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Form 990-PF

## Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning NOV 1, 2013, and ending OCT 31, 2014

Name of foundation <b>HP FOUNDATION (FKA HEWLETT-PACKARD COMPANY FOUNDATION)</b>		A Employer identification number <b>94-2618409</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1501 PAGE MILL ROAD, C/O CATHIE LESJAK</b>	Room/suite <b>MS1300</b>	B Telephone number <b>(858) 924-4341</b>
City or town, state or province, country, and ZIP or foreign postal code <b>PALO ALTO, CA 94304</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 128,453,194.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	12,090,409.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	168.	87,191.		STATEMENT 2
	4 Dividends and interest from securities		156,551.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,747,617.			STATEMENT 1
	b Gross sales price for all assets on line 6a	82,313,157.			
	7 Capital gain net income (from Part IV, line 2)		49,478,844.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less cost of goods sold					
c Gross profit or (loss)					
11 Other income	-4,145,662.	1,195.		STATEMENT 3	
12 Total. Add lines 1 through 11	31,692,532.	49,723,781.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	37,314.	0.		0.
	c Other professional fees STMT 5	33,087.	33,087.		0.
	17 Interest				
	18 Taxes STMT 6	893,239.	444,988.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	408,568.	5,166.		423,767.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,372,208.	483,241.		423,767.
	25 Contributions, gifts, grants paid	11,442,365.			11,442,365.
26 Total expenses and disbursements. Add lines 24 and 25	12,814,573.	483,241.		11,866,132.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	18,877,959.				
b Net investment income (if negative, enter -0-)		49,240,540.			
c Adjusted net income (if negative, enter -0-)			N/A		

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			5,628.	5,849.	5,849.
	2 Savings and temporary cash investments			20,259,739.	443,933.	443,930.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable			46,408,047.	57,176,584.	57,176,584.
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			37,418,574.	
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other		STMT 8		6,339,863.	70,826,831.	70,826,831.
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 9)				23,962.	0.	0.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)				110,455,813.	128,453,197.	128,453,194.
17 Accounts payable and accrued expenses				185,791.	102,334.	
18 Grants payable				969,981.	971,873.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 10)			734,000.	169,000.	
	23 Total liabilities (add lines 17 through 22)			1,889,772.	1,243,207.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			108,566,041.	127,209,990.	
30 Total net assets or fund balances			108,566,041.	127,209,990.		
31 Total liabilities and net assets/fund balances			110,455,813.	128,453,197.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	108,566,041.
2 Enter amount from Part I, line 27a	2	18,877,959.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	127,444,000.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	234,010.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	127,209,990.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENTS			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 82,313,157.		32,834,313.	49,478,844.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			49,478,844.

  

<b>2</b> Capital gain net income or (net capital loss) <span style="float:right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>	<b>2</b>	49,478,844.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<b>3</b>	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

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

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	6,711,840.	46,541,005.	.144213
2011	4,802,550.	50,240,461.	.095591
2010	4,398,264.	46,771,976.	.094036
2009	4,742,695.	39,764,020.	.119271
2008	3,757,446.	21,508,457.	.174696

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	.627807
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.125561
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	62,943,196.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	7,903,211.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	492,405.
<b>7</b> Add lines 5 and 6	<b>7</b>	8,395,616.
<b>8</b> Enter qualifying distributions from Part XII, line 4  If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	11,866,132.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	492,405.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	492,405.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	492,405.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,007,826.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,007,826.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,308.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	522,729.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	447,729.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Tax Due on Amended Return: \$7,308  
Interest on Tax Due: \$687  
Total Amount Due: \$7,995

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

<p>11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)</p>	11	-	X
<p>12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)</p>	12	-	X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b></p>	13	X	-
<p>14 The books are in care of ► <b>THE ORGANIZATION</b> Telephone no. ► <b>(858) 924-4341</b>          Located at ► <b>1501 PAGE MILL ROAD, MS-1300, PALO ALTO, CA</b> ZIP+4 ► <b>94304</b></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year</p>	15	N/A	
<p>16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►</p>	16	Yes	No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
<p><b>1a</b> During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p> <p>(6) Agree to pay money or property to a government official? (<b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>			
<p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here</p>	1b	N/A	
<p><b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?</p>	1c		X
<p><b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):</p>			
<p><b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," list the years ►</p>			
<p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.) <span style="float: right;">N/A</span></p>	2b		
<p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ►</p>			
<p><b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span></p>			
<p><b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) <span style="float: right;">N/A</span></p>	3b		
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p><b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?</p>	4b		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

**Total** number of other employees paid over \$50,000

0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DANIEL J. EDELMAN, INC. 201 BALDWIN AVENUE, SAN MATEO, CA 94401	KIVA PROJECT MARKETING SUPPORT	200,000.

Total number of others receiving over \$50,000 for professional services 0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	58,492,083.
b	Average of monthly cash balances	1b	5,409,639.
c	Fair market value of all other assets	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	63,901,722.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	63,901,722.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	958,526.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,943,196.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,147,160.

**Part XI**

**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,147,160.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	492,405.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	492,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,654,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,654,755.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,654,755.

**Part XII**

**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,866,132.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,866,132.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	492,405.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	11,373,727.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

**HP FOUNDATION (FKA HEWLETT-PACKARD  
COMPANY FOUNDATION)**

Form 990-PF (2013)

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,654,755.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,686,271.			
b From 2009	3,622,270.			
c From 2010	3,508,018.			
d From 2011	2,291,389.			
e From 2012	4,403,081.			
f Total of lines 3a through e	16,511,029.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 11,866,132.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,654,755.
e Remaining amount distributed out of corpus	9,211,377.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	25,722,406.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,686,271.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	23,036,135.			
10 Analysis of line 9:				
a Excess from 2009	3,622,270.			
b Excess from 2010	3,508,018.			
c Excess from 2011	2,291,389.			
d Excess from 2012	4,403,081.			
e Excess from 2013	9,211,377.			

**HP FOUNDATION (FKA HEWLETT-PACKARD  
COMPANY FOUNDATION)**

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2013

(b) 2012

Prior 3 years

(c) 2011

(d) 2010

(e) Total

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed **SEE STATEMENT 13**

**SEE STATEMENT 12**

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

c Any submission deadlines:

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

**HP FOUNDATION (FKA HEWLETT-PACKARD  
COMPANY FOUNDATION)**

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**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	DONEE	501(C)(3)	DISASTER RELIEF - FLOODS IN THE US, CANADA, AND MEXICO	160,956.
CITIZEN SCHOOLS, INC 330 TWIN DOLPHIN DRIVE, SUITE 115 REDWOOD CITY, CA 94065	DONEE	501(C)(3)	EDUCATION INITIATIVE	25,000.
HEWLETT-PACKARD U.S. EMPLOYEE CASH MATCH PROGRAM 730 15TH STREET NW WASHINGTON, DC 20005	DONEE		SUPPORT OF 540 501(C)(3) ORGANIZATIONS	3,575,595.
INTERNATIONAL FEDERATION OF RED CROSS AND RED CRESCENT 420 LEXINGTON AVENUE, SUITE 2811 NEW YORK, NY 10170	DONEE	501(C)(3)	DISASTER RELIEF - FLOODS IN THE BALKANS, INDIA, AND PAKISTAN	75,000.
KIVA MICROFUNDS, A CA NON-PROFIT BENEFIT CORPORATION 875 HOWARD STREET SAN FRANCISCO, CA 94103	DONEE	501(C)(3)	MICROLOANS TO SMALL BUSINESS OWNERS AROUND THE WORLD TO START OR GROW A BUSINESS	7,050,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>11,442,365.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	RUSSELL 1000 INDEX FUND B	P		11/07/13
b	US DEBT INDEX FUND B - BLACKROCK US DEBT B	P		11/08/13
c	RUSSELL 1000 INDEX FUND B	P		12/02/13
d	RUSSELL 1000 INDEX FUND B	P		12/06/13
e	US DEBT INDEX FUND B - BLACKROCK US DEBT B	P		12/03/13
f	US DEBT INDEX FUND B - BLACKROCK US DEBT B	P		12/09/13
g	MONEY MARKET FUND B	P		01/31/14
h	RUSSELL 1000 INDEX FUND B	P		02/21/14
i	RUSSELL 1000 INDEX FUND B	P		03/07/14
j	RUSSELL 1000 INDEX FUND B	P		04/25/14
k	RUSSELL 1000 INDEX FUND B	P		05/21/14
l	RUSSELL 1000 INDEX FUND B	P		05/30/14
m	RUSSELL 1000 INDEX FUND B	P		06/17/14
n	RUSSELL 1000 INDEX FUND B	P		07/16/14
o	RUSSELL 1000 INDEX FUND B	P		07/30/14

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,500,000.		2,708,367.	-208,367.
b 1,000,000.		1,052,248.	-52,248.
c 900,000.		837,351.	62,649.
d 200,000.		186,764.	13,236.
e 350,000.		352,191.	-2,191.
f 77,000.		77,833.	-833.
g 13,300,000.		13,300,000.	0.
h 300,000.		284,314.	15,686.
i 1,200,000.		1,118,208.	81,792.
j 30,000.		27,974.	2,026.
k 152,000.		142,157.	9,843.
l 105,000.		96,392.	8,608.
m 164,000.		149,294.	14,706.
n 142,000.		127,107.	14,893.
o 50,000.		44,513.	5,487.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-208,367.
b			-52,248.
c			62,649.
d			13,236.
e			-2,191.
f			-833.
g			0.
h			15,686.
i			81,792.
j			2,026.
k			9,843.
l			8,608.
m			14,706.
n			14,893.
o			5,487.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	RUSSELL 1000 INDEX FUND B	P		08/05/14
b	RUSSELL 1000 INDEX FUND B	P		09/02/14
c	RUSSELL 1000 INDEX FUND B	P		10/06/14
d	SALE OF ROSEVILLE LAND	D		12/10/13
e	FROM K-1: US DEBT INDEX FUND B	P		
f	FROM K-1: US DEBT INDEX FUND B	P		
g	FROM K-1: RUSSELL 1000 INDEX FUND B	P		
h	FROM K-1: RUSSELL 1000 INDEX FUND B	P		
i	BOOK REALIZED GAINS: COMMON TRUST FUNDS	P		
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 195,000.		178,259.	16,741.
b 200,000.		176,391.	23,609.
c 200,000.		181,997.	18,003.
d 50,000,000.		1,554,283.	48,445,717.
e		17,508.	-17,508.
f		-12,013.	12,013.
g		51,466.	-51,466.
h		-1,066,448.	1,066,448.
i 11,248,157.		11,248,157.	0.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			16,741.
b			23,609.
c			18,003.
d			48,445,717.
e			-17,508.
f			12,013.
g			-51,466.
h			1,066,448.
i			0.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	49,478,844.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A



94-2618409

**3 Grants and Contributions Paid During the Year (Continuation)**

323631  
05-01-13

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

HP FOUNDATION (FKA HEWLETT-PACKARD  
COMPANY FOUNDATION)

Employer identification number

94-2618409

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization <b>HP FOUNDATION (FKA HEWLETT-PACKARD COMPANY FOUNDATION)</b>	Employer identification number <b>94-2618409</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HEWLETT PACKARD COMPANY 3000 HANOVER STREET PALO ALTO, CA 94304	\$ 12,090,409.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>HP FOUNDATION (FKA HEWLETT-PACKARD COMPANY FOUNDATION)</b>	Employer identification number <b>94-2618409</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>PLEDGE IN THE FORM OF CASH OR NON-CASH</u> _____ _____ _____	<u>\$ 12,090,409.</u>	<u>07/31/14</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization <b>HP FOUNDATION (FKA HEWLETT-PACKARD COMPANY FOUNDATION)</b>	Employer identification number <b>94-2618409</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED		11/07/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS		
2,500,000.	2,315,687.	0.	0.
			184,313.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
US DEBT INDEX FUND B - BLACKROCK US DEBT B	PURCHASED		11/08/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS		
1,000,000.	1,000,790.	0.	0.
			-790.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED		12/02/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
	(F) GAIN OR LOSS		
900,000.	817,834.	0.	0.
			82,166.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RUSSELL 1000 INDEX FUND B	200,000.	182,411.	0.	0.	17,589.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
US DEBT INDEX FUND B - BLACKROCK US DEBT B	350,000.	349,807.	0.	0.	193.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
US DEBT INDEX FUND B - BLACKROCK US DEBT B	77,000.	77,306.	0.	0.	-306.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MONEY MARKET FUND B	13,300,000.	13,300,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED			02/21/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,000.	281,034.	0.	0.	18,966.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED			03/07/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,200,000.	1,102,485.	0.	0.	97,515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED			04/25/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,000.	27,509.	0.	0.	2,491.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
RUSSELL 1000 INDEX FUND B	PURCHASED			05/21/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
152,000.	139,439.	0.	0.	12,561.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
RUSSELL 1000 INDEX FUND B	105,000.	94,549.	0.	PURCHASED		05/30/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
RUSSELL 1000 INDEX FUND B	164,000.	146,064.	0.	PURCHASED		06/17/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
RUSSELL 1000 INDEX FUND B	142,000.	124,040.	0.	PURCHASED		07/16/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
RUSSELL 1000 INDEX FUND B	50,000.	43,439.	0.	PURCHASED		07/30/14

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RUSSELL 1000 INDEX FUND B	195,000.	173,515.	0.	0.	21,485.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RUSSELL 1000 INDEX FUND B	200,000.	171,260.	0.	0.	28,740.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
RUSSELL 1000 INDEX FUND B	200,000.	176,256.	0.	0.	23,744.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SALE OF ROSEVILLE LAND	50,000,000.	37,200,000.	842,115.	0.	11,957,885.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM K-1: US DEBT INDEX FUND B	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM K-1: US DEBT INDEX FUND B	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM K-1: RUSSELL 1000 INDEX FUND B	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM K-1: RUSSELL 1000 INDEX FUND B	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
BOOK REALIZED GAINS: COMMON TRUST FUNDS	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,248,157.	0.	0.	0.	11,248,157.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				23,747,617.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: RUSSELL 1000 INDEX FUND B	0.	2,841.	
FROM K-1: US DEBT INDEX FUND B	0.	84,182.	
INTEREST INCOME	168.	168.	
TOTAL TO PART I, LINE 3	168.	87,191.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAINS ON INVESTMENTS	-5,539,146.	0.	
LONG TERM GRANT DISCOUNT	-7,746.	0.	
FROM K-1: US DEBT INDEX FUND B	0.	12.	
FROM K-1: RUSSELL 1000 INDEX FUND B	0.	1,183.	
BOOK INCOME - COMMON TRUST FUNDS	1,401,230.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,145,662.	1,195.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	7,970.	0.		0.
AUDIT FEES	29,344.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	37,314.	0.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	33,087.	33,087.		0.
TO FORM 990-PF, PG 1, LN 16C	33,087.	33,087.		0.

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FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	444,711.	444,711.		0.
EXCISE TAXES	448,528.	0.		0.
FOREIGN TAXES: RUSSELL 1000 INDEX FUND B	0.	277.		0.
TO FORM 990-PF, PG 1, LN 18	893,239.	444,988.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CASH MATCH PROGRAM EXPENSES	200,859.	0.		200,859.	
REGISTRY OF CHARITABLE TRUSTS	225.	0.		0.	
STATE FILING FEE	10.	0.		0.	
KIVA PROJECT LEGAL ANALYSIS FEE	7,474.	0.		22,908.	
KIVA PROJECT MARKETING SUPPORT FEE	200,000.	0.		200,000.	
PORTFOLIO DEDUCTIONS - OTHER: US DEBT INDEX FUND B	0.	2,792.		0.	
PORTFOLIO DEDUCTIONS - OTHER: RUSSELL 1000 INDEX FUND B	0.	2,374.		0.	
TO FORM 990-PF, PG 1, LN 23	408,568.	5,166.		423,767.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
US DEBT INDEX FUND B - BLACKROCK US DEBT B	FMV	20,544,393.	20,544,393.	
BLACKROCK RUSSELL 1000 INDEX FUND B	FMV	50,282,288.	50,282,288.	
MONEY MARKET FUND B	FMV	150.	150.	
TOTAL TO FORM 990-PF, PART II, LINE 13		70,826,831.	70,826,831.	

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
PREPAID EXCISE TAXES	8,528.	0.	0.	
KIVA PROJECT ANALYSIS FEE	15,434.	0.	0.	
TO FORM 990-PF, PART II, LINE 15	23,962.	0.	0.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED EXCISE TAXES	734,000.	169,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	734,000.	169,000.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HENRY GOMEZ 3000 HANOVER STREET PALO ALTO, CA 94304	CHAIRMAN OF BOARD 1.00	0.	0.	0.
CATHERINE A. LESJAK 3000 HANOVER STREET PALO ALTO, CA 94304	CHIEF FINANCIAL OFFICER/DI 1.00	0.	0.	0.
TRACY S. KEOGH 3000 HANOVER STREET PALO ALTO, CA 94304	BOARD MEMBER 1.00	0.	0.	0.
GREGG MELINSON 3000 HANOVER STREET PALO ALTO, CA 94304	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
MICHELLE STILLMAN 3000 HANOVER STREET PALO ALTO, CA 94304	AUDIT COMMITTEE CHAIR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR - HEWLETT PACKARD COMPANY FOUNDATION  
P.O. BOX 10301  
PALO ALTO, CA 94303

TELEPHONE NUMBER

(650) 857-2982

FORM AND CONTENT OF APPLICATIONS

THERE IS NO REQUIRED FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED. GRANT REQUESTS SHOULD INCLUDE THE FOLLOWING INFORMATION. A DESCRIPTION OF THE ORGANIZATION, ITS HISTORY AND OVERALL PURPOSE; THE SPECIFIC PURPOSE, NEED AND AMOUNT OF GRANT REQUESTED; CURRENT FINANCIAL STATEMENTS, AND A DETAILED BUDGET SHOWING HOW A CASH GRANT WOULD BE SPENT; SOURCES AND STATUS OF OTHER FUNDING, A LIST OF KEY PERSONNEL AND QUALIFICATION OF STAFF; AND EVIDENCE OF THE ORGANIZATION'S TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE HEWLETT-PACKARD COMPANY FOUNDATION DOES NOT RESTRICT GRANTS BY GEOGRAPHICAL AREAS. IT ONLY GIVES TO INSTITUTIONS IN THE UNITED STATES WHICH ARE TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ONLY FOR 501(C)(3) PURPOSES OUTSIDE THE UNITED STATES. IT PROVIDES GRANTS FOR PROGRAMS WHICH STRESS AND ENHANCE THE UNDERSTANDING OF SCIENCE, ENGINEERING, TECHNOLOGY AND MEDICINE AND ACADEMIC ORGANIZATIONS IN THE ARTS AND HUMAN SERVICES FIELD WHEN CREATIVE BRIDGES BETWEEN SCIENCES AND THE HUMANITIES CAN BE BUILT. HOWEVER, THE FOUNDATION DOES NOT MAKE PHILANTHROPIC GRANTS TO: ORGANIZATIONS WHICH ARE NOT TAX EXEMPT; INDIVIDUALS, SECTARIAN OR DENOMINATIONAL GROUPS; AGENCIES WHICH PRACTICE OR PROMOTE DISCRIMINATORY OR PARTISAN POLICIES, POLITICAL ACTIVITIES, CAUSES WHICH OFFER SPECIFIC DIRECT BENEFITS TO GRANTORS, AND INDIVIDUAL'S RESEARCH



FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 13

RESTRICTIONS AND LIMITATIONS ON AWARDS

PROJECTS.

## GENERAL EXPLANATION

STATEMENT 14

THE RETURNS ARE BEING AMENDED TO INCLUDE INCOME AND DEDUCTIONS FROM TWO SCHEDULE K-1S RECEIVED RECENTLY RELATED TO COMMON TRUST FUND OWNERSHIP IN US DEBT INDEX FUND B BLACKROCK INSTITUTIONAL TRUST (FEIN: 94-3138366) AND RUSSELL 1000 INDEX FUND B BLACKROCK INSTITUTIONAL TRUST (FEIN: 94-3309666).

ADDITIONALLY, AS A RESULT OF ADDITIONAL INCOME AND DEDUCTIONS REPORTED FROM THE SCHEDULE K-1S, THE COST BASIS OF UNITS SOLD IN THE COMMON TRUST FUNDS HAVE ALSO BEEN ADJUSTED FOR ADDITIONAL TAX BASIS APPLICABLE TO THOSE UNITS.

FOLLOWING THE FILING OF THE ORIGINAL RETURNS, THE FINANCIAL STATEMENTS WERE RESTATED.

THE FOLLOWING PARTS OF THE RETURN HAVE BEEN AMENDED AND UPDATED:

PART I: LINES 3, 4, 6, 11, 18 AND 23  
PART II: LINES 18 AND 29  
PART III: LINES 2 AND 5  
PART IV  
PART V: LINES 6 AND 7  
PART VI: LINES 1 AND 9  
PART XI: LINE 2  
PART XII  
PART XIII  
PART XV: ITEM 3  
PART XVI-A: LINES 7 AND 8