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EXTENDED TO NOVEMBER 16, 2015

**Return of Private Foundation**

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

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OMB No 1545-0052

**2014**

Open to Public Inspection

Form **990-PF**Department of the Treasury  
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

A Employer identification number

**THE SAMUELI FOUNDATION****33-0758237**

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number

**2101 E. COAST HIGHWAY****300****949-760-4300**

City or town, state or province, country, and ZIP or foreign postal code

**CORONA DEL MAR, CA 92625**C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify) \_\_\_\_\_\$ **225,252.** (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).)

(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	1,058,230.		N/A	
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	63.	63.		STATEMENT 2
	4	Dividends and interest from securities				
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,147.			STATEMENT 1
	b	Gross sales price for all assets on line 6a	309,377.			
	7	Capital gain net income (from Part IV, line 2)		278,554.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	1,059,440.	278,617.		
	13	Compensation of officers, directors, trustees, etc.	74,879.	0.		59,903.
	14	Other employee salaries and wages	148,163.	0.		118,530.
	15	Pension plans, employee benefits	19,102.	0.		15,282.
	16a	Legal fees				
	b	Accounting fees	19,631.	4,908.		7,852.
	c	Other professional fees	20,445.	4,945.		8,300.
	17	Interest				
	18	Taxes	28,730.	0.		15,620.
	19	Depreciation and depletion	6,862.	0.		
	20	Occupancy				
	21	Travel, conferences, and meetings	79,352.	0.		67,451.
	22	Printing and publications				
	23	Other expenses	30,540.	0.		16,812.
	24	Total operating and administrative expenses. Add lines 13 through 23	427,704.	9,853.		309,750.
	25	Contributions, gifts, grants paid	586,440.			586,440.
	26	Total expenses and disbursements. Add lines 24 and 25	1,014,144.	9,853.		896,190.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	45,296.			
	b	Net investment income (if negative, enter -0-)		268,764.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	75,759.	107,857.	107,857.
	2 Savings and temporary cash investments	86,355.	109,013.	109,013.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶	2,598.		
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶	66,345.			
Less accumulated depreciation STMT 7 ▶	57,963.	15,244.	8,382.	8,382.
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)		179,956.	225,252.	225,252.
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	179,956.	225,252.		
30 <b>Total net assets or fund balances</b>		179,956.	225,252.	
31 <b>Total liabilities and net assets/fund balances</b>		179,956.	225,252.	

**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	179,956.
2 Enter amount from Part I, line 27a	2	45,296.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	225,252.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	225,252.

**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 6,584 SHRS WAGEWORK INC	D	11/16/12	10/15/14
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 309,377.		30,823.	278,554.
b			
c			
d			
e			

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

(i) FMV 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			278,554.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	278,554.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

**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	1,380,881.	217,072.	6.361396
2012	1,108,871.	396,697.	2.795259
2011	984,858.	335,610.	2.934531
2010	1,433,482.	392,735.	3.649998
2009	1,790,894.	410,817.	4.359347

2 Total of line 1, column (d)	2	20.100531
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	4.020106
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	269,260.
5 Multiply line 4 by line 3	5	1,082,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,688.
7 Add lines 5 and 6	7	1,085,142.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	896,190.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	5,375.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	0.
3 Add lines 1 and 2		3	5,375.
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	5,375.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		7,506.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		2,131.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax	11		0.

**Part VII-A Statements Regarding Activities**

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

N/A

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**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)	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? Website address <b>WWW.SAMUELI.ORG</b>	13	X	
14	The books are in care of <b>MICHAEL SCHULMAN</b> Telephone no <b>949-760-4300</b> Located at <b>2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR, CA 92625-1941</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> N/A			
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? 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 <b>16</b> Yes No X			

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

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

		Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <b>1b</b>		X
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? <b>1c</b>		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>2a</b>		
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) N/A <b>2b</b>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>2c</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A <b>3b</b>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		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? <b>4b</b>		X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

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

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	PRESIDENT 5.00	0.	0.	0.
HENRY SAMUELI 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	SECRETARY 1.00	0.	0.	0.
MICHAEL SHULMAN 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	DIRECTOR 1.00	0.	0.	0.
GERALD SOLOMON 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	EXECUTIVE DIRECTOR 10.00	74,879.	2,225.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE FREEMAN - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	PROGRAM MANAGER 40.00	86,663.	2,600.	0.
KATRINA GAUDIER - 2101 E. COAST HWY # 300, CORONA DEL MAR, CA 92625	EXECUTIVE ASSISTANT 40.00	61,995.	0.	0.

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	264,978.
c	Fair market value of all other assets	1c	8,382.
d	<b>Total</b> (add lines 1a, b, and c)	1d	273,360.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	273,360.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,100.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	269,260.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	13,463.

**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	13,463.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,375.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,375.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,088.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,088.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,088.

**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	896,190.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	896,190.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	896,190.

**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.

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

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				8,088.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009	1,790,894.			
<b>b</b> From 2010	1,427,815.			
<b>c</b> From 2011	969,031.			
<b>d</b> From 2012	1,104,640.			
<b>e</b> From 2013	1,388,059.			
<b>f</b> Total of lines 3a through e	6,680,439.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$	896,190.			
<b>a</b> Applied to 2013, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2014 distributable amount				8,088.
<b>e</b> Remaining amount distributed out of corpus	888,102.			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,568,541.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
<b>7</b> 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)	1,058,230.			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	732,664.			
<b>9</b> Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	5,777,647.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010	1,427,815.			
<b>b</b> Excess from 2011	969,031.			
<b>c</b> Excess from 2012	1,104,640.			
<b>d</b> Excess from 2013	1,388,059.			
<b>e</b> Excess from 2014	888,102.			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALS ASSOCIATION - OC CHAPTER 1505 EAST 17TH STREET SUITE 209 SANTA ANA, CA 92705	NONE	PC	HEALTH	1,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	EDUCATION	5,000.
AMERICAN JEWISH COMMITTEE 9911 W. PICO BLVD SUITE PH-M LOS ANGELES, CA 90035	NONE	PC	RELIGIOUS	500.
ANAHEIM DUCKS FOUNDATION 2695 E. KATELLA AVE ANAHEIM, CA 92806	NONE	PC	SOCIAL SERVICES	54,478.
ANAHEIM YMCA 240 S. EUCLID ST ANAHEIM, CA 92802	NONE	PC	EDUCATION	1,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	586,440.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments			14	63.		
<b>4</b> Dividends and interest from securities						
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	1,147.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		1,210.		0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						1,210.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

## Part XVII

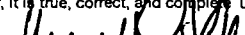

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | 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?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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. |       |    |

[illegible]

- 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
N/A		

<b>Sign Here</b>  Signature of officer or trustee	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.		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Date <u>9/10/15</u>		Title <u>DIRECTOR/CFO</u>		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <u>LAUREN HAVERLOCK</u>	Preparer's signature 	Date <u>8/28/15</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00545829</u>
	Firm's name ▶ <u>YH ADVISORS, INC.</u>			Firm's EIN ▶ <u>45-3269313</u>	
	Firm's address ▶ <u>7755 CENTER AVENUE, SUITE 1225</u> <u>HUNTINGTON BEACH, CA 92647</u>			Phone no. <u>310-982-2804</u>	

Form **990-PF** (2014)

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

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

OMB No 1545-0047

**2014**

Name of the organization

THE SAMUELI FOUNDATION

Employer identification number

33-0758237

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

THE SAMUELI FOUNDATION

33-0758237

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	H&S INVESTMENTS 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 308,230.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	H&S INVESTMENTS 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

THE SAMUELI FOUNDATION

33-0758237

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	6,584 SHRS WAGEWORKS	\$ 308,230.	12/30/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

**THE SAMUELI FOUNDATION****33-0758237**

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_

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

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

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BET TZEDEK 3250 WILSHIRE BLVD, 13TH FLOOR LOS ANGELES, CA 90010	NONE	PC	RELIGIOUS ; HOLOCAUST SURVIVORS	25,000.
BOYS AND GIRLS CLUB OF AMERICA 3939 ATLANTIC AVE, SUITE 215 LONG BEACH, CA 90807	NONE	PC	SOCIAL SERVICES	10,000.
CA DEDICATED TO EDUCATION FOUNDATION 11501 DUBLIN BLVD, STE 200 DUBLIN, CA 94568	NONE	PC	EDUCATION	25,000.
CALIFORNIA STEM LEARNING NETWORK ONE EMBARCADERO CENTER, SUITE 500 SAN FRANCISCO, CA 94111	NONE	PC	EDUCATION ; PROGRAM SERVICES	25,000.
CYSTIC FIBROSIS FOUNDATION 2150 TOWNE CENTRE PLACE, STE 120 ANAHEIM, CA 92806	NONE	PC	HEALTH	1,000.
DISCOVERY SCIENCE CENTER 2500 NORTH MAIN STREET SANTA ANA, CA 92705	NONE	PC	EDUCATION	6,000.
ENVISION EXCELLENCE IN STEM 2108 LAMBERTON RD CLEVELAND HEIGHTS, OH 44118	NONE	PC	EDUCATION	20,000.
FREEDOM WRITERS P.O. BOX 41505 LONG BEACH, CA 90853	NONE	PC	EDUCATION	5,000.
GAMM PHI BETA FOUNDATION 12737 E. EUCLID DR. CENTENNIAL, CO 80111	NONE	PC	EDUCATION	1,000.
GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULINO AVE, SUITE D-290 COSTA MESA, CA 92626	NONE	PC	SOCIAL SERVICES	1,000.
Total from continuation sheets				524,462.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
GRANTMAKERS OF EDUCATION 720 SW WASHINGTON ST SUITE 605 PORTLAND, OR 97205	NONE	PC	EDUCATION ; PROGRAM EXPENSES	250.
HILLEL FOUNDATION OF ORANGE COUNTY 4255 CAMPUS DR, STE 250 IRVINE, CA 92612	NONE	PC	RELIGIOUS	1,300.
HUMAN OPTIONS P.O. BOX 53745 IRVINE, CA 92619-3745	NONE	PC	SOCIAL SERVICES	3,000.
ILLUMINATION FOUNDATION 2691 RICHTER AVE, SUITE 107 IRVINE, CA 92606	NONE	PC	SOCIAL SERVICES ; GENERAL OPERATING EXPENSES	4,000.
IRVINE ATHLETIC BOOSTERS CLUB, INC. 4321 WALNUT IRVINE, CA 92604	NONE	PC	SOCIAL SERVICES ; PROGRAM SERVICES EXPENSES, IRVINE HS LACROSSE	912.
JEWISH FEDERATION & FAMILY OF OC 1 FEDERATION WAY, SUITE 210 IRVINE, CA 92603	NONE	PC	RELIGIOUS ; GENERAL OPERATING EXPENSES	62,500.
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027-4649	NONE	PC	RELIGIOUS ; EVENT	2,500.
LONG BEACH OPERA 507 PACIFIC AVE LONG BEACH, CA 90802	NONE	PC	ART ; GENERAL OPERATING EXPENSES	7,000.
M.I.N.D. 15 W. 36TH STREET, 13TH FLOOR NEW YORK, CA 10018	NONE	PC	EDUCATION	5,000.
MACY MUSIC & ARTS 24262 SONSPAROW LANE CORONA, CA 92883	NONE	PC	EDUCATION	1,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
MICHAEL J FOX FOUNDATION GRAND CENTRAL STATION P.O. BOX 4777 NEW YORK, NY 10163-4777	NONE	PC	HEALTH	1,000.
MUSEUM OF LATIN AMERICAN ART IN LONG BEACH 628 ALAMITOS AVE LONG BEACH, CA 90802	NONE	PC	ART ; GENERAL OPERATING EXPENSES	5,000.
MUSEUM OF SCIENCE BOSTON ONE SCIENCE PARK BOSTON, MA 02114	NONE	PC	EDUCATION	5,000.
NATIONAL COLLEGE OF NATURAL MEDICINE 049 SW PORTER STREET PORTLAND, OR 97201	NONE	PC	EDUCATION	5,000.
OCTANE FOUNDATION OF INNOVATION 65 ENTERPRISE ALISO VIEJO, CA 92656	NONE	PC	EDUCATION	5,000.
ONEOC 1901 E FOURTH STREET, SUITE 100 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES ; GENERAL OPERATING EXPENSES	20,000.
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD, STE 510 NEWPORT BEACH, CA 92660	NONE	PC	SOCIAL SERVICES	10,000.
ORANGE COUNTY HIGH SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	PC	EDUCATION ; TENNIS PROGRAM EXPENSES	10,000.
ORANGE COUNTY SCIENCE & ENGINEERING FAIR P.O. BOX 1361 HUNTINGTON BEACH, CA 92647	NONE	PC	EDUCATION	2,500.
ORANGE COUNTY UNITED WAY 18012 MITCHELL AVE. SOUTH IRVINE, CA 92614	NONE	PC	SOCIAL SERVICES	10,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
PARTNERSHIP FOR CHILDREN & YOUR 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612	NONE	PC	EDUCATION	1,500.
PERSONALIZED LIFESTYLE MEDICINE INSTITUTE 800 FIFTH AVE, STE 4100 SEATTLE, WA 94612	NONE	PC	HEALTH	10,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET, NW SUITE 601 WASHINGTON, DC 20036	NONE	PC	EDUCATION ; GENERAL OPERATING EXPENSES	1,000.
PLANET CARE/GLOBAL HEALTH ACCESS PROGRAM P.O. BOX 1637 SEBASTAPOL, CA 95473	NONE	PC	HEALTH	50,000.
QUAN AM BUDDHIST MEDITATION 12670 18TH STREET REDLANDS, CA 92373	NONE	PC	RELIGIOUS ; GENERAL OPERATING EXPENSES	400.
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N. STREET NW WASHINGTON, DC 20036	NONE	PC	EDUCATION ; BROADCOM MASTER PRIZE	25,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., STE 230 LOS ANGELES, CA 90012	NONE	PC	EDUCATION	5,000.
TELLURIDE FOUNDATION 620 MOUNTAIN VILLAGE BLVD., SUITE 2B TELLURIDE, CO 81435	NONE	PC	SOCIAL SERVICES ; GENERAL OPERATING EXPENSES	25,000.
TEMPLE BETH SHALOM 2625 NORTH TUSTIN AVE. SANTA ANA, CA 92705	NONE	PC	RELIGIOUS	25,000.
THE NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET, NW WASHINGTON, DC 20001	NONE	PC	EDUCATION	10,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
THORN 10960 WILSHIRE BLVD STE 1900 LOS ANGELES, CA 90024	NONE	PC	SOCIAL SERVICES	5,000.
TIGER WOODS LEARNING CENTER ONE TIGER WOODS WAY ANAHEIM, CA 92801-5039	NONE	PC	EDUCATION	10,000.
UCI FOUNDATION/SAMUELI CENTER 1034 HEWITT HALL IRVINE, CA 92697-5850	NONE	PC	HEALTH ; PROGRAM AND EVENT EXPENSES	20,400.
UCI HILLEL 574 HILGARD AVE LOS ANGELES, CA 90024	NONE	PC	RELIGIOUS	1,000.
UCLA FOUNDATION P.O. BOX 24044 LOS ANGELES, CA 90024-0044	NONE	PC	EDUCATION ; WOODEN ATHLETIC FUND AND PROGRAM EXPENSES	27,200.
USC MARSHALL SCHOOL OF BUSINESS ATT 29TH FLOOR LOS ANGELES, CA 90089	NONE	PC	EDUCATION	2,000.
VOCATIONAL VISIONS 26041 PALA MISSION VIEJO, CA 92691	NONE	PC	SOCIAL SERVICES	25,000.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVE, STE 200 TUSTIN, CA 92780-7803	NONE	PC	SOCIAL SERVICES	1,000.
Total from continuation sheets				

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
6,584 SHRS WAGEWORK INC		11/16/12	10/15/14	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
309,377.	308,230.	0.	0.	1,147.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,147.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	63.	63.	
TOTAL TO PART I, LINE 3	63.	63.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,631.	4,908.		7,852.
TO FORM 990-PF, PG 1, LN 16B	19,631.	4,908.		7,852.



FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	12,000.	4,800.		0.	
CONSULTING FEES	8,300.	0.		8,300.	
INVESTMENT	145.	145.		0.	
TO FORM 990-PF, PG 1, LN 16C	20,445.	4,945.		8,300.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX & LICENSE	220.	0.		20.	
PAYROLL TAX	19,500.	0.		15,600.	
FEDERAL TAX	9,010.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	28,730.	0.		15,620.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE	925.	0.		0.	
OTHER ADMIN	765.	0.		612.	
TELEPHONE AND INTERNET	8,899.	0.		4,450.	
TRAINING	478.	0.		478.	
INSURANCE	7,489.	0.		0.	
PAYROLL PROCESSING	2,724.	0.		2,179.	
DUES AND SUBSCRIPTIONS	9,022.	0.		9,022.	
RECRUITING	88.	0.		71.	
GIFTS	150.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	30,540.	0.		16,812.	

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      7

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
SOFTWARE - WEBSITE	14,700.	14,700.	0.	0.
SOFTWARE - CRM	10,800.	10,800.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	8,615.	8,615.	0.	0.
LAPTOP	1,265.	1,265.	0.	0.
LAPTOP	1,944.	1,944.	0.	0.
SOFTWARE - IOS APP	6,000.	4,167.	1,833.	1,833.
COMPUTER (DESKTOP)	1,546.	1,030.	516.	516.
LAPTOP	1,109.	524.	585.	585.
COMPUTER (DESKTOP)	2,371.	1,119.	1,252.	1,252.
GRANTMAKING WEBSITE	3,500.	1,459.	2,041.	2,041.
GRANTMAKING WEBSITE	3,695.	1,540.	2,155.	2,155.
TO 990-PF, PART II, LN 14	66,345.	57,963.	8,382.	8,382.

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FORM 990-PF      PART XV - LINE 1A      STATEMENT      8  
LIST OF FOUNDATION MANAGERS

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## NAME OF MANAGER

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SUSAN SAMUELI  
HENRY SAMUELI

990-PF

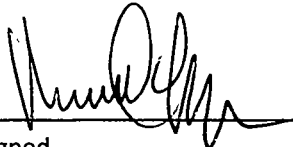
1271 1

**ELECTION TO TREAT UNUSED PRIOR YEAR CORPUS DISTRIBUTIONS  
AS CURRENT YEAR CORPUS DISTRIBUTIONS**

The Samueli Foundation (33-0758237)  
Tax Year: 2014

Pursuant to Reg. § 53.4942(a)-3(c)(2)(iv), the above referenced Foundation hereby elects to treat, as current distribution out of corpus, the following unused prior tax year's distributions that were treated as corpus distributions under Reg. § 53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
2009	\$ 1,058,230

  
\_\_\_\_\_  
Signed

9/10/15  
\_\_\_\_\_  
Date

Michael Schulman Director  
\_\_\_\_\_  
Name and Title

**STATEMENT/ELECTION TO TREAT PRIVATE FOUNDATION AS  
A CONDUIT FOUNDATION PURSUANT TO IRC § 170(b)(1)(F)**

The Samueli Foundation (33-0758237)

Tax Year: 2014

Pursuant to IRC § 170(b)(1)(F) and Reg. § 1.170A-9(h)(2), the above referenced Foundation hereby elects to be treated as a "conduit" foundation for the 2014 tax year. The following are distributions made out of corpus pursuant to IRC § 4942(h):

<u>Tax Year</u>	<u>Amount</u>
2009	\$ 1,058,230

  
\_\_\_\_\_  
Signed

9/10/15  
\_\_\_\_\_  
Date

Michael Schulman Director  
\_\_\_\_\_  
Name and Title