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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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 01-01-2012 , and ending 12-31-2012

Name of foundation PAUL & DAISY SOROS FOUNDATION		A Employer identification number 13-7057096
Number and street (or P O box number if mail is not delivered to street address) 1102 OENOKE RIDGE		B Telephone number (see instructions) (212) 320-5515
City or town, state, and ZIP code NEW CANAAN, CT 06840		C If exemption application is pending, check here <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 48,405,686	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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)	331,782			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	29,848	29,848	29,848	
	4 Dividends and interest from securities.	15,781	15,781	15,781	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-136,436			
	b Gross sales price for all assets on line 6a 11,141				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	240,975	45,629	45,629	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	221,500	41,942	41,942	179,558
	14 Other employee salaries and wages	34,272	6,489	6,489	27,783
	15 Pension plans, employee benefits	45,236	8,566	8,566	36,670
	16a Legal fees (attach schedule)	27,287	5,167	5,167	22,120
	b Accounting fees (attach schedule)	8,128	1,539	1,539	6,589
	c Other professional fees (attach schedule)	14,348	2,717	2,717	11,631
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,067	27,067	27,067	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	259,303	49,099	49,099	210,204
	22 Printing and publications	146,859	27,808	27,808	119,051
	23 Other expenses (attach schedule)	234,330	44,371	44,371	189,959
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,018,330	214,765	214,765	803,565
	25 Contributions, gifts, grants paid.	3,364,625			3,364,625
	26 Total expenses and disbursements. Add lines 24 and 25	4,382,955	214,765	214,765	4,168,190
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,141,980			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

	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	17,507,285	2,681,100	2,681,100	
	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 page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	500,000				
	Less allowance for doubtful accounts ►		500,000	500,000	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a 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)	27,114,515	37,298,720	45,224,586		
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)	44,621,800	40,479,820	48,405,686		
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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			0	
	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				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	44,621,800	40,479,820		
30 Total net assets or fund balances (see page 17 of the instructions)	44,621,800	40,479,820			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	44,621,800	40,479,820			

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	44,621,800
2	Enter amount from Part I, line 27a	2	-4,141,980
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	40,479,820
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	40,479,820

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)
1 a	9 7678SH CAMULOS PARTNERS OFFSHORE	P	2007-01-01	2012-03-05
b	5558SH CAMULOS PARTNERS OFFSHORE	P	2007-01-01	2012-12-28
c	137 2538SH CAMULOS PARTNERS OFFSHORE	P	2007-01-01	2012-12-28
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 2,661		9,768		-7,107
b 128		556		-428
c 8,352		137,253		-128,901
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-7,107
b				-428
c				-128,901
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	-136,436
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	

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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 page 18 of 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	3,309,191	43,560,974	0 075967
2010	3,871,023	54,770,517	0 070677
2009	2,801,869	51,146,415	0 054781
2008	3,059,834	32,137,956	0 095209
2007	3,045,385	8,887,853	0 342646
2 Total of line 1, column (d).			2 0 639280
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 127856
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 51,384,731
5 Multiply line 4 by line 3.			5 6,569,846
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7 6,569,846
8 Enter qualifying distributions from Part XII, line 4.			8 4,168,190

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	0
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 type="checkbox"/> and enter 1% of Part I, line 27b		
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	
3	Add lines 1 and 2.	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	
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	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	5,000
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 <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	5,000
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 5,000 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>				
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <input type="checkbox"/>	10	Yes	

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► PDSOROS.ORG

14	The books are in care of ► DAISY SOROS	Telephone no ► (212) 320-5516
	Located at ► 1102 OENOKE RIDGE NEW CANAAN CT	ZIP +4 ► 06840

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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?	16
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See 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? ► 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? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <input checked="" type="checkbox"/> No		
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?		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 2012?		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
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
DAISY SOROS	TRUSTEE 20 00	0	0	0
1102 OENOKE RIDGE NEW CANAAN, CT 06840				
STANLEY HEGINBOTHAM	DIRECTOR 40 00	139,000	0	0
2521 PALISADE AVE 9B BRONX, NY 10463				
YULIAN RAMOS	DEPUTY DIREC 40 00	82,500	0	0
2300 FIFTH AVENUE 9A NEW YORK, NY 10037				

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.				

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		

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	38,257,230
b Average of monthly cash balances.	1b	13,910,010
c Fair market value of all other assets (see instructions).	1c	0
d Total (add lines 1a, b, and c).	1d	52,167,240
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	52,167,240
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	782,509
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	51,384,731
6 Minimum investment return. Enter 5% of line 5.	6	2,569,237

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	
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	
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	
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	

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	4,168,190
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	4,168,190
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,168,190

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 4,168,190				
a Applied to 2011, 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 2012 distributable amount.				
e Remaining amount distributed out of corpus	4,168,190			
5 Excess distributions carryover applied to 2012 (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:	4,168,190			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	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. <input type="text"/>				
b	Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	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 organization 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))

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

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

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

1) APPLICATION FORM 2) TWO ESSAYS ON SPECIFIED TOPICS 3) THREE REFERENCE LETTERS 4) TRANSCRIPTS FROM ALL COLLEGES AND UNIVERSITIES ATTENDED 5) EVIDENCE THAT APPLICANT MEETS PROGRAM DEFINITION OF "NEW AMERICAN" AND FALLS WITHIN OUR AGE LIMITATIONS

c Any submission deadlines

EARLY NOVEMBER

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

NOT APPLICABLE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	3,364,625
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCONSET TRUST 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	20,000
NEW YORK PHILHARMONIC 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	118,239
CORNELL UNIVERSITY 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	200,000
CCLU 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	25,000
INTERNATIONAL HOUSE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	25,000
LINCOLN CENTER 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	225,000
METROPOLITAN OPERA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	300,000
TECHNOSERVE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	GENERAL	50,000
AADEL CHAUDHURI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	41,248
ABDULRASHEED ALABI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	17,322
AHMED MOOR 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
ALEXANDER BERMAN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
ALICE ZHANG 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	16,202
AMIT JAIN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
ANDY CHEN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,371

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOROKA BO 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,120
BOWEN JIANG 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	27,500
BRIAN GOH 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	30,000
CAMILO ROMERO 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
CARLOS TORRES 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	36,845
CESAR FRANCIA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	57,500
CESAR LOPEZ ANGEL 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	43,334
CHIARA GALIMBERTI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,258
CHRISTINE LAMPREA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	20,841
DANIEL DUZDEVICH 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
DANIEL SOLIS 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	43,297
DARYA NACHINKINA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
DAVID MOU 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	37,533
DAVID RESHEF 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
DEEP SHAH 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DEEPA GALAIYA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	31,667
DEISY DEL REAL 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	21,594
DEKOW SAGAR 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	32,432
DENA SIMMONS 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	32,500
DIANA RASHID 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	32,500
EDUARDO HARITON 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
EDWARD PHAM 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	12,000
ELINA SARKISOVA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	12,500
ELINATHAN OHIOMOBA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	44,209
EVA LUO 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
FRANKIE GUZMAN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
HATTIE CHUNG 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	43,470
HENRY LEUNG 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	8,863
HOMAIRA HOSSEINI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
INDRA SEN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	30,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
IOANA TCHOUKLEVA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
JASMEET AHUJA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	55,000
JASON BAE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
JASON KIM 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
JOHNNY LIN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	19,167
JONAH LALAS 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
JUAN JOFRE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	35,070
KARINA HERRARA GONZALES 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	14,943
KATARINA RUSCIC 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	25,172
LAN LI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	40,500
LAUREL LEE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
LILLA HEINRICH 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	42,620
MARGARET LEE 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	15,941
MARIO GIRON ABREGO 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	33,098
MARISOL LEON 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MELIS ANAHTAR 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	34,394
MICHAEL SLAMA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
ISRA BHATTY 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	12,500
NAMAN SHAH 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	16,207
OSCAR BAEZ 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	9,615
PABLO BARRERA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	21,907
PAUL LINDEN-RETEK 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	33,875
PHILIP BUTLERYS 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	36,166
PHILIP TANEDO 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	19,875
PIOTR BREZEZINSKI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	55,000
QUANG TRAN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	32,501
RESHMAAN HUSSAM 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
RINA THOMAS 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
ROSE LI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	20,296
SAM KHALIFIAN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	28,693

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SAMIR MAYEKAR 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	38,334
SEAN CHEN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	20,908
SHAH ALI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	25,746
SHAYAK SARKAR 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	35,000
SHIRAG SHEMMASSIAN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	5,000
SOCHEATA POEUV 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	12,500
STEPHEN NARAIN 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	29,260
STEVE XU 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	45,000
TAREK GHANI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	18,110
VANARA TAING 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
VICTOR ROY 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	32,920
VIVEK RAMASWAMY 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	35,000
XIAO PENG 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	41,500
YIFAN XU 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
YIN LI 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	31,665

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YOONHEE HA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	20,297
EMI FERGUSON 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	12,500
ESTHER TERUASHVILY 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	22,500
ZAHIR DOSSA 888 SEVENTH AVE 32ND FL NEW YORK, NY 101060001	N/A	NONE	FELLOWSHIP	15,000
Total			► 3a	3,364,625

2012

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

Name of the organization
PAUL & DAISY SOROS FOUNDATION**Employer identification number**

13-7057096

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization

PAUL & DAISY SOROS FOUNDATION

Employer identification number

13-7057096

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	PAUL SOROS 1998 CLT 1102 OENOKE RIDGE NEW CANAAN, CT 06840	\$ 331,782	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

PAUL & DAISY SOROS FOUNDATION

Employer identification number

13-7057096

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
1	2498 1037SH MW CORE FUND CL A US	\$ 331,782	2012-12-28
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization PAUL & DAISY SOROS FOUNDATION			Employer identification number 13-7057096
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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ 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	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: PAUL & DAISY SOROS FOUNDATION

EIN: 13-7057096

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	8,128	1,539	1,539	6,589

TY 2012 Compensation Explanation

Name: PAUL & DAISY SOROS FOUNDATION**EIN:** 13-7057096

Person Name	Explanation
DAISY SOROS	
STANLEY HEGINBOTHAM	
YULIAN RAMOS	

TY 2012 Investments - Other Schedule

Name: PAUL & DAISY SOROS FOUNDATION**EIN:** 13-7057096

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
QUANTUM ENDOWMENT FUND	AT COST	33,960,810	41,638,293
CAMULOS PARTNERS	AT COST		
GOLD	AT COST	3,006,128	3,254,511
MARSHALL WACE CORE FUND	AT COST	331,782	331,782

TY 2012 Legal Fees Schedule

Name: PAUL & DAISY SOROS FOUNDATION

EIN: 13-7057096

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	27,287	5,167	5,167	22,120

TY 2012 Other Expenses Schedule

Name: PAUL & DAISY SOROS FOUNDATION

EIN: 13-7057096

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
CONFERENCE EXPENSES	90,296	17,098	17,098	73,198
OFFICE EXPENSES	140,089	26,526	26,526	113,563
NYS 2011 FILING FEE	750	142	142	608
MISCELLANEOUS	3,195	605	605	2,590

**TY 2012 Other Notes/Loans
Receivable Short Schedule****Name:** PAUL & DAISY SOROS FOUNDATION**EIN:** 13-7057096

Name of 501(c)(3) Organization	Balance Due
LOANS RECEIVABLE	500,000

TY 2012 Other Professional Fees Schedule

Name: PAUL & DAISY SOROS FOUNDATION**EIN:** 13-7057096

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT OTHER PROFESSIONAL FEES	14,348	2,717	2,717	11,631

TY 2012 Substantial Contributors Schedule

Name: PAUL & DAISY SOROS FOUNDATION

EIN: 13-7057096

Name	Address
PAUL SOROS 1998 CLT	1102 OENOKE RIDGE NEW CANAAN, CT 06840
PAUL SOROS FAMILY TRUST	1102 OENOKE RIDGE NEW CANAAN, CT 06840
DAISY SOROS FAMILY TRUST	1102 OENOKE RIDGE NEW CANAAN, CT 06840

TY 2012 Taxes Schedule

Name: PAUL & DAISY SOROS FOUNDATION**EIN:** 13-7057096

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	27,067	27,067	27,067	