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Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

OMB No 1545-0047

2015

Open to Public Inspection

A For the 2015 calendar year, or tax year beginning 01-01-2015, and ending 12-31-2015

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

SOLOMON R GUGGENHEIM FOUNDATION

Doing business as

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

1071 Fifth Avenue

Room/suite

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

New York, NY 101280173

F Name and address of principal officer

Marc Steglitz

1071 Fifth Avenue

New York, NY 10128

H(a) Is this a group return for subordinates?

No

☐ Yes

☒ No

H(b) Are all subordinates included?

☐ Yes

☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status

☒ 501(c)(3)

☐ 501(c) () ◀(insert no)

☐ 4947(a)(1) or

☐ 527

J Website: ▶

www.guggenheim.org

K Form of organization

☒ Corporation

☐ Trust

☐ Association

☐ Other ▶

L Year of formation

1937

M State of legal domicile

NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	33
4	Number of independent voting members of the governing body (Part VI, line 1b)	33
5	Total number of individuals employed in calendar year 2015 (Part V, line 2a)	649
6	Total number of volunteers (estimate if necessary)	125
7a	Total unrelated business revenue from Part VIII, column (C), line 12	1,430,608
7b	Net unrelated business taxable income from Form 990-T, line 34	-37,204

Revenue

	Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	34,374,708
9	Program service revenue (Part VIII, line 2g)	19,518,463
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	42,020,404
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,689,922
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,107,793
12		71,881,328

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	5,000	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	34,860,631	35,554,222
16a	Professional fundraising fees (Part IX, column (A), line 11e)	42,000	93,477
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶4,034,311		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	47,165,881	39,586,177
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	82,073,512	75,233,876
19	Revenue less expenses Subtract line 18 from line 12	7,119,315	-3,352,548

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	173,588,373
21	Total liabilities (Part X, line 26)	170,634,482
22	Net assets or fund balances Subtract line 21 from line 20	54,074,236
22		60,722,798
22		119,514,137
22		109,911,684

Part II Signature Block

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

Sign Here

Signature of officer

Marc Steglitz Sr Dep Director and COO

Type or print name and title

2016-11-15

Date

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Paid Preparer Use Only

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form990(2015)

Part III

Statement of Program Service Accomplishments

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

- 1
- Briefly describe the organization's mission
- Committed to innovation, the Solomon R Guggenheim Foundation collects, preserves, and interprets modern and contemporary art, and explores ideas across cultures through dynamic curatorial and educational initiatives and collaborations With its constellation of architecturally and culturally distinct museums, exhibitions, publications, and digital platforms, the Foundation engages both local and global audiences
- 2
- Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
- Yes

No
- If "Yes," describe these new services on Schedule O
- 3
- Did the organization cease conducting, or make significant changes in how it conducts, any program services?
- Yes

No
- If "Yes," describe these changes on Schedule O
- 4
- Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 24,697,501 including grants of \$ 0) (Revenue \$ 26,653,767)
Art Museum Programs (Exhibitions and Other Educational Projects) Exhibitions presented in 2015 at the Solomon R Guggenheim Museum in New York ("SRGM") included Kandinsky Before Abstraction, 1901-1911 (June 27 2014-April 1, 2015), ZERO Countdown to Tomorrow, 1950s-60s (October 10, 2014-January 7, 2015), V S Gaitonde Painting as Process, Painting as Life (October 24, 2014-February 11, 2015), Wang Jianwei Time Temple (October 31, 2014-February 16, 2015), On Kawara - Silence (February 6 - May 3, 2015), The Hugo Boss Prize 2014 Paul Chan, Nonprojections for New Lovers (March 6 - May 13, 2015), Monir Shahroudy Farmanfarmaian Infinite Possibility Mirror Works and Drawings, 1974 - 2014 (March 13 - June 3, 2015), A Year with Children 2015 (May 1 - June 17, 2015), Storylines Contemporary Art at the Guggenheim (June 5 - September 9, 2015), Dons Salcedo (June 26 - October 12, 2015), Kandinsky (July 1, 2015 - April 3, 2016), Alberto Burri The Trauma of Painting (October 9, 2015 - January 6, 2016), and Photo-Poetics An Anthology (November 20, 2015 - March 27, 2016) Also on view was an ongoing exhibition highlighting material from the Guggenheim Archives A Long-Awaited Tribute Frank Lloyd Wright's Usonian House and Pavilion (July 27, 2012 - present) Additionally, works in the ongoing exhibitions in the Thannhauser Gallery change and rotate SRGM curators also organized traveling exhibitions Prior to its presentation at the SRGM, Photo Poetics An Anthology premiered at the Deutsche Bank Kunsthalle (July 10-August 30, 2015) Following its presentation at the SRGM, V S Gaitonde Painting as Process, Painting as Life opened at the Peggy Guggenheim Collection (the "PGC") in Venice (October 3, 2015 - January 10, 2016) After its presentation at the SRGM in New York the second phase of the Guggenheim UBS MAP Global Art Initiative, Under the Same Sun Art from Latin America Today traveled to Museo Jumex in Mexico City (November 19, 2015 - February 7, 2016) and at South London Gallery (June 10 - September 11, 2016) Exhibitions presented in 2015 at the PGC included AZIMUTH Continuity and Newness (September 20, 2014-January 19, 2015), Alchemy by Jackson Pollock (February 14 - April 6, 2015), Charles Pollock A Retrospective (April 22 - September 14, 2015), Jackson Pollock's Mural Energy Made Visible (April 23 - November 16, 2015) and V S Gaitonde Painting as Process, Painting as Life (October 3, 2015 - January 10, 2016) Exhibitions presented in 2015 at the Guggenheim Museum Bilbao included The Art of Our Time Masterpieces from the Guggenheim Collections (September 23, 2014-May 3, 2015), Niki de Saint Phalle (February 27 - June 7, 2015), Kimsooja Thread Routes (March 12 - July 7, 2015), Jeff Koons A Retrospective (June 9 - September 27, 2015), Jean-Michel Basquiat Now's the Time (July 3 - November 1, 2015), Shahzia Sikander, Parallax (July 16 - November 22, 2015), Alex Katz, This is Now (October 23, 2015 - February 7, 2016), Making Africa A Continent of Contemporary Design (October 30, 2015 - February 21, 2016), Masterpieces from the Guggenheim Bilbao Collection (November 27, 2015 - April 3, 2016), and Ho Tzu Nyen The Cloud of Unknowing (December 3, 2015 - April 24, 2016) In addition, SRGM curators collaborated with colleagues in Abu Dhabi to organize the exhibition Seeing Through Light Selections from the Guggenheim Abu Dhabi Collection (November 5, 2014-March 26, 2015) at Manarat al Saadiyat, Saadiyat Cultural District in Abu Dhabi	
4b	(Code) (Expenses \$ 16,853,521 including grants of \$ 0) (Revenue \$ 1,367,342)
Art Museum Curatorial, Collection Management Acquisition Programs As part of its mission the Solomon R Guggenheim Foundation ("SRGF") collects and preserves art for the benefit of the public in several ways The curatorial staff studies the art in SRGF's possession, plans international exhibitions for public viewing, and prepares and publishes scholarly catalogues and educational texts SRGF also lends many of the works of art in its collection to other museums on the occasion of special exhibitions that are of scholarly merit or that will broaden the public's appreciation of art SRGF maintains extensive climate-controlled, highly secure storage facilities for the art in its collection It also operates a photography studio for the documentation of art, and archives to store photographs of art and make them available to the public for publication or study SRGF maintains a full art conservation lab to properly care for the art in its possession, it also conducts research on new techniques in art conservation In 2015 the Guggenheim's collection was comprised of over 7,300 works of art SRGF acquired eighteen works by artists from the Middle East and North Africa under the auspices of the Guggenheim UBS MAP Purchase Fund The museum also acquired major historic works by Mel Bochner, Heinz Mack, and On Kawara, as well as important works by Korean artists Park Seo-Bo and Ha Chong-Hyun SRGF also acquired contemporary installation works by Kader Attia, Eva Kotřitková and Gedi Sibony as well as works by Monir Shahroudy Farmanfarmaian and Agathe Snow Acquisition highlights also included contemporary paintings by Ross Bleckner, Sarah Crowner and Laura Owens, contemporary video works by Tnsa Donnelly, Yang Fudong, Manam Ghani, and Hito Steyerl, and contemporary photography works by Dawoud Bey, Juliana Huxtable, Vera Lutter, and Laune Simmons SRGF also acquired an installation with performance by Amie Siegel The total number of works acquired by SRGF in 2015 was 116	
4c	(Code) (Expenses \$ 5,905,672 including grants of \$ 0) (Revenue \$ 16,601,361)
Visitor Services During 2015 SRGF directly operated two museums the Solomon R Guggenheim Museum in New York and the Peggy Guggenheim Collection (the "PGC") in Venice SRGM conducts tours of its exhibitions, and provides educational texts free of charge to all museum visitors SRGM is open to the public one evening of each week on a Pay-What-You-Wish basis In addition, students and senior citizens are offered reduced-price tickets and children under the age of 12 are admitted free of charge to the SRGM The PGC also offers student and senior reduced-price tickets and children under the age of 10 are admitted free of charge (2015 global attendance at SRGM and PGC was 1,186,392)	
See Additional Data	
4d	Other program services (Describe in Schedule O)
(Expenses \$ 6,807,379 including grants of \$ 0) (Revenue \$ 7,433,157)	
4e	Total program service expenses ▶ 54,264,073

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8 Yes	
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a Yes	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV 	14b Yes	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17 Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	221	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	649	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	Yes	
b	If "Yes," enter the name of the foreign country: <u>BD, CA, CJ, EI, IT, UC, UK, VI</u> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10	Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b		
11	Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders.	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b		
c	Enter the amount of reserves on hand.	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	33	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b	33	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	Yes	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	Yes	
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	AL, AZ, CA, CO, CT, DC, FL, GA, IL, IN, KS, MA, MD, ME, MI, MN, NC, NH, NJ, NM, NY, OH, OR, PA, TN, VA, WI, WV
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.	☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, address, and telephone number of the person who possesses the organization's books and records	Marvin Suchoff 1071 Fifth Avenue New York, NY 10128 (212) 360-4216

Check if Schedule O contains a response or note to any line in this Part VII ☒

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	3,844,988	0	353,247

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 42

Part VIII

Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a	0	19,518,463				
	b	Membership dues	1b	2,841,673					
	c	Fundraising events	1c	2,039,576					
	d	Related organizations	1d	0					
	e	Government grants (contributions)	1e	441,464					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	14,195,750					
	g	Noncash contributions included in lines 1a-1f \$		3,524,744					
	h	Total. Add lines 1a-1f ▶							
Program Service Revenue			Business Code						
	2a	Admission income	712110	17,191,116	17,191,116	0	0		
	b	Exhibitions	712110	8,710,062	8,710,062	0	0		
	c	Program collaborations	712110	9,544,627	9,544,627	0	0		
	d	Museum feasibility study	712110	589,215	589,215	0	0		
	e	All other program service revenue	712110	1,083,766	1,083,766	0	0		
	f	All other program service revenue		0	0	0	0		
	g	Total. Add lines 2a-2f ▶			37,118,786				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		1,887,075	0	0	1,887,075		
	4	Income from investment of tax-exempt bond proceeds . . ▶		0	0	0	0		
	5	Royalties ▶		7,809,864	0	0	7,809,864		
	6a	Gross rents		(i) Real	(ii) Personal				
		b	Less rental expenses						
			c	Rental income or (loss)	0				0
			d	Net rental income or (loss) ▶					
	7a	Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses	5,870,612	50,178,259				
			c	Gain or (loss)	5,919,087				47,564,258
			d	Net gain or (loss) ▶					-48,475
	8a	Gross income from fundraising events (not including \$ 2,039,576 of contributions reported on line 1c) See Part IV, line 18		a	906,169	-1,223,901	0	-1,223,901	
	b	Less direct expenses	b	2,130,070					
		c	Net income or (loss) from fundraising events . . ▶						
	9a	Gross income from gaming activities See Part IV, line 19		a					
		b	Less direct expenses	b					
			c	Net income or (loss) from gaming activities . . . ▶					
	10a	Gross sales of inventory, less returns and allowances		a		1,936,115	535,292	1,400,823	0
		b	Less cost of goods sold	b	5,941,525				
			c	Net income or (loss) from sales of inventory . . ▶					
	Miscellaneous Revenue			Business Code					
	11a	Proceeds from the sale of art		900099	1,367,342	1,367,342	0	0	
	b	Corporate events		900099	441,757	0	0	441,757	
	c	Restaurant income		900099	460,301	0	29,785	430,516	
	d	All other revenue			0	0	0	0	
	e	Total. Add lines 11a-11d ▶			2,269,400				
	12	Total revenue. See Instructions ▶			71,881,328	39,021,420	1,430,608	11,910,837	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2	Grants and other assistance to domestic individuals. See Part IV, line 22.				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	4,930,758	750,378	3,449,512	730,868
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	24,668,267	19,883,126	3,199,278	1,585,863
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	737,691	616,097	78,867	42,727
9	Other employee benefits.	3,408,798	2,829,455	282,001	297,342
10	Payroll taxes.	1,808,708	1,375,973	330,587	102,148
11	Fees for services (non-employees):				
a	Management.	5,357,458	3,578,350	1,717,656	61,452
b	Legal.	1,035,935	145,802	890,133	0
c	Accounting.	276,300	13,778	262,522	0
d	Lobbying.	248,175	220,325	0	27,850
e	Professional fundraising services. See Part IV, line 17.	93,477			93,477
f	Investment management fees.	964,592	0	964,592	0
g	Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,579,322	972,705	572,447	34,170
12	Advertising and promotion.	1,750,062	1,311,710	357,670	80,682
13	Office expenses.	1,959,141	861,711	838,183	259,247
14	Information technology.	444,166	5,819	438,347	0
15	Royalties.	84,176	34,328	49,176	672
16	Occupancy.	7,031,730	5,426,856	1,542,941	61,933
17	Travel.	2,045,588	1,441,050	313,354	291,184
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0	0	0	0
19	Conferences, conventions, and meetings.	951,880	714,839	91,918	145,123
20	Interest.	156,780	144,374	12,406	0
21	Payments to affiliates.	0	0	0	0
22	Depreciation, depletion, and amortization.	5,026,037	4,515,224	477,758	33,055
23	Insurance.	941,766	941,766	0	0
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a	Art purchases.	3,148,448	3,148,448	0	0
b	Art storage, shipping and crating.	3,786,915	3,581,460	189,415	16,040
c	Materials and other exhibition expenses.	1,416,359	1,040,769	334,400	41,190
d	Unrelated business income tax.	14,807	0	14,807	0
e	All other expenses.	1,366,540	709,730	527,522	129,288
25	Total functional expenses. Add lines 1 through 24e.	75,233,876	54,264,073	16,935,492	4,034,311
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing		8,225,749	1	24,597,684	
	2	Savings and temporary cash investments		12,513,401	2	13,452,725	
	3	Pledges and grants receivable, net		17,243,278	3	12,543,941	
	4	Accounts receivable, net		2,461,800	4	1,026,002	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		47,500	5	33,615	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use		993,551	8	1,385,371	
	9	Prepaid expenses and deferred charges		1,370,807	9	1,193,114	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	123,223,037			
	b	Less: accumulated depreciation	10b	66,257,611	62,079,552	10c	56,965,426
	11	Investments—publicly traded securities		17,185,301	11	8,549,644	
	12	Investments—other securities. See Part IV, line 11		51,179,458	12	50,598,984	
	13	Investments—program-related. See Part IV, line 11			13		
	14	Intangible assets			14		
	15	Other assets. See Part IV, line 11		287,976	15	287,976	
16	Total assets. Add lines 1 through 15 (must equal line 34)		173,588,373	16	170,634,482		
Liabilities	17	Accounts payable and accrued expenses		14,249,154	17	13,234,708	
	18	Grants payable			18		
	19	Deferred revenue		33,265,830	19	40,391,219	
	20	Tax-exempt bond liabilities		2,900,000	20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23	Secured mortgages and notes payable to unrelated third parties		3,414,428	23		
	24	Unsecured notes and loans payable to unrelated third parties		234,824	24	7,090,871	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D		10,000	25	6,000	
	26	Total liabilities. Add lines 17 through 25		54,074,236	26	60,722,798	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets		22,310,068	27	15,446,115	
	28	Temporarily restricted net assets		37,529,848	28	35,069,971	
	29	Permanently restricted net assets		59,674,221	29	59,395,598	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			30		
	31	Paid-in or capital surplus, or land, building or equipment fund			31		
	32	Retained earnings, endowment, accumulated income, or other funds			32		
	33	Total net assets or fund balances		119,514,137	33	109,911,684	
	34	Total liabilities and net assets/fund balances		173,588,373	34	170,634,482	

Part XI **Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	71,881,328
2	Total expenses (must equal Part IX, column (A), line 25)	2	75,233,876
3	Revenue less expenses Subtract line 2 from line 1	3	-3,352,548
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	119,514,137
5	Net unrealized gains (losses) on investments	5	-5,875,913
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-373,992
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	109,911,684

Part XII **Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	Yes	
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID: 15000352

Software Version: v1.00

EIN: 13-5562233

Name: SOLOMON R GUGGENHEIM FOUNDATION

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

(Code	(Expenses \$	6,807,379	including grants of \$	0) (Revenue \$	7,433,157)
(1) Publishing	Educational Publications, Videos, Products, and Retail Operations, (2) Interactive/Website, (3) Education, (4) Special Initiatives	Guggenheim UBS MAP Global Art Initiative and (5) The Robert H. N. Ho Family Foundation Chinese Art Initiative	(1) Scholarship and learning are intrinsic to the many books and catalogues produced by SRGF. These publications include such scholarly and instructive art historical information as bibliographies, biographies, chronologies, and exhibition histories with longer texts that contextualize art within larger movements or disciplines. Publications in 2015 included On Kawara-Silence, Alberto Burri: The Trauma of Painting, and Photo-Poetics. An Anthology: Videos for the Guggenheim multimedia guide and educational purposes were created in 2015 for the following exhibitions: On Kawara-Silence, The Hugo Boss Prize 2014: Paul Chan, Nonprojections for New Lovers, Storylines: Contemporary Art at the Guggenheim, and Alberto Burri: The Trauma of Painting. Videos are available at guggenheim.org/video . SRGF produces many reproduction-based products for sale in its retail stores. These products created by SRGF in non-paper mediums (such as scarves and ties) include reproduction images on which the items are based, with educational texts about the original works of art. (2) Significant exhibition, collections, education, and archives content is available to the public, free of charge, on Guggenheim.org , including nearly 1,700 artworks by more than 575 artists in the Collection Online and nearly 300 videos and 800 audio files covering a variety of topics. In 2015, Guggenheim.org had more than 5,800,000 user sessions, more than 4,460,000 users and more than 15,400,000 page views. Nearly 150 blogs that provide insights into exhibitions, contemporary art, global culture and museum archives and history were published in 2015. The website also features special microsites designed to accompany major special exhibitions, with new microsites launched in 2015 to accompany the exhibitions On Kawara-Silence, Storylines: Contemporary Art at the Guggenheim, and Alberto Burri: The Trauma of Painting. Other highlights include two 2015 Webby Awards nominations—one for the museum's Collections Online and another for the ZERO: Countdown to Tomorrow, 1950s-60s exhibition website. (3) SRGF educated the general public through free with admission daily educator led tours, the gallery guide program, weekly in-gallery family programs and film screenings, as well as welcomed the public to register for courses, lectures, symposia, performances, and other programs. SRGF's Mind's Eye program explored current exhibitions through verbal imaging and touch for visitors who are blind or have low vision. Visitors who are deaf or hard of hearing were served through ASL-interpreted Curator's and Conservator's Eye tours. SRGF's Learning Through Art Program sponsored artist residencies in public schools in all five boroughs of New York City and mounted a month long exhibition of student work in the museum's galleries. Educators participated in weekend workshops focused on classroom applications and free open house events where they were able to view new exhibitions. Family programs were available to museum visitors, encouraging them to discover the museum through family tours, art making workshops and the distribution of free guides and activity packs. K-12 School groups participated in interactive museum tours that were customized for both typically developing children and those with special needs. (4) Launched in April 2012, the Guggenheim UBS MAP Global Art Initiative is a multi-year collaboration between SRGF and UBS that seeks to stimulate dialogue and creative interaction both regionally and globally through curatorial residencies, public and online programming and collection building. All educational programs accompanying exhibitions of the Guggenheim UBS MAP Global Art Initiative evolve from a dynamic and inclusive process of cross-cultural and professional exchanges among SRGF's curatorial and educational staffs, initiative curators and artists, and colleagues from each exhibition venue. The exhibition Under the Same Sun, Art from Latin America, featuring acquisitions from the second phase of the project, which had debuted in New York in 2014, traveled to Mexico City in 2015 and traveled to London in 2016. In addition, the exhibition for the third phase of the project, But a Storm Is Blowing from Paradise, Contemporary Art of the Middle East and North Africa, opened in New York in 2016. (5) Launched in March 2013, The Robert H. N. Ho Family Foundation Chinese Art Initiative at the Guggenheim Museum has been established to expand the discourse on contemporary Chinese art by commissioning Chinese artists to create major works that will enter SRGF's permanent collection and to present a series of exhibitions in conjunction with scholarly publications, notable lectures, and education programs. In 2015, preparations were underway for the second in a series of three commission-based exhibitions, which will be on view at the Guggenheim Museum in 2016. As a part of the initiative, it is anticipated that the commissioned works will enter SRGF's permanent collection as The Robert H. N. Ho Family Foundation Collection. The Guggenheim Abu Dhabi will be located in the Cultural District of Saadiyat Island in Abu Dhabi, the capital of the United Arab Emirates (UAE). Designed by internationally renowned architect Frank Gehry, the museum will house its own major modern and contemporary art collection and present special exhibitions that will include works from SRGF's extensive collection. The museum will have global art, exhibitions, and education programs with particular focus on Middle Eastern contemporary art. The Guggenheim Helsinki Design Competition, which began in June 2014 and generated a record-making 1,715 submissions from more than 77 countries, reached its conclusion in June 2015, when SRGF announced the winning concept: a design of linked pavilions submitted by Moreau Kusunoki Architects. Following the announcement, the project entered its next phase, which consists of private fundraising, budgetary revisions, and discussions in Helsinki, which continued into 2016.		

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Azua Jon Imanol Trustee	2 0	X						0	0	0
Baker Robert C Trustee/Treasurer	3 0	X		X				0	0	0
Boehly Todd Trustee	2 0	X						0	0	0
Calicchio John Trustee/Vice-President	3 0	X		X				0	0	0
Cronson Mary Sharp Trustee	2 0	X						0	0	0
Carloti Valentino D Trustee	3 0	X						0	0	0
Chua Tay Cindy Trustee	2 0	X						0	0	0
Daskalopolulos Dimitrs Trustee	3 0	X						0	0	0
Diker Charles M Trustee	3 0	X						0	0	0
Ehmrooth Carl Gustaf Trustee	3 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Fisher Wendy Trustee	3 0	X						0	0	0
Jaffe Elliot S Trustee	3 0	X						0	0	0
Lawson-Johnston Peter Trustee/Honorary Chairman	3 0	X		X				0	0	0
Lawson-Johnston II Peter Trustee	3 0	X						0	0	0
Lutnick Howard W Trustee	3 0	X						0	0	0
Mack William L Trustee/Chairman	8 0	X		X				0	0	0
Macklowe Linda Trustee	3 0	X						0	0	0
McNeil Wendy L-J Trustee/Vice-President	3 0	X		X				0	0	0
Meyer Edward H Trustee/Vice-President	3 0	X		X				0	0	0
Nemerov Alexander Trustee	3 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Potarin Vladimir O Trustee	2 0	X						0	0	0
Robert Stephen Trustee	3 0	X						0	0	0
Ross Stephen M Trustee	2 0	X						0	0	0
Sackler Mortimer D A Trustee	3 0	X						0	0	0
Saul Denise Trustee/Vice-President	3 0	X		X				0	0	0
Schulhof Michael P Trustee	3 0	X						0	0	0
Sherwood James B Trustee	2 0	X						0	0	0
Shuman David Trustee	3 0	X						0	0	0
Slifka Barbara Trustee	3 0	X						0	0	0
Stockman Jennifer Blei Trustee/President	8 0	X		X				0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Toledano Sidney Trustee	2 0	X						0	0	0
Walter Mark R Trustee/Vice President	2 0	X		X				0	0	0
Wilmerding John Trustee	3 0	X						0	0	0
Rover Edward F Secretary	2 0			X				0	0	0
Armstrong Richard D Director of the Museum and Foundation	40 0			X				822,061	0	21,102
Steglitz Marc H Senior Deputy Director and COO	40 0			X				399,399	0	32,988
Austrian Sarah G Dep Director, General Counsel and Asst Secretary	40 0			X				324,634	0	21,102
Rylands Philip Director Peggy Guggenheim Collection	40 0				X			266,998	0	114,580
Dunn Catherine Carver Deputy Director, Advancement	40 0				X			380,180	0	30,538
Spector Nancy E Deputy Director and Chief Curator	40 0				X			233,803	0	27,209

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Vidarte Juan Ignacio Dep Director and Chief Officer for Global Strategies	20 0					X		352,431	0	5,984
Wiseman An J Deputy Director, SRGF	40 0					X		262,025	0	21,102
Vaz Tina Dep Director, Global Communications	40 0					X		244,043	0	30,558
Suchoff Marvin Chief Financial Officer	40 0					X		241,738	0	29,577
Connell Jr Brendan Managing Director and Counsel for Administration	40 0					X		214,754	0	18,507
Goldhar Eleanor R Dep Director and Chief of Global Communications	0 0						X	102,922	0	0

TY 2015 Reasonable Cause Explanation

Name: SOLOMON R GUGGENHEIM FOUNDATION

EIN: 13-5562233

Software ID: 15000352

Software Version: v1.00

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

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2015

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is (For lines 1 through 11, check only one box)
- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).**(Attach Schedule E (Form 990 or 990-EZ))
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See**section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
- a

☐

Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
- b

☐

Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
- c

☐

Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
- d

☐

Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
- e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
- f

Enter the number of supported organizations _____
- g

Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii)EIN	(iii) Type of organization (described on lines 1- 9 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any unusual grants)	20,725,614	30,858,995	27,178,861	34,374,708	19,518,463	132,656,641
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1 through 3	20,725,614	30,858,995	27,178,861	34,374,708	19,518,463	132,656,641
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						12,138,071
6 Public support. Subtract line 5 from line 4						120,518,570

Section B. Total Support						
Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
7 Amounts from line 4	20,725,614	30,858,995	27,178,861	34,374,708	19,518,463	132,656,641
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,026,251	3,657,311	4,391,643	4,244,996	9,696,939	26,017,140
9 Net income from unrelated business activities, whether or not the business is regularly carried on	2,419,258	1,662,341	1,340,659	1,485,905	1,430,608	8,338,771
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part VI)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						167,012,552
12 Gross receipts from related activities, etc (see instructions)					12	45,540,236
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here					☐	

Section C. Computation of Public Support Percentage		
14 Public support percentage for 2015 (line 6, column (f) divided by line 11, column (f))	14	72.161 %
15 Public support percentage for 2014 Schedule A, Part II, line 14	15	74.720 %
16a 33 1/3% support test—2015. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☒	
b 33 1/3% support test—2014. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
17a 10%-facts-and-circumstances test—2015. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	☐	
b 10%-facts-and-circumstances test—2014. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization	☐	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	☐	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2015 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2014 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2014 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2015. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests—2014. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.	3a	
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	4b	
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	5a	
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990).	8	
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .	9a	
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .	9b	
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .	9c	
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below.	10a	
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)	10b	
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .	11c	

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization.</i>		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

Section E. Type III Functionally-Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)			
a	☐ The organization satisfied the Activities Test. Complete line 2 below.		
b	☐ The organization is the parent of each of its supported organizations. Complete line 3 below.		
c	☐ The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.			
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b	Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V **Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E ☐

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)	1	
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI) _____		
2	Acquisition indebtedness applicable to non-exempt use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount		Current Year	
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions) ☐		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2015 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2015	(iii) Distributable Amount for 2015
1 Distributable amount for 2015 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2015 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2015			
a			
b			
c			
d From 2013.			
e From 2014.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2015 distributable amount			
i Carryover from 2010 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2015 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2015 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2015, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2015 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2016. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b			
c Excess from 2013.			
d From 2014.			
e From 2015.			

Part VI Supplemental Information.

Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶Complete if the organization is described below. ▶Attach to Form 990 or Form 990-EZ.
▶Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2015
Open to Public Inspection

If the organization answered "Yes" on Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" on Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" on Form 990, Part IV, Line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization SOLOMON R GUGGENHEIM FOUNDATION	Employer identification number 13-5562233
---	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
2				
3				
4				
5				
6				

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														

☐ Yes

☐ No

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a)2012	(b)2013	(c)2014	(d)2015	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of		No	
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?	Yes		2,399
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		254,649
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		1,887
i	Other activities?		No	
j	Total. Add lines 1c through 1i.			258,935
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

1	Were substantially all (90% or more) dues received nondeductible by members?	1	Yes	No
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information.

Return Reference	Explanation
Schedule C, Part II-B, Line 1	The Foundation engaged communications and lobbying firms to solicit grants to support art education and improvements to the SRGM building and advise on a potential capital project and a proposed museum project in Helsinki, Finland. In addition, during the year, SRGF's representatives met directly with public officials, on a limited number of occasions, to discuss funding for art education, capital improvements, a potential capital project and a proposed museum project in Helsinki, Finland.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space

☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

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

4

Number of states where property subject to conservation easement is located ►

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
►

7

Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
► \$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

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

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

1a

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

b

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

(i)

Revenue included on Form 990, Part VIII, line 1

► \$

(ii)

Assets included in Form 990, Part X

► \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included on Form 990, Part VIII, line 1

► \$ 0

b

Assets included in Form 990, Part X

► \$ 0

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets

(continued)

3

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

a☒ Public exhibition

b☒ Scholarly research

c☒ Preservation for future generations

d☒ Loan or exchange programs

e☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☒ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

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

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds.

Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	70,653,676	73,895,920	66,392,295	61,024,160	67,018,874
b Contributions	21,104,591	6,155,842	1,440,927	8,264,319	1,258,895
c Net investment earnings, gains, and losses	-1,961,174	1,494,278	10,890,238	3,248,023	996,949
d Grants or scholarships	0	0	0	0	0
e Other expenditures for facilities and programs	11,934,279	10,892,364	4,827,540	6,144,207	8,250,558
f Administrative expenses	0	0	0	0	0
g End of year balance	77,862,814	70,653,676	73,895,920	66,392,295	61,024,160

2

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

a Board designated or quasi-endowment ▶ 8 %

b Permanent endowment ▶ 86 %

c Temporarily restricted endowment ▶ 6 %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a)Cost or other basis (investment)	(b)Cost or other basis (other)	(c)Accumulated depreciation	(d)Book value
1a Land	3,130,643	0		3,130,643
b Buildings	108,878,107	0	57,522,204	51,355,903
c Leasehold improvements	7,460,054	0	6,186,707	1,273,347
d Equipment	3,538,907	0	2,548,700	990,207
e Other	215,326	0	0	215,326
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				56,965,426

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	69,151,991
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains (losses) on investments	2a	-5,875,913		
b	Donated services and use of facilities	2b	520,916		
c	Recoveries of prior year grants	2c	0		
d	Other (Describe in Part XIII)	2d	4,005,406		
e	Add lines 2a through 2d			2e	-1,349,591
3	Subtract line 2e from line 1			3	70,501,582
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	964,592		
b	Other (Describe in Part XIII)	4b	415,154		
c	Add lines 4a and 4b			4c	1,379,746
5	Total revenue Add lines 3 and 4c.(This must equal Form 990, Part I, line 12)			5	71,881,328

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	78,754,444
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a	520,916		
b	Prior year adjustments	2b	0		
c	Other losses	2c	0		
d	Other (Describe in Part XIII)	2d	4,005,406		
e	Add lines 2a through 2d			2e	4,526,322
3	Subtract line 2e from line 1			3	74,228,122
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	964,592		
b	Other (Describe in Part XIII)	4b	41,162		
c	Add lines 4a and 4b			4c	1,005,754
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)			5	75,233,876

Part XIII

Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
Schedule D, Part III, Line 1	In accordance with industry practice, art objects purchased, donated and bequeathed are included in permanently restricted net assets at a value of \$1. Contributions for the purchase of collection items, net assets released from restrictions to purchase collection items, the cost of all collection items purchased and the proceeds from deaccessioned and nonaccessioned art are reported as changes in net assets related to collection items purchased and sold in the statement of activities.

Part XIII Supplemental Information (continued)

Return Reference	Explanation
Schedule D, Part V, Line 4	The Foundation's endowment funds are used for educational programs, in support of a curatorial chair, art purchases, publications, exhibitions, PGC's internship program, and general support of the Foundation's operations
Schedule D, Part X	The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the U S Internal Revenue Code Contributions to the Foundation are tax deductible to contributors, to the extent provided by law The Foundation is subject to unrelated business income tax on certain activities and sales of merchandise The Peggy Guggenheim Collection is also subject to Italian tax law and pays Italian taxes
Schedule D, Part XI, Line 2d	Cost of sales related to retail and publications \$4,005,406
Schedule D, Part XI, Line 4b	Foreign currency change \$415,154
Schedule D, Part XII, Line 2d	Cost of sales related to retail and publications \$4,005,406
Schedule D, Part XII, Line 4b	Net change in post-retirement benefit obligation \$41,162

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I

General Information on Activities Outside the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1

For grantmakers.

Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes

☐ No

2

For grantmakers.

Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3

Activites per Region

(The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) See Add'l Data					
(2)					
(3)					
(4)					
(5)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1	42			87,214,000

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50082W

Schedule F (Form 990) 2015

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☒

Yes

☐

No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, do not file with Form 990)*

☒

Yes

☐

No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)*

☐

Yes

☒

No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)*

☐

Yes

☒

No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)*

☐

Yes

☒

No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713, do not file with Form 990)*

☒

Yes

☐

No

Additional Data

Software ID: 15000352
Software Version: v1.00
EIN: 13-5562233
Name: SOLOMON R GUGGENHEIM FOUNDATION

Schedule F (Form 990) 2015

Page **5**

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
East Asia and the Pacific	0	0	Program Services	Traveling Exhibition	836,000
Europe (including Iceland and Greenland)	1	42	Program Services	Peggy Guggenheim Collection, Guggenheim Museum Bilbao, MAP Project and a feasibility study/architectural competition in Helsinki	12,019,000
Middle East and North Africa	0	0	Program Services	Guggenheim Abu Dhabi	649,000

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
North America (including Canada and Mexico, but not the United States)	0	0	Program Services	Art Purchases and MAP Project	695,000
Russia and the newly independent States	0	0	Program Services		1,000
South America	0	0	Program Services	Traveling Exhibitions	141,000

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
South Asia	0	0	Speaking at Seminars or Conferences	MAP Project	231,000
Sub-Saharan Africa	0	0	Program Services	Patron Travel	31,000
Central America and the Caribbean	0	0	Program Services	Travel Reimbursement	1,000

Form 990 Schedule F Part I - Activities Outside The United States

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
Central America and the Caribbean	0	0	Investments	Investments	59,263,000
Europe (including Iceland and Greenland)	0	0	Investments	Investments	9,285,000
North America (including Canada and Mexico, but not the United States)	0	0	Investments	Investments	4,062,000

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Supplemental Information Regarding
Fundraising or Gaming Activities

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

OMB No 1545-0047

2015

Open to Public Inspection

Employer identification number
13-5562233

Part I Fundraising Activities.

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

1

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

a

☒ Mail solicitations

b

☒ Internet and email solicitations

c

☐ Phone solicitations

d

☒ In-person solicitations

e

☒ Solicitation of non-government grants

f

☒ Solicitation of government grants

g

☒ Special fundraising events

2a

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

b

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 The Lukens Company 2800 Shirlington Road Suite 900 Arlington, VA 22206	Provided fundraising counseling, marketing and direct mail services to the SRGF for the exclusive purpose of enabling SRGF to fulfill its charitable purposes and programs. Contract terminated in June of 2015.		No	39,438	36,882	2,556
2 MK Direct Marketing and Communications LLC 612 East Jefferson Street 2nd Floor Charlottesville, VA 22902	Provided direct response membership development, fundraising counseling, consulting and management services in all states where SRGF solicits funds.		No	83,072	56,595	26,477
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶				122,510	93,477	29,033

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

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

Part II Fundraising Events.

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

		(a)Event #1	(b)Event #2	(c)Other events	(d)
		Fall Gala (event type)	Year w/Children (event type)	1 (total number)	Total events (add col (a) through col (c))
Revenue	1 Gross receipts	2,389,845	185,353	370,547	2,945,745
	2 Less Contributions	1,753,138	161,301	125,137	2,039,576
	3 Gross income (line 1 minus line 2)	636,707	24,052	245,410	906,169
Direct Expenses	4 Cash prizes	0	0	0	0
	5 Noncash prizes	0	0	0	0
	6 Rent/facility costs	0	0	0	0
	7 Food and beverages	0	0	0	0
	8 Entertainment	0	0	0	0
	9 Other direct expenses	910,340	43,272	1,176,458	2,130,070
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				2,130,070
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-1,223,901

Part III Gaming.

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

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

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

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

b If "No," explain _____

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

b If "Yes," explain _____

11

Does the organization conduct gaming activities with nonmembers?

☐ **Yes** ☐ **No**

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ **Yes** ☐ **No**

13

Indicate the percentage of gaming activity conducted in

a

The organization's facility

b

An outside facility

13a

%

13b

%

14

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

11

Does the organization conduct gaming activities with nonmembers?

☐ **Yes** ☐ **No**

12

Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

☐ **Yes** ☐ **No**

13

Indicate the percentage of gaming activity conducted in

a

The organization's facility

b

An outside facility

13a

%

13b

%

14

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

Name ▶

Address ▶

15a

Does the organization have a contract with a third party from whom the organization receives gaming revenue?

☐ **Yes** ☐ **No**

b

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

c

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

Name ▶

Address ▶

16

Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ **Director/officer**

☐ **Employee**

☐ **Independent contractor**

17

Mandatory distributions

a

Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

☐ **Yes** ☐ **No**

b

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

Part IV

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

Return Reference	Explanation
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Schedule G (Form 990 or 990-EZ) 2015

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.
▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☒ First-class or charter travel ☒ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☒ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	No
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☒ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☒ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	Yes
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III.	5b	No
6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III.	6b	No
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	No
8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column(B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
Schedule J, Part I, Line 1a	(a) The Foundation provided first class travel for the Director in very limited instances, where a carrier had no available business class seats, in accordance with the Foundation's written Travel and Reimbursement Policy. (b) The Foundation also provided furnished housing for use by the Deputy Director and Chief Officer for Global Strategies, whose primary residence is in Bilbao, Spain, when working in New York City. This housing allowance is included as compensation, and as such, the Foundation has agreed to provide the Deputy Director and Chief Officer for Global Strategies with tax indemnification and gross-up payments.
Schedule J, Part I, Line 1b	(a) The Foundation's written Travel and Reimbursement Policy permits the Director to travel by first class if no business class is available and such travel is approved by the Senior Deputy Director and Chief Operating Officer. All first class travel by the Director described in Line 1a above complied with this policy. (b) The Foundation provided the Deputy Director and Chief Officer for Global Strategies with furnished housing for use while he was working in New York, as part of his taxable compensation package and as part of the employment letter and not pursuant to the Foundation's written travel and expense policy.
Schedule J, Part I, Line 4	End of service payment was made to the Deputy Director and Chief Officer of Global Communications.

Additional Data

Software ID: 15000352

Software Version: v1.00

EIN: 13-5562233

Name: SOLOMON R GUGGENHEIM FOUNDATION

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Armstrong Richard D Director of the Museum and Foundation	(i)	822,061	0	0	14,575	7,007	843,643	0
	(ii)	0	0	0	0	-	-	0
1Steglitz Marc H Senior Deputy Director and COO	(i)	399,399	0	0	14,575	18,826	432,800	0
	(ii)	0	0	0	0	-	-	0
2Austrian Sarah G Dep Director, General Counsel and Asst Secretary	(i)	324,634	0	0	14,575	7,007	346,216	0
	(ii)	0	0	0	0	-	-	0
3Rylands Philip Director Peggy Guggenheim Collection	(i)	266,998	0	0	23,042	91,538	381,578	0
	(ii)	0	0	0	0	-	-	0
4Dunn Cathenne Carver Deputy Director, Advancement	(i)	380,180	0	0	14,575	16,442	411,197	0
	(ii)	0	0	0	0	-	-	0
5Spector Nancy E Deputy Director and Chief Curator	(i)	233,803	0	0	11,256	16,410	261,469	0
	(ii)	0	0	0	0	-	-	0
6Vidarte Juan Ignacio Dep Director and Chief Officer for Global Strategies	(i)	199,476	0	152,955	5,984	0	358,415	0
	(ii)	0	0	0	0	-	-	0
7Wiseman An J Deputy Director, SRGF	(i)	262,025	0	0	14,575	6,992	283,592	0
	(ii)	0	0	0	0	-	-	0
8Vaz Tina Dep Director, Global Communications	(i)	244,043	0	0	13,583	17,442	275,068	0
	(ii)	0	0	0	0	-	-	0
9Suchoff Marvin Chief Financial Officer	(i)	241,738	0	0	13,548	16,488	271,774	0
	(ii)	0	0	0	0	-	-	0
10Connell Jr Brendan Managing Director and Counsel for Administration	(i)	214,754	0	0	11,972	6,978	233,704	0
	(ii)	0	0	0	0	-	-	0
11Goldhar Eleanor R Dep Director and Chief of Global Communications	(i)	19,753	0	83,169	0	0	102,922	0
	(ii)	0	0	0	0	-	-	0

Department of the
Treasury
Internal Revenue Service

► **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40a.**
► **Attach to Form 990 or Form 990-EZ.**
► **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2015

**Open to Public
Inspection**

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

[illegible]

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 **►** \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization **►** \$ _____

Part II **Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1) Philip Rylands	Director Peggy Guggenheim Collection	Housing Assistance		X	215,000	33,615		No	Yes		Yes	
Total		► \$				33,615						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

[illegible]

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Guggenheim Partners Investment (1) Management LLC	Indirect wholly owned subsidiary of a substantial contributor to SRGF	141,062	Investment fees		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
Schedule L, Part IV	Guggenheim Partners Investment Management, LLC ("GPIM") manages one investment vehicle in which the Foundation has invested GPIM is a wholly owned indirect subsidiary of Guggenheim Partners, which is a substantial contributor to the Foundation The investment fees charged to SRGF are computed on the same basis as fees charged to third parties

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2015

Open to Public Inspection

►Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

►Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Department of the Treasury
Internal Revenue Service

Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number
13-5562233

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art	X	42	0	N/A
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	11	3,350,602	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (Renovation)	X	1	174,142	Cost
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

4

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

Yes

No

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a

Yes

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Part II Supplemental Information.

Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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

SCHEDULE O
(Form 990 or
990-EZ)Department of the
Treasury
Internal Revenue
Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**2015****Open to Public
Inspection**Name of the organization
SOLOMON R GUGGENHEIM FOUNDATION**Employer identification number**

13-5562233

**Return
Reference****Explanation**Form 990, Part
IV, Line 28c

The Foundation answered "yes" to this question because the Foundation was a party to a business transaction with an entity 35% of which is owned by a substantial contributor to the Foundation, that is required to be disclosed on Schedule L, Part IV, pursuant to the Schedule L instructions. The Foundation was not a party to any business transaction with an entity 35% of which is owned by a current or former officer, director, trustee or key employee (or a family member thereof).

Return Reference	Explanation
Form 990, Part VI, Section A, Line 1a	The Foundation's by-laws provide that the Executive Committee may exercise all of the powers of the Board during the intervals between meetings of the Board of Trustees, except (1) the power of removing Trustees or officers elected by the Trustees, and (2) the power to fill vacancies which may occur in the Executive Committee. The by-laws also provide that the Executive Committee shall fix the salaries of the Director and any officers that receive compensation. The by-laws further provide that the Executive Committee shall be composed of at least seven and not more than sixteen Trustees including the Chairman, President and Honorary Chairman to the extent such positions are filled. On December 31, 2015, there were 11 Trustee-members of the Executive Committee. There are no members of the Executive Committee who are not Trustees.

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

Return Reference	Explanation
Form 990, Part VI, Section A, Line 9	Nancy Spector Brooklyn Museum, 200 Eastern Parkway, Brooklyn, NY 11238

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

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

Return Reference	Explanation
Form 990, Part VI, Section B, Line 15	The charter for the Compensation Committee of the Board of Trustees describes the process the Committee uses for determining the compensation of the Director and other members of the executive staff of the Foundation. The "executive staff" of the Foundation includes all officers who receive compensation, all key employees and some of the highest compensated employees of the Foundation. That process includes (i) review and approval by the Compensation Committee, (ii) the use of comparative data, and (iii) contemporaneous substantiation of the deliberations and decisions, reflected in the minutes of the Compensation Committee. The Compensation Committee consists entirely of Trustees who are not employees. The Committee used this process in 2015 to establish compensation changes for the Director of the Museum and Foundation, the Deputy Director, the Senior Deputy Director and Chief Operating Officer, the Deputy Director, General Counsel and Assistant Secretary, the Deputy Director and Chief Curator, the Deputy Director, Advancement, the Deputy Director, Global Communications, and the Director of the Peggy Guggenheim Collection.

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

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

Return Reference	Explanation
Form 990, Part VII, Section A, Line 1a	The reportable compensation disclosed in columns (D) and (F) in Part VII, Section A, Line 1a and in Schedule J, Part II reflect an extra pay period (there were 27 pay periods in 2015) and a mid-year adjustment in compensation. In addition, housing allowance, tax indemnification and gross-up payment of \$152,955 included in reportable compensation from the Foundation for the Deputy Director and Chief Officer for Global Strategies, and end of service payment to the Deputy Director and Chief Officer of Global Communications.

Return Reference	Explanation
Form 990, Part XI, Line 9	(1) Foreign currency translation (\$415,154), (2) Net change in post-retirement benefit obligation \$41,162

SCHEDULE R

(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2015

Open to Public Inspection

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990. ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury

Internal Revenue Service

Name of the organization

SOLOMON R GUGGENHEIM FOUNDATION

Employer identification number

13-5562233

Part I Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1)Guggenheimcom Inc 1071 Fifth Avenue New York, NY 10128 13-4113745	Ceased operations	DE	N/A	C			55 %	Yes	

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of **(i)** interest, **(ii)** annuities, **(iii)** royalties, or **(iv)** rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)
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m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o		No
1p		No
1q		No
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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