Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUN 1, 2014 , and ending MAY 31, 2015

Name of foundation: NIKE FOUNDATION

A Employer identification number: 93-1159948

Number and street (or P O box number if mail is not delivered to street address): ONE BOWERMAN DRIVE | Room/suite

B Telephone number: 503-671-6453

City or town, state or province, country, and ZIP or foreign postal code: BEAVERTON, OR 97005-6453

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 change

D 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 foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 22,893,171.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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 ▶ ☐

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	18,895,939.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12,523.	12,523.		
	4 Dividends and interest from securities	994.	994.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	268,281.			STATEMENT1
	b Gross sales price for all assets on line 6a 14,268,281.				
	7 Capital gain net income (from Part IV, line 2)		8,961,381.		
	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)				
	11 Other income	-722,215.	-726,275.		STATEMENT2
	12 **Total.** Add lines 1 through 11	18,455,522.	8,248,623.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	4,898,926.	0.		4,861,247.
	15 Pension plans, employee benefits	1,141,422.	0.		1,141,192.
	16a Legal fees STMT 3	105,149.	0.		102,062.
	b Accounting fees STMT 4	29,643.	0.		25,043.
	c Other professional fees STMT 5	8,510,577.	0.		8,115,958.
	17 Interest				
	18 Taxes STMT 6	76,112.	0.		74,112.
	19 Depreciation and depletion	122,407.	0.		
	20 Occupancy	115,544.	0.		115,544.
	21 Travel, conferences, and meetings	1,384,555.	0.		1,355,988.
	22 Printing and publications	312,717.	0.		312,717.
	23 Other expenses STMT 7	1,804,720.	1,254.		1,485,217.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,501,772.	1,254.		17,589,080.
	25 Contributions, gifts, grants paid	15,256,369.			9,552,230.
	26 **Total expenses and disbursements.** Add lines 24 and 25	33,758,141.	1,254.		27,141,310.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-15,302,619.			
	b **Net investment income** (if negative, enter -0-)		8,247,369.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing	1,356,865.		
	2 Savings and temporary cash investments	14,544,146.	20,450,249.	20,450,249.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 2,442,922. Less allowance for doubtful accounts ▶	29,535,150.	2,442,922.	2,442,922.
	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	474,850.	0.	0.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 14,000,000 Less accumulated depreciation ▶	14,000,000.	0.	0.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶	267,786.	0.	0.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	60,178,797.	22,893,171.	22,893,171.
Liabilities	17 Accounts payable and accrued expenses	2,793,692.	260,084.	
	18 Grants payable	2,489,794.	8,396,905.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable	13,562,000.	0.	
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	18,845,486.	8,656,989.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,279,674.	12,802,616.	
	25 Temporarily restricted	38,053,637.	1,433,566.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	41,333,311.	14,236,182.	
	31 **Total liabilities and net assets/fund balances**	60,178,797.	22,893,171.	

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	41,333,311.
2 Enter amount from Part I, line 27a	2	-15,302,619.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	475.
4 Add lines 1, 2, and 3	4	26,031,167.
5 Decreases not included in line 2 (itemize) ▶ LOSS ON UNSPENT GRANT FUNDS PREVIOUSLY RECOGNIZED	5	11,794,985.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,236,182.

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	SALE OF LAND	D	06/24/03	06/17/14
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	14,268,281.		5,306,900.	8,961,381.
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				8,961,381.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 8,961,381.

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	26,612,790.	36,377,885.	.731565
2012	26,860,704.	44,759,561.	.600111
2011	27,331,691.	47,074,824.	.580601
2010	23,512,332.	46,323,983.	.507563
2009	18,101,499.	41,733,051.	.433745

2 **Total** of line 1, column (d)	2	2.853585
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	.570717
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,244,166.
5 Multiply line 4 by line 3	5	14,407,275.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,474.
7 Add lines 5 and 6	7	14,489,749.
8 Enter qualifying distributions from Part XII, line 4	8	27,257,230.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	82,474.
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	82,474.
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	82,474.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,787.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 95,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	96,787.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	14,313.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 14,313.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OR			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ WWW.NIKEFOUNDATION.ORG

14 The books are in care of ▶ GLYNIS JONES Telephone no ▶503-671-6453

Located at ▶ONE BOWERMAN DR, BEAVERTON, OR ZIP+4 ▶97005-6453

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

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶ SEE STATEMENT 8			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT 11 ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

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? STMT 12 ☒ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 9		0.	0.	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
MATTHEW FREEMAN - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F	SR. DIRECTOR, PROGRAMS 40.00	241,789.	0.	0.
KATHRYN CRITCHLEY - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F	COMMUNICATIONS DIRECTOR 40.00	112,462.	19,119.	0.
MARK SANDERSON - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	BRAND DIRECTOR 40.00	106,118.	21,224.	0.
DAMIAN WILSON - 142 WARDOUR STREET, LONDON, UNITED KINGDOM W1F 8DD	DIRECTOR, SCALE PARTNERSHIPS 40.00	103,156.	20,631.	0.
EMILIE VANPOPERINGHE - 142 WARDOUR ST., LONDON, UNITED KINGDOM W1F 8DD	FINANCE & OPS DIRECTOR 40.00	115,256.	3,466.	0.

Total number of other employees paid over $50,000 ▶ 28

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ZONE LIMITED - 183 EVERSHOLT STREET, LONDON, UNITED KINGDOM NW1 1BU	COMMS AND WEBSITE REDESIGN	1,034,768.
CONTEXT PARTNERS - 240 N. BROADWAY, SUITE 116, PORTLAND, OR 97227	LAUNCH GEU COMMUNITY & STRATEGIC SUPPORT	572,555.
SUNSHINE PARTNERS - 1ST FLOOR SHEPHERDESS WALK, LONDON, UNITED KINGDOM N1 7LB	CREATIVE EVENT PRODUCTION	552,884.
ITAD - 12 ENGLISH BUSINESS PARK, HOVE, UNITED KINGDOM BN3 7ET	MONITORING & LEARNING SUPPORT	397,098.
WEBER SHANDWICK - 14 GRAY'S INN ROAD, LONDON, UNITED KINGDOM UC1X 8WS	PUBLIC RELATIONS	362,672.
Total number of others receiving over $50,000 for professional services ▶		41

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 GIRL EFFECT, FORMERLY GIRL HUB - SEE STATEMENT 14	3,823,492.
2 GIRL EFFECT UNIVERSITY (GEU) - SEE STATEMENT 15	1,639,483.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	12,940,088.
b	Average of monthly cash balances		1b	11,988,233.
c	Fair market value of all other assets		1c	700,274.
d	**Total** (add lines 1a, b, and c)		1d	25,628,595.
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	25,628,595.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	384,429.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	25,244,166.
6	**Minimum investment return** Enter 5% of line 5		6	1,262,208.

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	1,262,208.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 82,474.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	82,474.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,179,734.
4	Recoveries of amounts treated as qualifying distributions		4	4,060.
5	Add lines 3 and 4		5	1,183,794.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,183,794.

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	27,141,310.
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	115,920.
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	27,257,230.
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	82,474.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,174,756.

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				1,183,794.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010 2,740.				
c From 2011 14,281,718.				
d From 2012 24,518,185.				
e From 2013 24,770,187.				
f **Total** of lines 3a through e	63,572,830.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 27,257,230.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,183,794.
e Remaining amount distributed out of corpus	26,073,436.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	89,646,266.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	10,000,000.	STMT 13		
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	79,646,266.			
10 Analysis of line 9:				
a Excess from 2010 2,740.				
b Excess from 2011 4,281,718.				
c Excess from 2012 24,518,185.				
d Excess from 2013 24,770,187.				
e Excess from 2014 26,073,436.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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).)

NONE

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.

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

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				
ADVOCATES FOR YOUTH 2000 M STREET NW, SUITE 750 WASHINGTON, DC 20036		PC: 509(A)(1)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015	170,917.
ATLAS CORP 1825 K STREET NW, SUITE 210 WASHINGTON, DC 20006		PC: 509(A)(2)	FELLOWS TO ENABLE GIRL CHAMPIONS	30,000.
BINTI PAMOJA/CAROLINA FOR KIBERA FEDEX GLOBAL EDUCATION CENTER, THIRD FLOOR SUITE: 3002 301 PITTSBORO STREET CHAPEL HILL, NC 27599		PC: 509(A)(1)	GIRLS LEADING GIRLS IN SAFE SPACES IN SLUMS OF KENYA	50,000.
BRAC SOFEA 110 WILLIAM STREET, 29TH FLOOR NEW YORK, NY 10038		PC: 509(A)(1)	SUSTAINABLE MICROFINANCE CUSTOMIZED FOR GIRLS IN BANGLADESH	27,821.
BRAC USA 110 WILLIAM STREET, 29TH FLOOR NEW YORK, NY 10038		PC: 509(A)(1)	TO ADAPT ITS EMPOWERMENT AND LIVELIHOOD FOR ADOLESCENTS PROGRAM TO MEET THE NEEDS OF	287,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	9,552,230.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	12,523.	
4 Dividends and interest from securities			14	994.	
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			18	268,281.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FOREIGN CURRENCY SEC. 988 GAIN			01	-726,275.	
b REIMBURSEMENTS			01	4,060.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-440,417.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 -440,417.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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		

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

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

Signature of officer or trustee: [signature] Date: 13/28/2016 Title: VP

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JENNIFER BECKER HARRIS				P00183358

Firm's name ▶ CLARK NUBER, PS — Firm's EIN ▶ 91-1194016

Firm's address ▶ 10900 NE 4TH STREET, SUITE 1700, BELLEVUE, WA 98004 — Phone no. 425-454-4919

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11-24-14

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CARE 151 ELLIS STREET ATLANTA, GA 30303		PC: 509(A)(1)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK.	100,000.
CARE 151 ELLIS STREET ATLANTA, GA 30303		PC: 509(A)(1)	DEEPEN THE ECONOMIC EMPOWERMENT OF 10,000 OUT-OF-SCHOOL ADOLESCENT GIRLS BY LINKING THEM TO FORMAL FINANCIAL INSTITUTIONS AND PROVIDING MORE ADVANCED FINANCIAL AND ENTREPRENEURIAL SKILLS.	208,665.
CORSTONE 250 CAMINO ALTO, SUITE 100A MILL VALLEY, CA 94941		PC: 509(A)(1)	TO PROVIDE THE GIRLS FIRST TRAINING PROGRAM THAT BUILDS GIRLS' RESILIENCE IN SUPPORT OF THEIR EMOTIONAL HEALTH, PHYSICAL HEALTH AND EDUCATION TO GIRLS ATTENDING 250 SCHOOLS IN BIHAR.	310,040.
DFID GROWTH AND RESILIENCE DEPT. AH 5TH FLOOR EAST, ABERCROMBIE HOUSE GLASGOW, UNITED KINGDOM G75 8EA		GOV; FOREIGN GOV'T	PARTNERSHIP TO ADDRESS CONSTRAINTS TO THE ECONOMIC EMPOWERMENT OF ADOLESCENT GIRLS IN DEVELOPING COUNTRIES.	848,720.
EQUALITY NOW ONGOING CASE SUPPORT PO BOX 20646 COLUMBUS CIRCLE STATION NEW YORK, NY 10023		PC: 509(A)(1)	LEGAL CASES TO SAFEGUARD GIRLS' RIGHTS	75,000.
FIRELIGHT FOUNDATION 740 FRONT STREET, SUITE 380 SANTA CRUZ, CA 95060		PC: 509(A)(1)	TO STRENGTHEN GRASSROOTS SOLUTIONS THAT TRANSFORM THE LIVES OF VULNERABLE GIRLS THROUGH FUNDING AND BUILDING CAPACITY OF ONE COMMUNITY GRANTMAKER AND A COHORT OF FIVE SMALL COMMUNITY-BASED ORGANIZATIONS IN RWANDA.	250,000.
GIRLS NOT BRIDES: THE GLOBAL PARTNERSHIP TO END CHILD MARRIAGE FIRST FLOOR, BUILDING 550 BROOK GREEN LONDON, UNITED KINGDOM W6 7BJ		NC: FOREIGN	PARTNERSHIP TO END CHILD MARRIAGE	299,414.
Total from continuation sheets				8,985,992.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
INTERNATIONAL CENTER FOR RESEARCH ON WOMEN (ICRW) 1120 20TH STREET NW SUITE 500N WASHINGTON, DC 20036		PC: 509(A)(1)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK.	162,010.
INTERNATIONAL RESCUE COMMITTEE SISTERS OF SUCCESS 22 EAST 42ND STREET NEW YORK, NY 10168		PC: 509(A)(1)	THE SISTERS OF SUCCESS PROGRAM IN LIBERIA	196,846.
MERCY CORPS 45 SW ANKENY ST. PORTLAND, OR 97204		PC: 509(A)(1)	BUILD GIRL EXPERTISE WITHIN MERCY CORPS	26,852.
MERCY CORPS 45 SW ANKENY ST. PORTLAND, OR 97204		PC: 509(A)(1)	ENGINE ENABLES GHN TO ACCELERATE ITS GOALS TO ECONOMICALLY EMPOWER GIRLS.	458,934.
MERCY CORPS 45 SW ANKENY ST. PORTLAND, OR 97204		PC: 509(A)(1)	TO IMPROVE THE LIFE CHANCES AND FUTURE FOOD SECURITY OF ADOLESCENT GIRLS FROM VULNERABLE HOUSEHOLDS BY INCREASING THEIR EDUCATIONAL STATUS.	213,397.
MERCY CORPS 45 SW ANKENY ST. PORTLAND, OR 97204		PC: 509(A)(1)	TO INCREASE 12,000 PASTORALIST GIRLS' (AGES 12 TO 19) OWNERSHIP OF, DECISION MAKING POWER OVER, MARKET ACCESS TO, AND PROFITS FROM SMALL RUMINANTS, POULTRY, FISH AND/OR BEES, AND THEIR ASSOCIATED PRODUCTS TO IMPROVE THEIR LIVELIHOODS, RESILIENCE AND PERSONAL	774,215.
NEW VENTURE FUND (MALALA FUND) 1201 CONNECTICUT AVE. NW, SUITE 300 WASHINGTON, DC 20036		PC: 509(A)(1)	TO EMPOWER GIRLS THROUGH A QUALITY SECONDARY EDUCATION TO ACHIEVE THEIR POTENTIAL AND BE AGENTS OF POSITIVE CHANGE IN THEIR COMMUNITIES.	500,000.
.				
Total from continuation sheets				

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
NEW VENTURE FUND 1201 CONNECTICUT AVE. NW, SUITE 300 WASHINGTON, DC 20036		PC: 509(A)(1)	TO FACILITATE THE DEVELOPMENT OF GIRL EFFECT GLOBAL THROUGH OPERATIONAL AND STAFFING SUPPORT AND THE DEVELOPMENT OF SUSTAINABLE INFRASTRUCTURE.	701,000.
PLAN INTERNATIONAL 155 PLAN WAY WARWICK, RI 02886		PC: 509(A)(2)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK INTERNATIONALLY.	204,233.
PLAN INTERNATIONAL 155 PLAN WAY WARWICK, RI 02886		PC: 509(A)(2)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK IN KEY MEMBER STATES.	370,947.
PLAN INTERNATIONAL 155 PLAN WAY WARWICK, RI 02886		PC: 509(A)(2)	TO BUILD THE PRODUCTIVE AND PROTECTIVE ASSETS OF REFUGEE GIRLS AGED 12-17 IN THE GIHEMBE AND NYABIHEKE CAMPS IN RWANDA, TO REDUCE THEIR VULNERABILITY TO THE HIGH LEVEL OF SEXUAL AND GENDER-BASED VIOLENCE IN THE CAMPS AND EMPOWER THEM TO BE ACTIVE, EMPOWERED	250,779.
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017		PC: 509(A)(1)	TO GAIN INFORMATION ON HOW TO IMPROVE THE EFFECTIVENESS, EFFICIENCY AND QUALITY OF GIRL-CENTERED PROGRAMS.	269,853.
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017		PC: 509(A)(1)	SUPPORT IMPLEMENTATION AND EVALUATION OF THE ABRIENDO OPORTUNIDADES PROGRAM	138,052.
PRAEKELT FOUNDATION UNIT 514A 44 STANLEY AVENUE MILPARK, JOHANNESBURG, SOUTH AFRICA		NC: FOREIGN	TO ENABLE THE GRANTEE TO DEVELOP THE STRATEGY, CONTENT, TECHNICAL PLATFORMS, ORGANIZATIONAL ARCHITECTURE AND PARTNERSHIPS THAT WILL MAKE SCALE AND SUSTAINABILITY OF GEM POSSIBLE.	1,183,810.
Total from continuation sheets				

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** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607-4046		PC: 509(A)(1)	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK.	631,327.
STARS FOUNDATION 11 BELGRAV ROAD LONDON, UNITED KINGDOM SW1V 1RB		NC: FOREIGN	TO CREATE A GLOBAL AWARDS INITIATIVE IN COLLABORATION WITH EIGHT FUNDERS WHICH HIGHLIGHTS EFFECTIVE LOCAL GRASSROOTS ORGANIZATIONS WITH AND FOR ADOLESCENT GIRLS.	200,000.
THE EUROPEAN PARLIAMENTARY FORUM ON POPULATION AND DEVELOPMENT 23 RUE MONTOYER BRUSSELS, BELGIUM B-1000		NC: FOREIGN	TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK.	162,815.
UNIVERSALIA MANAGEMENT GROUP LIMITED 5252 DE MASONNEUVE WEST, SUITE 210 MONTREAL, QUEBEC, CANADA H4A355		NC: FOREIGN	TO EVALUATE THE 12+ GIRLS HEALTH AND SOCIAL ASSET BUILDING PROGRAM	449,083.
•				
Total from continuation sheets				

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** SEE PURPOSE OF GRANT CONTINUATIONS

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ADVOCATES FOR YOUTH

TO MOBILIZE SUPPORT TO ENSURE THE GIRL DECLARATION GOALS AND TARGETS ARE INTEGRATED INTO THE POST-2015 DEVELOPMENT FRAMEWORK.

NAME OF RECIPIENT - BRAC USA

TO ADAPT ITS EMPOWERMENT AND LIVELIHOOD FOR ADOLESCENTS PROGRAM TO MEET THE NEEDS OF EBOLA AFFECTED GIRLS AND TO HELP OTHER ORGANIZATIONS IN SIERRA LEONE PROVED RECOVERY SUPPORT TO GIRLS.

NAME OF RECIPIENT - MERCY CORPS

TO INCREASE 12,000 PASTORALIST GIRLS' (AGES 12 TO 19) OWNERSHIP OF, DECISION MAKING POWER OVER, MARKET ACCESS TO, AND PROFITS FROM SMALL RUMINANTS, POULTRY, FISH AND/OR BEES, AND THEIR ASSOCIATED PRODUCTS TO IMPROVE THEIR LIVELIHOODS, RESILIENCE AND PERSONAL AGENCY.

NAME OF RECIPIENT - PLAN INTERNATIONAL

TO BUILD THE PRODUCTIVE AND PROTECTIVE ASSETS OF REFUGEE GIRLS AGED 12-17 IN THE GIHEMBE AND NYABIHEKE CAMPS IN RWANDA, TO REDUCE THEIR VULNERABILITY TO THE HIGH LEVEL OF SEXUAL AND GENDER-BASED VIOLENCE IN THE CAMPS AND EMPOWER THEM TO BE ACTIVE, EMPOWERED CITIZENS OF THE COMMUNITY.

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* .	OMB No 1545-0047 **2014**

Name of the organization	Employer identification number
NIKE FOUNDATION	93-1159948

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 foundation

Check 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)

Name of organization	Employer identification number
NIKE FOUNDATION	93-1159948

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	NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	$ 18,392,869.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	WORLD BANK 1818 H STREET NW WASHINGTON , DC 20433	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
NIKE FOUNDATION	93-1159948

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
		$	

Name of organization	Employer identification number
NIKE FOUNDATION	93-1159948

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF LAND	DONATED	06/24/03	06/17/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,268,281.	14,000,000.	0.	0.	268,281.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	268,281.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN CURRENCY SEC. 988 GAIN	-726,275.	-726,275.	
REIMBURSEMENTS	4,060.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-722,215.	-726,275.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	105,149.	0.		102,062.
TO FM 990-PF, PG 1, LN 16A	105,149.	0.		102,062.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	29,643.	0.		25,043.
TO FORM 990-PF, PG 1, LN 16B	29,643.	0.		25,043.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RECRUITMENT	444,289.	0.		444,189.
RESEARCH	1,113,594.	0.		1,113,594.
PUBLIC RELATIONS	464,473.	0.		464,473.
PROJECT DEVELOPMENT & MANAGEMENT	3,695,739.	0.		3,573,622.
OTHER PROFESSIONAL FEES	2,792,482.	0.		2,520,080.
TO FORM 990-PF, PG 1, LN 16C	8,510,577.	0.		8,115,958.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	64,455.	0.		64,455.
OTHER TAXES	8,457.	0.		8,457.
STATE TAXES	1,200.	0.		1,200.
EXCISE TAXES	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	76,112.	0.		74,112.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	12,543.	1,254.		11,246.
OFFICE SUPPLIES	241,237.	0.		239,124.
TELEPHONE	114,312.	0.		114,288.
EQUIPMENT MAINTENANCE	104,996.	0.		104,401.
OTHER TRAVEL	892,471.	0.		839,738.
ADVERTISING AND PROMOTION	36,846.	0.		37,012.
INSURANCE	13,266.	0.		13,266.
BAD DEBT EXPENSE	77,670.	0.		0.
STAFF DEVELOPMENT	43,166.	0.		42,156.
MISCELLANEOUS EXPENSES	268,213.	0.		83,986.
TO FORM 990-PF, PG 1, LN 23	1,804,720.	1,254.		1,485,217.

FORM 990-PF | NAME OF FOREIGN COUNTRY IN WHICH ORGANIZATION HAS FINANCIAL INTEREST | STATEMENT 8

NAME OF COUNTRY

RWANDA
UNITED KINGDOM
NIGERIA

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIA EITEL C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	PRESIDENT & CEO 40.00	0.	0.	0.
HANNAH JONES C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 1.00	0.	0.	0.
DON BLAIR C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	TREASURER 1.00	0.	0.	0.
TREVOR EDWARDS C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 0.30	0.	0.	0.
MARK PARKER C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 0.30	0.	0.	0.
HILARY KRANE C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	DIRECTOR 1.00	0.	0.	0.
RODNEY C. PRATT, THROUGH 5/18/15 C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	SECRETARY 15.00	0.	0.	0.
ADRIAN BELL C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OH 97005	SECRETARY 15.00	0.	0.	0.
JORGE G. CASIMIRO C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	VICE PRESIDENT 10.00	0.	0.	0.
HOWARD TAYLOR C/O NIKE, INC. ONE BOWERMAN DRIVE BEAVERTON, OR 97005	VICE PRESIDENT & MANAGING DIRECTOR 40.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

NIKE Foundation
990-PF Supplementary Statement
Part XIII, Line 7
FYE May 31, 2015

EIN: 93-1159948

The following amounts represent the qualifying distributions made to the NIKE Foundation by certain 501(c)(3) organization as described in 4942(g)(3) and the subsequent out of corpus distributions in satisfaction of redistribution under Reg 53 4942(a)-3(c)(2)

	5/31/2015		
NOVO Foundation			
Amount Received during fiscal year end 5/31/2015	$ 10,000,000		
Amount Distributed by 5/31/15	(10,000,000)	10,000,000	
Remaining Amount to be distributed	-		
		$ 10,000,000	***Part XIII, Line 7***

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

Pursuant to Reg 53 4942(a)-3(c)(2)(iv), the above referenced foundation hereby elects to treat, as a current out of corpus distribution, the following unused prior tax year's excess qualifying distributions that were treated as out of corpus distributions under Reg 53 4942(a)-3(d)(1)(iii) in such prior tax years

Tax Year	Amount
2011	$ 10,000,000
	$ 10,000,000

Signed ____________ Date 3/28/2016.

Jorge G. Casimiro, VP
Name and Title

NIKE Foundation
Form 990-PF
Part IX-A, Line 2
FYE May 31, 2015

EIN: 93-1159948

Girl Effect University (GEU) was launched in 2011 as a NIKE Foundation initiative that aims to build a thriving network of development practitioners who deliver solutions that uniquely meet adolescent girls' needs. To achieve this goal, GEU implements a holistic learning model of workshops, coaching, and community engagement designed for development practitioners operating at local, regional, and national levels. During the period of June 2014-May 2015, GEU supported the delivery of four workshops, completed two coaching engagements, deepened engagement with the GEU alumni community, completed the development and build of a digital platform for the community, and published its first digital resource collection. Overall, the team delivered 16 workshops to more than 500 participants in ten countries since 2011.