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

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation <b>THE SPANX BY SARA BLAKELY FOUNDATION, INC.</b>		<b>A</b> Employer identification number 20-5088833
Number and street (or P O box number if mail is not delivered to street address) 3035 PEACHTREE RD NE, STE 200		<b>B</b> Telephone number (see instructions) ( ) -
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30305		<b>C</b> If exemption application is pending, check here. <input type="checkbox"/>
<b>G</b> Check all that apply		<b>D</b> 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 21,947,156.		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	50,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments.	17,220.	281.		
	4 Dividends and interest from securities	367,356.	326,139.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-777,921.			
	b Gross sales price for all assets on line 6a	57,794,209.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		41,561.			
12 Total. Add lines 1 through 11	-343,345.	367,981.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 2	10,000.	5,000.		5,000.
	c Other professional fees (attach schedule) [3]	134,322.	134,322.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	25,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	837,185.	21,438.		819,455.
	24 Total operating and administrative expenses. Add lines 13 through 23.	1,006,507.	160,760.		824,455.
	25 Contributions, gifts, grants paid	338,333.			338,333.
26 Total expenses and disbursements. Add lines 24 and 25	1,344,840.	160,760.	0.	1,162,788.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,688,185.				
b Net investment income (if negative, enter -0-)		207,221.			
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		2,005,598.	633,619.	633,619.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable. . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use. . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10a	Investments - U S and state government obligations (attach schedule). . . . .				
	b	Investments - corporate stock (attach schedule) ATCH. 6 . . . . .	18,118,880.	11,125,902.	10,860,571.	
	c	Investments - corporate bonds (attach schedule) ATCH. 7 . . . . .	2,192,582.	5,784,516.	5,662,017.	
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
12	Investments - mortgage loans. . . . .					
13	Investments - other (attach schedule) . . . . . ATCH. 8 . . . . .	1,832,922.	4,917,760.	4,790,949.		
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less accumulated depreciation (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	24,149,982.	22,461,797.	21,947,156.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue. . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons. . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0.	0.			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here. ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	23,095,480.	24,149,982.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund. . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .	1,054,502.	-1,688,185.		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	24,149,982.	22,461,797.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	24,149,982.	22,461,797.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	24,149,982.
2	Enter amount from Part I, line 27a . . . . .	2	-1,688,185.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	22,461,797.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	22,461,797.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-761,777.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	962,373.	23,342,382.	0.041229
2013	609,592.	19,184,959.	0.031774
2012	511,576.	16,326,946.	0.031333
2011	335,500.	12,378,445.	0.027104
2010			
2 Total of line 1, column (d)			2 0.131440
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.032860
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 22,761,612.
5 Multiply line 4 by line 3			5 747,947.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,072.
7 Add lines 5 and 6			7 750,019.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,162,788.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	2,072.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	2,072.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	2,072.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .	6a	10,702.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	10,702.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	8,630.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 8,630. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.SPANX.COM</u>	13	X
14 The books are in care of <u>EMILY LUKE</u> Telephone no <u>678-500-1278</u> Located at <u>3035 PEACHTREE ROAD NE, SUITE 200 ATLANTA, GA</u> ZIP+4 <u>30305</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years <u></u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0.	0.	0.

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 10		925,917.

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 SEE ATTACHED STATEMENT - ATCH 12	
	809,510.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . . ▶



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,308,874.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	2,799,362.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	23,108,236.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	23,108,236.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	346,624.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	22,761,612.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,138,081.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,138,081.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	2,072.
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,072.
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	<b>3</b>	1,136,009.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,136,009.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,136,009.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,162,788.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,162,788.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	2,072.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,160,716.

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

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

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				1,136,009.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			1,116,838.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u> . . . . .				
3 Excess distributions carryover, if any, to 2015				
a From 2010 . . . . .				
b From 2011 . . . . .				
c From 2012 . . . . .				
d From 2013 . . . . .				
e From 2014 . . . . .				
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>1,162,788.</u>				
a Applied to 2014, but not more than line 2a . . . . .			1,116,838.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2015 distributable amount. . . . .				45,950.
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions. . . . .				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016. . . . .				1,090,059.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2011 . . . . .				
b Excess from 2012 . . . . .				
c Excess from 2013 . . . . .				
d Excess from 2014 . . . . .				
e Excess from 2015 . . . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SARA BLAKELY

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

N/A

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

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

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

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

c Any submission deadlines

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

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

JSA  
5E1491 1 000

## Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )



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

OMB No 1545-0047

**2015**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number

20-5088833

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

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

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

**Special Rules**

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization **THE SPANX BY SARA BLAKELY FOUNDATION, INC.**Employer identification number  
20-5088833**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SPANX, INC. 3035 PEACHTREE RD NE, STE 200 ATLANTA, GA 30326	\$ 50,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number

20-5088833

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

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

Name of organization THE SPANX BY SARA BLAKELY FOUNDATION, INC.

Employer identification number

20-5088833

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

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

# **FORM 990-PF - PART IV** **CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					113,722.	
6,787,547.		WELLS FARGO GAINS/LOSSES PROPERTY TYPE: SECURITIES 7,064,353.				P	VARIOUS	VARIOUS
							-267,975.	
51006662.		STIFEL GAINS/LOSSES PROPERTY TYPE: SECURITIES 51614186.				P	VARIOUS	VARIOUS
							-607,524.	
TOTAL GAIN (LOSS) .....							<u>-761,777.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME		41,561.
		<u>41,561.</u>
	TOTALS	

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	10,000.	5,000.		5,000.
TOTALS	10,000.	5,000.		5,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	134,322.	134,322.
TOTALS	<u>134,322.</u>	<u>134,322.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAXES	25,000.
TOTALS	<u>25,000.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	465.	465.	
MISCELLANEOUS EXPENSE	458.	458.	
K-1 EXPENSES		3,708.	
GRANT ADMIN FEES	9,945.		9,945.
OTHER INV EXP/FOREIGN TAX WH	16,807.	16,807.	
PROGRAM EXPENSES*	809,510.		809,510.
TOTALS	837,185.	21,438.	819,455.

\*THIS FIGURE INCLUDES \$809,510 IN CHARITABLE PROGRAMS CONDUCTED DIRECTLY BY THE FOUNDATION - SEE PART IX-A FOR DETAILS



ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO	11,125,902.	10,860,571.
TOTALS	<u>11,125,902.</u>	<u>10,860,571.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO	5,784,516.	5,662,017.
TOTALS	<u>5,784,516.</u>	<u>5,662,017.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WELLS FARGO	4,917,760.	4,790,949.
TOTALS	<u>4,917,760.</u>	<u>4,790,949.</u>

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

ATTACHMENT 9

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

SARA BLAKELY  
3035 PEACHTREE RD NE, STE 200  
ATLANTA, GA 30305

DIRECTOR & PRESIDENT

JOHN BLAKELY  
3035 PEACHTREE RD NE, STE 200  
ATLANTA, GA 30305

DIRECTOR & VICE PRESIDENT

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
A HUNDRED YEARS 394 BROADWAY NEW YORK, NY 10013	STRATEGY/PROGRAM DEVELOPMENT	791,595.
WELLS FARGO 420 MONTGOMERY STREET SAN FRANCISCO, CA 94104	INVESTMENT MANAGEMENT	83,383.
STIFEL 501 N. BROADWAY ST. LOUIS, MO 63101	INVESTMENT MANAGEMENT	50,939.
TOTAL COMPENSATION		<u>925,917.</u>

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

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

2015 GIFTS- SEE ATTACHMENT - ATCH 13  
SEE ATTACHMENT - ATCH 13  
SEE ATTACHMENT - ATCH 13

NONE  
VARIOUS

GENERAL

338,333

TOTAL CONTRIBUTIONS PAID

338,333

#### FORM 990 PF, PART IX-A ATTACHMENT

In 2015, the Spanx by Sara Blakely Foundation ("SBF") made the decision to evolve its strategy. The foundation went through a process of visioning, research, prototyping various ideas, developing our brand identity and designing a signature program that would be developed in 2015 and 2016. As such SBF will be directly operating its own program in addition to giving grants. In 2015, SBF primarily worked with one agency, A Hundred Years, to accomplish this goal. Below is a description of the key work streams related to the \$809,510 that was spent to further the foundation's mission:

**Visioning & Research** - Deep research on overall landscape of education and entrepreneurship for girls and women, including in depth interviews with 40 women. Identified gaps that need to be filled and conducted workshops and visioning sessions

**Prototyping** - Developed 3 different prototypes to evaluate potential impact on women entrepreneurs and education

#### **Education Program for High School Girls – Deep design and beta test**

- Designed an education program that focuses on high school girls. Girls in high schools are faced with the challenge of rapidly changing economic conditions that require new skills at a time when girls have historically shut down their voice to fit in with social expectations. SBF designed a program for high school girls that would enable them develop these entrepreneurial and life skills.
- The program includes a camp experience for high school girls and a digital platform to support their learning experience
- Conducted a beta test with small group of women to test out the concepts
- SBF identified 2 schools to partner with to launch the program.

**Brand Identity** – developed the brand identity elements for the SBF education program for high school girls.

The SPANK by Sara Blakely Foundation  
Qualified Distributions 2015

Charity	Address	EIN	Relationship	Status	Purpose	Donation
Northeast Florida Conservatory	11363 San Jose Blvd Bldg 200, Jacksonville, FL 32223	80-0479923	None	501(c)(3)	General	\$20,000
Schenck School Inc	282 Mount Paran Rd NW, Atlanta, GA 30327	58-0958208	None	501(c)(3)	General	\$2,000
Triple Negative Breast Cancer Foundation, Inc	P O Box 204, Newton, NJ 07648	20-5880756	None	501(c)(3)	General	\$24,500
United States Fund for UNICEF	125 Maiden Lane, 10th Floor, New York, NY 10038	13-1760110	None	501(c)(3)	General	\$17,500
La Jolla Institute for Allergy & Immunology	9420 Athena Circle, La Jolla, CA 92037	33-0328688	None	501(c)(3)	General	\$10,000
Captain Planet Foundation	133 Luckie Street, 2nd Floor, Atlanta, GA 30303	58-1959421	None	501(c)(3)	General	\$10,000
Alan T. Brown Foundation To Cure Paralysis	19 West 44th Street, Suite 1519, New York, NY 10036	13-6098422	None	501(c)(3)	General	\$1,000
American Cancer Society, Inc	250 Williams St NW, Suite 400, Atlanta, GA 30303	13-1788491	None	501(c)(3)	General	\$1,000
American Cancer Society, Inc	250 Williams St NW, Suite 400, Atlanta, GA 30303	27-2456949	None	501(c)(3)	General	\$1,000
Andrea J. Will Memorial Foundation	112 West 56th Street, #28N, New York, NY 10019	58-1376648	None	501(c)(3)	General	\$1,000
Atlanta Community Food Bank, Inc	732 Joseph E. Lowery Blvd NW, Atlanta, GA 30318	13-5600383	None	501(c)(3)	General	\$1,000
Big Brothers and Big Sisters of New York City, Inc	40 Rector Street, New York, NY 10006	13-1739925	None	501(c)(3)	General	\$1,000
Boys & Girls Club of Mount Vernon	350 South Sixth Avenue, Mt. Vernon, NY 10550	13-5562976	None	501(c)(3)	General	\$1,000
Boys & Girls Clubs of America - National Headquarters	1275 Peachtree St NE, Atlanta, GA 30309	22-3128648	None	501(c)(3)	General	\$1,000
Buildon, Inc	P O Box 16741, Stamford, CT 06905	26-2498817	None	501(c)(3)	General	\$1,000
CS Youth Foundation of Georgia, Inc	2500 Windy Ridge Parkway, Atlanta, GA 30339	26-2402267	None	501(c)(3)	General	\$1,000
Chabad Israel Center Of The Upper East Side Inc	235 East 95th Street, New York, NY 10128	58-1710601	None	501(c)(3)	General	\$1,000
Children's Healthcare of Atlanta, Inc	1584 Tullie Circle, Atlanta, GA 30329	13-3940462	None	501(c)(3)	General	\$1,000
Children's Hospital Foundation At Westchester Medical Center Inc (Maria Fareri Children's Hospital)	100 Woods Road, Valhalla, NY 10595	04-2899862	None	501(c)(3)	General	\$1,000
Coast Guard Foundation, Inc	394 Taugwork Rd, Stonington, CT 06378	13-4046768	None	501(c)(3)	General	\$1,000
Eastchester School District (Nicholas DePippo Athletic Scholarship Fund)	580 White Plains Rd, Eastchester, NY 10709	20-0597719	None	501(c)(3)	General	\$1,000
Friends of Joshua House Foundation, Inc	P O Box 26333, Tampa, FL 33623	26-2702545	None	501(c)(3)	General	\$1,000
Gaylord Hospital, Inc	P O Box 400 Gaylord Farm Road, Wallingford, CT 06492	13-4192239	None	501(c)(3)	General	\$1,000
Gene V. Tedone Foundation	275 Bayard Street, Oceanside, NY, 11572	53-025390	None	501(c)(3)	General	\$1,000
Scott Weingard Memorial Fund Inc	2100 L Street NW, Washington, DC 20037	26-1856715	None	501(c)(3)	General	\$1,000
Humane Society of the United States	910 Sylvan Avenue No 125, Englewood Cliffs, NJ 07632	26-1856715	None	501(c)(3)	General	\$1,000
Iron Will Foundation Corp	910 Sylvan Avenue No 125, Englewood Cliffs, NJ 07632	26-1856715	None	501(c)(3)	General	\$1,000
Iron Will Foundation Corp	910 Sylvan Avenue No 125, Englewood Cliffs, NJ 07632	58-6470891	None	501(c)(3)	General	\$1,000
Iron Will Foundation Corp	P O Box 190397, Atlanta, GA 31119	72-1519337	None	501(c)(3)	General	\$1,000
The James I. 27 Foundation	23 West 22nd Street 4th Floor, New York, NY 10010	34-0974875	None	501(c)(3)	General	\$1,000
Joyful Heart Foundation	One Gojo Plaza No 350, Arkon, OH 44311	06-1559393	None	501(c)(3)	General	\$1,000
Uppman Kanfer Family Foundation	2001 W Main Street, Room 280, Stamford, CT 06902	91-2154267	None	501(c)(3)	General	\$1,000
Lyme Research Alliance, Inc	1275 York Avenue, New York, NY 10065	20-8797565	None	501(c)(3)	General	\$1,000
Memorial Sloan Kettering Cancer Center	PO Box 78, Donahue, IA 52746	06-1504413	None	501(c)(3)	General	\$1,000
MIL Foundation, Inc	383 Main Ave No 5th Fl, Norwalk, CT 06851	13-2890779	None	501(c)(3)	General	\$1,000
The Multiple Myeloma Research Foundation, Inc	217 West 147th Street, New York, NY 10039	54-1460147	None	501(c)(3)	General	\$1,000
National Dance Institute, Inc	3461 Faculty Blvd, Virginia Beach, VA 23453	20-3864341	None	501(c)(3)	General	\$1,000
Operation Smile, Inc	P O Box 690748, Houston, TX 77269	52-1183585	None	501(c)(3)	General	\$1,000
PTSD Foundation of America	1137 Marbella Plaza Drive, Tampa, FL 33619	62-0646012	None	501(c)(3)	General	\$1,000
Special Operations Warrior Foundation	262 Danny Thomas Place, Memphis, TN 381053	94-3366469	None	501(c)(3)	General	\$1,000
St. Jude Children's Research Hospital, Inc	2999 Pacific Avenue No 5, San Francisco, CA 94115	13-1760110	None	501(c)(3)	General	\$1,000
Turtle Ridge Foundation, Inc	125 Maiden Lane, 10th Floor, New York, NY 10038	20-2370934	None	501(c)(3)	General	\$1,000
United States Fund for UNICEF	4899 Belfort Road, Suite 300, Jacksonville, FL 32256	20-2370934	None	501(c)(3)	General	\$1,000
Wounded Warrior Project, Inc	4899 Belfort Road, Suite 300, Jacksonville, FL 32256	04-3534407	None	501(c)(3)	General	\$1,000
Wounded Warrior Project, Inc	4899 Belfort Road, Suite 300, Jacksonville, FL 32256	26-4152199	None	501(c)(3)	General	\$33,333
Year Up, Inc	45 Milk Street, Boston, MA 02109	34-2045354	None	501(c)(3)	General	\$150,000
Global Village Project	P O Box 2200, Decatur, MD 21035	20-5806345	None	501(c)(3)	General	
The Focus Foundation	2772 Rutland Rd, Davidson, MD 21035					
New Venture Fund (Malala Fund)	1201 Connecticut Ave NW, Suite 300, WASHINGTON, DC 20036					
Total						\$338,333



FEDERAL FOOTNOTES

FORM 990 PF, PART VII-B, LINE 1A(3)

THE SPANX BY SARA BLAKELY FOUNDATION RECEIVES USE OF FACILITIES LEASED BY SPANX, INC., A SUBSTANTIAL CONTRIBUTOR. HOWEVER, BECAUSE SPANX, INC. PROVIDES THIS SPACE WITHOUT CHARGE TO THE SPANX BY SARA BLAKELY FOUNDATION, THERE IS NO SELF-DEALING AND FORM 4720 IS NOT REQUIRED TO BE FILED.