & Women's Hospital	75 00
05/10/2012	10311	Province of Our Lady of Consolation	50 00
05/10/2012	10312	MassachusettsSpecial Olympics	50 00
05/10/2012	10313	Hunter's Hope Foundation	225 00
05/10/2012	10314	World Vision	65 00
05/10/2012	10315	National ms SociETY	250.00
05/10/2012	10316	Melanoma Foundation Of New England	100 00
05/10/2012	10317	Susan G KOMEN For The Cure Indianapolis	56.00
05/10/2012	10318	Bellarmino University	1,500.00
05/31/2012	10330	Earthen Vessels	5,000.00
05/31/2012	10331	Victory Programs, Inc	5,000 00
05/31/2012	10332	Bell FOUNDATION	5,000 00
05/31/2012	10333	ACCESS	10,000.00
05/31/2012	10334	South Shore Stars, Inc	3,000 00
05/31/2012	10335	Blue Hill Observatory	10,000 00
05/31/2012	10336	Artists for Humanity, Inc.	10,000 00
05/31/2012	10337	Teach for America Greater Boston	10,000.00
05/31/2012	10338	Bottom Line, Inc.	10,000 00
05/31/2012	10339	Camp Shriver at UMASS Boston	10,000 00
05/31/2012	10340	CraDLES TO CRAYONS	5,000 00
05/31/2012	10341	Christo Rey	7,250 00
05/31/2012	10342	SOUTH BOSTON NEIGHBORHOOD HOUSE	5,000 00
05/31/2012	10343	FUND FOR PARKS AND.RECREATION	5,000 00
05/31/2012	10344	Eliz STONE HOUSE	5,000.00
05/31/2012	10345	Healthworks Community Fitness	10,000.00
05/31/2012	10346	Jumpstart for Young Children	5,000 00
05/31/2012	10347	Steppingstone Foundation	5,000 00
05/31/2012	10348	Greater Boston Vineyard	5,000 00
05/31/2012	10349	Dream Big!	2,500 00
05/31/2012	10350	Assoc Grantmakers	10,000 00
06/13/2012	10351	Adoptions With Love, Inc.	100 00
06/13/2012	10352	PROJECT BREAD	25 00
06/13/2012	10353	Stonehill College	100 00
06/13/2012	10354	Samaritan's Purse	50 00
06/13/2012	10355	Chidren's Wish Foundation	25.00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
06/13/2012	10356	EpiIISEY FOUNDATION	207 69
06/13/2012	10357	National ms SociETY	50.00
06/13/2012	10358	American Cancer Society	75 00
06/13/2012	10359	BEST BUDDIES INT'L	150 00
06/13/2012	10360	Pan MaSSACHUSETTS CHALLENG	100.00
06/13/2012	10361	American Cancer Society	40 00
06/13/2012	10362	JuvENILE DIABETES RESEARCH FDN	1,500 00
06/13/2012	10363	American Cancer Society	50 00
06/13/2012	10364	Bishop Feehan High School	750 00
06/13/2012	10365	CHILDREN'S HOSPITAL	100.00
06/13/2012	10366	SPECIAL OLYMPICS MASSACHUSETTS	25.00
06/13/2012	10367	K-Love	500 00
06/13/2012	10368	Containers to Clinics	50.00
06/13/2012	10369	One Mission Inc	50 00
06/13/2012	10370	St. Patrnck's Manor	25 00
06/13/2012	10371	Als therapy Development Foundation	1,500 00
06/13/2012	10372	March of DIMES	140.00
06/13/2012	10373	Dover Sherborn Educational Fund	100 00
06/13/2012	10374	Kent Denver School	25 00
06/13/2012	10375	Hunter's Hope Foundation	2,070 00
06/13/2012	10376	Amer CANCER SOCIETY	25 00
06/13/2012	10377	Bristol-Plymouth Regional Vocational Tech	1,000 00
06/13/2012	10378	National ms SociETY	100.00
06/13/2012	10379	Fishers YMCA	1,000 00
06/13/2012	10380	Hunter's Hope Foundation	50 00
06/13/2012	10381	American Cancer Society	100 00
07/03/2012	10405	St. Anthony Shrine	350 00
07/03/2012	10385	MUSCULAR DYSTROPHY ASSOC	40 00
07/03/2012	10386	SalvatiON ARMY	50 00
07/03/2012	10387	American Cancer Society	1,725 00
07/03/2012	10388	Catholic CHARITIES	515.00
07/03/2012	10389	Boston College	750 00
07/03/2012	10390	Pan MaSSACHUSETTS CHALLENG	100 00
07/03/2012	10391	SAINT jUde Children's Research Hospital	25 00
07/03/2012	10392	CHILDREN'S HOSPITAL	100 00
07/03/2012	10393	Save a DOG INC	150 00
07/03/2012	10395	National ms SociETY	500.00
07/03/2012	10396	Delphi Academy Of Boston, Inc.	100 00
07/03/2012	10397	Hunter's Hope Foundation	25 00
07/03/2012	10398	MassachusettsSpecial Olympics	60 00
07/03/2012	10399	National brain Tumor Society	905.00
07/03/2012	10400	Compassionate Care ALS	25.00
07/03/2012	10401	Dynamic Scholarship Fund	1,500 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
07/03/2012	10402	Als therapy Development Foundation	50 00
07/03/2012	10403	American Red CROSS	50 00
08/07/2012	10408	Autism Speaks	50 00
08/07/2012	10409	Dana Farber Cancer INSTITUTE	2,362 00
08/07/2012	10410	American Cancer Society	40 00
08/07/2012	10411	Pan MaSSACHUSETTS CHALLENG	105 00
08/07/2012	10412	SAINT jUde Children's Research Hospital	50 00
08/07/2012	10413	Two STATE YMCA	1,500.00
08/07/2012	10415	LeukEMIA & LYMPHOMA SOCIETY	50.00
08/07/2012	10416	ALZHIEMER'S ASSOCIATION	25 00
08/07/2012	10417	Multiple SCLEROSIS Association Of America	30 00
08/07/2012	10418	Cystitis Fibrosis Foundation	700 00
08/07/2012	10419	SAINT jUde's Game Day Giveback	50 00
08/07/2012	10420	Compassion Pregnancy Center	50 00
08/07/2012	10421	National ms SociETY	25 00
08/07/2012	10422	National brain Tumor Society	110 00
08/07/2012	10424	Northwestern University	250 00
08/07/2012	10425	Maine State society Protection of Animals	50 00
08/07/2012	10426	Hotchkiss School	100.00
08/07/2012	10427	Noble Visting Nurse and Hospice	100 00
08/07/2012	10428	Adam Bullen Memorial Foundation	800.00
08/07/2012	10429	American DiABETES ASSOCIATION	75 00
08/14/2012	10432	Youth Lead, Inc.	5,000 00
08/14/2012	10434	Justice Resource Institute	5,000.00
08/14/2012	10435	Roca, Inc	7,000 00
08/14/2012	10436	America Scores New England	5,000.00
08/14/2012	10437	SHELBOURNE COMMUNITY	7,500 00
08/14/2012	10439	United South End Settlements	2,500.00
08/14/2012	10440	GREATER BOSTON FOOD BANK	10,000 00
08/14/2012	10441	Home fOR LITTLE WANDERERS	5,000 00
08/14/2012	10442	Dorchester House Multi Service Center	3,000 00
08/14/2012	10443	DJ Henry Dream Fund	3,500 00
08/14/2012	10444	SHOOTing Touch Inc	5,000 00
08/14/2012	10446	DCF Kids Fund, Inc.	5,000.00
08/14/2012	10447	Operation warm, Inc.	5,000 00
09/05/2012	10449	YWCA Boston	2,500 00
09/07/2012	10450	Trustees of Boston University	240 00
09/07/2012	10451	Wgbh eDUCATION FOUNDATION	50.00
09/07/2012	10452	Pan MaSSACHUSETTS CHALLENG	150 00
09/07/2012	10453	Mspca	100 00
09/07/2012	10454	University of Rochester	500 00
09/07/2012	10455	SAINT jUde Children's Research Hospital	275.00
09/07/2012	10456	American DiABETES ASSOCIATION	25 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
09/07/2012	10457	CHILDREN'S HOSPITAL	25 00
09/07/2012	10458	National ms SociETY	50 00
09/07/2012	10459	Nephcure Foundation	100.00
09/07/2012	10460	Sunrise Children's Home International, In	1,500 00
09/07/2012	10461	Bobby Marks Jr Memorial Fund	1,575.00
09/07/2012	10463	Dup15q alliance	355 00
09/07/2012	10464	University of Southern California	20 00
09/07/2012	10465	Brideton Historical Society	100 00
09/07/2012	10466	Moose Pond Association	100 00
09/07/2012	10467	Cystitis Fibrosis Foundation	25.00
10/04/2012	10468	Wheeler Mission Ministries	150 00
10/04/2012	10469	Spaulding Rehabilitation Hospital	100 00
10/04/2012	10470	Pan MaSSACHUSETTS CHALLENG	150.00
10/04/2012	10471	JuVENILE DIABETES RESEARCH FDN	50 00
10/04/2012	10472	American Cancer Society	25 00
10/04/2012	10473	National Shrine of St Jude	50 00
10/04/2012	10474	American Heart ASSOCIATION	50 00
10/04/2012	10475	Dana farber Jimmy Fund Walk	302 40
10/04/2012	10476	St Joseph School	500 00
10/04/2012	10477	Special Olympics Indiana	150 00
10/04/2012	10478	ROSIES PLACE	50 00
10/04/2012	10479	JuVENILE DIABETES RESEARCH FDN	100 00
10/04/2012	10480	Jaime Fund	100 00
10/04/2012	10481	Global Grassroots	1,500.00
10/04/2012	10482	Smile Mass Inc	100 00
10/04/2012	10483	Congregation Of Sisters Of St Joseph Of	50 00
10/04/2012	10485	Jeff's Place Children Bereavement Center	560 00
10/04/2012	10486	Aimee's Army	1,285 00
10/04/2012	10487	Broadmeadow Elementary School PTC	45 00
10/04/2012	10488	Mitoaction	50 00
10/04/2012	10489	National Ovarian Cancer Coalition	25 00
10/04/2012	10490	Massachusetts Down Syndrome Congress	50 00
11/20/2012	10492	JuVENILE DIABETES RESEARCH FDN	266 00
11/20/2012	10493	American Foundation Suicide Prevention	100 00
11/20/2012	10494	PartnerS IN CHARITY	50 00
11/20/2012	10495	LeukEMIA & LYMPHOMA SOCIETY	50 00
11/20/2012	10496	American DiABETES ASSOCIATION	50 00
11/20/2012	10497	HerITAGE CHORALE	125 00
11/20/2012	10498	American Cancer Society	75 00
11/20/2012	10499	Abby Kelley Foster House	100.00
11/20/2012	10500	SAINT JUde Children's Research Hospital	25 00
11/20/2012	10501	Compassion Pregnancy Center	30 00
11/20/2012	10502	Pan MaSSACHUSETTS CHALLENG	50 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
11/20/2012	10503	St. John's Seminary	200.00
11/20/2012	10504	American Red CROSS	25 00
11/20/2012	10505	American Liver Foundation	40 00
11/20/2012	10506	Dana Farber Cancer INSTITUTE	50.00
11/20/2012	10507	Multiple Sclerosis Foundation	30 00
11/20/2012	10508	LeukEMIA & LYMPHOMA SOCIETY	500 00
11/20/2012	10509	Ocean State Theater Comapny	400 00
11/20/2012	10510	Standish Humane Society	50 00
11/20/2012	10511	Children's Hospital of Chicago Foundation	25 00
11/20/2012	10512	Food Bank of Monmouth & Ocean County	25 00
11/20/2012	10513	Guardian angel Service dogs	50 00
11/20/2012	10514	Lungevity Foundation	25 00
11/20/2012	10515	ALZHIEMER'S ASSOCIATION	35.00
11/20/2012	10516	JuvENILE DIABETES RESEARCH FDN	50 00
11/20/2012	10517	Gold Coast Down Syndrome Org	100 00
11/20/2012	10518	JuvENILE DIABETES RESEARCH FDN	50 00
11/20/2012	10519	Friends Of Abington Library	25 00
11/20/2012	10520	Aids ACTION COMMITTEE	55 00
11/20/2012	10521	Our Little Bit Of Heaven Animal Rescue &	633 50
11/20/2012	10522	Dana farber Jimmy Fund Walk	1,500 00
11/20/2012	10523	LeukEMIA & LYMPHOMA SOCIETY	500 00
11/20/2012	10524	National brain Tumor Society	350 00
11/20/2012	10525	United Way of Rhode Island	50 00
11/20/2012	10526	Little Brothers Friends of the Elderly	25 00
11/20/2012	10527	Father BILLS AND MAINSPRING	5,197.00
12/02/2012	1002	District Of Columbia Treasurer - BOK Program grant	24,550 00
12/20/2012	10528	Boston Police Athletic League	5,000.00
12/20/2012	10531	Horizons For Homeless Children	5,000 00
12/20/2012	10534	Room to Grow	5,000 00
12/20/2012	10535	Boston Health careHomeless Program	2,500 00
12/20/2012	10536	Samaritans, Inc.	5,000 00
12/20/2012	10537	Notre Dame high School of Lawrence	10,000 00
12/20/2012	10538	Boston Elite	1,000 00
12/20/2012	10539	Generations Incorporated	2,500.00
12/20/2012	10540	BrookWOOD Community Farm	5,000.00
12/20/2012	10541	Youth Enrichment Services	7,500 00
12/20/2012	10542	Year Up	7,500 00
12/20/2012	10543	The City SCHOOL	3,000 00
12/20/2012	10544	Boys& Girls Club of Boston, Inc	5,000 00
12/20/2012	10545	Bridge Over Troubled Waters	10,000 00
12/20/2012	10546	Interfaith Social Services	2,500.00
12/20/2012	10547	University Of Mass - BOSTON	2,500 00
12/21/2012	1003	MillisPublic Schools	2,063 00

**REEBOK FOUNDATION INC
DONATIONS & GIFTS
1/1/2012 THROUGH 12/31/2012**

<u>Date</u>	<u>Check #</u>	<u>Description</u>	<u>Amount</u>
12/27/2012	10549	Disabled AMERICAN VETERANS	50 00
12/27/2012	10550	Mass COLLEGE OF ART FOUNDATION	150.00
12/27/2012	10551	Save the Children	250 00
12/27/2012	10552	St Francis hOUSE	50.00
12/27/2012	10553	My Brother's Keeper, Inc	100.00
12/27/2012	10554	American Cancer Society	90 00
12/27/2012	10555	TruSTEEES OF Dartmouth College	25.00
12/27/2012	10556	Cornell University	250 00
12/27/2012	10557	St Joseph's Indian School	50 00
12/27/2012	10558	Massachusetts Audubon Society	32.00
12/27/2012	10559	BUDDY DOG HUMANE SOCIETY	50.00
12/27/2012	10560	FATHER FLANAGAN'S BOYS TOWN	50 00
12/27/2012	10561	SAINT jUde Children's Research Hospital	225 00
12/27/2012	10562	Two STATE YMCA	500.00
12/27/2012	10563	HANDeL And Haydn Society	500 00
12/27/2012	10564	Gospel For Asia	294.00
12/27/2012	10565	Crohn's & Colitis Foundation	951 48
12/27/2012	10566	Mammograms in Action	30 00
12/27/2012	10567	Russian Jewish Community Foundation	200.00
12/27/2012	10568	Als therapy Development Foundation	100 00
12/27/2012	10569	ALZHIEMER'S ASSOCIATION	25.00
12/27/2012	10570	LeukEMIA & LYMPHOMA .SOCIETY	30.00
12/27/2012	10571	JuvENILE DIABETES RESEARCH FDN	50.00
12/27/2012	10572	Courageous Sailing Center	500 00
12/27/2012	10573	ALS Foundation for Life	100 00
12/27/2012	10574	Massasoit Community College Foundation	100 00
12/27/2012	10575	Crohn's & Colitis Foundation	250 00
12/27/2012	10576	ALZHIEMER'S ASSOCIATION	25 00
12/27/2012	10577	HarvesT HILLS ANIMAL SHELTER	50 00
12/27/2012	10578	National Alliance to end Homelessness	250.00
12/27/2012	10579	Dexter School	500 00
		Adjustment for prior year donations	-1,600 00
			<u>489,114 09</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **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
- 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 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)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** 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.

Form **8868** (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions REEBOK FOUNDATION INC.	Employer identification number (EIN) or 04-3073548
	Number, street, and room or suite no. If a P.O. box, see instructions. 1895 J.W. FOSTER BLVD.	Social security number (SSN)
	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)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO OBTAIN THE PROPER DOCUMENTATION AND RECORDS TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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.	8a	\$	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 and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Paul Schneider* Title *CPA* Date *8/9/13*

Form 8868 (Rev. 1-2013)

SCHNEIDER, SCHNEIDER & ASSOCIATES, P.C.
35 Braintree Hill Office Park
Braintree, Massachusetts 02184
Fed. ID. # 04-3102586