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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning , 2012, and ending ,

B Check if applicable
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C
Sea Shepherd Conservation Society
PO Box 2616
Friday Harbor, WA 98250

D Employer Identification Number: 93-0792021

E Telephone number: 360-370-5650

G Gross receipts $ 15,329,317.

F Name and address of principal officer: Marnie Gaede
Same As C Above

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( )◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ► www.seashepherd.org

H(c) Group exemption number ►

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation 1981

M State of legal domicile

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: Marine wildlife conservation: to end the destruction of habitat and slaughter of wildlife in the world's oceans in order to conserve and protect ecosystems and species.

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	10
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	9
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	28
6	Total number of volunteers (estimate if necessary)	6	150
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-101,427.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	-101,427.

		Prior Year	Current Year
Revenue			
8	Contributions and grants (Part VIII, line 1h)	10,079,694.	12,921,360.
9	Program service revenue (Part VIII, line 2g)	18,229.	14,630.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,110.	22,633.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	114,003.	699,065.
12	Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	10,214,036.	13,657,688.
Expenses			
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		2,070,637.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,531,899.	1,147,332.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 540,294.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	9,449,282.	10,195,479.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	10,981,181.	13,413,448.
19	Revenue less expenses. Subtract line 18 from line 12	-767,145.	244,240.
Net Assets or Fund Balances		**Beginning of Current Year**	**End of Year**
20	Total assets (Part X, line 16)	5,877,124.	5,305,049.
21	Total liabilities (Part X, line 26)	880,814.	371,111.
22	Net assets or fund balances Subtract line 21 from line 20	4,996,310.	4,933,938.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

► Susan F. Hartland — Signature of officer — Date: Feb 14, 2014

► Susan Hartland, Admin Director — Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Robert C Hilsinger	Robert C Hilsinger	2/14/14		P00039366

Firm's name ► Hilsinger & Company PS
Firm's address ► PO BOX 810 - 880 Guard St, FRIDAY HARBOR, WA 98250
Firm's EIN ► 26-4060535
Phone no (360) 757-3175

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

SCANNED MAR 05 2014
RECEIVED OGDEN, UT

G17 3

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

Marine wildlife conservation: to end the destruction of habitat and slaughter of wildlife in the world's oceans in order to conserve and protect ecosystems and species.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [X] Yes [ ] No

If 'Yes,' describe these changes on Schedule O. See Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code:) (Expenses $ 7,464,355. including grants of $) (Revenue $)

See Schedule O

4b (Code:) (Expenses $ 1,707,941. including grants of $) (Revenue $)

See Schedule O

4c (Code:) (Expenses $ 985,907. including grants of $) (Revenue $)

See Schedule O

4d Other program services. (Describe in Schedule O.) See Schedule O

(Expenses $ 1,958,754. including grants of $) (Revenue $)

4e Total program service expenses ► 12,116,957.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10		X
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b		X
c	Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI, and XII*	12a		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	X	
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b	X	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Parts II and IV*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I (see instructions)*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22		X
23	Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If 'Yes,' complete Schedule J*	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If 'Yes,' complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If 'Yes,' complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If 'Yes,' complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30	X	
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If 'Yes,' complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If 'Yes,' complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1 a	35			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1 b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1 c		X
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a	28			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2 b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file.* (see instructions)					
3 a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3 a	X	
b	If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O*			3 b	X	
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4 a	X	
b	If 'Yes,' enter the name of the foreign country: ► EC-CA-AU					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5 a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5 b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?			5 c		
6 a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6 a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6 b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7 a		X
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?			7 b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7 c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7 e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7 f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7 g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7 h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9 a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9 b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10 a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10 b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11 a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11 b				
12 a	**Section 4947(a)(1) non - exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12 a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12 b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13 a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13 b				
c	Enter the amount of reserves on hand	13 c				
14 a	Did the organization receive any payments for indoor tanning services during the tax year?			14 a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*			14 b		

Part VI Governance, Management and Disclosure *For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

			Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	1a	10		
b Enter the number of voting members included in line 1a, above, who are independent	1b	9		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? See Schedule O		2	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? See Sch O		4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6 Did the organization have members or stockholders?		6		X
7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?		8a	X	
b Each committee with authority to act on behalf of the governing body?		8b		X
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O*		9		X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

		Yes	No
10 a Did the organization have local chapters, branches, or affiliates?	10a	X	
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	X	
11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O			
12 a Did the organization have a written conflict of interest policy? *If 'No,' go to line 13*	12a	X	
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done* See Schedule O	12c	X	
13 Did the organization have a written whistleblower policy?	13	X	
14 Did the organization have a written document retention and destruction policy?	14	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a		X
b Other officers of key employees of the organization	15b		X
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)			
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA WA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

[ ] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► Sea Shepherd Conservation Soc PO Box 2616 Friday Harbor WA 98250 360-370-5650

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers, key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Paul Watson Executive Dir.	40 0	X		X				115,499.	0.	0.
(2) Ben Zuckerman Board member	2 0	X						0.	0.	0.
(3) Marnie Gaede Vice President	2 0	X		X				0.	0.	0.
(4) Robert Wintner Board member	2 0	X						0.	0.	0.
(5) Lani Blazier Secretary	2 0	X		X				0.	0.	0.
(6) Peter Rieman Treasurer	2 0	X		X				0.	0.	0.
(7) Bob Talbot Board member	2 0	X						0.	0.	0.
(8) Persia White Board member	2 0	X						0.	0.	0.
(9) Anthony Kiedis Board member	2 0	X						0.	0.	0.
(10) Bonny Schumaker Vice President	2 0	X		X				0.	0.	0.
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(cont)*

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1 b Sub-total ►								115,499.	0.	0.
c Total from continuation sheets to Part VII, Section A ►								0.	0.	0.
d Total (add lines 1b and 1c) ►								115,499.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 1

		Yes	No
3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If 'Yes' complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ► 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 141,574.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 12,779,786.				
	g Noncash contributions included in lns 1a-1f:	$ 226,537.				
	h Total. Add lines 1a-1f ►		12,921,360.			
PROGRAM SERVICE REVENUE		Business Code				
	2a Education and outreach		14,630.	14,630.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ►		14,630.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) ►		1,633.			1,633.
	4 Income from investment of tax-exempt bond proceeds ►					
	5 Royalties ►		813,141.	813,141.		
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ►					
		(i) Securities / (ii) Other				
	7a Gross amount from sales of assets other than inventory	(ii) 21,000.				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)	(ii) 21,000.				
	d Net gain or (loss) ►		21,000.	21,000.		
	8a Gross income from fundraising events (not including $ 141,574. of contributions reported on line 1c) See Part IV, line 18	a 39,780.				
	b Less: direct expenses	b 63,060.				
	c Net income or (loss) from fundraising events ►		-23,280.			
	9a Gross income from gaming activities See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ►					
	10a Gross sales of inventory, less returns and allowances	a 1,517,773.				
	b Less: cost of goods sold	b 1,608,569.				
	c Net income or (loss) from sales of inventory ►		-90,796.	10,631.	-101,427.	
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ►					
	12 Total revenue. See instructions ►		13,657,688.	859,402.	-101,427.	1,633.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	2,070,637.	2,070,637.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	115,499.	103,949.	5,775.	5,775.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	833,859.	507,466.	124,828.	201,565.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	115,178.	66,289.	25,654.	23,235.
10 Payroll taxes	82,796.	52,614.	12,721.	17,461.
11 Fees for services (non-employees):				
a Management				
b Legal	1,651,607.	1,550,126.	92,249.	9,232.
c Accounting	46,716.		46,716.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O)	241,417.	135,122.	105,895.	400.
12 Advertising and promotion				
13 Office expenses	482,449.	310,954.	154,859.	16,636.
14 Information technology	201,078.	130,009.	38,865.	32,204.
15 Royalties				
16 Occupancy	74,049.	44,091.	27,779.	2,179.
17 Travel	498,069.	392,396.	73,459.	32,214.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	14,644.		14,644.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	13,062.	8,502.	4,413.	147.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Ship expenses	4,995,770.	4,995,770.		
b Other campaign expenses	682,718.	682,718.		
c Depreciation expense	550,635.	544,759.	4,219.	1,657.
d Video, film, photo	284,538.	272,087.	12,269.	182.
e All other expenses	458,727.	249,468.	11,852.	197,407.
25 Total functional expenses. Add lines 1 through 24e	13,413,448.	12,116,957.	756,197.	540,294.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X ☐

					(A) Beginning of year		(B) End of year
ASSETS	1	Cash — non-interest-bearing			452,749.	1	435,772.
	2	Savings and temporary cash investments			8,016.	2	519,212.
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	70,271.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			400,089.	8	115,461.
	9	Prepaid expenses and deferred charges			892.	9	282.
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a	5,886,353.			
	b	Less: accumulated depreciation	10b	2,586,039.	4,955,088.	10c	3,300,314.
	11	Investments — publicly traded securities			60,290.	11	76,953.
	12	Investments — other securities See Part IV, line 11				12	
	13	Investments — program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11				15	786,784.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			5,877,124.	16	5,305,049.
LIABILITIES	17	Accounts payable and accrued expenses			601,158.	17	235,238.
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			279,656.	23	135,873.
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D				25	
	26	**Total liabilities.** Add lines 17 through 25			880,814.	26	371,111.
NET ASSETS OR FUND BALANCES		**Organizations that follow SFAS 117 (ASC 958), check here ► [X] and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			4,996,310.	27	4,933,938.
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ► ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			4,996,310.	33	4,933,938.
	34	Total liabilities and net assets/fund balances			5,877,124.	34	5,305,049.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,657,688.
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,413,448.
3	Revenue less expenses Subtract line 2 from line 1	3	244,240.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,996,310.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	-316,991.
9	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	9	10,379.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	4,933,938.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990. [ ] Cash [X] Accrual [ ] Other			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both· [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b		X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both. [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c		
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
Sea Shepherd Conservation Society	93-0792021

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III – Functionally integrated **d** ☐ Type III – Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11 g (i)**		
(ii) A family member of a person described in (i) above?	**11 g (ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11 g (iii)**		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section **(see instructions)**)	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants') Pt. IV	3,984,179.	4,581,880.	7,394,230.	10048802.	12677344.	38,686,435.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 **Total.** Add lines 1 through 3	3,984,179.	4,581,880.	7,394,230.	10048802.	12677344.	38,686,435.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						10,220,867.
6 **Public support.** Subtract line 5 from line 4						28,465,568.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,984,179.	4,581,880.	7,394,230.	10048802.	12677344.	38,686,435.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	299,351.	120,737.	860,098.	122,536.		1,402,722.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,092.	16,544.	14,042.	3,750.		35,428.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11 **Total support.** Add lines 7 through 10						40,124,585.

12 Gross receipts from related activities, etc (see instructions) | 12 | 0.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 70.94 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 95.06 %

16a **33-1/3% support test – 2012.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☒

b **33-1/3% support test – 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

17a **10%-facts-and-circumstances test – 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

b **10%-facts-and-circumstances test – 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ► ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lns 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33-1/3% support tests – 2012.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

b **33-1/3% support tests – 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
Sea Shepherd Conservation Society	93-0792021

Part I **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II **Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► ______

4 Number of states where property subject to conservation easement is located ► ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► ______

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ► $ ______

(ii) Assets included in Form 990, Part X ► $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ► $ ______

b Assets included in Form 990, Part X ► $ ______

Part III | Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV | Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

		Amount
c Beginning balance	1 c	
d Additions during the year	1 d	
e Distributions during the year	1 e	
f Ending balance	1 f	

2 a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explantion has been provided in Part XIII ☐

Part V | Endowment Funds. Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ► %
b Permanent endowment ► %
c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI | Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		214,256.		214,256.
b Buildings		644,043.		644,043.
c Leasehold improvements				
d Equipment		29,345.		29,345.
e Other		4,998,709.	2,586,039.	2,412,670.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				3,300,314.

Part VII Investments — Other Securities. See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 12.)* ►		

Part VIII Investments — Program Related. See Form 990, Part X, line 13. N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 13.)* ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Boat-no longer in service	16,970.
(2) Helicopter-no longer in service	769,813.
(3) Rounding	1.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, column (B), line 15.)* ►	786,784.

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return N/A

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines **2a** through **2d**		2e	
3	Subtract line **2e** from line **1**		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines **4a** and **4b**		4c	
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12)*		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return N/A

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines **2a** through **2d**		2e	
3	Subtract line **2e** from line **1**		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines **4a** and **4b**		4c	
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18)*		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Schedule F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: Sea Shepherd Conservation Society

Employer identification number: 93-0792021

Part I **General Information on Activities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States. Part V

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region Pt V
(1) South America	1	5	Program services	Galapagos Islands	367,074.
(2) East Asia and Pacific			Program services	Ship and crew	4,618,741.
(3) East Asia and Pacific			Grants to recipients		2,070,637.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	1	5			7,056,452.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1	5			7,056,452.

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)		Part V Asia-Pacific	Conservation			2,070,637.	Vessel	Book value
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► 0

3 Enter total number of other organizations or entities ► 0

TEEA3502L 12/17/12

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* [X] Yes [ ] No

2 Did the organization have an interest in a foreign trust during the tax year? *If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* [ ] Yes [X] No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* [ ] Yes [X] No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* [ ] Yes [X] No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If 'Yes,' the organization may be required to file Form 8865, Return of U.S Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* [ ] Yes [X] No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* [ ] Yes [X] No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Part I, Line 2 - Grantmakers Explanation For Monitoring Use of Funds Outside US

Sea Shepherd US does not retain physical control over any vessel granted to affiliated Sea Shepherd foreign organizations. Grantee is an affiliate of SS US that shares the same mission statement and goals. Annually, SS US and the SS affiliates discuss campaigns as they relate to this shared mission statement and also discuss where the granted vessel will be used to support the current year campaigns. The granted vessel is instrumental in conducting campaigns. As the campaigns develop, SS US receives information and news from the SS affiliates about whether the campaigns are reaching their goals.

Part I, Line 3f - Method of Accounting

Expenditures are recorded using the accrual method of accounting.

Part II, Line 1 - Method of Accounting

Noncash assistance is recorded using the accrual method of accounting.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047
2012
Open to Public Inspection

Name of the organization: Sea Shepherd Conservation Society
Employer identification number: 93-0792021

Part I **Fundraising Activities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 17 Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☒ No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total ►							0.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 Oceans of Chan (event type)	(b) Event #2 35 Yrs of Cons (event type)	(c) Other events 4 (total number)	(d) Total events (add column (a) through column (c))
REVENUE	1 Gross receipts	84,575.	19,018.	48,812.	152,405.
	2 Less: Charitable contributions	44,795.	19,018.	48,812.	112,625.
	3 Gross income (line 1 minus line 2)	39,780.			39,780.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	10,179.	968.		11,147.
	7 Food and beverages	11,914.	4,342.	10,778.	27,034.
	8 Entertainment		150.		150.
	9 Other direct expenses	9,619.	3,092.	7,933.	20,644.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ►				58,975.
	11 Net income summary. Combine line 3, column (d), and line 10 ►				-19,195.

Part III Gaming. Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
REVENUE	1 Gross revenue				
DIRECT EXPENSES	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ►				
	8 Net gaming income summary. Combine lines 1, column (d) and line 7 ►				

9 Enter the state(s) in which the organization operates gaming activities: ____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If 'No,' explain ____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If 'Yes,' explain ____

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility | 13a | %

b An outside facility | 13b | %

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ►

Address ►

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If 'Yes,' enter the amount of gaming revenue received by the organization ► $ and the amount of gaming revenue retained by the third party ► $

c If 'Yes,' enter name and address of the third party:

Name ►

Address ►

16 Gaming manager information:

Name ►

Gaming manager compensation ► $

Description of services provided ►

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► $

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► Complete if the organizations answered 'Yes' on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization: Sea Shepherd Conservation Society

Employer identification number: 93-0792021

Part I | Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art — Works of art	X	105	119,577.	FMV
2 Art — Historical treasures				
3 Art — Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities — Publicly traded	X	5	8,422.	Market Value
10 Securities — Closely held stock				
11 Securities — Partnership, LLC, or trust interests				
12 Securities — Miscellaneous				
13 Qualified conservation contribution — Historic structures				
14 Qualified conservation contribution — Other				
15 Real estate — Residential				
16 Real estate — Commercial				
17 Real estate — Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (Equipment)	X	2	58,313.	
26 Other ► (Supplies)	X	10	40,225.	
27 Other ► ( )				
28 Other ► ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement | 29 |

		Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b If 'Yes,' describe the arrangement in Part II.			
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b If 'Yes,' describe in Part II.			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization: Sea Shepherd Conservation Society

Employer identification number: 93-0792021

Form 990, Part III, Line 3 - Ceased Conducting or Significant Changes To Services

Organization ceased conducting one of its program services in December, 2012. Funding for the whale defense campaign was stopped by the organization upon receipt of an injunction issued by the 9th circuit court. Some residual expenses remained in early 2013.

Form 990, Part III, Line 4a - Program Service Accomplishments

Whale Defense Campaign:

Operation Divine Wind, Fall 2011-Winter 2012: The mission of Sea Shepherd US's whale defense campaign in the Southern Ocean Whale Sanctuary was to prevent the illegal slaughter of endangered whales by the Japanese whalers (with a self-allocated quota) by drawing public attention to Japan's actions. Our secondary mission was to continue to impact the Japanese whalers economically by reducing the effectiveness of their whaling operations. The 2011-12 campaign was the eighth Antarctic whale campaign.

By focusing attention on the illegal slaughter, Sea Shepherd US and other SS affiliates successfully drove the Japanese whaling fleet out of the Southern Ocean Whale Sanctuary, ending their whaling season two weeks early in February 2012. Sea Shepherd US and other SS affiliates saved 768 whales in one season alone and cut the whaler's kill quota to less than 26%. During the past eight campaigns, Sea Shepherd has saved the lives of 3600 whales and exposed illegal Japanese whaling activities to the entire world.

Operation Zero Tolerance, Fall 2012: Sea Shepherd US participated in assisting the other Sea Shepherd affiliates in other countries in preparation of the 9th Southern

Name of the organization: Sea Shepherd Conservation Society

Employer identification number: 93-0792021

Form 990, Part III, Line 4a - Program Service Accomplishments

Ocean whale defense campaign. Prior to an injunction issued by the 9th circuit court which kept Sea Shepherd US from participating in the campaign, we had supported preparation for maintenance and fuel for ships and helicopter, travel for crew, communication expenses, media support and creation of a production company to film the campaign along with purchase, rental and shipping of gear and production personnel to the ships. The campaign participation ended for Sea Shepherd US in early December 2012.

SSS Sam Simon was initially purchased by Sea Shepherd US and granted to Sea Shepherd Australia for use in the common mission-related wildlife and environmental protection campaigns.

Form 990, Part III, Line 4b - Program Service Accomplishments

Shark Protection Campaign:

Operation Requiem 2012: Sea Shepherd Conservation Society (referred to as "Sea Shepherd US"), in partnership with Shark Angels, launched a new shark campaign in the South Pacific. Operation Requiem is an effort geared to help local indigenous communities become aware of and protect an extremely vital and at-risk member of our ocean's ecosystem - the shark - against all manner of destruction. Through innovative conservation methods that range from rallying for shark protection to education and enforcement, the goal was to protect the future for sharks and the communities in the South Pacific. Sea Shepherd US spent nearly two months in the South Pacific, working in several island nations on marine protection, outreach, and education partnerships. Sea Shepherd US then concluded the final leg of the campaign by partnering with the nation of Kiribati on its enforcement work. Sea Shepherd US was honored to partner with Kiribati to address illegal fishing and reverse the decline of the shark population in Phoenix Islands Protected Area

Name of the organization: Sea Shepherd Conservation Society

Employer identification number: 93-0792021

Form 990, Part III, Line 4b - Program Service Accomplishments

(PIPA). Working with the Ministry of Fisheries, Maritime Police and PIPA Director, Sea Shepherd US and other SS affiliates assisted in the surveillance and enforcement of PIPA, one of the world's largest marine protected areas covering over 107,000 square miles. With SPC Ieakana Tiban, a 10-year seasoned veteran of the Kiribati Police Maritime Unit, the team performed the first ever patrol in the area over the last two weeks of the campaign. Covering nearly 2,000 miles, they stopped, boarded and inspected purse seine and long lining vessels with potential of carrying a combined gross tonnage of over 7,200.

Shark Campaigns Other: Legal costs incurred when Paul Watson was arrested while traveling through Germany on a warrant from Costa Rica. This warrant had been generated as a result of a 2002 campaign where Sea Shepherd US was patrolling waters at the request of the Guatemalan authorities and encountered an illegal shark finning operation run by the Costa Rican ship, the Varadero. The legal claim was resurrected 10 years after the original accusation of 'violation of ships traffic' was dropped in a Costa Rican court.

Form 990, Part III, Line 4c - Program Service Accomplishments

Whale Protection Campaign: Operation Kimberley Minimbi 2012:

In June of 2012, Sea Shepherd US supported the efforts of Sea Shepherd Australia to bring attention to and end the building of controversial Gas Hub at James Price Point in the Kimberley, which is the biggest humpback nursery in the world. The Goolarabooloo People, who are native to this area, had sent an invitation to SS Australia requesting assistance in protecting their culture and the Kimberly coast from industrialization. The Gas Hub would be devastating to the Humpbacks along with all other wildlife in the area like rare dolphins, the local turtles and dugong population. The project also threatens 130-million-year-old dinosaur tracks,

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traditional Aboriginal cultural sites and endangered animals such as the bilby. With support from Sea Shepherd US and other SS affiliates, SS Australia transported a number of local and international media members, VIPs, musicians and business people to James Price Point to draw attention to the massive calving that goes on at the proposed site region.

In April 2013, following the successful Kimberley Campaign and the public pressure it garnered, Woodside canceled their plans for building the LNG plant at James Price Point. This campaign was a huge success for all of Sea Shepherd, as the whale nursery, the wildlife, environment and history will be protected and preserved.

Form 990, Part III, Line 4d - Other Program Services Description

UAV Program:

Technologies like these non-lethal Unmanned Aerial Vehicles give Sea Shepherd US a new and vital tool to fight illegal fishing, poachers, wildlife killers and provides an opportunity to gather data and video from a different perspective.

These lightweight autonomous remotely controlled aerial vehicles act as an "eye in the sky", the UAV provides a safe and different aerial view of activities and access into previously unreachable areas. The presence of a UAV also serves as a deterrent to poachers since they now know that the oceans and waterways are being monitored both on the water and from above.

Fish and other campaigns:

Operation Blue Rage I & II:

The highly prized bluefin tuna in the Mediterranean Sea is being fished out of existence by illegal operations and is in dire need of our help. Eighty percent of

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the bluefin tuna caught worldwide are exported to Japan and consumed as sushi at a value of $170,000 per fish making it a $7 billion industry. Indiscriminate purse seining and transferring bluefin tuna in the Mediterranean to fish farms is wiping out pelagic stocks by capturing female bluefin (and their eggs), and placing them in pens before they can breed in the wild, thus breaking their natural life cycle in the ocean. The increasing demand for bluefin tuna has taken its toll on the Mediterranean populations, and 90% have disappeared in the last fifty years. In 2010, Sea Shepherd US together with SS France successfully patrolled and intervened against any poaching operations taking place in Libyan waters, a region closed to the exploitation of these fish, by order of the International Commission on the Conservation of Atlantic Tuna (ICCAT) and the European Union fishing commission. Without a doubt, we have not eliminated poaching operations but our presence most certainly served as a deterrent. Sea Shepherd remains strongly committed to raising awareness about this magnificent species. Bluefin tuna are the warm-blooded miracle of the sea, and are a critical link to the preservation of our world's oceans and ecosystems. Expenses related to the 2010 Blue Rage campaign were incurred in 2012 from a lawsuit brought against Sea Shepherd UK in the UK from one of the fishing companies, Fish & Fish.

Heart of Darkness: West Africa fisheries surveillance, monitoring and enforcement program:

Sea Shepherd US assisted with preliminary costs and boat preparations to support a new campaign initiative to work with governments of W. Africa with advanced solutions for monitoring, control, surveillance and enforcement of waters off the coast of Liberia and Ghana,the countries most targeted by illegal, unreported and

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unregulated IUU fishing.

Galapagos: Protect the Galapagos: End Illegal Poaching in this UNESCO World Heritage Site:

Since 2000, Sea Shepherd US has maintained a strong, positive presence in the Galapagos Islands. As home to some of the most fascinating bird and marine life found anywhere in the world, the animals of the Galapagos Islands are continually threatened by poachers. Over the years, Sea Shepherd US has supplied radio equipment to help the local law enforcement communicate with each other, and set up an Automatic Identification System (AIS) to provide the Galapagos National Park Service (GNPS) as well as the Navy with the ability to monitor vessels in the park equipped with AIS. Sea Shepherd US has also created educational programs for the children and implemented and supported a K9 unit (in its 5th year). This K9 unit is the first ever police K9 unit in South America that focuses on detection of contraband wildlife. One recently retired police dog was instrumental in intercepting more than 1,000 shark fins, 20 iguanas and 800 sea cucumbers.

Sea Shepherd US has also set up a legal project to aid in the prosecution of criminals for crimes against wildlife, as poaching and smuggling are environmental crimes in Ecuadorean law. The legal project, in place since 2010, has taken the lead in protecting the wildlife on the legal front by: (a) attending judicial hearings, as members of the public; (b) attending judicial inspections, as official observers from civil society; (c) preparing, submitting and presenting legal briefs known as Amicus Curiae, to provide courts with specialized international, constitutional and legal arguments of on (i) marine protected areas; (ii) marine protected species; and (iii) world natural heritage.

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Since 2011, two processes of law reform relevant to the Galapagos Islands are undergoing at Ecuador's legislative power: (a) new conservation measures for the Galapagos Marine Reserve; and, (b) environmental crimes, including those applying in the Galapagos protected areas.

From patrolling the Marine Reserve and stopping illegal fishing activities and shark finning, to ending wildlife and contraband trafficking and educating the local youth, Sea Shepherd US carries out its mission of promoting ocean conservation using a wide range of methods and actions, including technology, training and law enforcement to assist the government of Ecuador in detecting and prosecuting poachers and wildlife smugglers.

Seals and Sea Lions:

Namibia: document the seal slaughter

The world's largest and cruelest marine mammal slaughter of 85,000 still-nursing baby seal pups begins annually on July 1st in Namibia. For 139 days, terrified pups will be rounded up, separated from their mothers, and brutally beaten to death for their pelts - a CITES protected species. They are killed in a seal reserve every day just hours before tourists come to view the remaining colony. The Sea Shepherd US captured information and photos of the clubbing of the baby seals. This slaughter is illegal by the Namibian government's own criteria and having this footage will put those involved under enormous pressure to shut down this cruel, inhumane, illegal and unethical slaughter.

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Dam Guardians: Pressure Oregon and Washington to stop killing California sea lions

Sea Shepherd US Dam Guardians were present at the Bonneville Dam and also at the Port of Astoria, from March to June to monitor the branding, hazing, and killing 92 California sea lions who are charged with eating too many endangered salmon on the Columbia River. The Dam Guardians are capturing photos and videos of the harassment, mistreatment and killing of protected marine mammals in Bonneville and Astoria OR in order to bring attention and education about the scapegoating of the Sea Lions and awareness of the actual issues with the declining of the numbers of salmon.

Up to 368 California sea lions face execution by Oregon and Washington state workers for the "crime" of eating endangered salmon on the Columbia River near the Bonneville Dam. The state authorities are allowed to kill 92 of the federally protected pinnipeds annually through June 2016. The sea lions are branded with hot irons, hazed with rubber bullets and explosives, and killed by lethal injection or shotgun for eating less than 1 percent of the salmon at the dam. All of this mayhem, conducted on the dime of taxpayers, takes place while commercial, sport, and tribal fisheries are allowed to take up to 17 percent of the same endangered salmon and the dam itself claims approximately 17 percent of adult salmon.

Dolphin Campaign: Operation Infinite Patience, Fall 2011-Winter 2012:

Each year Sea Shepherd US sends ground crews -volunteers from around the world - to Taiji, Japan. This is a very small town located on the southern part of the Japanese archipelago and the topic of the Oscar winning movie, "The Cove." This coastal area is stunning in beauty, but tainted by the blood, suffering and brutal killing of approximately two thousand dolphins and other small cetaceans every year

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since 1970. Our Cove Guardian campaign has successfully brought and continues to keep worldwide attention and increased public concern on the issue of the slaughter of thousands of marine mammals each year. In addition, the presence of our Cove Guardians has helped cut the dolphin kill in half during the 2011-2012 season and cost the city and dolphin fishermen money due to increased police presence in the area to literally cover up the inhumane slaughter from the cameras. Our crew spent over 6 months in Taiji and started livestreaming from Taiji during the dolphin drives and slaughter, bringing the visual of the mass slaughter of marine wildlife to the world. Our goal is to bring worldwide attention and public pressure on Japan and shut down this senseless atrocity and to encourage all governments to implement and enforce marine mammal protections.

Merchandise Program additional expenses

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

The executive director has a family relationship with one of the board members who was also the secretary of the board.

Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

The Bylaws of the organization were updated. An article regarding committees of the board of directors was added. The role of the executive committee is outlined and the ability to appoint standing or temporary committees now exists. As a matter of housekeeping, SSCS removed the previous Article XIII of its Bylaws, which provided an additional backstop restriction that the organization may carry on only activities permitted under sections 501(c)(3) and 170(c)(2). SSCS removed this provision from its Bylaws because the same provision, along with additional enumeration of its exempt charitable purposes, was already and remains present in

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Form 990, Part VI, Line 4 - Significant Changes to Organizational Documents

its Articles of Incorporation; accordingly, the presence of the provision in the organization's Bylaws was unnecessarily duplicative.

Form 990, Part VI, Line 11b - Form 990 Review Process

Tax return was reviewed by management prior to filing and emailed to board members after completion.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

The organization will provide its governing documents, conflict of interest policy and financial statements upon request to the organization in Friday Harbor, WA.

Part II, Line 1 - Unusual Grants

2008	2009	2010	2011	2012	Total
$ 0.	$ 4,724,975.	$ 1,274,199.	$ 100,000.	$ 2,050,000.	$ 8,149,174.

Form 990, Part XI, Line 9
Other Changes In Net Assets Or Fund Balances

Net unrealized gains on investments	$ 10,379.
Total	$ 10,379.