Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: AstraZeneca HealthCare Foundation

A Employer identification number: 51-0349682

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 15437 | Room/suite

B Telephone number: 302-886-3000

City or town, state, and ZIP code: Wilmington, DE 19850-5437

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 14,637,523.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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))

	Line		(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	18,966.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,259.	5,259.		Statement 1
	4	Dividends and interest from securities	361,277.	361,277.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,346.			
	b	Gross sales price for all assets on line 6a 8,270,277.				
	7	Capital gain net income (from Part IV, line 2)		55,346.		
	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	440,848.	421,882.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees Stmt 3	589,068.	23,730.		565,338.
	17	Interest				
	18	Taxes Stmt 4	7,700.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 5	13,581.	2,333.		11,248.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	610,349.	26,063.		576,586.
	25	Contributions, gifts, grants paid	4,405,400.			4,405,400.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,015,749.	26,063.		4,981,986.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<4,574,901.>			
	b	**Net investment income** (if negative, enter -0-)		395,819.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,562.	44,377.	44,377.
	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 Stmt 7	19,073,116.	14,593,146.	14,593,146.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	19,087,678.	14,637,523.	14,637,523.
Liabilities	17 Accounts payable and accrued expenses		10,223.	
	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 ▶ Statement 8)	0.	19,471.	
	23 **Total liabilities** (add lines 17 through 22)	0.	29,694.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	18,911,873.	14,417,858.	
	25 Temporarily restricted	175,805.	189,971.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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			
	30 **Total net assets or fund balances**	19,087,678.	14,607,829.	
	31 **Total liabilities and net assets/fund balances**	19,087,678.	14,637,523.	

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	19,087,678.
2 Enter amount from Part I, line 27a	2	<4,574,901.>
3 Other increases not included in line 2 (itemize) ▶ Unrealized Gains on Investments	3	284,712.
4 Add lines 1, 2, and 3	4	14,797,489.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	189,660.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,607,829.

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	Vanguard ST Bond Fund CG Dist		01/01/10	12/31/12
b	Vanguard ST Bond Fund CG Dist		06/30/12	12/31/12
c	Vanguard ST Bond Fund Sales		06/30/12	12/31/12
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	42,853.			42,853.
b	18,749.			18,749.
c	8,208,675.		8,214,931.	<6,256.>
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				42,853.
b				18,749.
c				<6,256.>
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	55,346.
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	N/A

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	3,917,807.	21,871,784.	.179126
2010	2,616,580.	24,564,774.	.106518
2009	395,120.	1,269,808.	.311165
2008	82,222.	192,708.	.426666
2007	138,999.	46,783.	2.971143

2	**Total** of line 1, column (d)	2	3.994618
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	.798924
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,766,288.
5	Multiply line 4 by line 3	5	14,193,914.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,958.
7	Add lines 5 and 6	7	14,197,872.
8	Enter qualifying distributions from Part XII, line 4	8	4,981,986.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	7,916.
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	7,916.
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	7,916.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,700.		
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	7,700.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	33.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	249.
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** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, FL			
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? If "No," attach explanation*	8b	X	
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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ See Part XV

14 The books are in care of ▶ AstraZeneca HealthCare Foundation, Telephone no. ▶ 302-885-4503
Located at ▶ 1800 Concord Pike, A1C-101, Wilmington, DE ZIP+4 ▶ 19850-5437

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

			Yes	No
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		X
	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

			Yes	No
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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 ☒ 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 ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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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)? 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 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? 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 9		0.	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
NONE				

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

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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
Yoh Services, LLC Dept AT 40151, Atlanta, GA 31192-0151	Staffing	187,014.
Ciber, Inc. P.O. Box 912468, Denver, CO 80291-2468	IT / Project Management Services	174,430.
Jacobstahl, Inc. 315 East 65th Street, New York, NY 10065	Public Relations	79,579.

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	
All other program-related investments. See instructions. 3	
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	17,989,053.
b	Average of monthly cash balances	1b	47,788.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,036,841.
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	18,036,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,553.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,766,288.
6	**Minimum investment return.** Enter 5% of line 5	6	888,314.

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	888,314.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 7,916.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,916.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	880,398.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	880,398.
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	880,398.

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	4,981,986.
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	4,981,986.
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	4,981,986.

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				880,398.
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				
b From 2008				
c From 2009				
d From 2010				
e From 2011 2,839,196.				
f Total of lines 3a through e	2,839,196.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 4,981,986.				
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				880,398.
e Remaining amount distributed out of corpus	4,101,588.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,940,784.			
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	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,940,784.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 2,839,196.				
e Excess from 2012 4,101,588.				

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	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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:

See Statement 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached listing	None			4,405,400.
Total			▶ 3a	4,405,400.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,259.	
4 Dividends and interest from securities			14	361,277.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	55,346.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		421,882.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 421,882.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

223621
12-05-12

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Robert Tortorello | 4/26/13 | Assistant Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Peter Kennedy	Peter Kennedy	04/05/13		P00571422
Firm's name ▶ Cover & Rossiter, P.A.			Firm's EIN ▶ 51-0232475	
Firm's address ▶ 62 Rockford Road, Suite 200 Wilmington, DE 19806			Phone no. (302) 656-6632	

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Cash Account Interest	5,259.
Total to Form 990-PF, Part I, line 3, Column A	5,259.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Vanguard ST Bond Fund	361,277.	0.	361,277.
Total to Fm 990-PF, Part I, ln 4	361,277.	0.	361,277.

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
Consulting Fees	237,302.	23,730.		213,572.
IT Consulting - Website Maint.	174,295.	0.		174,295.
Grant Management Consultant	38,480.	0.		38,480.
Grant Marketing Consultant	79,579.	0.		79,579.
Grant Meeting Consultant	16,421.	0.		16,421.
Grant Research Consultant	42,185.	0.		42,185.
Graphic Design	806.	0.		806.
To Form 990-PF, Pg 1, ln 16c	589,068.	23,730.		565,338.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
990 PF Excise Tax	7,700.	0.		0.
To Form 990-PF, Pg 1, ln 18	7,700.	0.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Publication of Grant Announcement	6,180.	0.		6,180.
Professional Membership Fees	2,735.	0.		2,735.
Webinar Registration Fees	177.	0.		177.
Printing Expenses	2,879.	1,440.		1,439.
Financial Report Fee	175.	175.		0.
Insurance	1,435.	718.		717.
To Form 990-PF, Pg 1, ln 23	13,581.	2,333.		11,248.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 6

Description	Amount
Prior Period Adjustment - Report @ FMV	189,660.
Total to Form 990-PF, Part III, line 5	189,660.

Form 990-PF Other Investments Statement 7

Description	Valuation Method	Book Value	Fair Market Value
Short-Term Bond Funds	FMV	14,593,146.	14,593,146.
Total to Form 990-PF, Part II, line 13		14,593,146.	14,593,146.

Form 990-PF Other Liabilities Statement 8

Description	BOY Amount	EOY Amount
Due to Affiliate for Tax payments	0.	19,471.
Total to Form 990-PF, Part II, line 22	0.	19,471.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
James W. Blasetto, M.D., MPH, FACC C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Chairman / Trustee 3.00	0.	0.	0.
David P. Nicoli, Esq. C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	President / Trustee 2.00	0.	0.	0.
Ms. Emily Denney C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Vice-President / Trustee 2.00	0.	0.	0.
Ann V. Booth-Barbarin, Esq. C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Secretary / Trustee 2.00	0.	0.	0.
Mr. David E. White C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Treasurer 2.00	0.	0.	0.

Ms. Cindy Bertrando, CPA C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Assistant Treasurer / Trustee 2.00	0.	0.	0.
Mr. Robert L. Busch C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Assistant Treasurer 0.00	0.	0.	0.
Mr. Robert Tortorello C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Assistant Treasurer 1.00	0.	0.	0.
Mr. Keith Burns C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Assistant Treasurer 0.00	0.	0.	0.
Mr. Ronald E. Pawlak C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Assistant Treasurer 0.00	0.	0.	0.
Michael Miller, M.D., FACC, FAHA C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
John Buse, M.D., PhD. C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
L. Kristin Newby, MD, MHS C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
Jennifer Mieres, MD, FACC, FASNC,FAHA C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
Howard Hutchinson, MD, FACC C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
Timothy J. Gardner, M.D. C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Trustee 2.00	0.	0.	0.
Ms. Joyce Jacobson C/O AZHCF; P.O. Box 15437 Wilmington, DE 19850-5437	Executive Director 40.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF . Grant Application Submission Information Part XV, Lines 2a through 2d Statement 10

Name and Address of Person to Whom Applications Should be Submitted

Submit via website

Name of Grant Program

Connections for Cardiovascular Health

Email Address

See below

Form and Content of Applications

Applications are only accepted on the Foundation's website; www.astrazeneca-us.com/responsibility/astrazeneca-healthcare-foundation

Any Submission Deadlines

March 15th

Restrictions and Limitations on Awards

See attached statement "Connections for Cardiovascular Health Criteria."

Connections for Cardiovascular Health℠ Criteria

The AstraZeneca HealthCare Foundation's ***Connections for Cardiovascular Health℠*** program awards Foundation grants of $150,000 and more annually to US-based, nonprofit 501(c)(3) organizations or similar nonprofit organizations working to improve cardiovascular health in their communities.

The intent of the grants awarded is to support innovative initiatives or programs at the community level to help improve cardiovascular health in the community during the grant year and subsequent years. Our intent is to maximize the benefit to patients and we will review each application with that in mind.

To qualify for a Foundation grant, an organization is required to be a 501(c)(3) or similar nonprofit organization, based in the United States, and eligible to receive charitable donations. The nonprofit organization must be engaged in charitable work at the community level or otherwise. The program must address the Foundation's *Connections for Cardiovascular Health* mission and meet four key criteria:

1. Address patient cardiovascular health issues within the United States and its territories
2. Recognize and work to address an unmet need related to cardiovascular health in the community
3. Respond to the urgency around addressing cardiovascular health issues including cardiovascular disease or conditions contributing to cardiovascular disease
4. Improve the quality of patients' and non-professional caregivers' lives in connection with the services provided and work done

Foundation grant applications that meet the criteria and describe innovative initiatives with clearly defined outcomes, measurable results and processes will be considered for funding. Applicants must demonstrate sustainability plans for the initiative so that it can continue to improve cardiovascular health after the Foundation grant funds are expended.

Organizational Criteria

- The organization and its program must be based in the United States and its territories.
- The foundation provides grants to organizations that are:
  - Nonprofit with a 501(c)(3) designation
  - Public schools
  - Municipal institutions (e.g. city health department, municipal hospital, or county board of health)
- Applying organizations will be required to provide a copy of their current IRS 990 form or documents that establish eligibility to receive charitable donations as well as audited financials for the past fiscal year.

Funding

- The majority of Foundation grants are between $150,000 and $250,000. There is a yearly maximum cap amount of $1.5 million per program.
- An organization with current funding does not have to wait until that funding has ended to submit another application for a new program.
- Incidental equipment and costs necessary to complete or sustain a project are allowed.
- Programs should be designed with funding for equipment less than 30% of the total budget. Exceptions will only be considered when the equipment is integral to the specific program design (e.g., tele-monitoring equipment, first responder equipment, BP monitoring equipment).

Connections for Cardiovascular Health℠ Criteria

- Multi-year funding grant applications up to three years are accepted. Only extraordinary applications will receive multi-year funding.
  - If multi-year funding is not approved, the application will be considered for one year funding for the amount represented in the first year. For this reason, multi-year program applicants should design program initiatives where results are independent from year to year and not dependent on previous year's activity or future plans.
  - The minimum grant amount for the first year is $150,000 and $500,000 is the maximum yearly request for multi-year grants.

Program Design

- **Exclusions.** The Foundation does not fund programs that focus exclusively on the following:
  - Capital investments and unsolicited capital campaigns
  - Media/awareness campaigns
  - Enhancement of existing hospital services (e.g. inpatient case management) or hospital software systems
  - Professional education and/or training for healthcare professionals that is more than incidental to the program
  - Research or clinical trials
  - Healthcare Provider/Cardiologist salaries
  - Faith-based programs that are NOT open to the community-at-large.

- The Foundation does NOT support:
  - Cardiovascular initiatives outside the US or its territories
  - Individuals
  - For-profit organizations
  - Endowments
  - Journals or advertising
  - Political causes, lobbying, fraternal, or social organizations
  - Religious organizations whose activities are not open to the general public
  - Nonprofit organizations that discriminate on the basis of race, gender, creed, culture, age, national origin, physical disability, sexual orientation, or status as a military veteran

- **Preference**—the Foundation seeks programs that:
  - **Are focused on measurable results.** The program should demonstrate clear, defined and designated outcomes, measurements and processes.
  - **Provide an innovative approach.** The program should find innovative ways relevant to the program, population, and goals to maximize benefits for the patients and impact to the community.
  - **Demonstrate sustainability**. Programs should be able to continue beyond potential grant period and potential AstraZeneca HealthCare Foundation funding.

AstraZeneca HealthCare Foundation, Inc. EIN #51-0349682

Connections for Cardiovascular Health [SM]

2012 Foundation Grant Awardees - 990-PF Part XV, Line 3a

Recipient Organization	Foundation Status	Program name	Grant Amount
Allegiance Health Foundation	509(a)(3) Type II	Health Improvement Organization Community Hearts	$155,000
Catherine's Health Center	509(a)(1)	Live Heart Smart	$161,950
Christiana Care Health System	509(a)(1)	Cardiovascular Outreach Prevention Program (C.O.P.P.)	$195,809
Cornell Cooperative Extension Association of Schenectady County	509(a)(1)	Health Shares: Doctors Prescribing Healthy Local Produce to At-Risk, Low Income Families	$189,500
Cornerstone Assistance Network	509(a)(2)	Cardio CAN Outreach Year 2 & 3	$191,955
Dr. Arenia C. Mallory Community Health Center, Inc.	509(a)(1)	Dr. Martha W. Davis Healthy Families Movement Program	$250,000
Elkhorn Logan Valley Public Health Department (ELVPHD)	Government Organization	Operation Heart to Heart	$250,000
Flagstaff Medical Center	509(a)(1)	Northern Arizona Diabetes - Heart Connection, Year 2	$158,160
Foundation for Community Partnerships	509(a)(1)	Partnering for Youth Cardio-Fit Project	$253,297
Gulf Coast Health Educators	509(a)(2)	Chronic Disease Management and Prevention Program (CDMP)	$187,653
Joan & Sanford I. Weill Medical College of Cornell University	509(a)(1)	The Weill Cornell Heart to Heart Community Outreach Campaign	$181,895
KENTUCKY DEPT FOR PUBLIC HEALTH - Ashland-Boyd County Health Department	Government Organization	Appalachian Partnership for Positive Living and Eating (A.P.P.L.E.)	$210,000
Matthew Walker Comprehensive Health Center	509(a)(1)	Dial Down Diabetes	$173,700
Palmetto Project	509(a)(1)	Heart & Soul	$215,510
Saint Agnes Hospital Foundation, Inc.	509(a)(3) Type I	Heart-to-Heart	$244,455
Sankofa Community Development Corporation	509(a)(2)	Sankofa HEAL Project	$150,000
St. Mary's Health Wagon	509(a)(1)	Appalachian Healthy Heart Initiative	$239,500
Sustainable Food Center	509(a)(1)	Sustainable Food Center Cultivating Healthy Communities	$197,772
University of Miami Miller School of Medicine	509(a)(1)	Healthy Living for Better Days	$223,738
Washington Hospital Center Foundation	509(a)(3) Type I	'Hair, Heart and Health': Barbershops as a Venue for Engaging Underserved Communities in Healthy Lifestyles and CVD Prevention	$256,460
West Virginia Health Right, Inc.	509(a)(1)	Pathways to Cardiovascular Health	$185,025
Whittier Street Health Center	509(a)(2)	The Connections for Cardiovascular Care	$150,000
Other grants:			
Employee Disaster Relief Fund	N/A	Assist employees in need	4,800
		Total Grants	$4,426,179
		CCH Grant Return	(20,779)
		Total Grant Expense for 2012	**$4,405,400**

To Form 990-PF Part I, line 25