efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493317059365

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

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 Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization
SOLOMON R GUGGENHEIM FOUNDATION

Doing business as

Number and street (or P O box if mail is not delivered to street address) 1071 Fifth Avenue | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
New York, NY 101280173

D Employer identification number
13-5562233

E Telephone number
(212) 360-4224

G Gross receipts $ 163,195,450

F Name and address of principal officer
Marc Steglitz
1071 Fifth Avenue
New York, NY 10128

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J **Website:** ▶ www guggenheim org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | L Year of formation 1937 | M State of legal domicile NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
Committed to innovation, the Solomon R Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures through dynamic curatorial and educational initiatives and collaborations With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	30
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	30
5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	617
6	Total number of volunteers (estimate if necessary)	6	125
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	1,485,905
b	Net unrelated business taxable income from Form 990-T, line 34	7b	9,218

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	27,178,861	34,374,708
	9	Program service revenue (Part VIII, line 2g)	41,714,675	42,020,404
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,514,694	4,689,922
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	5,493,419	8,107,793
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	77,901,649	89,192,827
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	14,780	5,000
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	34,016,762	34,860,631
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	49,500	42,000
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶4,426,117		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	41,501,846	47,165,881
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	75,582,888	82,073,512
	19	Revenue less expenses Subtract line 18 from line 12	2,318,761	7,119,315

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	175,525,125	173,588,373
	21	Total liabilities (Part X, line 26)	60,729,225	54,074,236
	22	Net assets or fund balances Subtract line 21 from line 20	114,795,900	119,514,137

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

Signature of officer | 2015-11-16 Date

Marc Steglitz Sr Dep Director and COO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

Committed to innovation, the Solomon R Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures through dynamic curatorial and educational initiatives and collaborations With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ **Yes** ☑ **No**

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . ☐ **Yes** ☑ **No**

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 $ 27,331,353 including grants of $ 0) (Revenue $ 23,025,327)

Art Museum Programs (Exhibitions and Other Educational Projects) Exhibitions presented in 2014 at the Solomon R Guggenheim Museum in New York ("SRGM") included Kandinsky in Paris, 1934-1944 (June 28, 2013-April 23, 2014), Robert Motherwell Early Collages (September 27, 2013-January 5, 2014), Participatory City 100 Urban Trends from the BMW Guggenheim Lab (October 11, 2013-January 5, 2014), Lasting Images (October 14, 2013-January 10, 2014), Christopher Wool (October 25, 2013-January 22, 2014), Carrie Mae Weems Three Decades of Photography and Video (January 24-May 14, 2014), Italian Futurism, 1909-1944 Reconstructing the Universe (February 21-September 1, 2014), A Year with Children 2014 (May 9-June 18, 2014), Under the Same Sun Art from Latin America Today (June 13-October 1, 2014), Kandinsky Before Abstraction, 1901-1911 (June 27, 2014-April 1, 2015), ZERO Countdown to Tomorrow, 1950s-60s (October 10, 2014-January 7, 2015), V S Gaitonde Painting as Process, Painting as Life (October 24, 2014-February 11, 2015), and Wang Jianwei Time Temple (October 31, 2014-February 16, 2015) SRGM also held an ongoing exhibition highlighting material from the Guggenheim Archives A Long-Awaited Tribute Frank Lloyd Wright's Usonian House and Pavilion (July 27, 2012-ongoing) Additionally, works in the ongoing exhibitions in the Thannhauser Gallery continually change and rotate SRGM curators also organized two traveling exhibitions, From the Guggenheim Collection to the Cobra Museum Amstelveen International Abstraction, 1949-1960 (April 5-August 31, 2014), presented at the Cobra Museum of Modern Art in Amstelveen, Netherlands, and Modern Masters Series Highlights from the Solomon R Guggenheim Museum, October 2, 2014-February 1, 2015 at El Paso Museum of Art, Texas After its presentations at the SRGM in New York and at Asia Society Hong Kong Center, the exhibition of the first phase of the Guggenheim UBS MAP Global Art Initiative, No Country Contemporary Art for South and Southeast Asia, was adapted in collaboration with, and presented at, the NTU Centre for Contemporary Art Singapore (May 10-July 20, 2014) Exhibitions presented in 2014 at the Peggy Guggenheim Collection in Venice ("PGC") included The Avant-Gardes of Fin-de-siecle Paris Signac, Bonnard, Redon, and Their Contemporaries (September 28, 2013-January 6, 2014), Themes & Variations The Empire of Light (February 1-April 14, 2014), For Your Eyes Only A Private Collection, from Mannerism to Surrealism (May 24-August 31, 2014), AZIMUTH Continuity and Newness (September 20, 2014-January 19, 2015), and the Hannelore B and Rudolph B Schulhof Collection and Gianni Mattioli Collection Exhibitions presented in 2014 at the Guggenheim Museum Bilbao included Antoni Tapies From Object to Sculpture (1964-2009) (October 4, 2013-January 19, 2014), Garmendia, Maneros Zabala, Salaberria Process and Method (October 31, 2013-February 16, 2014), Selections from the Guggenheim Bilbao Collection IV (November 19, 2013-August 31, 2014), Ernesto Neto The Body that Carries Me (February 14-May 18, 2014), Yoko Ono, Half-A Wind Show-A Retrospective (March 14-September 1, 2014), Ragnar Kjartansson The Visitors (May 30-September 7, 2014), Georges Braque (June 13-September 21, 2014), and The Art of Our Time Masterpieces from the Guggenheim Collections (September 23, 2014-May 3, 2015) In addition, SRGM curators collaborated with colleagues in Abu Dhabi to organize the pre-opening exhibition Seeing Through Light Selections from the Guggenheim Abu Dhabi Collection (November 5, 2014-March 26, 2015) at Manarat al Saadiyat, Saadiyat Cultural District in Abu Dhabi The SRGF opened a total of 20 exhibitions in 2014

4b (Code) (Expenses $ 21,030,877 including grants of $ 0) (Revenue $ 2,999,473)

Art Museum Curatorial, Collection Management Acquisition Programs The Solomon R Guggenheim Foundation ("SRGF") fulfills its mission to collect and preserve art for the benefit of the public in several ways The curatorial staff studies the art in SRGF's possession, plans international exhibitions for public viewing, and prepares and publishes scholarly catalogues and educational texts SRGF also lends many of the works of art in its collection to other museums on the occasion of special exhibitions that are of scholarly merit or that will broaden the public's appreciation of art SRGF maintains extensive climate-controlled, highly secure storage facilities for the art in its collection It also operates a photography studio for the documentation of art, and archives to store photographs of art and make them available to the public for publication or study SRGF maintains a full art conservation lab to properly care for the art in its possession, it also conducts research on new techniques in art conservation In 2014 the Guggenheim's collection was comprised of over 7,200 works of art SRGF acquired fifty-seven works by Latin America artists under the auspices of the Guggenheim UBS MAP Purchase Fund and nine works by Wang Jianwei as part of the The Robert H N Ho Family Foundation Collection commission The museum also acquired five paintings by Al Held, a painting by Christopher Wool, major installations by Zoe Leonard and Peter Fischli and David Weiss, two video works by Ragnar Kjartansson, and a major contemporary Chinese painting by Huang Rui SRGF also acquired contemporary installation works by Ellie Ga, Camille Henrot, Agnieszka Kurant, Adrian Villar Rojas, Hassan Sharif and Chen Zhen Acquisition highlights also included contemporary paintings by Sarah Morris and Sterling Ruby, contemporary video works by Fiona Tan, Gillian Wearing, and Jane and Louise Wilson, and contemporary photography works by Liz Deschenes, Sabine Hornig, Cindy Sherman, Carrie Mae Weems and Martha Wilson SRGF also acquired performance based artworks by Tania Bruguera, Gerard & Kelly and Roman Ondak The total number of works acquired by SRGF in 2014 was 133

4c (Code) (Expenses $ 5,784,936 including grants of $ 0) (Revenue $ 18,728,002)

Visitor Services in 2014 SRGF directly operated two museums the Solomon R Guggenheim Museum in New York and the Peggy Guggenheim Collection in Venice Both of these museums are open to the public to fulfill SRGF's mission SRGF conducts tours of its exhibitions, and provides educational texts free of charge to all museum visitors SRGM is open to the public one evening of each week on a Pay-What-You-Wish basis In addition, students and senior citizens are offered reduced-price tickets and children under the age of 12 are admitted free of charge (2014 Global Attendance was 1,337,500)

See Additional Data

4d Other program services (Describe in Schedule O)

(Expenses $ 7,560,563 including grants of $ 0) (Revenue $ 8,792,439)

4e **Total program service expenses** ▶ 61,707,729

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	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	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		No
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	Yes	
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	Yes	
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)*

			Yes	No
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? *If "Yes," complete Schedule I, Parts I and II*	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? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	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? *If "Yes," complete Schedule L, Part III*	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? *If "Yes," complete Schedule L, Part IV*	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	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? *If "Yes," complete Schedule L, Part IV*	28c		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	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)? *If "Yes," complete Schedule R, Part V, line 2*	35b		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	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 . .	**1a** 229			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	**1b** 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** 617			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** 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**	Yes	
b	If "Yes," enter the name of the foreign country ▶BD , CA , CJ , EI , IT , UC , UK , VI 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**	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		**7b**	Yes	
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? **Note.** 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 . . .	1a	30		
	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				
b	Enter the number of voting members included in line 1a, above, who are independent . . .	1b	30		
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	Yes	
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	Yes	
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		No
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		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . .		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body? . . .		8a	Yes	
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	Yes	
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	Yes	
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	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . .	12b	Yes	
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?			
a	The organization's CEO, Executive Director, or top management official . . .	15a	Yes	
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	
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	Yes	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ AL , AZ , CA , CO , CT , DC , FL , GA , IL , IN , KS , MA , MD , ME , MI , MN , NC , NH , NJ , NM , NY , OH , OR , PA , TN , VA , WI , WV

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

☑ Own website ☐ Another's website ☑ Upon request ☐ 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

▶Marvin Suchoff
345 Hudson Street 12 Floor
New York, NY 10014 (212) 360-4216

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) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations

1b	**Sub-Total** . . . . ▶			
c	**Total from continuation sheets to Part VII, Section A** . . . . ▶			
d	**Total (add lines 1b and 1c)** . . . . ▶	3,552,926	0	335,470

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶36

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	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? *If "Yes," complete Schedule J for such person*	**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
Crothall Healthcare 955 Chesterbrook Boulevard Suite 300 Wayne, PA 19087	Cleaning Services	862,004
Alliedbarton Security Services 161 Washington Street Suite 600 Eight Tower Bridge Conshohocken, PA 19428	Security Guards	681,262
Davis Polk and Wardwell LLP 121 Avenue des Champs-Elysees Paris 75008 FR	Legal Services	647,289
APICE VENEZIA Via delle Macchine 29-1 Marghera, Venezia 30175 IT	Art Shipping Services	467,372
Finn Partners 301 East 57th Street New York, NY 10022	PR Consulting Services	457,793

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶40

Part VIII Statement of Revenue

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

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a	0				
	b	Membership dues	1b	2,561,637				
	c	Fundraising events	1c	2,283,928				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	599,536				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	28,929,607				
	g	Noncash contributions included in lines 1a-1f $		1,970,305				
	h	**Total.** Add lines 1a-1f ▶			34,374,708			
Program Service Revenue			Business Code					
	2a	Admission income	712110		19,352,025	19,352,025	0	0
	b	Exhibitions	712110		8,640,296	8,640,296	0	0
	c	Program collaborations	712110		11,823,828	11,823,828	0	0
	d	Museum feasibility study	712110		1,222,268	1,222,268	0	0
	e	Other program service revenue	712110		981,987	981,987	0	0
	f	All other program service revenue			0	0	0	0
	g	**Total.** Add lines 2a–2f ▶			42,020,404			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			2,906,061	0	0	2,906,061
	4	Income from investment of tax-exempt bond proceeds ▶			0	0	0	0
	5	Royalties ▶			1,338,935	0	0	1,338,935
			(i) Real	(ii) Personal				
	6a	Gross rents	0	0				
	b	Less rental expenses	0	0				
	c	Rental income or (loss)	0	0				
	d	Net rental income or (loss) ▶			0	0	0	0
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	41,927,155	27,321,536				
	b	Less cost or other basis and sales expenses	41,569,427	25,895,403				
	c	Gain or (loss)	357,728	1,426,133				
	d	Net gain or (loss) ▶			1,783,861	0	0	1,783,861
	8a	Gross income from fundraising events (not including $ 2,283,928 of contributions reported on line 1c) See Part IV, line 18	a	1,124,512				
	b	Less direct expenses	b	1,851,015				
	c	Net income or (loss) from fundraising events ▶			-726,503		0	-726,503
	9a	Gross income from gaming activities See Part IV, line 19	a	0				
	b	Less direct expenses	b	0				
	c	Net income or (loss) from gaming activities ▶			0	0	0	0
	10a	Gross sales of inventory, less returns and allowances	a	6,892,938				
	b	Less cost of goods sold	b	4,686,778				
	c	Net income or (loss) from sales of inventory ▶			2,206,160	739,358	1,466,802	0
		Miscellaneous Revenue	Business Code					
	11a	Proceeds from sales of art	900099		4,013,722	4,013,722	0	0
	b	Corporate events	900099		759,089	0	1,060	758,029
	c	Restaurant income	900099		516,390	0	18,043	498,347
	d	All other revenue			0	0	0	0
	e	**Total.** Add lines 11a–11d ▶			5,289,201			
	12	**Total revenue.** See Instructions ▶			89,192,827	46,773,484	1,485,905	6,558,730

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	0		
2 Grants and other assistance to domestic individuals See Part IV, line 22	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16	5,000	5,000		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	4,573,514	654,203	3,157,540	761,771
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7 Other salaries and wages	24,422,597	19,068,273	3,431,201	1,923,123
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	737,024	609,699	89,971	37,354
9 Other employee benefits	3,469,476	2,960,288	290,595	218,593
10 Payroll taxes	1,658,020	1,239,673	312,179	106,168
11 Fees for services (non-employees)				
a Management	5,652,674	5,089,418	528,425	34,831
b Legal	1,228,668	57,355	1,171,313	0
c Accounting	242,981	12,964	230,017	0
d Lobbying	210,452	180,352	0	30,100
e Professional fundraising services See Part IV, line 17	42,000			42,000
f Investment management fees	1,485,151	0	1,485,151	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,533,579	832,964	641,617	58,998
12 Advertising and promotion	2,454,061	2,103,310	249,654	101,097
13 Office expenses	2,463,089	1,333,424	872,171	257,494
14 Information technology	340,880	11,585	329,295	0
15 Royalties	98,490	74,153	23,279	1,058
16 Occupancy	6,745,468	5,422,794	1,261,543	61,131
17 Travel	2,340,381	1,796,292	187,795	356,294
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	737,290	466,954	31,106	239,230
20 Interest	204,915	188,701	16,214	0
21 Payments to affiliates	0	0	0	0
22 Depreciation, depletion, and amortization	5,092,255	4,563,558	490,248	38,449
23 Insurance	1,118,276	799,913	318,363	0
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 Art purchases	7,395,315	7,395,315	0	0
b Art storage, shipping and crating	5,022,815	4,851,634	153,057	18,124
c Materials and other exhibition cost	1,408,698	1,196,504	205,337	6,857
d Unrelated business income tax	2,721	0	2,721	0
e All other expenses	1,387,722	793,403	460,874	133,445
25 **Total functional expenses.** Add lines 1 through 24e	82,073,512	61,707,729	15,939,666	4,426,117
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X **Balance Sheet**

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

					(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing			11,321,480	1	8,225,749
	2	Savings and temporary cash investments			9,449,688	2	12,513,401
	3	Pledges and grants receivable, net			15,323,168	3	17,243,278
	4	Accounts receivable, net			2,286,861	4	2,461,800
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			64,170	5	47,500
	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	
	7	Notes and loans receivable, net			0	7	
	8	Inventories for sale or use			1,045,545	8	993,551
	9	Prepaid expenses and deferred charges			615,787	9	1,370,807
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	124,653,236			
	b	Less accumulated depreciation	10b	62,573,684	65,248,545	10c	62,079,552
	11	Investments—publicly traded securities			9,903,844	11	17,185,301
	12	Investments—other securities See Part IV, line 11			59,978,061	12	51,179,458
	13	Investments—program-related See Part IV, line 11			0	13	
	14	Intangible assets			0	14	
	15	Other assets See Part IV, line 11			287,976	15	287,976
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			175,525,125	16	173,588,373
Liabilities	17	Accounts payable and accrued expenses			12,636,483	17	14,249,154
	18	Grants payable			0	18	
	19	Deferred revenue			38,493,410	19	33,265,830
	20	Tax-exempt bond liabilities			5,600,000	20	2,900,000
	21	Escrow or custodial account liability Complete Part IV of Schedule D			0	21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			0	22	
	23	Secured mortgages and notes payable to unrelated third parties			3,605,001	23	3,414,428
	24	Unsecured notes and loans payable to unrelated third parties			372,331	24	234,824
	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			22,000	25	10,000
	26	**Total liabilities.** Add lines 17 through 25			60,729,225	26	54,074,236
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			22,659,653	27	22,310,068
	28	Temporarily restricted net assets			34,408,149	28	37,529,848
	29	Permanently restricted net assets			57,728,098	29	59,674,221
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			114,795,900	33	119,514,137
	34	Total liabilities and net assets/fund balances			175,525,125	34	173,588,373

Part XI Reconcilliation 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	89,192,827
2	Total expenses (must equal Part IX, column (A), line 25)	2	82,073,512
3	Revenue less expenses Subtract line 2 from line 1	3	7,119,315
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	114,795,900
5	Net unrealized gains (losses) on investments	5	-1,723,874
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-677,204
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	119,514,137

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

Additional Data

Software ID: 14000267
Software Version: v1.00
EIN: 13-5562233
Name: SOLOMON R GUGGENHEIM FOUNDATION

Form 990, Part III - Line 4c: Program Service Accomplishments (See the Instructions)

(Code) (Expenses $ 7,560,563 including grants of $ 0) (Revenue $ 8,792,439)

(1)Publishing Educational Publications, Videos, Products, and Retail Operations, (2)Interactive/Website, (3)Education and (4)Special Initiatives Guggenheim UBS MAP Global Art Initiative and (5)The Robert H N Ho Family Foundation Chinese Art Initiative (1) Scholarship and learning are intrinsic to the many books and catalogues produced by SRGF Each publication includes such scholarly and instructive art historical information as bibliographies, biographies, chronologies, and exhibition histories with longer texts that contextualize art within larger movements or disciplines Publications in 2014 included Italian Futurism, 1909-1944 Reconstructing the Universe, ZERO Countdown to Tomorrow, 1950s-60s, Wang Jianwei Time Temple, Guggenheim UBS MAP Global Art Initiative, Volume 2 Latin America, Hugo Boss Prize 2014, and V S Gaitonde Painting As Process, Painting As Life Videos for the Guggenheim multimedia guide and education exhibition videos were created in 2014 for the following exhibitions Italian Futurism, 1909-1944 Reconstructing the Universe, Under the Same Sun Art from Latin America Today, ZERO Countdown to Tomorrow, 1950s-60s, and Wang Jianwei Time Temple Videos are available at guggenheim org/video SRGF produces many reproduction-based products for sale in its retail stores These products created by SRGF in non-paper mediums (such as scarves and ties) include reproduction images on which the items are based, with educational texts about the original works of art (2) Significant exhibition, collections, education, and archives content is available to the public, free of charge, on Guggenheim org, including nearly 1600 artworks by more than 575 artists in the Collection Online and more than 250 videos and 800 audio files covering a variety of topics In 2014 Guggenheim org had more than 5,450,000 user sessions, more than 4,410,000 users and more than15,000,000 page views The website also features special microsites designed to accompany major special exhibitions, with new microsites launched in 2014 to accompany the exhibitions ZERO Countdown to Tomorrow, 1950s-60s and Italian Futurism, 1909-1944 Reconstructing the Universe In 2014, research into analytics and user behavior was conducted in advance of a comprehensive redesign of Guggenheim org set to take place in 2015 Other highlights include a nomination as a 2014 Webby Awards Honoree for the website's redesigned video section (guggenheim org/video) (3) SRGF educated the general public through free with admission daily educator led tours, the gallery guide program, weekly in-gallery family programs and film screenings, as well as welcomed the public to register for courses, lectures, symposia, performances, and other programs SRGF's Mind's Eye program explored current exhibitions through verbal imaging and touch for partially sighted, blind and deaf visitors SRGF's Learning Through Art Program sponsored artist residencies in public schools in all five boroughs of New York City and mounted a month-long exhibition of student work in the museum's galleries Educators participated in weekend workshops focused on classroom applications and free open house events where they were able to view new exhibitions Family programs were available to museum visitors, encouraging them to discover the museum through family tours, art making workshops and the distribution of free guides and activity packs K-12 School groups participated in interactive museum tours that were customized for both typically developing children and those with special needs (4) Launched in April 2012, the Guggenheim UBS MAP Global Art Initiative is a multi-year collaboration between SRGF and UBS that seeks to stimulate dialogue and creative interaction both regionally and globally through curatorial residencies, public and online programming and collection building All educational programs accompanying exhibitions of the Guggenheim UBS MAP Global Art Initiative evolve from a dynamic and inclusive process of cross-cultural and professional exchanges among SRGF's curatorial and educational staffs, initiative curators and artists, and colleagues from each exhibition venue In 2013, the exhibition No Country Contemporary Art for South and Southeast Asia, featuring acquisitions from the first phase of the Initiative, premiered in New York before traveling to Hong Kong and Singapore in 2014 In 2014, the exhibition Under the Same Sun Art from Latin America, featuring acquisitions from the second phase, debuted in New York In addition, the search for a curator for the third phase (Middle East and North Africa) was launched in 2014 (5) Launched in March 2013, The Robert H N Ho Family Foundation Chinese Art Initiative at the Guggenheim Museum has been established to expand the discourse on contemporary Chinese art by commissioning Chinese artists to create major works that will enter SRGF's permanent collection and to present a series of exhibitions in conjunction with scholarly publications, notable lectures, and education programs In October 2013, SRGF announced the selection of Beijing-based artist Wang Jianwei as the first commissioned artist for the initiative The artist was commissioned to produce a multimedia installation comprised of sculpture, video, and painting for the exhibition Wang Jianwei Time Temple which opened at the SRGM in October 2014 Time Temple is the first in a series of three commission-based exhibitions through The Robert H N Ho Family Foundation Chinese Art Initiative at the Guggenheim Museum As a part of the initiative, the commissioned works will enter SRGF's permanent collection as The Robert H N Ho Family Foundation Collection Guggenheim Abu Dhabi will be located in the Cultural District of Saadiyat Island in Abu Dhabi, the capital of the United Arab Emirates (UAE) Designed by internationally renowned architect Frank Gehry, the 450,000-square-foot museum will house its own major modern and contemporary art collection and present special exhibitions that will include works from SRGF's extensive collection The museum, the largest Guggenheim in the world, will have global art, exhibitions, and education programs with particular focus on Middle Eastern contemporary art In June 2014, SRGF launched its first open, anonymous, international design competition for a proposed Guggenheim museum in the Finnish capital of Helsinki The Guggenheim Helsinki Design Competition generated a record-setting 1,715 submissions from more than 77 countries The competition jury selected six finalists, which represent both emerging and established architectural practices from seven countries and offer fresh and distinctive approaches to museum design and to the changing role of the twenty-first-century museum

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: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Azua Jon Imanol Trustee	2 0	X						0	0	0
(1) Baker Robert C Trustee/Treasurer	3 0	X		X				0	0	0
(2) Boehly Todd Trustee	2 0	X						0	0	0
(3) Calicchio John Trustee/Vice-President	3 0	X		X				0	0	0
(4) Cronson Mary Sharp Trustee	2 0	X						0	0	0
(5) Daskalopolulos Dimitris Trustee	2 0	X						0	0	0
(6) Diker Charles M Trustee	2 0	X						0	0	0
(7) Ehrnrooth Carl Gustaf Trustee	2 0	X						0	0	0
(8) Fisher Wendy Trustee	2 0	X						0	0	0
(9) Jaffe Elliot S Trustee	2 0	X						0	0	0
(10) Lawson-Johnston Peter Trustee/Honorary Chairman	3 0	X		X				0	0	0
(11) Lawson-Johnston II Peter Trustee	2 0	X						0	0	0
(12) Lutnick Howard W Trustee	2 0	X						0	0	0
(13) Mack William L Trustee/Chairman	8 0	X		X				0	0	0
(14) Macklowe Linda Trustee	2 0	X						0	0	0
(15) McNeil Wendy L-J Trustee/Vice-President	3 0	X		X				0	0	0
(16) Meyer Edward H Trustee/Vice-President	2 0	X		X				0	0	0
(17) Nemerov Alexander Trustee	2 0	X						0	0	0
(18) Potanin Vladimir O Trustee	2 0	X						0	0	0
(19) Robert Stephen Trustee	2 0	X						0	0	0
(20) Ross Stephen M Trustee	2 0	X						0	0	0
(21) Sackler Mortimer D A Trustee	2 0	X						0	0	0
(22) Saul Denise Trustee/Vice-President	3 0	X		X				0	0	0
(23) Schulhof Michael P Trustee	2 0	X						0	0	0
(24) Sherwood James B Trustee	2 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: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(26) Slifka Barbara Trustee	2 0	X						0	0	0
(1) Stockman Jennifer Bleı Trustee/President	8 0	X		X				0	0	0
(2) Toledano Sidney Trustee	2 0	X						0	0	0
(3) Walter Mark R Trustee/Vice President	2 0	X		X				0	0	0
(4) Wilmerding John Trustee	3 0	X						0	0	0
(5) Rover Edward F Secretary	2 0			X				0	0	0
(6) Armstrong Richard D Director of the Museum and Foundation	40 0			X				771,957	0	20,371
(7) Steglitz Marc H Senior Deputy Director and COO	40 0			X				374,399	0	31,404
(8) Austrian Sarah G Dep Director, General Counsel and Asst Secretary	40 0			X				318,736	0	20,371
(9) Rylands Philip Director Peggy Guggenheim Collection	40 0				X			291,785	0	107,472
(10) Goldhar Eleanor R Dep Director and Chief of Global Communications	40 0				X			264,515	0	30,795
(11) Spector Nancy E Deputy Director and Chief Curator	40 0				X			219,153	0	25,424
(12) Dunn Catherine Carver Deputy Director, Advancement	40 0					X		358,298	0	29,155
(13) Vidarte Juan Ignacio Dep Director and Chief Officer for Global Strategies	20 0					X		291,943	0	5,619
(14) Wielk John L Dep Dir, Corporate and Institutional Development	40 0					X		236,837	0	19,386
(15) Suchoff Marvin Chief Financial Officer	40 0					X		224,016	0	28,264
(16) Wiseman Ari J Deputy Director, SRGF	40 0					X		201,287	0	17,209

TY 2014 Reasonable Cause Explanation

Name: SOLOMON R GUGGENHEIM FOUNDATION

EIN: 13-5562233

Software ID: 14000267

Software Version: v1.00

Explanation: Due to the complexity of the Form 990, more time needed to compile information necessary to fulfill filing requirements.

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493317059365

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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 ")	22,336,405	20,725,614	30,858,995	27,178,861	34,374,708	135,474,583
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 **Total.** Add lines 1 through 3	22,336,405	20,725,614	30,858,995	27,178,861	34,374,708	135,474,583
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)						14,348,709
6 **Public support.** Subtract line 5 from line 4						121,125,874

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	22,336,405	20,725,614	30,858,995	27,178,861	34,374,708	135,474,583
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,564,420	4,026,251	3,657,311	4,391,643	4,244,996	17,884,621
9 Net income from unrelated business activities, whether or not the business is regularly carried on	1,837,933	2,419,258	1,662,341	1,340,659	1,485,905	8,746,096
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)	0	0	0	0	0	0
11 **Total support** Add lines 7 through 10						162,105,300

12 Gross receipts from related activities, etc (see instructions) | 12 | 52,675,414

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 | 74 720 %

15 Public support percentage for 2013 Schedule A, Part II, line 14 | 15 | 73 278 %

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

Section A. Public Support

Calendar year (or fiscal 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* ***Part VI*** *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* ***Part VI*** *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* ***Part VI*** *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* ***Part VI*** *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 **Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	**5b**		
c **Substitutions only.** 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* ***Part VI.***	**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* ***Part VI.***	**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* ***Part VI.***	**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* ***Part VI.***	**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* ***Part VI*** *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.*	**1**		
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* ***Part VI*** *how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.*	**2**		

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* ***Part VI*** *how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).*	**1**		

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?	**1**		
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* ***Part VI*** *how the organization maintained a close and continuous working relationship with the supported organization(s).*	**2**		
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* ***Part VI*** *the role the organization's supported organizations played in this regard.*	**3**		

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** ☐ The organization satisfied the Activities Test Complete **line 2** below
- **b** ☐ The organization is the parent of each of its supported organizations Complete **line 3** below
- **c** ☐ The organization supported a governmental entity Describe in Part VI how you supported a government entity (see instructions)

		Yes	No
2 Activities Test **Answer (a) and (b) below.**			
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* ***Part VI identify those supported organizations and explain*** *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.*	**2a**		
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* ***Part VI*** *the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*	**2b**		
3 Parent of Supported Organizations **Answer (a) and (b) below.**			
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.*	**3a**		
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.*	**3b**		

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	**Adjusted Net Income** (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	**Total** (add lines 1a, 1b, and 1c)	1d		
e	**Discount** 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	**Minimum Asset Amount** (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	**Distributable Amount.** Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6		

7 ☐ 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

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493317059365

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
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ 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 **Form 1120-POL** for this year? ☐ Yes ☐ 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		

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

	(a)	(b)
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? ☐ **Yes** ☐ **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) Yes	(a) No	(b) 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?		No	
e	Publications, or published or broadcast statements?	Yes		1,257
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		220,871
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		880
i	Other activities?		No	
j	Total Add lines 1c through 1i			223,008
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
Schedule C, Part II-B, Line 1	The Foundation engaged communications and lobbying firms to solicit grants to support art education and capital improvements to the SRGM building and advise on one foreign initiative In addition, during the year, SRGF's representatives met directly with public officials, on a limited number of occasions, to discuss funding for art education, capital improvements and one foreign initiative

Part IV **Supplemental Information *(continued)***

Return Reference	Explanation

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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? ☐ Yes ☐ No

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)
- ☐ Preservation of land for public use (e g , recreation or education)
- ☐ 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 easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

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

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

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

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

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

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

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

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

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

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

(i) 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 ▶ $ 0

b Assets included in Form 990, Part X ▶ $ 0

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

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

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

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

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

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

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

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	73,895,920	66,392,295	61,024,160	67,018,874	64,304,087
b	Contributions	6,155,842	1,440,927	8,264,319	1,258,895	4,550,865
c	Net investment earnings, gains, and losses	1,494,278	10,890,238	3,248,023	996,949	4,650,038
d	Grants or scholarships	0	0	0	0	0
e	Other expenditures for facilities and programs	10,892,364	4,827,540	6,144,207	8,250,558	6,486,116
f	Administrative expenses	0	0	0	0	0
g	End of year balance	70,653,676	73,895,920	66,392,295	61,024,160	67,018,874

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

a Board designated or quasi-endowment ► 3 %

b Permanent endowment ► 83 %

c Temporarily restricted endowment ► 14 %

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

			Yes	No
	(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	3,130,643	0		3,130,643
b Buildings	109,714,126	0	53,952,705	55,761,421
c Leasehold improvements	6,662,622	0	5,961,301	701,321
d Equipment	4,760,570	0	2,659,678	2,100,892
e Other	385,275	0	0	385,275
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ►				62,079,552

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives	0	
(2) Closely-held equity interests	0	
(3) Other (A) Fixed Income Funds	16,459,715	F
(B) Equity Funds	14,630,170	F
(C) Fund of Hedge Funds	4,175,592	F
(D) Event/Credit Arbitrage Funds	14,342,126	F
(E) International Funds	1,571,855	F
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	51,179,458	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	0
State income taxes	10,000
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	10,000

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

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

1	Total revenue, gains, and other support per audited financial statements			1	90,363,552
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains (losses) on investments	2a	-1,723,874		
b	Donated services and use of facilities	2b	247,100		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIII)	2d	4,686,777		
e	Add lines **2a** through **2d**			2e	3,210,003
3	Subtract line **2e** from line **1**			3	87,153,549
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,485,151		
b	Other (Describe in Part XIII)	4b	554,127		
c	Add lines **4a** and **4b**			4c	2,039,278
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	89,192,827

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.

1	Total expenses and losses per audited financial statements			1	85,645,315
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	247,100		
b	Prior year adjustments	2b	0		
c	Other losses	2c	0		
d	Other (Describe in Part XIII)	2d	4,686,777		
e	Add lines **2a** through **2d**			2e	4,933,877
3	Subtract line **2e** from line **1**			3	80,711,438
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,485,151		
b	Other (Describe in Part XIII)	4b	-123,077		
c	Add lines **4a** and **4b**			4c	1,362,074
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	82,073,512

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
Schedule D, Part III, Line 1	In accordance with industry practice, art objects purchased, donated and bequeathed are included in permanently restricted net assets at a value of $1 Contributions for the purchase of collection items, net assets released from restrictions to purchase collection items, the cost of all collection items purchased and the proceeds from deaccessioned and nonaccessioned art are reported as changes in net assets related to collection items purchased and sold in the statement of activities
Schedule D, Part III, Line 4	The Foundation's permanent collection is at the heart of the Foundation's identity This collection was formed in large part through the acquisition of notable private collections Augmented through numerous acquisitions under the leadership of the Foundation's directors, curators, and international affiliates, and with the support of the Foundation's acquisition groups, these collections form a unique global collection that reflects the rich trajectory of art from the mid-19th century through the present
Schedule D, Part V, Line 4	The Foundation's endowment funds are used for educational programs, in support of a curatorial chair, art purchases, publications, exhibitions, PGC's internship program, and general support of the Foundation's operations
Schedule D, Part X	The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the U S Internal Revenue Code Contributions to the Foundation are tax deductible to contributors, to the extent provided by law The Foundation is subject to unrelated business income tax on certain sales of merchandise and activities The income from the Foundation's Italian operations is also subject to Italian tax law
Schedule D, Part XI, Line 2d	Cost of sales related to retail and publications $4,686,777
Schedule D, Part XI, Line 4b	Foreign currency change $397,782 and special events $156,345
Schedule D, Part XII, Line 2d	Cost of sales related to retail and publications $4,686,777

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation
Schedule D, Part XII, Line 4b	Net change in post-retirement benefit obligation ($279,422) and special events $156,345

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493317059365

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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 Activites 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					
b Total from continuation sheets to Part I					
c **Totals** (add lines 3a and 3b)	1	40			85,617,000

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
Schedule F, Part I, Line 2	In 2014 the Foundation made one grant to Fundacion Jumex, A C , a Mexican charitable institution, in support its charitable mission to promote the production, reflection and knowledge of contemporary art The Foundation is not required to report this grant in Schedule F Part II because it was not more than $5,000 The Foundation monitored the use of that one grant by executing a written agreement with the grantee which required the grantee to submit evidence to the Foundation of its non-profit status in Mexico and to use all grant funds only for the approved grant purposes In addition, the grantee agreed not to use any of the grant funds to carry on propaganda or otherwise attempt to influence legislation, or use the grant funds to support individuals or entities listed on terrorist lists maintained by the United States The agreement also required the grantee to provide to the Foundation a letter describing its use of the grant funds in support of the grant purposes

Additional Data

Software ID: 14000267
Software Version: v1.00
EIN: 13-5562233
Name: SOLOMON R GUGGENHEIM FOUNDATION

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
East Asia and the Pacific	0	0	Program Services	Traveling Exhibition	2,282,000
Europe (including Iceland and Greenland)	1	40	Program Services	Peggy Guggenheim Collection, Guggenheim Museum Bilbao and a feasibility study in Helsinki	16,494,000
Middle East and North Africa	0	0	Program Services	Guggenheim Abu Dhabi	473,000

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
North America (including Canada and Mexico, but not the United States)	0	0	Program Services	Traveling Exhibitions	426,000
South America	0	0	Program Services	Traveling Exhibitions	234,000
South Asia	0	0	Speaking at Seminars or Conferences	Art educational conferences	286,000

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
Sub-Saharan Africa	0	0	Program Services	Traveling Exhibitions	1,000
Central America and the Caribbean	0	0	Program Services	Loan of art works	59,000
Central America and the Caribbean	0	0	Investments	Investments	52,362,000

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)	0	0	Investments	Investments	7,622,000
North America (including Canada and Mexico, but not the United States)	0	0	Investments	Investments	5,378,000

SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ.
Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2014
Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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

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

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

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

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

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1	The Lukens Company 2800 Shirlington Road Suite 900 Arlington, VA 22206	Provides fundraising counseling, marketing, and direct mail services to the SRGF for the exclusive purpose of enabling SRGF to fulfill its charitable purposes and programs		No	127,232	136,135	-8,903
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total					127,232	136,135	-8,903

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

AL, AZ, CA, CO, CT, DC, FL, GA, IL, IN, KS, MA, MD, ME, MI, MN, NC, NH, NM, NY, OH, OR, PA, TN, VA, WA, WI, WV

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

		(a) Event #1 Fall Gala (event type)	(b) Event #2 Year w/Children (event type)	(c) Other events 1 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts . . .	2,920,930	245,190	242,320	3,408,440
	2 Less Contributions . .	2,018,541	203,239	62,148	2,283,928
	3 Gross income (line 1 minus line 2) . . .	902,389	41,951	180,172	1,124,512
Direct Expenses	4 Cash prizes . . .	0	0	0	0
	5 Noncash prizes . .	0	0	0	0
	6 Rent/facility costs . .	0	0	0	0
	7 Food and beverages .	0	0	0	0
	8 Entertainment . . .	0	0	0	0
	9 Other direct expenses .	933,696	51,356	1,022,308	2,007,360
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . ▶				(2,007,360)
	11 Net income summary Subtract line 10 from line 3, column (d) . . . . ▶				-882,848

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

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

9 Enter the state(s) in which the organization conducts gaming activities ______________________

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

b If "No," explain ______________________

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

b If "Yes," explain ______________________

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

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

13 Indicate the percentage of gaming activities conducted in

a	The organization's facility	13a	%
b	An outside facility	13b	%

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

Name ▶

Address ▶

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

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ____________ and the amount of gaming revenue retained by the third party ▶ $ ____________

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

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

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

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

Return Reference	Explanation

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☑ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	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	1b		No
2	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?	2	Yes	
3	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 ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	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			
a	Receive a severance payment or change-of-control payment?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		No
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c		No
	Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5	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			
a	The organization?	5a		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b		No
6	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			
a	The organization?	6a		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	6b		No
7	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	7		No
8	Were any amounts reported in Form 990, Part VII, paid or accured 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	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9		

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 III Supplemental 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
Schedule J, Part I, Line 1a	The Foundation provided furnished housing for use by the Deputy Director and Chief Officer for Global Strategies, whose primary residence is in Bilbao, Spain, when working in New York City This housing allowance is included as compensation, and as such, the Foundation has agreed to provide the Deputy Director and Chief Officer for Global Strategies with tax indemnification and gross-up payments
Schedule J, Part I, Line 1b	The Foundation provided the Deputy Director and Chief Officer for Global Strategies with furnished housing for use while he was working in New York, as part of his taxable compensation package and as part of the employment letter and not pursuant to the Foundation's written travel and expense policy

Additional Data

Software ID: 14000267
Software Version: v1.00
EIN: 13-5562233
Name: SOLOMON R GUGGENHEIM FOUNDATION

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 (i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable 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
1 Armstrong Richard D, Director of the Museum and Foundation	(i)	771,957	0	0	14,300	6,500	792,757	0
	(ii)	0	0	0	0	0	0	0
1 Steglitz Marc H, Senior Deputy Director and COO	(i)	374,399	0	0	14,300	17,467	406,166	0
	(ii)	0	0	0	0	0	0	0
2 Austrian Sarah G, Dep Director, General Counsel and Asst Secretary	(i)	303,736	15,000	0	14,300	6,500	339,536	0
	(ii)	0	0	0	0	0	0	0
3 Rylands Philip, Director Peggy Guggenheim Collection	(i)	291,785	0	0	24,829	82,643	399,257	0
	(ii)	0	0	0	0	0	0	0
4 Goldhar Eleanor R, Dep Director and Chief of Global Communications	(i)	264,515	0	0	14,300	16,914	295,729	0
	(ii)	0	0	0	0	0	0	0
5 Spector Nancy E, Deputy Director and Chief Curator	(i)	219,153	0	0	10,569	15,262	244,984	0
	(ii)	0	0	0	0	0	0	0
6 Dunn Catherine Carver, Deputy Director, Advancement	(i)	358,298	0	0	14,300	15,285	387,883	0
	(ii)	0	0	0	0	0	0	0
7 Vidarte Juan Ignacio, Dep Director and Chief Officer for Global Strategies	(i)	187,314	0	104,629	5,619	0	297,562	0
	(ii)	0	0	0	0	0	0	0
8 Wielk John L, Dep Dir, Corporate and Institutional Development	(i)	236,837	0	0	13,315	6,480	256,632	0
	(ii)	0	0	0	0	0	0	0
9 Suchoff Marvin, Chief Financial Officer	(i)	224,016	0	0	12,720	15,950	252,686	0
	(ii)	0	0	0	0	0	0	0
10 Wiseman Ari J, Deputy Director, SRGF	(i)	201,287	0	0	11,356	6,249	218,892	0
	(ii)	0	0	0	0	0	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493317059365

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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? Yes	No

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? To	From	(e) Original principal amount	(f) Balance due	(g) In default? Yes	No	(h) Approved by board or committee? Yes	No	(i) Written agreement? Yes	No
(1) Philip Rylands	Director Peggy Guggenheim Collection	Housing Assistance		X	215,000	47,500		No	Yes		Yes	
Total ▶ $						47,500						

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	39	0	N/A
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	18	1,069,661	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				
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 ▸ (Gala Auction)	X	3	256,582	Auction proceeds
26 Other ▸ (Art work exchange)	X	1	700,000	FMV
27 Other ▸ (Renovation)	X	1	174,142	Cost
28 Other ▸ (Catalog subscription)	X	1	26,502	Cost

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . | **29** | 5

			Yes	No
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**		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			

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
Schedule M, Part I, Line 32b	Securities contributions are held and processed by the JPMorgan Chase Bank
Schedule M, Part I, Line 33	In accordance with industry practice, art objects purchased, donated and bequeathed are included in permanently restricted net assets at a value of $1 Contributions for the purchase of collection items, net assets released from restrictions to purchase collection items, the cost of all collection items purchased and the proceeds from deaccessioned and nonaccessioned art are reported as changes in net assets related to collection items purchased and sold in the statement of activities

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493317059365

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.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Return Reference	Explanation
Form 990, Part IV, Line 28c	The Foundation answered "no" to this question because the Foundation was not a party to any business transaction that is required to be disclosed on Schedule L, Part IV, pursuant to the Schedule L instructions

Return Reference	Explanation
Form 990, Part VI, Section A, Line 1a	The Foundation's by-laws provide that the Executive Committee may exercise all of the powers of the Board during the intervals between meetings of the Board of Trustees, except (1) the power of removing Trustees or officers elected by the Trustees, and (2) the power to fill vacancies which may occur in the Executive Committee The by-laws also provide that the Executive Committee shall fix the salaries of the Director and any officers that receive compensation The by-laws further provide that the Executive Committee shall be composed of at least seven and not more than sixteen Trustees including the Chairman, President and Honorary Chairman to the extent such positions are filled On December 31, 2014, there were 11 Trustee-members of the Executive Committee There are no non-Trustee members of the Executive Committee

Return Reference	Explanation
Form 990, Part VI, Section A, Line 2	Peter Lawson-Johnston, Peter Lawson-Johnston II and Wendy L-J McNeil, family and business relationships Mark Walter, Todd Boehly, Peter Lawson-Johnston, Peter Lawson-Johnston II and Wendy L-J McNeil, business relationship Robert Baker and Elliot Jaffe, business relationship Robert Baker and William Mack, business relationship William Mack and Stephen Ross, business relationship Howard Lutnick has business relationships with Mark Walter, Stephen Ross, Peter Lawson-Johnston II and Todd Boehly

Return Reference	Explanation
Form 990, Part VI, Section A, Line 4	To comply with the New York State Nonprofit Revitalization Act of 2013, the Foundation's Board of Trustees amended the by-laws to transfer from the Governance and Nominating Committee to the Audit Committee the responsibility to exercise the Board's authority with respect to any transactions that may give rise to an actual or perceived conflict of interest involving Trustees or officers of the Foundation The amended by-laws also clarified the Audit Committee's authority to review complaints relating to ethical or financial misconduct and violations or suspected violations of laws or institutional policies

Return Reference	Explanation
Form 990, Part VI, Section B, Line 11b	The Foundation's Form 990 is prepared with the cooperation of its Finance and Legal departments It is then reviewed by the Chief Financial Officer, Deputy Director, General Counsel and Assistant Secretary and Senior Deputy Director and Chief Operating Officer The draft of Form 990 is then distributed to the Audit and Executive Committee members for review A meeting is held with the Audit and Executive Committees for further review and approval The Form 990 is then distributed to the Board of Trustees prior to filing

Return Reference	Explanation
Form 990, Part VI, Section B, Line 12c	Pursuant to the Conflict of Interest Policy for Trustees and Officers, Trustees and Officers disclose annually in writing any potential or actual conflicts, and are required to disclose any conflicts that arise during the year The Audit Committee of the Board of Trustees reviews the disclosures together with the Deputy Director, General Counsel and Assistant Secretary Pursuant to the Code of Ethics, employees complete an annual certification in which they must disclose any transactions or relationships that may give rise to a potential or actual conflict of interest with the Foundation In addition, employees considering entering into any such transaction or relationship must obtain approval in advance from either the employee's supervisor or the Ethics Committee, in accordance with the Code of Ethics The Deputy Director, General Counsel and Assistant Secretary and Human Resources department review employee disclosures All new hires are presented with the Code of Ethics, which is also available electronically on the Foundation's intranet Highlights of the policy are discussed during new hire orientation and examples are given All new employees are asked to sign a statement attesting to the fact that they have been given a copy of the Code of Ethics, that it has been explained to them, and that they are responsible for adhering to it In addition, regular meetings are held to review the Code of Ethics with current staff The Director, the Senior Deputy Director and Chief Operating Officer, and the Deputy Director, General Counsel and Assistant Secretary must disclose any transaction or relationship that may give rise to a conflict of interest to the Audit Committee

Return Reference	Explanation
Form 990, Part VI, Section B, Line 15	The charter for the Compensation Committee of the Board of Trustees describes the process the Committee uses for determining the compensation of the Director and other members of the executive staff of the Foundation The "executive staff" of the Foundation includes all officers and key employees of the Foundation That process includes (i) review and approval by the Compensation Committee, (ii) the use of comparative data, and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee The Compensation Committee consists entirely of Trustees who are not employees The Committee used this process in 2014 to establish compensation changes for the Director of the Museum and Foundation, the Deputy Director, SRGF, the Director of the Peggy Guggenheim Collection, the Senior Deputy Director and Chief Operating Officer, the Deputy Director, General Counsel and Assistant Secretary, the Deputy Director and Chief of Global Communications, the Deputy Director and Chief Curator, the Deputy Director, Advancement and the Deputy Director, Corporate and Institutional Development

Return Reference	Explanation
Form 990, Part VI, Section B, Line 16a	The Foundation did not invest in, contribute assets to, or otherwise participate in any joint ventures with taxable entities in the tax year, nor did it invest in, contribute assets to or otherwise participate in any arrangement it believes is similar to a joint venture with a taxable entity However, given the broad definition of "joint venture or similar arrangement" in the instructions to this question, the Foundation answered this question "yes" in recognition of the fact that it has entered into contractual relationships with taxable entities which fund certain mission-related exempt-purpose activities

Return Reference	Explanation
Form 990, Part VI, Section C, Line 19	The Foundation's governing documents, Conflict of Interest Policy for Trustees and Officers, Code of Ethics and Forms 1023 and 990-T are available upon written request or a request made in person The Foundation's Form 990 is available on the Foundation's website

Return Reference	Explanation
Form 990, Part VII, Section A, Line 1a	Included in reportable compensation from the organization for Juan Ignacio Vidarte, Deputy Director and Chief Officer for Global Strategies, is a housing allowance of $40,725 and $63,904 of tax indemnification and gross-up payment

Return Reference	Explanation
Form 990, Part XI, Line 9	(1) Foreign currency translation ($397,782), (2) Net change in post-retirement benefit obligation ($279,422)

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*.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

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

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) Disproprtionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) No
(1) Guggenheimcom Inc 1071 Fifth Avenue New York, NY 10128 13-4113745	Ceased operations	DE	N/A	C			55 %	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		Yes	No
1 During the tax year, did the orgranization 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	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e		No
f Dividends from related organization(s)	1f		No
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l		No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m		No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		No
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p		No
q Reimbursement paid by related organization(s) for expenses	1q		No
r Other transfer of cash or property to related organization(s)	1r		No
s Other transfer of cash or property from related organization(s)	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

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) Disproprtionate 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