Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

A Employer identification number 26-4377643

Number and street (or P O box number if mail is not delivered to street address) 100 AVENUE OF THE AMERICAS, 16TH FLOOR

Room/suite

B Telephone number (see instructions) (212) 775-6661

City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10013

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 234,268,178.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	45,594,325.	73,102.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2		80,155,932.		
12	**Total.** Add lines 1 through 11	45,594,325.	80,229,034.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	1,935.	484.		1,451.
b	Accounting fees (attach schedule) ATCH 4	10,700.	2,675.		8,025.
c	Other professional fees (attach schedule) [5]	91,452.	15,946.		75,506.
17	Interest				
18	Taxes (attach schedule) (see instructions) [6]	1,360,000.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	9,744.			9,744.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	31,289.			31,289.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,505,120.	19,105.		126,015.
25	Contributions, gifts, grants paid	7,510,717.			7,510,717.
26	**Total expenses and disbursements** Add lines 24 and 25	9,015,837.	19,105.	0	7,636,732.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	36,578,488.			
b	**Net investment income** (if negative, enter -0-)		80,209,929.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2014)

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	14,935,089.	51,431,302.	51,431,302.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	147,588,733.	182,836,876.	182,836,876.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	162,523,822.	234,268,178.	234,268,178.
Liabilities	17	Accounts payable and accrued expenses		297.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	297.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	162,523,822.	234,267,881.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	162,523,822.	234,267,881.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	162,523,822.	234,268,178.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	162,523,822.
2	Enter amount from Part I, line 27a	2	36,578,488.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	35,165,571.
4	Add lines 1, 2, and 3	4	234,267,881.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	234,267,881.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	3,853,989.	132,082,655.	0.029179
2012	949,464.	30,332,458.	0.031302
2011	453,790.	439,161.	1.033311
2010	0.	0.	0
2009	0.	0.	0

2	Total of line 1, column (d)	2	1.093792
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.218758
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	196,669,110.
5	Multiply line 4 by line 3	5	43,022,941.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	802,099.
7	Add lines 5 and 6	7	43,825,040.
8	Enter qualifying distributions from Part XII, line 4	8	7,636,732.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,604,199.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,604,199.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,604,199.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,221,987.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	670,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,891,987.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	287,788.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 287,788. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE,NJ,NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) ATCH 10	11	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://OVERDECK.ORG

14 The books are in care of ▶ TANYA M. SHEEHAN Telephone no ▶ 212-775-6661

Located at ▶ 100 AVENUE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY ZIP+4 ▶ 10013

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here			
▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
TWO SIGMA INVESTMENTS, LLC* 100 AVE OF THE AMERICAS, 16TH FL, NEW YORK, NY 10013	MANAGEMENT	63,399.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	

*The amount above paid in 2014 by the Foundation to Two Sigma Investments, LLC is in accordance with a management contract the Foundation has with Two Sigma Investments, LLC ("TSI"). Such management contract stipulates payments by the Foundation to TSI annually in arrears for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. The amount reported above paid in 2014 to TSI is for services performed during 2013 by such TSI employees.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	158,728,745.
b	Average of monthly cash balances	1b	40,935,326.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	199,664,071.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	199,664,071.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,994,961.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	196,669,110.
6	**Minimum investment return.** Enter 5% of line 5	6	9,833,456.

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

1	Minimum investment return from Part X, line 6			1	9,833,456.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,604,199.		
b	Income tax for 2014. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,604,199.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	8,229,257.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	8,229,257.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	8,229,257.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	7,636,732.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	7,636,732.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,636,732.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7					8,229,257.
2	Undistributed income, if any, as of the end of 2014					
a	Enter amount for 2013 only				1,446,247.	
b	Total for prior years 20 12 ,20 11 ,20 10					
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		0			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 7,636,732.					
a	Applied to 2013, but not more than line 2a				1,446,247.	
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2014 distributable amount					6,190,485.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					2,038,772.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2010					
b	Excess from 2011					
c	Excess from 2012					
d	Excess from 2013					
e	Excess from 2014					

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

JOHN A. OVERDECK

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 12				7,510,717.
Total . . . . ▶ **3a**				7,510,717.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	45,594,325.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				45,594,325.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 45,594,325.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date 9/25/15

Title President

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

Paid Preparer Use Only

Print/Type preparer's name KELLI ARCHIBALD	Preparer's signature Kelli H-Archibald	Date 09/24/15	Check ☐ if self-employed	PTIN P00180332
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 2 NORTH CENTRAL AVENUE PHOENIX, AZ 85004			Phone no 602-322-3000	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAXES PAID	1,360,000.
TOTALS	1,360,000.

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THOMPSON - DIVIDEND INCOME	45,521,223.	
VANGUARD - DIVIDEND INCOME	73,102.	73,102.
TOTAL	45,594,325.	73,102.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUBPART F INCOME-THOMPSON STRATEGIES LTD		80,155,932.
TOTALS		80,155,932.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SEWARD & KISSEL, LLP	1,935.	484.		1,451.
TOTALS	1,935.	484.		1,451.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	10,700.	2,675.		8,025.
TOTALS	10,700.	2,675.		8,025.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RECRUITMENT	26,031.		26,031.
TSI SERVICE COSTS*	63,399.	15,850.	47,549.
WEBSITE DESIGN	1,638.		1,638.
OUTSIDE CONTRACT SERVICES	384.	96.	288.
TOTALS	91,452.	15,946.	75,506.

*The amount above paid in 2014 by the Foundation to Two Sigma Investments, LLC is in accordance with a management contract the Foundation has with Two Sigma Investments, LLC ("TSI"). Such management contract stipulates payments by the Foundation to TSI annually in arrears for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. The amount reported above paid in 2014 to TSI is for services performed during 2013 by such TSI employees.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
SOFTWARE	16,273.	16,273.
MEMBERSHIP DUES	7,400.	7,400.
EVENTS	3,405.	3,405.
ANNUAL STATE FILING FEE	1,560.	1,560.
PROFESSIONAL DEVELOPMENT	1,073.	1,073.
REIMBURSEMENTS FOR CONSULTANTS	833.	833.
SUBSCRIPTIONS	420.	420.
POSTAGE	318.	318.
SUPPLIES	7.	7.
TOTALS	31,289.	31,289.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD-500 INDEX FUND SIGNAL	3,997,292.	3,997,292.
THOMPSON STRATEGIES LTD.	178,839,584.	178,839,584.
TOTALS	182,836,876.	182,836,876.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
THOMPSON STRATEGIES - SUBPART F INCOME	34,678,487.
VANGUARD - UNREALIZED GAINS ON INV.	406,929.
THOMPSON STRATEGIES - SUBPART F INCOME IN EXCESS OF BOOK INCOME	80,155.
TOTAL	35,165,571.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT	45,477,445.

CONTROLLED ENTITY'S NAME: THOMPSON STRATEGIES LTD.
CONTROLLED ENTITY'S ADDRESS: 89 NEXUS WAY KY1-9007
CITY, STATE & ZIP: CAMANA BAY
FOREIGN PROVINCE: GRAND CAYMAN
FOREIGN COUNTRY: CAYMAN ISLANDS
EIN: 98-1029954
TRANSFER AMOUNT: 45,477,445.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DIVIDEND/DISTRIBUTION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN A. OVERDECK 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/PRESIDENT 4.00	0	0	0
LAURA B. OVERDECK 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/CHAIRMAN 2.00	0	0	0
TANYA M. SHEEHAN* 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	TREASURER 3.00	0	0	0
JAMES MARION* 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	SECRETARY 22.50	0	0	0
ANU MALIPATIL* 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	VICE PRESIDENT 40.00	0	0	0
TWO SIGMA INVESTMENTS, LLC* 100 AVENUE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013		34,205.	0	0
	GRAND TOTALS	34,205.	0	0

*Individuals identified above are employees of Two Sigma Investments, LLC and are paid for the services they provide to the Foundation through a management contract the Foundation has with Two Sigma Investments, LLC ("TSI"). Payments by the Foundation for such services of these officers are made to TSI annually in arrears. All such payments are for the portion of the direct compensation of such officers attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. The amount reported above paid in 2014 to TSI is for services performed during 2013 by each of the three Foundation officers named above.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

Name	Address	Code	Purpose of Grant	Amount
Coalition for Evidence Based Policy	1725 I St NW, Ste 300, Washington DC 20006	PC	General operating support	50,000
DonorsChoose.org	134 West 37th St, Fl 11, New York, NY 10018	PC	Teacher PD Program Expansion	200,000
Drew Governor's School	36 Madison Ave, Madison, NJ 07940	PC	General Operating Support - Governor's School	120,000
Educators 4 Excellence	80 Pine St, Fl 28, New York, NY 10005	PC	General Operating Support	50,000
Educators 4 Excellence	80 Pine St, Fl 28, New York, NY 10005	PC	General Operating Support	100,000
Fordham Institute	1016 16th St NW, 8th Fl, Washington DC 20036	PC	Common Core Study	56,000
Harlem Children's Zone	826 Broadway, 9th Fl, New York, NY 10003	PC	Board gift	10,000
Johns Hopkins University	5801 Smith Ave, Ste 400, Baltimore, MD 21209	PC	CTY Scholarships	250,000
Johns Hopkins University	5801 Smith Ave, Ste 400, Baltimore, MD 21209	PC	Crazy 8s study	188,738
Khan Academy	PO Box 1630, Mountain View, CA 94042	PC	General operating support	350,000
The Leland Stanford Junior University	326 Galvez Street, Stanford, CA 94305	PC	Two Sigma Graduate Fellowship Fund	800,000
Liberty Science Center	222 Jersey City Blvd, Jersey City, NJ 07305	PC	General operating support year 2	100,000
Liberty Science Center	222 Jersey City Blvd, Jersey City, NJ 07305	PC	Let's Plug the Leaks Challenge	25,000
MSRI	17 Gauss Way, Berkeley, CA 94720	PC	Math Circles	25,000
National Academy Foundation	218 West 40th St, 5th Fl, New York, NY 10018	PC	STEM Academies	110,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	Masters Gala Pledge	250,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	3-Byte Consulting	110,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	Prof. Taalman	125,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	Gala matching pledge	12,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	Summer Intern	15,000
National Museum of Mathematics	11 East 26th St, New York, NY 10010	PC	Board Pledge	250,000
New Classroom Innovation Partnership	1250 Broadway, 30th Fl, New York, NY 10001	PC	National R&D	100,000
New Classroom Innovation Partnership	1250 Broadway, 30th Fl, New York, NY 10001	PC	Research	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

New Visions	320 W 13th St #6, New York, NY 10014	PC	Education Intelligence Project	200,000
NJ Center of Teaching & Learning	180 West State St, Trenton, NJ 08607	PC	General operating support	10,000
NJ Seeds	494 Broad St, Ste 105, Newark, NJ 07102	PC	College Prep - Orange	150,000
President and Fellow of Harvard College	44 Brattle St, 5th Fl, Cambridge, MA 02138	PC	Research support	249,700
President and Fellow of Harvard College	44 Brattle St, 5th Fl, Cambridge, MA 02138	PC	Research support	300
Proof School	c/o Champlain Capital,□ 1 Post St., Ste 925, San Fran., CA 94104	PC	General Operating Support	10,000
Relay Graduate School of Education	40 W. 20th St, 7th Fl, New York, NY 10011	PC	Novice Teacher Program and Leadership Academy	350,000
Robin Hood Foundation	826 Broadway, 9th Fl, New York, NY 10003	PC	Board gift	500,000
Robin Hood Foundation	826 Broadway, 9th Fl, New York, NY 10003	PC	Making Pre-K Count - MDRC study	400,000
Robin Hood Foundation	826 Broadway, 9th Fl, New York, NY 10003	PC	ECRI Year 2	1,000,000
The Seed Foundation	1776 Massachusetts Ave, NW, Ste 600, Washington, DC 20036	PC	General Operating Support	10,000
Success Academy	826 Broadway, 9th Fl, New York, NY 10003	PC	General Operating Support	250,000
University of Chicago	6030 S Ellis Ave, Room ED-114, Chicago, IL 60637	PC	Bedtime Math study	609,998
Woodrow Wilson National Fellowship Fdn	5 Vaughn Dr, Ste 300, Princeton, NJ 08540	PC	STEM teacher-training fellowship in NJ	373,981
			TOTAL	**7,510,717**