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

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

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▶ 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

06/01, 2014, and ending

05/31, 2015

Name of foundation BREAKTHROUGH PRIZE FOUNDATION		A Employer identification number 46-0677985
Number and street (or P O box number if mail is not delivered to street address) C/O ERNST & YOUNG - MICHAEL SALES, 99 WOOD AVENUE SOUTH		B Telephone number (see instructions) (202) 346-4293
City or town, state or province, country, and ZIP or foreign postal code ISELIN, NJ 08830		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 64,361.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	20,464,475.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	34.	34.		ATCH 1
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				
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)				
12	Total. Add lines 1 through 11	20,464,509.	34.		
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 2	52,761.			32,542.
b	Accounting fees (attach schedule) ATCH 3	39,741.			25,783.
c	Other professional fees (attach schedule) [4]	1,512,462.			1,498,045.
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	146,153.			134,550.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5	404,015.			
24	Total operating and administrative expenses. Add lines 13 through 23	2,155,132.			1,690,920.
25	Contributions, gifts, grants paid	18,300,003.			18,300,003.
26	Total expenses and disbursements. Add lines 24 and 25	20,455,135.	0	0	19,990,923.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	9,374.			
b	Net investment income (if negative, enter -0-)		34.		
c	Adjusted net income (if negative, enter -0-)				

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Revenue
Operating and Administrative Expenses

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				
	2	Savings and temporary cash investments		0.	60,194.	60,194.
	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 ATCH 6		0.	4,167.	4,167.
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	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)		0	64,361.	64,361.	
Liabilities	17	Accounts payable and accrued expenses		20,833.	81,029.	
	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)		20,833.	81,029.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here, ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		-20,833.	-16,668.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> 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)		-20,833.	-16,668.		
31	Total liabilities and net assets/fund balances (see instructions)		0	64,361.		

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	-20,833.
2	Enter amount from Part I, line 27a	2	9,374.
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	-11,459.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	5,209.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-16,668.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>				
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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>				

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))
SHORT YEAR 2/1/14-5/31/14	0.	0.	0.
2013	0.	0.	0.
2012	0.	0.	0.
2011			
2010			
2 Total of line 1, column (d)			2 0
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 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 807,410.
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
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 19,990,923.

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	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	
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	
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/> 0	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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?	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		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) <input type="checkbox"/> CA, DE, _____		
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 <input type="checkbox"/> ATCH 8	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).	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 <u>WWW.BREAKTHROUGHPRIZE.ORG</u>	13	X	
14	The books are in care of <u>JAMIE HUTCHINSON, ESQ</u> Telephone no <u>202-346-4293</u> Located at <u>901 NEW YORK AVE NW WASHINGTON, DC</u> ZIP+4 <u>20001</u>			
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 <u>15</u>			
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 <u></u>	16	Yes	No X

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

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

	Yes	No
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 type="checkbox"/> Yes <input checked="" 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)? <u>N/A</u> <input type="checkbox"/>	1b	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? <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <u></u>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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) <u></u>	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? <u></u>	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ **5b** 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) ☐ N/A

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b** 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? ☐ Yes ☒ No **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 9		80,869.	0	0

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. ☐ 0

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
ATCH 10		1,332,776.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE GENERAL EXPLANATION ATTACHMENT	18,300,003.
2 SEE GENERAL EXPLANATION ATTACHMENT	2,091,431.
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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	
b	Average of monthly cash balances	1b	819,706.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	819,706.
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	819,706.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,296.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	807,410.
6	Minimum investment return. Enter 5% of line 5	6	40,371.

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	40,371.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	40,371.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	40,371.
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	40,371.

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	19,990,923.
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	19,990,923.
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	19,990,923.

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				40,371.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2014 only				
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e SHORT YEAR 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>19,990,923.</u>				
a Applied to 2013, but not more than line 2a				
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				40,371.
e Remaining amount distributed out of corpus	19,950,552.			
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	19,950,552.			
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				
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	19,950,552.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess SHORT YEAR 2014				
e Excess from 2014	19,950,552.			

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))

N/A

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
www.breakthroughprize.org/nominations

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

ATCH 11

c Any submission deadlines

ATCH 12

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

ATCH 13

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 13				18,300,003.
Total			3a	18,300,003.
b Approved for future payment				
Total			3b	

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
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				14	34.	
4 Dividends and interest from securities						
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)					34.	
13 Total. Add line 12, columns (b), (d), and (e)						34.

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

- | 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? | | Yes | No |
|--|-------|-----|----|
| 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. | | | |

[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

**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

April 8, 2016
Date

► Ex. 1.1

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

Kelly H. Chubalski

Date

04/7/16

Check <input type="checkbox"/>	self-employed
--------------------------------	---------------

PRIN

P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ► 34-6565596

Firm's address ► 2 N CENTRAL AVE, SUITE 2300
PHOENIX, AZ

85004

Phone no 602-322-3000

Schedule B

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

Schedule of Contributors

OMB No 1545-0047

2014▶ **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**Name of the organization**

BREAKTHROUGH PRIZE FOUNDATION

Employer identification number

46-0677985

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 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).

Name of organization **BREAKTHROUGH PRIZE FOUNDATION**Employer identification number
46-0677985**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	MILNER FOUNDATION C/O CAVENDISH TRUST COMPANY LTD. IM1 4LB 31-37 NORTH QUAY DOUGLAS MAN, ISLE OF	\$ 12,964,475.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, STE 300 MOUNTAIN VIEW, CA, 94040-1498	\$ 7,500,000.	Person <input checked="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)
		\$	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 **BREAKTHROUGH PRIZE FOUNDATION**

Employer identification number

46-0677985

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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization BREAKTHROUGH PRIZE FOUNDATION

Employer identification number

46-0677985

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 information once. See instructions.) ▶ \$ _____

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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----
(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
	----- ----- -----		----- ----- -----

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A, LINE 1

EXPENSES: \$18,300,003

THE FOUNDATION AWARDED PRIZES TO SCIENTISTS AND RESEARCHERS WHO DEMONSTRATED EXCELLENCE IN RESEARCH AIMED AT FUNDAMENTAL PHYSICS AND MATHEMATICS. THE BREAKTHROUGH PRIZES IN MATHEMATICS WERE AWARDED TO FIVE INDIVIDUALS WHO MADE SIGNIFICANT ACCOMPLISHMENTS IN MATHEMATICS. THE BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS WAS SHARED AMONG SEVERAL INDIVIDUALS WHO MADE ADVANCES IN FIELDS WITH DEEP CONNECTIONS TO PHYSICS. THE NEW HORIZONS IN PHYSICS PRIZES WERE AWARDED TO SEVEN YOUNG RESEARCHERS WHO PRODUCED SIGNIFICANT WORK IN FIELDS WITH CONNECTIONS TO PHYSICS.

PART IX-A, LINE 2

EXPENSES: \$2,091,431

IN CONJUNCTION WITH THE BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION, THE BREAKTHROUGH PRIZE FOUNDATION AWARDED PRIZES AT THE ANNUAL PRIZE CEREMONY. THE CEREMONY FEATURED CELEBRITY PRESENTATIONS, FILMS, COMEDY AND LIVE MUSIC FROM MAJOR ARTISTS AND WAS TELEVISED ON NATIONAL MEDIA OUTLETS. THE INTENT OF THE CEREMONY WAS TO HELP CREATE AND STIMULATE INTEREST AND DISCOVERIES IN FUNDAMENTAL PHYSICS AND MATHEMATICS, AND TO CREATE PUBLIC AWARENESS AND A SENSE OF EXCITEMENT IN THOSE FIELDS.

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	34.	34.
TOTAL	34.	34.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	52,761.			32,542.
TOTALS	52,761.			32,542.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	39,741.			25,783.
TOTALS	39,741.			25,783.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FILM PRODUCTION	1,280,460.	1,280,460.
CONSULTING FEES	153,854.	139,912.
PUBLIC RELATIONS	53,304.	53,304.
EVENT PRODUCTION	23,609.	23,609.
MARKETING	1,235.	760.
TOTALS	<u>1,512,462.</u>	<u>1,498,045.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION

IN-KIND PROFESSIONAL SERVICES-
CEREMONY EXPENSES

REVENUE
AND
EXPENSES
PER BOOKS

404,015.

TOTALS

404,015.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXPENSES	4,167.	4,167.
TOTALS	<u>4,167.</u>	<u>4,167.</u>

ATTACHMENT 7

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD EXPENSE ACCRUAL ADJUSTMENT	5,209.
TOTAL	<u>5,209.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS

MILNER FOUNDATION
C/O CAVENDISH TRUST COMPANY LTD. IM1 4LB
31-37 NORTH QUAY DOUGLAS

SILICON VALLEY COMMUNITY FOUNDATION
2440 WEST EL CAMINO REAL, STE 300
MOUNTAIN VIEW, CA, 94040-1498

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	---	--------------	---	---

YURI MILNER C/O ERNST & YOUNG - MICHAEL SALES 99 WOOD AVENUE SOUTH ISELIN, NJ 08830	PRESIDENT, DIRECTOR 2.00	0	0	0
--	-----------------------------	---	---	---

JAMES HUTCHINSON C/O ERNST & YOUNG - MICHAEL SALES 99 WOOD AVENUE SOUTH ISELIN, NJ 08830	DIRECTOR, SECRETARY 1.00	0	0	0
---	-----------------------------	---	---	---

KARL JOHANSSON* C/O ERNST & YOUNG - MICHAEL SALES 99 WOOD AVENUE SOUTH ISELIN, NJ 08830	DIRECTOR, TREASURER 10.00	62,500.	0	0
--	------------------------------	---------	---	---

SIMON PETER WORDEN* C/O ERNST & YOUNG - MICHAEL SALES 99 WOOD AVENUE SOUTH ISELIN, NJ 08830	CHAIRMAN 1.00	18,369.	0	0
--	------------------	---------	---	---

INDIVIDUALS IDENTIFIED ABOVE ARE COMPENSATED FOR SERVICES PROVIDED TO THE FOUNDATION AS INDEPENDENT CONTRACTORS AND NOT FOR THEIR ROLES AS OFFICERS OR DIRECTORS.

GRAND TOTALS	80,869.	0	0	0
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990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BREAKTHROUGH AWARDS PRODUCTIONS, INC 12400 WILSHIRE BLVD, #1275 LOS ANGELES, CA 90025	FILM PRODUCTION	1,280,015.
GOODWIN PROCTER LLP 901 NEW YORK AVE NW WASHINGTON, DC 20001	LEGAL SERVICES	52,761.
	TOTAL COMPENSATION	<u>1,332,776.</u>

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FOUNDATION MAKES THE CANDIDATE SUBMISSION FORM AND CRITERIA
AVAILABLE ON ITS WEBSITE.

990PF, PART XV - SUBMISSION DEADLINES

NOMINATION SUBMISSION DEADLINES ARE PROVIDED ON THE FOUNDATION WEBSITE. NOMINATIONS ARE GENERALLY ACCEPTED EARLY IN THE CALENDAR YEAR AND ARE ACCEPTED THROUGH EARLY OCTOBER.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO PRIZE GRANTED BY THE FOUNDATION SHALL HAVE ANY AGE RESTRICTIONS. ANY PRIZE OF THE FOUNDATION MAY BE RECEIVED MORE THAN ONCE. MEMBERS OF THE SELECTION COMMITTEE ARE ELIGIBLE TO BE NOMINATED TO RECEIVE THE PRIZE AND THE CONFLICT OF INTEREST POLICY WILL GOVERN THE PROCEDURES FOR SUCH NOMINEES. ANY PRIZE OF THE FOUNDATION CAN BE SHARED BY A NUMBER OF PEOPLE, INCLUDING COLLABORATIONS.

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

ATTACHMENT 14

<u>RECIPIENT NAME</u>	<u>ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>		<u>AMOUNT</u>
Simon Donaldson	Imperial College 837 State Street Atlanta, GA 30332	None	I	2015 Breakthrough Prize in Mathematics		3,000,000
Maxim Kontsevitch	Institut des Hautes Etudes Scientifiques/ Simons Foundation 160 Fifth Avenue, 7th Floor New York, NY 10010	None	I	2015 Breakthrough Prize in Mathematics		3,000,000
Jacob Lurie	Harvard University 1033 Massachusetts Avenue Third Floor Cambridge, MA 02138	None	I	2015 Breakthrough Prize in Mathematics		3,000,000
Terence Tao	UCLA 10920 Wilshire Boulevard, Suite 900 Los Angeles, CA 90024	None	I	2015 Breakthrough Prize in Mathematics		3,000,000
Richard Taylor	Institute for Advanced Study Einstein Dr Princeton, NJ 08540	None	I	2015 Breakthrough Prize in Mathematics		3,000,000
Sean Hartnoll	Stanford University 326 Galvez Street Stanford, CA 94305	None	I	2015 New Horizons in Physics Prize		100,000
Natalia Toro	Perimeter Institute 140 Pearl St Ste 100 Buffalo, NY 14202	None	I	2015 New Horizons in Physics Prize		50,000
Phillip C. Schuster	Perimeter Institute 140 Pearl St Ste 100 Buffalo, NY 14202	None	I	2015 New Horizons in Physics Prize		50,000

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

ATTACHMENT 14

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO		FOUNDATION		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
		SUBSTANTIAL CONTRIBUTOR	None	STATUS OF RECIPIENT	I		
Horacio Casini	CONICET and Instituto Balseiro, Universidad Nacional de Cuyo Sede Rivadavia: Av. Rivadavia 1917 (C1033AAJ) CABA, Republica Argentina	None		I		2015 New Horizons in Physics Prize	25,000
Marina Huerta	CONICET and Instituto Balseiro, Universidad Nacional de Cuyo Sede Rivadavia: Av. Rivadavia 1917 (C1033AAJ) CABA, Republica Argentina	None		I		2015 New Horizons in Physics Prize	25,000
Shinsei Ryu	Illinois Champaign-Urbana PO Box 3712 Champaign, IL 61826	None		I		2015 New Horizons in Physics Prize	25,000
Tadashi Takayanagi	Kyoto University Yoshida Honmachi, Sakyo-ku Kyoto Kansai region 606-8501	None		I		2015 New Horizons in Physics Prize	25,000
Saul Perlmutter	University of California, Berkeley and Lawrence Berkeley National Laboratory 220 Montgomery St. Fl 5 San Francisco, CA 94104	None		I		2015 Breakthrough Prize in Fundamental Physics	500,000
Adam Reiss	Johns Hopkins University and the Space Telescope Science Institute 1101 E 33rd St Ste, C202 Baltimore, MD 21218	None		I		2015 Breakthrough Prize in Fundamental Physics	250,000
Brian P. Schmidt	The Australian National University Chancelry Building(10), Canberra Australian Capital Territory 0200	None		I		2015 Breakthrough Prize in Fundamental Physics	250,000

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

ATTACHMENT 14

<u>RECIPIENT NAME</u>	<u>ADDRESS</u>	<u>RELATIONSHIP TO</u>		<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>		<u>AMOUNT</u>
		<u>SUBSTANTIAL CONTRIBUTOR</u>	<u>CONTRIBUTOR</u>				
Greg Aldering	Lawrence Berkeley National Laboratory 1 Cyclotron Road Mailstop XXX Berkeley, CA 94720	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Brian J. Boyle	CSIRO Australia Telescope National Facility PO Box 76 Epping NSW 1710, Australia	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Patricia G. Castro	Instituto Superior Tecnico Av. Rovisco Pais 1, 1049-001 Lisboa, Portugal	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Warrick J. Couch	Australian Astronomical Observatory; and Swinburne University Technology PO Box 915 North Ryde NSW 1670, Australia	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Susana Deustua	Space Telescope Science Institute 3700 San Martin Drive Baltimore, MD 21218	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Richard S. Ellis	Caltech 1350 San Pasqual St Pasadena, CA 91125	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Sebastien Fabbro	University of Victoria (Canada) 3800 Finnerty Road Victoria, BC V8P 5C2	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787	
Alexei Filippenko	UC-Berkeley 200 California Hall #1500 Berkeley, CA 94720	None	None	I	2015 Breakthrough Prize in Fundamental Physics	16,393	

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

ATTACHMENT 14

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO	STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
		SUBSTANTIAL CONTRIBUTOR				
Andrew Fruchter	Space Telescope Science Institute 3700 San Martin Drive Baltimore, MD 21218	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Ariel Goobar	Stockholm University Universitetsvagen 10A Stockhom, Stockholm County 10691	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Donald E. Groom	Lawrence Berkeley National Laboratory 1 Cyclotron Road Mailstop XXa Berkeley, CA 94720	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Isobel M. Hook	University of Oxford; and INAF Observatory of Rome Wellington Square, Oxford Oxfordshire OX1 2JD	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Mike Irwin	University of Cambridge Trinity Lane Cambridge CB2 1TN	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Alex G. Kim	Lawrence Berkeley National Laboratory 1 Cyclotron Road Mailstop Xxx Berkeley, CA 94720	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Matthew Y. Kim	SAIC 1710 SAIC Drive McLean, VA 22102	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Robert A. Knop	Westminster College 1840 South 1300 East Salt Lake City, UT 84105	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Julia C. Lee	Harvard University 1033 Massachusetts Avenue Third Floor Cambridge, MA 02138	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787

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

ATTACHMENT 14

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
Chris Lidman	Australian Astronomical Observatory; and Swinburne University Technology PO Box 915 North Ryde NSW 1670, Australia	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Thomas Matheson	National Optical Astronomy Observatory 3700 San Martin Drive Baltimore, MD 21218	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Richard G. McMahon	University of Cambridge Trinity Lane Cambridge CB2 1TN	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Richard Muller	University of California, Berkeley; and Lawrence Berkeley National Laboratory 220 Montgomery St. Fl 5 San Francisco, CA 94104	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Heidi J. M. Newberg	Rensselaer Polytechnic Institute 110 8th Street Troy, NY 12180	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Peter Nugent	Lawrence Berkeley National Laboratory 1 Cyclotron Road Mailstop XXV Berkeley, CA 94720	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787
Nelson J. Nunes	University of Lisbon Alameda da Universidade, Lisbon, Lisboa e Vale do Tejo 1649-004	None	I	2015 Breakthrough Prize in Fundamental Physics		32,787

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

ATTACHMENT 14

<u>RECIPIENT NAME</u>	<u>ADDRESS</u>	<u>RELATIONSHIP TO</u>		<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
		<u>SUBSTANTIAL CONTRIBUTOR</u>	<u>CONTRIBUTOR</u>			
Reynald Pain	LPNHE, Universite Pierre et Marie Curie 4 place Jussieu Paris, Ile-de-France 75005	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Nino Panaglia	Space Telescope Science Institute 3700 San Martin Drive Baltimore, MD 21218	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Carl Pennypacker	University of California, Berkeley; and Lawrence Berkeley National Laboratory 220 Montgomery St. Fl 5 San Francisco, CA 94104	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Robert Quimby	Kavli Institute for the Physics and Mathematics of the Universe (Kavli IPMU) 1801 Solar Drive, Suite 250 Oxnard, CA 93030	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Pilar Ruiz-Lapuente	University of Barcelona Gran Via de les Corts Catalanes, 585 Barcelona, Catalonia 08007	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Bradley Schaefer	Louisiana State University 8100 Highway 71 S Alexandria, LA 71302	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Nicholas Walton	University of Cambridge Trinity Lane Cambridge CB2 1TN	None	None	I	2015 Breakthrough Prize in Fundamental Physics	32,787
Peter Challis	Harvard University 1033 Massachusetts Avenue Third Fl Cambridge, MA 02138	None	None	I	2015 Breakthrough Prize in Fundamental Physics	60,606

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

ATTACHMENT 14

RECIPIENT NAME	ADDRESS	RELATIONSHIP TO		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
		SUBSTANTIAL CONTRIBUTOR	None		2015 Breakthrough Prize in	Fundamental Physics	
Alejandro Clocchiatti	Departamento de Astronomia y Astrofísica, PUC, Chile Vicuna Mackenna 4860 7820436 Macul, Santiago, Chile	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Alan Diercks	Senior Scientist Seattle BioMed 307 Westlake Ave N Ste 500 Seattle, WA 98109	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Alexei V. Filippenko	UC-Berkeley 200 California Hall #1500 Berkeley, CA 94720	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	30,304
Peter M. Garnavich	Notre Dame University 724 Grace Hall Notre Dame, IN 46556	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Ron L. Gilliland	Penn State University 408 Old Main University Pk, PA 16802	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Craig J. Hogan	Chicago/Fermilab PO Box 500 Batavia, IL 60510-5011	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Saurabh Jha	Rutgers University 57 US Highway 1 New Brunswick, NJ 08901	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Robert P. Kirshner	Harvard University 1033 Massachusetts Avenue Third Floor Cambridge, MA 02138	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606
Bruno Leibundgut	European Southern Observatory ESO Headquarters Karl-Schwarzschild- Str.2 85748 Garching bei Munchen, Germany	None	None	I	2015 Breakthrough Prize in	Fundamental Physics	60,606

