




See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014 , and ending 12-31-2014

<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION		<b>D Employer identification number</b>  04-2105850
	% DANA FERNANDEZ CONTROLLER Doing business as		
	Number and street (or P O box if mail is not delivered to street address) 569 WOODS HOLE ROAD MS 14	Room/suite	<b>E Telephone number</b>  (508) 457-2000
	City or town, state or province, country, and ZIP or foreign postal code WOODS HOLE, MA 02543		<b>G Gross receipts \$</b> 329,882,151
	<b>F Name and address of principal officer</b> DR MARK R ABBOTT 569 WOODS HOLE ROAD MS 14 WOODS HOLE,MA 02543		
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) <input type="checkbox"/> (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>J Website:</b> www.who.edu		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
		<b>H(c)</b> Group exemption number	

<b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	<b>L Year of formation</b> 1930	<b>M State of legal domicile</b> MA
--	---------------------------------	-------------------------------------

Part I Summary

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities SEE SCHEDULE O																								
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets																								
	<table><tr><td><b>3</b> Number of voting members of the governing body (Part VI, line 1a)</td><td><b>3</b></td><td>34</td></tr><tr><td><b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)</td><td><b>4</b></td><td>32</td></tr><tr><td><b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a)</td><td><b>5</b></td><td>1,091</td></tr><tr><td><b>6</b> Total number of volunteers (estimate if necessary)</td><td><b>6</b></td><td>126</td></tr><tr><td><b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12</td><td><b>7a</b></td><td>-1,336,543</td></tr><tr><td><b>b</b> Net unrelated business taxable income from Form 990-T, line 34</td><td><b>7b</b></td><td>-1,495,810</td></tr></table>	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	34	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	32	<b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>5</b>	1,091	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	126	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	-1,336,543	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-1,495,810						
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	34																						
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	32																						
<b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>5</b>	1,091																							
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	126																							
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	-1,336,543																							
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	-1,495,810																							
Revenue	<table><tr><td><b>8</b> Contributions and grants (Part VIII, line 1h)</td><td><b>Prior Year</b></td><td><b>Current Year</b></td></tr><tr><td><b>9</b> Program service revenue (Part VIII, line 2g)</td><td>194,620,964</td><td>215,911,523</td></tr><tr><td><b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>4,040,652</td><td>4,013,139</td></tr><tr><td><b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>7,623,980</td><td>6,928,436</td></tr><tr><td><b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>723,587</td><td>873,346</td></tr><tr><td></td><td>207,009,183</td><td>227,726,444</td></tr></table>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>	<b>9</b> Program service revenue (Part VIII, line 2g)	194,620,964	215,911,523	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,040,652	4,013,139	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,623,980	6,928,436	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	723,587	873,346		207,009,183	227,726,444						
	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>																						
	<b>9</b> Program service revenue (Part VIII, line 2g)	194,620,964	215,911,523																						
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,040,652	4,013,139																						
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,623,980	6,928,436																						
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	723,587	873,346																							
	207,009,183	227,726,444																							
Expenses	<table><tr><td><b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>7,933,599</td><td>8,736,755</td></tr><tr><td><b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td><b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>100,089,697</td><td>95,664,469</td></tr><tr><td><b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td><b>b</b> Total fundraising expenses (Part IX, column (D), line 25)</td><td>1,603,396</td><td></td></tr><tr><td><b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>115,947,922</td><td>137,492,012</td></tr><tr><td><b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>223,971,218</td><td>241,893,236</td></tr><tr><td><b>19</b> Revenue less expenses Subtract line 18 from line 12</td><td>-16,962,035</td><td>-14,166,792</td></tr></table>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	7,933,599	8,736,755	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	100,089,697	95,664,469	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	1,603,396		<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	115,947,922	137,492,012	<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	223,971,218	241,893,236	<b>19</b> Revenue less expenses Subtract line 18 from line 12	-16,962,035	-14,166,792
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	7,933,599	8,736,755																						
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0																						
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	100,089,697	95,664,469																						
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0																						
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	1,603,396																							
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	115,947,922	137,492,012																						
<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	223,971,218	241,893,236																							
<b>19</b> Revenue less expenses Subtract line 18 from line 12	-16,962,035	-14,166,792																							
Net Assets or Fund Balances	<table><tr><td></td><td><b>Beginning of Current Year</b></td><td><b>End of Year</b></td></tr><tr><td><b>20</b> Total assets (Part X, line 16)</td><td>561,486,144</td><td>588,280,155</td></tr><tr><td><b>21</b> Total liabilities (Part X, line 26)</td><td>201,120,421</td><td>254,734,141</td></tr><tr><td><b>22</b> Net assets or fund balances Subtract line 21 from line 20</td><td>360,365,723</td><td>333,546,014</td></tr></table>		<b>Beginning of Current Year</b>	<b>End of Year</b>	<b>20</b> Total assets (Part X, line 16)	561,486,144	588,280,155	<b>21</b> Total liabilities (Part X, line 26)	201,120,421	254,734,141	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	360,365,723	333,546,014												
		<b>Beginning of Current Year</b>	<b>End of Year</b>																						
	<b>20</b> Total assets (Part X, line 16)	561,486,144	588,280,155																						
	<b>21</b> Total liabilities (Part X, line 26)	201,120,421	254,734,141																						
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	360,365,723	333,546,014																							

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	<div>Signature of officer</div> <div>JEFFREY FERNANDEZ CFO/VP OPERATIONS</div>		<div>Date</div> <div>2015-11-13</div>		
	Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name ERIN COUTURE	Preparer's signature ERIN COUTURE	Date	Check <input type="checkbox"/> if self-employed	PTIN P01390592
	Firm's name PncewaterhouseCoopers LLP			Firm's EIN	
	Firm's address 101 SEAPORT BOULEVARD Boston, MA 02210			Phone no (617) 530-5000	

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

For Paperwork Reduction Act Notice, see the separate instructions. Cat No 11282Y Form 990 (2014)

Check if Schedule O contains a response or note to any line in this Part III ☒

SEE SCHEDULE O

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on 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 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 \$ 212,613,523 including grants of \$ 8,307,377 ) (Revenue \$ 165,554 )

Sponsored and Institutional Research in oceanography and related fields Of the 1064 Sponsored Research Awards, 539 awards are from 8 Federal agencies and 525 are from 152 other sponsors Institution Research sponsored 124 projects from unrestricted funds In addition, Woods Hole Oceanographic Institution issued 628 publications in 2014

<b>4b</b>	(Code ) (Expenses \$ 10,989,228 including grants of \$ 429,378 ) (Revenue \$ 4,013,139 )
	Education Joint Graduate Program with M I T in the marine sciences In 2014 there were 122 Graduate Students, 18 degree recipients, 56 Post Doctoral Scholars and Fellows, 10 Geophysical Fluid Dynamics Program participants, 32 Summer Student Fellows, and 120 Guest Students






















[illegible]

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

<b>4e</b>	<b>Total program service expenses</b>	<b>223,602,751</b>
-----------	---------------------------------------	--------------------

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 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
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	No
4 <b>Section 501(c)(3) organizations.</b> 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 Yes	
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	No
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	No
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 Yes	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
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	No
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 Yes	
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 Yes	
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 Yes	
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	No
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	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
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	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
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	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a Yes	
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 Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV 	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV 	16	No
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	No
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	No
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	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
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)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .	22	Yes	
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? <i>If "Yes," complete Schedule J</i> . . . . .	23	Yes	
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, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> . . . . .	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		No
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		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		No
25a	<b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25a		No
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? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	26	Yes	
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? <i>If "Yes," complete Schedule L, Part III</i> . . . . .	27		No
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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28b		No
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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .	32		No
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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	35b	Yes	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	36	Yes	
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? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	172	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
2a	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.	2a	1,091
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		3b	Yes
4a 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)?		4a	No
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a 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?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
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?		7a	No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
d If "Yes," indicate the number of Forms 8282 filed during the year.		7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8	
9a Did the sponsoring organization make any taxable distributions under section 4966?		9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12.		10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		10b	
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders.		11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b	
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? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		13a	
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.		13b	
c Enter the amount of reserves on hand.		13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		14b	

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . .	34	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent . . . . .	32	
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? . . . . .	2	No
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	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5	No
6	Did the organization have members or stockholders? . . . . .	6	Yes
7a	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	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body? . . . . .	8a	Yes
8b	b Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes
9	Is there any officer, director, 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	No

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates? . . . . .	10a	No
10b	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	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	11a	Yes
	b Describe in Schedule O the process, if any, used by the organization to review this Form 990 . . . . .		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	Yes
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	Yes
12c	c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	12c	Yes
13	Did the organization have a written whistleblower policy? . . . . .	13	Yes
14	Did the organization have a written document retention and destruction policy? . . . . .	14	Yes
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?		
15a	a The organization's CEO, Executive Director, or top management official . . . . .	15a	Yes
15b	b Other officers or key employees of the organization . . . . .	15b	Yes
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	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	Yes
16b	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 take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	16b	No

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	CA , MA , NY
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input checked="" type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, address, and telephone number of the person who possesses the organization's books and records DANA FERNANDEZ CONTROLLER MS 14 569 WOODS HOLE RD WOODS HOLE, MA 02543 (508) 289-3505	

Part VII

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

Check if Schedule O contains a response or note to any line in this Part VII

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

**1a** 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, or 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

Part VII

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	2,922,392	0	629,833

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization195

	Yes	No
3 Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
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? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

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
TELEDYNE WEBB RESEARCH, 49 EDGERTON DRIVE NORTH FALMOUTH, MA 02556	SCIENTIFIC RESEARCH	3,097,314
RAYTHEON COMPANY, 50 APPLE HILL DRIVE TEWKSBURY, MA 01876	SCIENTIFIC RESEARCH	4,051,629
HYDROID INC, 6 BENJAMIN NYE CIRCLE POCASSET, MA 02559	Scientific Research	6,487,616
RANDOLPH BALDWIN INC, 17 BLIGH STREET AYER, MA 014320729	Scientific Research	3,278,452
SEA-BIRD ELECTRONICS, 1808-136TH PLACE NE BELLEVUE, WA 98005	Scientific Research	2,171,718

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization133

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues . . . . .	1b					
	c	Fundraising events . . . . .	1c					
	d	Related organizations . . . . .	1d					
	e	Government grants (contributions)	1e	178,611,453				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	37,300,070				
	g	Noncash contributions included in lines 1a-1f \$		1,376,019				
	h	Total. Add lines 1a-1f . . . . .			215,911,523			
Program Service Revenue	2a	EDUCATION	Business Code					
			900099	4,013,139	4,008,867	4,272		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f . . . . .			4,013,139			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		1,569,959	0	-1,340,815	2,910,774	
	4	Income from investment of tax-exempt bond proceeds . . . . .		0				
	5	Royalties . . . . .		284,898			284,898	
	6a	(i) Real		(ii) Personal				
		549,788						
		401,657						
		148,131		0				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) . . . . .		148,131			148,131	
	7a	(i) Securities		(ii) Other				
		104,767,527		2,345,000				
		100,216,858		1,537,192				
		4,550,669		807,808				
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss) . . . . .		5,358,477			5,358,477	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .			0			
	a							
	b	Less direct expenses . . . . .						
	c	Net income or (loss) from fundraising events . . . . .						
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .			0			
	a							
b	Less direct expenses . . . . .							
c	Net income or (loss) from gaming activities . . . . .							
10a	Gross sales of inventory, less returns and allowances . . . . .			0				
a								
b	Less cost of goods sold . . . . .							
c	Net income or (loss) from sales of inventory . . . . .							
Miscellaneous Revenue		Business Code						
11a	INFO CENTER INCOME	541900	165,554	165,554				
b	INSURANCE RECOVERY	900099	221,055				221,055	
c	OTHER INCOME	900099	53,708				53,708	
d	All other revenue . . . . .							
e	Total. Add lines 11a-11d . . . . .			440,317				
12	Total revenue. See Instructions . . . . .			227,726,444	4,174,421	-1,336,543	8,977,043	

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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21.	0			
2	Grants and other assistance to domestic individuals. See Part IV, line 22.	8,736,755	8,736,755		
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	1,327,172	456,482	779,814	90,876
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	597,469	359,102	180,300	58,067
7	Other salaries and wages.	62,672,382	56,814,485	5,122,920	734,977
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	13,919,674	12,427,083	1,310,801	181,790
9	Other employee benefits.	12,324,610	11,003,056	1,160,596	160,958
10	Payroll taxes.	4,823,162	4,305,980	454,192	62,990
11	Fees for services (non-employees):				
a	Management.	1,583,194	1,434,129	149,065	0
b	Legal.	467,699	33,048	423,938	10,713
c	Accounting.	690,662		690,662	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			0
f	Investment management fees.	3,171,818		3,171,818	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,458,913	1,449,051	5,750	4,112
12	Advertising and promotion.	398,115	345,622	36,460	16,033
13	Office expenses.	21,808,759	21,613,520	181,634	13,605
14	Information technology.	473,754	413,060	54,729	5,965
15	Royalties.	0			
16	Occupancy.	5,473,018	4,811,100	621,239	40,679
17	Travel.	5,799,561	5,619,664	158,034	21,863
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	0			
20	Interest.	4,795,751	4,795,751		
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	9,803,586	9,534,294	269,292	
23	Insurance.	3,054,511	2,655,979	395,980	2,552
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	EQUIPMENT	33,918,826	33,830,404	83,845	4,577
b	OUTSIDE SERVICES	11,539,537	11,028,537	407,217	103,783
c	EQUIPMENT RENT & MAINTENANCE	6,409,499	5,918,447	454,950	36,102
d	SUBCONTRACTS	18,326,334	18,326,334		
e	All other expenses	8,318,475	7,690,868	573,853	53,754
25	Total functional expenses. Add lines 1 through 24e.	241,893,236	223,602,751	16,687,089	1,603,396
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		190,689	1	2,069,216
	2	Savings and temporary cash investments		19,810,113	2	27,464,950
	3	Pledges and grants receivable, net		1,681,530	3	2,938,692
	4	Accounts receivable, net		40,202,528	4	47,435,036
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		10,270	5	5,000
	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.		0	6	0
	7	Notes and loans receivable, net		924,574	7	792,488
	8	Inventories for sale or use		2,463,237	8	2,733,210
	9	Prepaid expenses and deferred charges		10,675,133	9	10,564,322
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a211,293,404			
	b	Less: accumulated depreciation	10b126,297,946	87,335,822	10c	84,995,458
	11	Investments—publicly traded securities		381,828,394	11	5,151,168
	12	Investments—other securities. See Part IV, line 11.		0	12	390,804,411
	13	Investments—program-related. See Part IV, line 11.		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11.		16,363,854	15	13,326,204
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34).		561,486,144	16	588,280,155
Liabilities	17	Accounts payable and accrued expenses		23,355,578	17	29,188,112
	18	Grants payable		0	18	0
	19	Deferred revenue		19,410,792	19	21,163,371
	20	Tax-exempt bond liabilities		57,560,542	20	55,941,613
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.		0	21	0
	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.		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		25,000,000	24	25,000,000
	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.		75,793,509	25	123,441,045
	26	<b>Total liabilities.</b> Add lines 17 through 25.		201,120,421	26	254,734,141
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets		23,088,992	27	-24,309,867
	28	Temporarily restricted net assets		251,284,582	28	267,996,339
	29	Permanently restricted net assets		85,992,149	29	89,859,542
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>					
	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	<b>Total net assets or fund balances</b>		360,365,723	33	333,546,014
	34	<b>Total liabilities and net assets/fund balances</b>		561,486,144	34	588,280,155

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	227,726,444
2	Total expenses (must equal Part IX, column (A), line 25)	2	241,893,236
3	Revenue less expenses Subtract line 2 from line 1	3	-14,166,792
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	360,365,723
5	Net unrealized gains (losses) on investments	5	34,138,599
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-46,791,516
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	333,546,014

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? 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 <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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?	Yes	
3b	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	Yes	

Additional Data

Software ID:

Software Version:

EIN: 04-2105850

Name: WOODS HOLE OCEANOGRAPHIC INSTITUTION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) NEWTON PS MERRILL CHAIRMAN OF THE BOARD	2 5 0 0	X		X				0	0	0
(1) JOHN F OBRIEN CHAIRMAN OF THE CORPORATION	2 5 0 0	X		X				0	0	0
(2) HARDWICK SIMMONS TREASURER/TRUSTEE	2 5 0 0	X		X				0	0	0
(3) JAMES A AUSTIN JR TRUSTEE	2 5 0 0	X						0	0	0
(4) ROBERT M BAYLIS trustee(until 5/21/14)	2 5 0 0	X						0	0	0
(5) RODNEY B BERENS TRUSTEE	2 5 0 0	X						0	0	0
(6) COLEMAN P BURKE TRUSTEE	2 5 0 0	X						0	0	0
(7) JAMES M CLARK JR TRUSTEE	2 5 0 0	X						0	0	0
(8) ROBERT A DAY JR TRUSTEE	2 5 0 0	X						0	0	0
(9) ALFRED T DENGLER TRUSTEE	2 5 0 0	X						0	0	0
(10) SARA G DENT TRUSTEE	2 5 0 0	X						0	0	0
(11) ROBERT C DUCOMMUN TRUSTEE	2 5 0 0	X						0	0	0
(12) RICHARD A FALKENRATH JR TRUSTEE	2 5 0 0	X						0	0	0
(13) EDWARD C FORST TRUSTEE	2 5 0 0	X						0	0	0
(14) MICHELE S FOSTER TRUSTEE	2 5 0 0	X						0	0	0
(15) CHRISTINE FOX TRUSTEE (AS OF 10/10/14)	2 5 0 0	X						0	0	0
(16) SHERRI W GOODMAN TRUSTEE	2 5 0 0	X						0	0	0
(17) STEVEN G HOCH TRUSTEE	2 5 0 0	X						0	0	0
(18) JEFFERSON E HUGHES JR TRUSTEE	2 5 0 0	X						0	0	0
(19) HAMILTON E JAMES TRUSTEE	2 5 0 0	X						0	0	0
(20) ERIC H JOSTROM TRUSTEE	2 5 0 0	X						0	0	0
(21) GEORGETTE C MCCONNELL TRUSTEE	2 5 0 0	X						0	0	0
(22) JOYCE K MOSS TRUSTEE	2 5 0 0	X						0	0	0
(23) NANCY S NEWCOMB TRUSTEE	2 5 0 0	X						0	0	0
(24) JOSEPH F PATTON JR TRUSTEE	2 5 0 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(26) CARL E PETERSON ..... TRUSTEE(until 5/21/14)	2 5 ..... 0 0	X						0	0	0
(1) JAMES P ROSENFELD ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(2) GARY ROUGHEAD ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(3) DAVID B SCULLY ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(4) STEPHEN E TAYLOR ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(5) JEAN C TEMPEL ..... trustee	2 5 ..... 0 0	X						0	0	0
(6) GEOFFREY A THOMPSON ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(7) THOMAS J TIERNEY ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(8) EDMUND B WOOLLEN ..... TRUSTEE	2 5 ..... 0 0	X						0	0	0
(9) SUSAN K AVERY ..... PRESIDENT/DIRECTOR	40 0 ..... 0 0	X		X				444,806	0	75,771
(10) THOMAS G NEMMERS ..... EXEC PROJ MGR/CLERK OF CORP	40 0 ..... 0 0	X		X				110,923	0	44,317
(11) JEFFREY A FERNANDEZ ..... CFO/VP OPERATIONS	40 0 ..... 0 0			X				303,011	0	58,739
(12) LAURENCE MADIN ..... EXECUTIVE VP/DIRECTOR	40 0 ..... 0 0				X			289,725	0	48,345
(13) ROBERT MUNIER ..... VP MAR FAC & OP	40 0 ..... 0 0				X			251,846	0	44,179
(14) JAMES YODER ..... VICE PRESIDENT OF ACADEMICS	40 0 ..... 0 0					X		240,310	0	73,993
(15) ROBERT WELLER ..... Department Chair	40 0 ..... 0 0					X		257,333	0	52,284
(16) WILLIAM JENKINS ..... SENIOR SCIENTIST	40 0 ..... 0 0					X		226,289	0	52,779
(17) DONALD ANDERSON ..... SENIOR SCIENTIST	40 0 ..... 0 0					X		204,718	0	56,760
(18) CHRISTOPHER LAND ..... VP Legal Affairs/Gen Counsel	40 0 ..... 0 0					X		217,282	0	19,749
(19) DANA FERNANDEZ ..... CONTROLLER	40 0 ..... 0 0						X	172,479	0	35,944
(20) SUSAN HUMPHRIS ..... SENIOR SCIENTIST	40 0 ..... 0 0						X	203,670	0	66,973

SCHEDULE A  
(Form 990 or 990EZ)

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

OMB No 1545-0047  
2014  
Open to Public Inspection

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

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 to 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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

**Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

**Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☐

**Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

**Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations . . . . . \_\_\_\_\_

g

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 listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	182,249,525	204,529,422	199,587,473	194,620,964	215,911,523	996,898,907
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	182,249,525	204,529,422	199,587,473	194,620,964	215,911,523	996,898,907
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)						0
6 Public support. Subtract line 5 from line 4						996,898,907

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	182,249,525	204,529,422	199,587,473	194,620,964	215,911,523	996,898,907
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,380,118	4,720,711	3,540,848	1,370,579	2,404,645	16,416,901
9 Net income from unrelated business activities, whether or not the business is regularly carried on		341,665		42,205		383,870
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	431,947	1,325,380	841,419	264,749	440,317	3,303,812
11 Total support. Add lines 7 through 10						1,017,003,490
12 Gross receipts from related activities, etc. (see instructions)					12	40,968,755
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 2014 (line 6, column (f) divided by line 11, column (f))	14	98.023 %
15 Public support percentage for 2013 Schedule A, Part II, line 14	15	97.696 %
16a 33 1/3% support test—2014. If the organization did not check the box on line 13, and 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—2013. 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—2014. 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 VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2013. 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 VI 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 IIISupport 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 year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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 VI.)						
13 Total support. (Add lines 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 2014 (line 8, column (f) divided by line 13, column (f))	15		
16 Public support percentage from 2013 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17		
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2014. 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—2013. 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in <b>Part VI</b> how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in <b>Part VI</b> how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in <b>Part VI</b> when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in <b>Part VI</b> what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations. . . .	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in <b>Part VI</b> .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990) .	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in <b>Part VI</b> .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in <b>Part VI</b> .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in <b>Part VI</b> .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings).	10b	
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.	11c	

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 <u>Activities Test</u> <b>Answer (a) and (b) below.</b>			
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI identify those supported organizations and explain</b> how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 <u>Parent of Supported Organizations</u> <b>Answer (a) and (b) below.</b>			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.			
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI) _____		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2014			
a From 2009. . . . .			
b From 2010. . . . .			
c From 2011. . . . .			
d From 2012. . . . .			
e From 2013. . . . .			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2014 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2015. Add lines 3j and 4c			
8 Breakdown of line 7			
a From 2010. . . . .			
b From 2011. . . . .			
c From 2012. . . . .			
d From 2013. . . . .			
e From 2014. . . . .			

**Part VI** **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

**Facts And Circumstances Test**

Return Reference

Explanation

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**

▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at**

***www.irs.gov/form990.***

OMB No 1545-0047

2014

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
4a	Was a correction made?	<input type="checkbox"/> Yes <input type="checkbox"/> No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file <b>Form 1120-POL</b> for this year?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No													

4-Year Averaging Period Under section 501(h)  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?	Yes		20
e	Publications, or published or broadcast statements?	Yes		1,895
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		19,676
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		80
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			21,671
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
LOBBYING ACTIVITY EXPLANATION	SCHEDULE C THE WOODS HOLE OCEANOGRAPHIC INSTITUTION DID NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGNS. THE WOODS HOLE OCEANOGRAPHIC INSTITUTION EMPLOYS A DIRECTOR OF GOVERNMENT RELATIONS TO LOBBY ON A BROAD RANGE OF POLICY AND SPENDING LEGISLATION RELATING TO OCEAN SCIENCE. SPECIFICALLY, WHOI LOBBIES FOR INCREASED FUNDING FOR COMPETITIVE OCEAN SCIENCE GRANT PROGRAMS IN THE US NAVY, THE NATIONAL SCIENCE FOUNDATION, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION. IN ADDITION, THE INDIVIDUAL REPORTS TO WOODS HOLE OCEANOGRAPHIC INSTITUTION ON DEVELOPMENTS AND ISSUES OF INTEREST TO AND/OR FACING THE INSTITUTION. FOR THE YEAR ENDED DECEMBER 31, 2014, WHOI PAID \$1,780 IN COMPENSATION TO THIS INDIVIDUAL FOR LOBBYING ACTIVITIES. DIRECT CONTACT WITH LEGISLATORS, THEIR STAFFS, GOVERNMENT OFFICIALS, OR A LEGISLATIVE BODY PRODUCED COSTS OF \$3,397 FOR DOMESTIC TRAVEL, MEALS, AND OFFICE RENT. THE ORGANIZATION PAID MEMBERSHIP DUES OF \$80 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES. ADDITIONAL COSTS WERE INCURRED FOR MAILINGS \$20 AND PUBLICATIONS \$1,895. WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

[illegible]

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, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
► Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number  04-2105850
--	--

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 value of contributions to (during year)	
3	Aggregate value of 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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

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)☐ Preservation of an historically important land area  
☐ Protection of natural habitat☐ Preservation of a certified historic structure  
☒ Preservation of open space

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 Year
a	Total number of conservation easements2
b	Total acreage restricted by conservation easements15 45
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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 ►1

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  
►12 00

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  
►\$1,199

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) Revenue 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

Revenue included in Form 990, Part VIII, line 1

►\$

b

Assets included in Form 990, Part X

►\$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2014

**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

d

☐ Loan or exchange programs

b

☒ Scholarly research

e

☐ Other

c

☒ Preservation for future generations
- 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.

- 1a

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 |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- 2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII Check here if the explanation 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 year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .	409,037,438	370,305,446	329,699,724	347,898,559	317,845,815
b Contributions . . . . .	2,764,783	2,142,811	4,707,590	2,493,109	7,995,383
c Net investment earnings, gains, and losses	39,329,467	54,879,456	40,348,644	-7,074,013	38,354,918
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .	27,209,792	18,290,275	4,450,512	13,617,931	16,297,557
f Administrative expenses . . . . .					
g End of year balance . . . . .	423,921,896	409,037,438	370,305,446	329,699,724	347,898,559

- 2

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

Board designated or quasi-endowment

22 118 %

b

Permanent endowment

59 275 %

c

Temporarily restricted endowment

18 607 %
- The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations . . . . .

3a(i)

No

(ii) related organizations . . . . .

3a(ii)

No
- 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.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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
1a Land . . . . .	26,532	1,201,892		1,228,424
b Buildings . . . . .	574,821	60,534,571	23,791,242	37,318,150
c Leasehold improvements . . . . .				
d Equipment . . . . .		36,934,548	29,117,097	7,817,451
e Other . . . . .	991,497	111,029,543	73,389,607	38,631,433
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				84,995,458



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	203,568,188
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12	<b>2e</b>	
<b>a</b>	Net unrealized gains (losses) on investments . . . . .	<b>2a</b>	34,138,599
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	289,475
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	-55,038,866
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	-20,610,792
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	224,178,980
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>	<b>4c</b>	
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	3,171,818
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	375,646
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	3,547,464
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	227,726,444

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	237,704,496
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25	<b>2e</b>	
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>	289,475
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>	
<b>c</b>	Other losses . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	401,657
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	691,132
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	237,013,364
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :	<b>4c</b>	
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	3,171,818
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	1,708,054
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	4,879,872
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	241,893,236

**Part XIII Supplemental Information**

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.

Return Reference	Explanation
CONSERVATION EASEMENTS	FORM 990, SCHEDULE D, PART II, LINE 5 FACILITIES OFFICE PERSONNEL WALK THE CONSERVATION EASEMENT AREAS TWICE A YEAR TO ENSURE THAT THERE ARE NO ENCROACHMENTS ON THE 15.45 ACRES AND THAT THERE ARE NO PROHIBITED USES AS DEFINED IN THE TERMS OF THE CONSERVATION RESTRICTIONS
FORM 990, SCHEDULE D, PART II, LINE 9	THE WOODS HOLE OCEANOGRAPHIC INSTITUTION'S CONSERVATION EASEMENTS ARE NOT ACCOUNTED FOR SEPARATELY, BUT ARE INCLUDED AS PART OF LAND ON THE BALANCE SHEET. ORGANIZATIONS MAINTAINING COLLECTIONS OF ART, HISTORICAL TREASURES, OR OTHER SIMILAR ASSETS. FORM 990, SCHEDULE D, PART III, LINE 4 In 2013, Woods Hole Oceanographic Institution (WHOI) added the Deepsea Challenger, a human occupied submersible vehicle, to its collection. WHOI scientists and engineers collaborated with the Deepsea Challenger Engineering Team to conduct a full system survey, completely disassembling and reassembling the vehicle, and to document and detail the design approach to the vehicle's subsystems. WHOI engineers have presented their findings to the ocean engineering community and information about the Deepsea Challenger is included on WHOI's website.
INTENDED USE OF ENDOWMENT FUND	FORM 990, SCHEDULE D, PART V, LINE 4 -PROVIDE A STREAM OF INCOME IN SUPPORT OF ANNUAL BUDGETARY NEEDS -PRESERVE AND ENHANCE THE REAL (INFLATION-ADJUSTED) PURCHASING POWER -PROVIDE SUPPORT FOR CAPITAL INVESTMENT NEEDS AS THEY ARISE
other liabilities	SCHEDULE D, PART X, LINE 2 Woods Hole Oceanographic Institution does not have a fin 48 footnote in its financial statements
REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN	FORM 990, SCHEDULE D, PART XI, LINE 2D PENSION RELATED CHANGES OTHER THAN COST (\$55,160,542) CHANGE IN SPLIT INTEREST AGREEMENTS \$20,366 Return on Investment for Retiree & Active Med \$1,737,426 Net Periodic Benefit Cost \$71,927 Swap Interest Expense (\$1,708,056) ROUNDING \$13 ===== (\$55,038,866) REVENUE INCLUDED ON RETURN BUT NOT ON BOOKS FORM 990, SCHEDULE D, PART XI, LINE 4B RENTAL EXPENSE (\$401,657) RELEASE FROM RESTRICTION \$777,303 ===== \$375,646
EXPENSES INCLUDED ON BOOKS BUT NOT ON RETURN	FORM 990, SCHEDULE D, PART XII, LINE 2D RENTAL EXPENSE \$401,657 EXPENSES INCLUDED ON RETURN BUT NOT ON BOOKS FORM 990, SCHEDULE D, PART XII, LINE 4B Swap Interest Expense \$1,708,054

[illegible]

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.  
► Information about Schedule F (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number  
04-2105850

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? . . . . . ☐ 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.
- 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
( 1 ) See Add'l Data					
( 2 )					
( 3 )					
( 4 )					
( 5 )					
3a Sub-total		29			16,541,225
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)		29			16,541,225

**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 )									
( 2 )									
( 3 )									
( 4 )									

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 . . . . ▶

3

Enter total number of other organizations or entities . . . . . ▶

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)*

☒ 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; do not file with Form 990)*

☐ Yes ☒ 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 ☐ 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 ☐ 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 ☐ 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; do not file with Form 990)*

☒ Yes ☐ No

Part V Supplemental Information

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).

990 Schedule F, Supplemental Information

Return Reference	Explanation
DESCRIPTION OF FOREIGN ACTIVITIES	<p>SCHEDULE F, PART I, LINE 3 WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) OPERATES TWO U S G</p> <p>OVERNMENT-OWNED OCEANOGRAPHIC RESEARCH VESSELS UNDER THE UNIVERSITY-NATIONAL OCEANOGRAPHIC</p> <p>LABORATORY SYSTEM (UNOLS) THE SHIPS OPERATE BY "LEGS," PERIODS OF TIME AT SEA EACH LEG</p> <p>ENDS IN A PORT OF CALL TO DISEMBARK RESEARCHERS, EQUIPMENT AND SOMETIMES MARINE CREW, THEN</p> <p>LOAD EQUIPMENT, AND BOARD THE NEXT SET OF RESEARCHERS AND SOMETIMES CREW MEMBERS FOR THE</p> <p>FOLLOWING LEG SOME PORTS OF CALL ARE IN FOREIGN REGIONS AS DETERMINED BY GRANTS THAT FUND</p> <p>SHIP OPERATIONS WHOI DOES NOT CONSIDER THESE TRANSIENT ACTIVITIES TO CONSTITUTE FOREIGN</p> <p>ACTIVITIES THAT SHOULD BE REPORTED ON FORM 990, SCHEDULE F IN ALL OF THESE CASES THE PURP</p> <p>OSE OF JOINING A SHIP IS TO CONDUCT RESEARCH ACTIVITIES OR SHIP OPERATIONS AT SEA, NOT IN THE FOREIGN COUNTRY HOWEVER, AGENTS, PRIMARILY SHIP'S AGENTS WHO ARE PAID FOR SERVICES TO</p> <p>FACILITATE THE TURNOVER BETWEEN LEGS AT SEA, ARE REPORTED BY NUMBER AND TOTAL EXPENDITURE</p> <p>S (PART I, LINE 3, COLUMNS (C) AND (F))</p>

990 Schedule F, Supplemental Information

Return Reference	Explanation
ACTIVITIES PER REGION	PART I, LINE 3, COLUMNS (B) & (F) REPORTABLE INFORMATION IS OBTAINED THROUGH WHO'S FINANCIAL MANAGEMENT SYSTEM. PROVISION OF COLUMN (F) DATA FOR THE INSTITUTION WAS FACILITATED BY A LOCALLY-IMPOSED ACCOUNTING PROCEDURE THAT SEPARATES COSTS INCURRED INSIDE ITS BORDERS FROM THOSE INCURRED OUTSIDE.

Additional Data

Software ID:  
Software Version:  
EIN: 04-2105850  
Name: WOODS HOLE OCEANOGRAPHIC INSTITUTION

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, 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 region
Central America and the Caribbean		3	Program Services	SHIP OPERATIONS	8,200
Europe (Including Iceland and Greenland)		2	Program Services	SHIP OPERATIONS	8,439
East Asia and the Pacific		3	Program Services	SCIENTIFIC RESEARCH	5,988

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
Europe (Including Iceland and Greenland)		12	Program Services	SCIENTIFIC RESEARCH	25,829
Middle East and North Africa		1	Program Services	SCIENTIFIC RESEARCH	6,286
North America		2	Program Services	SCIENTIFIC RESEARCH	1,282

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i e , fundraising, program services, 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 region
South America		5	Program Services	SCIENTIFIC RESEARCH	6,061
South Asia		1	Program Services	SCIENTIFIC RESEARCH	359
Central America and the Caribbean			Investments		16,478,781

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public  
Inspection

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number  
04-2105850

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . .

3

Enter total number of other organizations listed in the line 1 table . . . . .

**Part III**

**Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) TUITION/FELLOWSHIPS & SCHOLARSHIPS	153		6,785,501	BOOK	TUITION
(2) STIPENDS	103	1,951,254			

**Part IV**

**Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
MAINTAINING RECORDS	FORM 990, SCHEDULE I, PART I, LINE 1 APPLICATIONS FOR ADMISSIONS ARE REVIEWED BY FACULTY STUDENTS ARE ADMITTED BASED UPON THEIR ACADEMIC RECORD, AND ALL ARE GIVEN SUPPORT THROUGH EITHER WHOI OR MIT WRITTEN RECORDS OF ALL DECISIONS ARE RETAINED MONITORING USE OF GRANT FUNDS FORM 990, SCHEDULE I, PART I, LINE 2 EACH STUDENT'S ACADEMIC PROGRESS IS EVALUATED YEARLY TO ENSURE SATISFACTORY ACADEMIC PROGRESS

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.  
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number  
04-2105850

Part I

Questions Regarding Compensation

	Yes	No
<div><div>1a</div><div>Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</div><div><div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div>		
<div><div>b</div><div>If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</div></div>		No
<div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div>	Yes	
<div><div>3</div><div>Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</div></div><div><div><input type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div>		
<div><div>4</div><div>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</div></div>		
<div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div>		No
<div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div>	Yes	
<div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div></div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>		No
<div><div></div><div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div></div>		
<div><div>5</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>		No
<div><div>6</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</div></div>		
<div><div>a</div><div>The organization?</div></div>		No
<div><div>b</div><div>Any related organization?</div></div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>		No
<div><div>7</div><div>For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</div></div>		No
<div><div>8</div><div>Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III</div></div>		No
<div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div></div>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part IIISupplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
FIRST CLASS TRAVEL	FORM 990, SCHEDULE J, LINES 1A & 2 SUSAN AVERY AND JEFFREY FERNANDEZ TRAVELED FIRST CLASS VIA AIR AND TRAIN IN CONNECTION WITH THE BUSINESS PURPOSES OF WOODS HOLE OCEANOGRAPHIC INSTITUTION. SUCH TRAVEL WAS TREATED AS NON-TAXABLE AND REVIEWED AND APPROVED PURSUANT TO THE ORGANIZATION'S TRAVEL EXPENSE REIMBURSEMENT POLICY. HOUSING ALLOWANCE DESCRIPTION FORM 990, SCHEDULE J, LINES 1B & 2 AN ON-SITE RESIDENCE IS MADE AVAILABLE TO THE PRESIDENT/DIRECTOR AS AN ELEMENT OF HER EMPLOYMENT CONTRACT. IMPUTED INCOME IS CALCULATED FOR THIS HOUSING PROVISION AND IS REPORTED AS TAXABLE INCOME.
SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	FORM 990, SCHEDULE J, LINE 4B THE ORGANIZATION MAINTAINS A RETIREMENT BENEFIT RESTORATION PLAN ("PLAN") FOR CERTAIN EMPLOYEES. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN RESTORATION BENEFIT PAYMENTS UPON OBTAINMENT OF TARGET RETIREMENT AGE, DEATH, DISABILITY, OR INVOLUNTARY TERMINATION. No amounts were accrued under the plan in 2014. CERTAIN INDIVIDUALS LISTED ON SCHEDULE J, PART II ARE ELIGIBLE TO PARTICIPATE IN A SUPPLEMENTAL RETIREMENT PLAN. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN BENEFITS UPON RETIREMENT. No amounts were accrued or vested under the plan in 2014.

Additional Data

Software ID:

Software Version:

EIN: 04-2105850

Name: WOODS HOLE OCEANOGRAPHIC INSTITUTION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SUSAN K AVERY, PRESIDENT/DIRECTOR	(i) (ii)	394,534 0		50,272	57,598 0	18,173 0	520,577 0	0 0
1 THOMAS G NEMMERS, EXEC PROJ MGR/CLERK OF CORP	(i) (ii)	110,392 0		531	27,632 0	16,685 0	155,240 0	0 0
2 JEFFREY A FERNANDEZ, CFO/VP OPERATIONS	(i) (ii)	298,219 0		4,792	26,000 0	32,739 0	361,750 0	0 0
3 LAURENCE MADIN, EXECUTIVE VP/DIRECTOR	(i) (ii)	273,883 0		15,842	34,500 0	13,845 0	338,070 0	0 0
4 ROBERT MUNIER, VP MAR FAC & OP	(i) (ii)	250,144 0		1,702	25,735 0	18,444 0	296,025 0	0 0
5 JAMES YODER, VICE PRESIDENT OF ACADEMICS	(i) (ii)	240,310 0			58,301 0	15,692 0	314,303 0	0 0
6 ROBERT WELLER, Department Chair	(i) (ii)	247,504 0		9,829	34,500 0	17,784 0	309,617 0	0 0
7 WILLIAM JENKINS, SENIOR SCIENTIST	(i) (ii)	218,755 0		7,534	34,500 0	18,279 0	279,068 0	0 0
8 DANA FERNANDEZ, CONTROLLER	(i) (ii)	172,295 0		184	28,416 0	7,528 0	208,423 0	0 0
9 SUSAN HUMPHRIS, SENIOR SCIENTIST	(i) (ii)	200,823 0		2,847	46,602 0	20,371 0	270,643 0	0 0
10 DONALD ANDERSON, SENIOR SCIENTIST	(i) (ii)	199,990 0		4,728	34,500 0	22,260 0	261,478 0	0 0
11 CHRISTOPHER LAND, VP Legal Affairs/Gen Counsel	(i) (ii)	215,102 0		2,180	0 0	19,749 0	237,031 0	0 0

Schedule K  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.  
▶ Attach to Form 990.  
▶ Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Employer identification number  
04-2105850

Part I

Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MHEFA	04-2456011	57586ECE9	12-04-2008	64,403,887	Refinanced Bond Issue of 6/29/2004		X		X		X

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	8,541,268							
2	Amount of bonds legally defeased	0							
3	Total proceeds of issue	64,482,881							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrows	0							
7	Issuance costs from proceeds	592,200							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	10,190,681							
11	Other spent proceeds	53,700,000							
12	Other unspent proceeds	0							
13	Year of substantial completion	2011							
		Yes	No						
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III

Private Business Use

		A	B	C	D
		Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?	X							
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X							
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	0 165 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5	0 165 %							
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		X						
b	Exception to rebate?	X							
c	No rebate due?	X							
	If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider	0							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
	Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?		X						

Part VI

Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation
TOTAL PROCEEDS OF ISSUE	SCHEDULE K, PART I, LINE A, COLUMN (F) REFINANCED BOND ISSUE OF 06/29/2004 AND CONSTRUCTION SCHEDULE K, PART II, LINE 3 THE AMOUNT REPORTED INCLUDES TOTAL PROCEEDS OF ISSUE AND INTEREST EARNED OF \$78,994 SCHEDULE K, PART IV, LINE 2C THE REBATE COMPUTATION WAS PERFORMED ON 12/31/2014

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.  
▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only) Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b				
1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?
				YesNo

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$

Part II

Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1) DONALD ANDERSON	HIGHLY COMPENSATED	EDUCATION LOAN		X	25,000	5,000		No	Yes		Yes	

Total	▶ \$	5,000			
-------	------	-------	--	--	--

Part III Grants or Assistance Benefiting Interested Persons. Complete if the organization answered "Yes" on Form 990, Part IV, line 27.				
(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
------------------	-------------

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.  
▶Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number  
04-2105850

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 . . . . .				
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	39	876,019	FMV
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 . . . . .	X	2	500,000	FMV
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 ▶ ( )				
26 Other ▶ ( )				
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 . . . . .

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 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

Yes

No

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

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .

32a

Yes

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) (2014)

Part II

Supplemental Information.

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.

Return Reference	Explanation
CONTRIBUTION METHOD	FORM 990, SCHEDULE M, PART I, COLUMN (B) WOODS HOLE OCEANOGRAPHIC INSTITUTION HAS REPORTED THE NUMBER OF CONTRIBUTIONS ON THIS SCHEDULE FORM 990, SCHEDULE M, PART I, LINE 32B THE ORGANIZATION USES A THIRD PARTY REAL ESTATE BROKER TO PROCESS NONCASH REAL ESTATE CONTRIBUTIONS

2014

Open to Public  
Inspection

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.

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

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Return Reference	Explanation
MISSION STATEMENT	FORM 990, PART I, LINE 1 AND PART III, LINE 1 THE WOODS HOLE OCEANOGRAPHIC INSTITUTION IS DEDICATED TO RESEARCH AND EDUCATION TO ADVANCE UNDERSTANDING OF THE OCEAN AND ITS INTERACTION WITH THE EARTH SYSTEM, AND TO COMMUNICATE THIS UNDERSTANDING FOR THE BENEFIT OF SOCIETY DELEGATION OF BOARD AUTHORITY FORM 990, PART VI, LINE 1A THE BOARD OF TRUSTEES DELEGATES BROAD AUTHORITY TO ACT IN ITS STEAD TO AN EXECUTIVE COMMITTEE PER BYLAWS, THE COMPOSITION AND SCOPE OF AUTHORITY OF THE EXECUTIVE COMMITTEE ARE AS FOLLOWS THE EXECUTIVE COMMITTEE SHALL BE COMPOSED OF THE CHAIRMAN OF THE BOARD OF TRUSTEES, CHAIRMAN OF THE CORPORATION, THE PRESIDENT AND DIRECTOR, THE TREASURER, THE CHAIRS OF THE BUSINESS DEVELOPMENT AND TECHNOLOGY TRANSFER COMMITTEE, COMPENSATION COMMITTEE, DEVELOPMENT COMMITTEE, INVESTMENT COMMITTEE, RESEARCH AND EDUCATION COMMITTEE, AND OTHER TRUSTEES AND LIFE TRUSTEES, FOR A TOTAL COMMITTEE MEMBERSHIP OF NOT MORE THAN FIFTEEN THE CHAIRMAN OF THE BOARD OF TRUSTEES SHALL SERVE AS THE CHAIR OF THE EXECUTIVE COMMITTEE THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, SO FAR AS MAY BE PERMITTED BY LAW, ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF TRUSTEES EXCEPT SUCH POWERS OR DUTIES AS MAY HAVE BEEN SPECIFICALLY DELEGATED BY THE BOARD TO OTHER COMMITTEES OR OFFICERS, AND SHALL HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT, AND SUCH OTHER POWERS AS THE BOARD MAY DELEGATE TO IT THE EXECUTIVE COMMITTEE MAY HOLD MEETINGS AND MAKE RULES FOR THE CONDUCT OF ITS BUSINESS AS IT SHALL FROM TIME TO TIME DEEM NECESSARY OR ADVISABLE THE PRESENCE OF AT LEAST FIVE MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE TRUSTEES SHALL CONSTITUTE A QUORUM AND MAY TAKE ACTION BY MAJORITY VOTE OF SUCH QUORUM ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED TO THE BOARD IN WRITING OR AT THE NEXT MEETING OF THE BOARD CONSISTENT WITH THE PROVISIONS OF THE MASSACHUSETTS GENERAL LAWS, THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY TO (I) CHANGE THE PRINCIPAL OFFICE OF THE CORPORATION, (II) AMEND THE BYLAWS, (III) ELECT THE STATUTORY OFFICERS OF THE CORPORATION INCLUDING THE PRESIDENT AND DIRECTOR, TREASURER, AND CLERK, OR FILL VACANCIES IN SUCH OFFICES, (IV) SET COMPENSATION FOR MEMBERS OF THE DIRECTORATE OF THE INSTITUTION WITHOUT A VOTE BY THE FULL BOARD, (V) CHANGE THE NUMBER OF THE BOARD OF TRUSTEES OR FILL VACANCIES IN THE BOARD OF TRUSTEES, OR (VI) REMOVE OFFICERS OR TRUSTEES FROM OFFICE MEMBERS OR STOCKHOLDERS FORM 990, PART VI, LINES 6, 7A & 7B The WHOI Bylaws provide that the organization shall consist of a Board of Directors and separate corporate members The bylaws further provide that there shall be not more than one hundred twenty elected members of the corporation at any one time The Members of the Corporation are responsible to assure that the Corporation accomplishes its mission in the public interest The Members shall have and exercise all rights and powers conferred upon members, generally, pursuant to Chapter 180 of the Massachusetts General Laws and such other powers and rights as are vested in them pursuant to the Articles of Organization of the Corporation or the organization's Bylaws, including, without limitation, the right to elect the Trustees from time to time

Return Reference	Explanation
FORM 990 REVIEW PROCESS	FORM 990, PART VI, LINE 11B WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (WHOI) FORM 990 IS PREPARED WITH THE ASSISTANCE OF ITS OUTSIDE TAX ACCOUNTANTS. FOLLOWING WHOI'S INTERNAL MANAGEMENT'S REVIEW, A DRAFT VERSION OF THE RETURN IS DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND COMMENTS. ONCE THE RETURN HAS BEEN UPDATED WITH INTERNAL MANAGEMENT AND AUDIT COMMITTEE'S COMMENTS, EACH VOTING MEMBER OF THE GOVERNING BODY, THE PRESIDENT & DIRECTOR AND CHIEF FINANCIAL OFFICER, WILL RECEIVE COPIES OF FORM 990 FOR REVIEW. THE AUDITORS/TAX CONSULTANTS WILL THEN FINALIZE THE FORM 990. COPIES OF COMPLETED FORM 990 WILL BE DISTRIBUTED IN ELECTRONIC OR PAPER FORM TO MEMBERS OF THE GOVERNING BODY PRIOR TO FILING WITH THE IRS. A DESIGNEE OF THE CHIEF FINANCIAL OFFICER WILL BE RESPONSIBLE FOR MAINTAINING A CURRENT DISTRIBUTION LIST AND DISTRIBUTING THE COPIES.

Return Reference	Explanation
CONFLICT OF INTEREST COMPLIANCE	<p>FORM 990, PART VI, LINE 12C EACH TRUSTEE, OFFICER, AND KEY EMPLOYEE OF WOODS HOLE OCEANOGRAPHIC INSTITUTION ("WHOI") IS REQUIRED TO DISCLOSE ON AN ONGOING BASIS, IN WRITING, ON WHOI'S DISCLOSURE STATEMENT, (A) ANY FINANCIAL OR BUSINESS RELATIONSHIPS THAT HE OR SHE, OR ANY FAMILY MEMBER, HAS WITH WHOI OR ANY AFFILIATED ORGANIZATION OR WITH ORGANIZATIONS THAT DO BUSINESS WITH WHOI OR ANY AFFILIATED ORGANIZATION, (B) ANY ELECTED OR APPOINTED OFFICE OR POSITION THAT HE OR SHE, OR ANY FAMILY MEMBER, HOLDS IN A BRANCH OF GOVERNMENT OR IN A REGULATORY AGENCY HAVING AUTHORITY OR JURISDICTION OVER WHOI, OR (C) OTHER PERSONAL, FAMILIAL, FINANCIAL, OR BUSINESS RELATIONSHIPS THAT OTHERWISE COULD BE CONSTRUED TO AFFECT THE INDEPENDENT, UNBIASED JUDGMENT OF SUCH TRUSTEE OR OFFICER IN LIGHT OF HIS OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITIES FOR WHOI THE DISCLOSURE STATEMENTS ARE FILED WITH WHOI'S CLERK AND THE CLERK WILL PREPARE A REPORT ANNUALLY OR MORE FREQUENTLY AS NECESSARY FOR THE TRUSTEES AND OFFICERS SUMMARIZING ANY CONFLICT ISSUES THE AUDIT COMMITTEE REVIEWS THE DISCLOSURE REPORTS AND ANY CONFLICTS OR POTENTIAL CONFLICTS ARE BROUGHT TO THE EXECUTIVE COMMITTEE'S ATTENTION THE EXECUTIVE COMMITTEE WILL DETERMINE WHETHER A CONFLICT EXISTS BASED ON WHOI'S CONFLICT OF INTEREST POLICY IF A CONFLICT OF INTEREST IS DETERMINED, THE EXECUTIVE COMMITTEE WILL EXERCISE ITS JUDGMENT ON THE BEST COURSE TO FOLLOW</p>

Return Reference	Explanation
COMPENSATION APPROVAL	FORM 990, PART VI, LINE 15 THE ANNUAL COMPENSATION APPROVAL PROCESS CONSISTS OF A REVIEW BY THE ORGANIZATION'S INDEPENDENT COMPENSATION COMMITTEE, USING COMPARABLE, RELEVANT MARKET DATA FOR THE INSTITUTION'S POSITIONS OBTAINED FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES SUCH AS PEER ORGANIZATIONS' 990 FORMS OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE INSTITUTION WILL ALSO BE INCORPORATED AS NEEDED MOREOVER, THE COMMITTEE MAY RELY ON MEMBERS OF WHOI MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS ALL COMPENSATION DECISIONS MADE ARE DOCUMENTED IN THE MINUTES

Return Reference	Explanation
PUBLIC DISCLOSURE OF DOCUMENTS	FORM 990, PART VI, LINE 18 THE FORM 990 IS MADE AVAILABLE ON THE ORGANIZATION'S WEBSITE, UPON REQUEST, AND ON GUIDESTAR.ORG FORM 990, PART VI, LINE 19 THE WOODS HOLE OCEANOGRAPHIC INSTITUTION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC THROUGH ITS WEBSITE

Return Reference	Explanation
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 9 VEBA RELATED EXPENSES \$7,316,610 Return on Investment for Retiree & Active Med \$1,737,426 Net Periodic Benefit Cost \$71,927 CHANGE IN SPLIT INTEREST AGREEMENTS \$20,366 Net Assets Released from Restrictions (\$777,303) PENSION RELATED CHANGES OTHER THAN COST (\$55,160,542) ===== TOTAL (\$46,791,516)

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization  
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number  
04-2105850

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) WHOI TAX EXEMPT EMP WELFARE BEN TRUST 569 WOODS HOLE ROAD  WOODS HOLE, MA 02543 04-3282355	BEN TRUST	MA	501(C)(9)	N/A	WOODS HOLE	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) EOM Offshore LLC  20 Jonathon Bourne Dr Pocasset, MA 02559 80-0436296	Bld Mooring	MA	WOODS HOLE	UNRELATED	903,835	436,689		No			No	90 000 %

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) QUISSETT DEVELOPMENT CORP REALTY TRUST  569 WOODS HOLE ROAD WOODS HOLE, MA 02543 26-6212595	LICENSING	MA	WOODS HOLE	TRUST			100 000 %	Yes	
(2) CHARITABLE REMAINDER TRUST (1)	SUPPORT	MA	WOODS HOLE	TRUST				Yes	
(3) CHARITABLE REMAINDER TRUST (2)	SUPPORT	NY	WOODS HOLE	TRUST				Yes	
(4) CHARITABLE REMAINDER TRUST (3)	SUPPORT	FL	WOODS HOLE	TRUST				Yes	

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

No

1o

No

1p

No

1q

Yes

1r

Yes

1s

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) WHOI TAX EXEMPT EMP WELFARE BEN TRUST	Q	947,823	CASH
(2) Retirement Trust for Employees of WHOI	R	6,166,666	CASH

Schedule R (Form 990) 2014

**Part VI** **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.  
Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

**Part VII**   **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
------------------	-------------