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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission

TO PRESERVE AND ENHANCE MILTON HERSHEY'S LEGACY AND COMMUNITY VISION AND TO PROVIDE EDUCATIONAL AND CULTURAL ENRICHMENT TO THE RESIDENTS OF THE HERSHEY AREA, THE FOUNDATION OPERATES THE HERSHEY STORY, HERSHEY GARDENS, HERSHEY THEATRE AND HERSHEY COMMUNITY ARCHIVES THROUGH COUNTLESS VOLUNTEERS AND GENEROUS CONTRIBUTIONS, THE NON-PROFIT M S HERSHEY FOUNDATION CONTINUES TO ENHANCE THE COMMUNITY MR HERSHEY BUILT

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 \$ 5,951,538 including grants of \$ 21,550) (Revenue \$ 5,587,024)
	See Schedule O - Hershey Theatre

4b	(Code) (Expenses \$ 3,433,424 including grants of \$) (Revenue \$ 1,247,115)
	See Schedule O - The Hershey Story Museum

4c	(Code) (Expenses \$ 1,620,401 including grants of \$) (Revenue \$ 884,112)
	See Schedule O - Hershey Gardens

See Additional Data

4d	Other program services (Describe in Schedule O)
	(Expenses \$ 322,223 including grants of \$) (Revenue \$ 120,789)

4e	Total program service expenses ►	11,327,586
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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	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	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		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		No
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		
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		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		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	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		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	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	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	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		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		No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	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		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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		No
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		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		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)		No
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	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		No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	22	Yes	
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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	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? If "Yes," complete Schedule L, Part I			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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part II	26		No
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? If "Yes," complete Schedule L, Part III	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? If "Yes," complete Schedule L, Part IV	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	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? If "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	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? If "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI	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	58	
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	182	
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		No
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		
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		No
b	If "Yes," enter the name of the foreign country: _____ 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 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	2	
1b	Enter the number of voting members included in line 1a, above, who are independent	0	
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?	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?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		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?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	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		No

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?		No
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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	Yes	
b	Other officers or key employees of the organization	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?		No
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?		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed **PA**

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
▶DONALD PAPSON EXEC DIRECTO 63 WEST CHOCOLATE AVE HERSHEY, PA 17033 (717) 298-2200

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

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]

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					
	b	Membership dues	1b	147,040				
	c	Fundraising events	1c					
	d	Related organizations	1d	248,050				
	e	Government grants (contributions)	1e	766,802				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	549,963				
	g	Noncash contributions included in lines 1a-1f \$		29,724				
	h	Total. Add lines 1a-1f ▶		1,711,855				
	Program Service Revenue	2a	ADMISSIONS	Business Code				
			713990	6,367,979	6,367,979			
b		THEATRE COMMUNITY RENTAL INCOME		531120	209,432	209,432		
c		THEATRE SERVICE FEE INCOME		900099	273,681	273,681		
d		PROGRAM REVENUE FROM HE&R AGREEMENTS		900099	98,745	98,745		
e		OTHER INCOME		900099	543,976	543,976		
f		All other program service revenue						
g		Total. Add lines 2a-2f ▶		7,493,813				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		941,244			941,244	
	4	Income from investment of tax-exempt bond proceeds . . ▶		0				
	5	Royalties ▶		0				
	6a	Gross rents	(i) Real	(ii) Personal				
			10,000					
	b	Less rental expenses						
	c	Rental income or (loss)	10,000	0				
	d	Net rental income or (loss) ▶		10,000			10,000	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			7,670,878					
	b	Less cost or other basis and sales expenses	7,447,092					
	c	Gain or (loss)	223,786					
	d	Net gain or (loss) ▶		223,786			223,786	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18						
			a	65,346				
			b	17,375				
	c	Net income or (loss) from fundraising events . . ▶		47,971			47,971	
	9a	Gross income from gaming activities See Part IV, line 19						
			a					
			b					
	c	Net income or (loss) from gaming activities . . . ▶		0				
	10a	Gross sales of inventory, less returns and allowances						
			a	601,634				
b			256,407					
c			Net income or (loss) from sales of inventory . . ▶		345,227	345,227		
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d ▶		0					
12	Total revenue. See Instructions ▶		10,773,896	7,839,040		1,223,001		

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	2,300	2,300		
2	Grants and other assistance to domestic individuals. See Part IV, line 22	19,250	19,250		
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	185,336		185,336	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	2,655,742	2,512,344	143,398	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	477,710	424,912	52,798	
9	Other employee benefits	441,174	400,300	40,874	
10	Payroll taxes	278,495	257,667	20,828	
11	Fees for services (non-employees)				
a	Management	526,033	498,366	27,667	
b	Legal	30,916		30,916	
c	Accounting	50,735		50,735	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12	Advertising and promotion	613,795	578,219	3,757	31,819
13	Office expenses	44,996	41,648	3,348	
14	Information technology	71,180	57,984	13,196	
15	Royalties	0			
16	Occupancy	576,854	575,107	1,747	
17	Travel	2,352	2,311	41	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	4,769	3,255	1,514	
20	Interest	367,935	367,935		
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,595,130	1,594,110	1,020	
23	Insurance	145,265	132,829	12,436	
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	COST OF ATTRACTIONS	3,148,521	3,148,521		
b	PROGRAM SUPPLIES	161,149	160,739	410	
c	COLLECTIONS MANAGEMENT	111,600	111,600		
d	CREDIT CARD FEES	94,198	94,198		
e	All other expenses	399,820	343,991	55,829	
25	Total functional expenses. Add lines 1 through 24e	12,005,255	11,327,586	645,850	31,819
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		38,086	1	231,633
	2	Savings and temporary cash investments		819,368	2	2,131,582
	3	Pledges and grants receivable, net		872,913	3	645,029
	4	Accounts receivable, net		2,282,579	4	2,385,008
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		68,366	8	65,450
	9	Prepaid expenses and deferred charges		102,081	9	123,259
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a 39,558,493			
	b	Less: accumulated depreciation	10b 17,478,715	17,210,894	10c	22,079,778
	11	Investments—publicly traded securities		18,178,860	11	14,584,933
	12	Investments—other securities. See Part IV, line 11		20,000,360	12	16,415,742
	13	Investments—program-related. See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11		0	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)		59,573,507	16	58,662,414	
Liabilities	17	Accounts payable and accrued expenses		434,909	17	1,851,429
	18	Grants payable		0	18	0
	19	Deferred revenue		1,749,346	19	1,838,396
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		0	21	0
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		19,722,238	25	19,731,966
	26	Total liabilities. Add lines 17 through 25		21,906,493	26	23,421,791
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		5,091,906	27	5,084,779
	28	Temporarily restricted net assets		32,575,108	28	30,155,844
	29	Permanently restricted net assets		0	29	0
	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		37,667,014	33	35,240,623
	34	Total liabilities and net assets/fund balances		59,573,507	34	58,662,414

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	10,773,896
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,005,255
3	Revenue less expenses Subtract line 2 from line 1	3	-1,231,359
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	37,667,014
5	Net unrealized gains (losses) on investments	5	-1,951,992
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	756,960
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	35,240,623

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:
Software Version:
EIN: 23-6242734
Name: THE MS HERSHEY FOUNDATION

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

(Code	) (Expenses \$	322,223	including grants of \$	) (Revenue \$	120,789)
See Schedule O - Hershey Archives					

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.

Department of the Treasury
Internal Revenue Service

Name of the organization THE MS HERSHEY FOUNDATION	Employer identification number 23-6242734
---	--

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.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
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)						
6 Public support. Subtract line 5 from line 4						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions)

12

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	
15 Public support percentage for 2014 Schedule A, Part II, line 14	15	

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 IIISupport 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.")	1,940,423	1,495,078	1,102,230	3,181,797	1,711,855	9,431,383
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	5,193,188	6,913,082	8,053,369	6,525,865	7,493,813	34,179,317
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	7,133,611	8,408,160	9,155,599	9,707,662	9,205,668	43,610,700
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	960,249	347,002	243,047	93,936	261,624	1,905,858
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						0
c Add lines 7a and 7b	960,249	347,002	243,047	93,936	261,624	1,905,858
8 Public support. (Subtract line 7c from line 6.)						41,704,842

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	7,133,611	8,408,160	9,155,599	9,707,662	9,205,668	43,610,700
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	953,375	938,715	954,340	1,007,400	951,244	4,805,074
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	953,375	938,715	954,340	1,007,400	951,244	4,805,074
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0
13 Total support. (Add lines 9, 10c, 11, and 12.)	8,086,986	9,346,875	10,109,939	10,715,062	10,156,912	48,415,774
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	86 139 %				
16 Public support percentage from 2014 Schedule A, Part III, line 15	16	82 117 %				

Section D. Computation of Investment Income Percentage						
17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	9 925 %				
18 Investment income percentage from 2014 Schedule A, Part III, line 17	18	9 570 %				
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.	Yes	No
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? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

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 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 THE MS HERSHEY FOUNDATION	Employer identification number 23-6242734
---	--

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	
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
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	► \$
b	Assets included in Form 990, Part X	► \$

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	32,575,108	30,126,354	26,882,737	25,193,826	25,003,061
b Contributions	600,531	1,834,788	86,366	28,958	25,910
c Net investment earnings, gains, and losses	-1,409,863	700,324	3,186,425	1,711,659	173,169
d Grants or scholarships					
e Other expenditures for facilities and programs	1,609,932	86,358	29,174	51,706	8,314
f Administrative expenses					
g End of year balance	30,155,844	32,575,108	30,126,354	26,882,737	25,193,826

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

a Board designated or quasi-endowment

0 %

b Permanent endowment

0 %

c Temporarily restricted endowment

100 000 %

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		No
3a(ii)	Yes	
3b	Yes	

b If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

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)	Accumulated (c) depreciation	(d) Book value
1a Land		874,650		874,650
b Buildings		21,982,130	9,160,022	12,822,108
c Leasehold improvements		7,931,076	5,801,422	2,129,654
d Equipment		2,964,195	2,517,271	446,924
e Other		5,806,442		5,806,442
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				22,079,778

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	9,941,976
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-1,951,992
b	Donated services and use of facilities	2b	150,000
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	970,072
e	Add lines 2a through 2d	2e	-831,920
3	Subtract line 2e from line 1	3	10,773,896
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	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	10,773,896

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	12,368,367
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	150,000
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	213,112
e	Add lines 2a through 2d	2e	363,112
3	Subtract line 2e from line 1	3	12,005,255
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	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	12,005,255

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 1A	MUSEUM COLLECTIONS THE MUSEUM'S COLLECTIONS ARE COMPRISED OF HISTORICAL ITEMS USED AS A MEANS TO EDUCATE THE PUBLIC ABOUT THE LIVES OF AMERICA'S EARLIEST INHABITANTS, THE LIFE OF MILTON S HERSHEY, AND THE HERSHEY COMMUNITY. EACH OF THESE ITEMS IS CATALOGED, PRESERVED, AND CARED FOR. THE FOUNDATION'S POLICY IS TO EXPENSE COLLECTIONS WHEN THEY ARE ACQUIRED. SCHEDULE D, PART III, LINE 4 COLLECTIONS OF ART, HISTORICAL TREASURES, AND OTHER SIMILAR ASSETS THE M S HERSHEY FOUNDATION'S COLLECTION INCLUDES THE FOLLOWING: (1) ARTIFACTS AND HISTORICAL ORAL AND WRITTEN DOCUMENTS RELATED TO THE LIFE AND LEGACY OF MILTON S HERSHEY FROM HIS PERSONAL LIFE TO HIS VARIOUS BUSINESSES TO HIS PHILANTHROPIES; (2) ARTIFACTS AND HISTORICAL ORAL AND WRITTEN DOCUMENTS RELATED TO THE COMMUNITY OF HERSHEY; (3) ARTIFACTS THAT DOCUMENT PENNSYLVANIA GERMAN CULTURE; (4) ETHNOGRAPHIC MATERIALS RELATED TO INDIGENOUS PEOPLE OF THE UNITED STATES; (5) PLANTINGS AT THE HERSHEY GARDEN. THE ABOVE COLLECTIONS FURTHER M S HERSHEY FOUNDATION'S EXEMPT PURPOSE OF EDUCATION AND CULTURAL ENRICHMENT FOR THE RESIDENTS OF THE HERSHEY AREA BY BEING DISPLAYED IN AN ACCESSIBLE PUBLIC MUSEUM, PUBLIC ARCHIVE, AND PUBLIC GARDENS.

Part XIII Supplemental Information (continued)

Return Reference	Explanation
SCHEDULE D, PART X, OTHER LIABILITIES	LOAN GUARANTEE OBLIGATION THE M S HERSHEY FOUNDATION (FOUNDATION) CONSTRUCTED A BUILDING, WHICH IS THE SITE OF THE HERSHEY STORY MUSEUM IN ORDER TO PROVIDE FUNDING FOR THE PROJECT, THE FOUNDATION ENTERED INTO AGREEMENTS DATED MARCH 1, 2007, WITH THE TOWNSHIP OF DERRY INDUSTRIAL AND COMMERCIAL DEVELOPMENT AUTHORITY (AUTHORITY) UNDER THESE AGREEMENTS, THE FOUNDATION WAS RESPONSIBLE FOR THE CONSTRUCTION OF THE BUILDING UPON COMPLETION, THE FOUNDATION SOLD THE BUILDING TO THE AUTHORITY AT THE COST TO CONSTRUCT AND LEASED IT BACK FOR \$20,000 PER YEAR FOR A PERIOD OF 29 YEARS, AT WHICH TIME THE BUILDING OWNERSHIP WILL REVERT BACK TO THE FOUNDATION IN ADDITION, THE FOUNDATION GUARANTEED A \$9,000,000 NONRECOURSE LOAN BETWEEN THE AUTHORITY AND PNC BANK, NATIONAL ASSOCIATION (PNC BANK) TO FUND THE CONSTRUCTION OF THE PROJECT DURING DECEMBER 2007, THE FOUNDATION GUARANTEED A FLOATING-TO-FIXED RATE SWAP IN THE NOTIONAL AMOUNT OF \$8,100,000 BETWEEN THE AUTHORITY AND PNC BANK TO MANAGE THE RISK OF INCREASED DEBT SERVICE COST FROM RISING INTEREST RATES DURING MAY 2008, THE FOUNDATION GUARANTEED AN ADDITIONAL \$6,000,000 NONRECOURSE LOAN BETWEEN THE AUTHORITY AND PNC TO FURTHER FUND THE CONSTRUCTION OF THE PROJECT SCHEDULE D, PART X, LINE 2 FIN 48 (ASC 740) FOOTNOTE TAX POSITIONS ARE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE LIKELY THAN NOT" THRESHOLD FOR POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN THE FOUNDATION'S ACCOUNTING POLICY FOR EVALUATING UNCERTAIN TAX POSITIONS IS THAT RECOGNIZED INCOME TAX POSITIONS ARE MEASURED AT THE LARGEST AMOUNT THAT IS GREATER THAN 50% LIKELY OF BEING RECOGNIZED THE FOUNDATION DOES NOT BELIEVE THERE ARE ANY UNRECOGNIZED TAX BENEFITS OR LIABILITIES THAT SHOULD BE RECORDED
SCHEDULE D, PART XI, LINE 2D	SPECIAL EVENT EXPENSES (RECLASS) \$ 17,375 RETAIL EXPENSE (RECLASS) 256,407 Increase in unrecognized benefit cost 730,286 Increase in interest rate swap liability 26,674 Management Expense Reclass (60,670) ----- \$970,072
SCHEDULE D, PART XII, LINE 2D	SPECIAL EVENT EXPENSES (RECLASS) \$ 17,375 RETAIL EXPENSE(RECLASS) 256,407 Management Expense Reclass (60,670) ----- \$ 213,112

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

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

e ☐ Solicitation of non-government grants

b ☐ Internet and email solicitations

f ☐ Solicitation of government grants

c ☐ Phone solicitations

g ☐ Special fundraising events

d ☐ In-person solicitations
- 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 NCS GROUP LTD	precampaign consulting		No			
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total ▶						

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.

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)
		BEYOND THE FOOT (event type)	CULTURAL EXPRES (event type)	1 (total number)	Total events (add col (a) through col (c))
Revenue	1 Gross receipts	16,821	29,275	19,250	65,346
	2 Less Contributions				
	3 Gross income (line 1 minus line 2)	16,821	29,275	19,250	65,346
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages		9,000		9,000
	8 Entertainment	5,130			5,130
	9 Other direct expenses		2,507	738	3,245
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				17,375
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				47,971

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		%

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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Grants and Other Assistance to Organizations, Governments and Individuals in the United States

▶ **Attach to Form 990.**

2015

Open to Public Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

23-6242734

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

☒ Yes

☐ No

Part II **Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

- 3** Enter total number of other organizations listed in the line 1 table

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) APOLLO AWARDS	77	19,250			

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
SCHEDULE I, PART I, LINE 2	THE HERSHEY THEATRE APOLLO AWARDS ARE PRESENTED TO RECOGNIZE OUTSTANDING ACHIEVEMENT BY LOCAL HIGH SCHOOL STUDENTS IN THEIR MUSICAL AND PLAY PRODUCTIONS THE PROGRAM PROVIDES SUPPORT AND ENCOURAGEMENT TO YOUNG, TALENTED STUDENTS IN THE PERFORMING ARTS IN THE REGION

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
THE MS HERSHEY FOUNDATION

Employer identification number
23-6242734

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	
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	
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	No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	Yes
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
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?	5b	No
If "Yes," on line 5a or 5b, describe in Part III.		
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?	6b	No
If "Yes," on line 6a or 6b, describe in Part III.		
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				
1 GAYLA MOLINELLI ASST TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	221,824	42,965	4,366	39,750	10,409	319,314	0
2 JAMES M MEAD BOARD OF MANAGERS	(i)	0	0	0	0	0	0	0
	(ii)	237,500	0	0	135,000	0	372,500	0
3 VELMA A REDMOND ESQ BOARD OF MANAGERS	(i)	0	0	0	0	0	0	0
	(ii)	158,250	0	0	0	0	158,250	0
4 DONALD PAPSON EXECUTIVE DIRECTOR	(i)	160,096	0	0	11,207	14,060	185,363	0
	(ii)	76,124	0	0	0	0	76,124	0
5 MARC WOOLLEY SECRETARY	(i)	0	0	0	0	0	0	0
	(ii)	401,015	25,000	2,550	18,550	3,955	451,070	0
6 ERIC HENRYTREASURER	(i)	0	0	0	0	0	0	0
	(ii)	498,345	850,000	1,719	35,000	16,973	1,402,037	0

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, QUESTION 4B	SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN DONALD PAPSON RETIRED FROM THE HERSHEY COMPANY PRIOR TO HIS EMPLOYMENT WITH THE M S HERSHEY FOUNDATION INCLUDED IN HIS COMPENSATION ARE PAYMENTS MADE BY THE HERSHEY COMPANY FOR DEFERRED COMPENSATION NONE OF THE PAYMENTS WERE MADE BY THE M S HERSHEY FOUNDATION AND DID NOT RELATE TO HIS SERVICE FOR THE FOUNDATION SCHEDULE J, PART I, QUESTION 4C EQUITY-BASED COMPENSATION ARRANGEMENT DONALD PAPSON RETIRED FROM THE HERSHEY COMPANY PRIOR TO HIS EMPLOYMENT WITH THE M S HERSHEY FOUNDATION INCLUDED IN HIS COMPENSATION ARE PAYMENTS MADE BY THE HERSHEY COMPANY FOR THE EXERCISING OF STOCK OPTIONS NONE OF THE PAYMENTS WERE MADE BY THE M S HERSHEY FOUNDATION AND DID NOT RELATE TO HIS SERVICE FOR THE FOUNDATION PART VII/SCHEDULE J REPORTABLE COMPENSATION THE M S HERSHEY FOUNDATION IS ASSOCIATED WITH THE MILTON HERSHEY SCHOOL AND SCHOOL TRUST ("THE SCHOOL") AND OTHER HERSHEY CHARITIES AND FOR-PROFIT ENTITIES MR AND MRS HERSHEY ORGANIZED THE MILTON HERSHEY SCHOOL ("THE SCHOOL") IN THE FORM OF A TRUST ("SCHOOL TRUST") CREATED UNDER AN ORIGINAL 1909 DEED OF TRUST THAT, AS AMENDED, STILL GOVERNS THE OPERATION OF THE SCHOOL THE DEED OF TRUST SETS FORTH THE RESPECTIVE POWERS AND AUTHORITIES OF THE TRUSTEE AND MANAGERS OF THE SCHOOL, NAMES THE HERSHEY TRUST COMPANY, A STATE-CHARTERED TRUST COMPANY, AS TRUSTEE FOR COMPENSATION OF NO MORE THAN \$1,000 PER YEAR AND PROVIDES FOR THE TRUSTEE TO APPOINT THE INDIVIDUAL MANAGERS OF THE SCHOOL FROM ITS OWN BOARD OF DIRECTORS THE MANAGERS SUBSEQUENTLY INCORPORATED THAT CORPORATION, ACTING AS MANAGER UNDER THE DEED OF TRUST, TOGETHER WITH THE SCHOOL TRUST ARE THE COMPONENTS OF THE INTEGRATED TAX-EXEMPT ORGANIZATION, THE MILTON HERSHEY SCHOOL AND SCHOOL TRUST (EIN 23-1353340) MR HERSHEY CREATED THE SAME STRUCTURE FOR HIS OTHER CHARITY, THE M S HERSHEY FOUNDATION THE MEMBERS OF THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION ARE APPOINTED BY THE HERSHEY TRUST COMPANY IN ITS CAPACITY AS TRUSTEE FROM AMONG ITS OWN BOARD OF DIRECTORS AS A RESULT OF THE STRUCTURE CREATED BY MR HERSHEY, HERSHEY TRUST COMPANY (AS OF 12/31/2015) (A) SERVES AS TRUSTEE FOR THE \$11.7 BILLION MILTON HERSHEY SCHOOL & SCHOOL TRUST (ADMINISTRATION OF WHICH TRUST INCLUDES RESPONSIBILITY FOR (1) THE HERSHEY COMPANY, A FORTUNE 500 COMPANY, (2) HERSHEY ENTERTAINMENT & RESORTS COMPANY, A \$389.8 MILLION RESORT AND ENTERTAINMENT COMPANY, (3) AN ACTIVELY MANAGED PORTFOLIO OF APPROXIMATELY \$4.3 BILLION IN SECURITIES AND OTHER INVESTMENTS, AND (4) APPROXIMATELY 10,000 ACRES OF REAL ESTATE), AND (B) SERVES AS TRUSTEE FOR THE \$33.2 MILLION ACTIVELY MANAGED PORTFOLIO OF THE M S HERSHEY FOUNDATION TRUST THE FOLLOWING INFORMATION DETAILS THE COMPENSATION ARRANGEMENTS OF THE M S HERSHEY FOUNDATION BOARD OF MANAGERS, WHO ARE COMPENSATED BY RELATED FOR-PROFIT ENTITIES THE COMPENSATION OF BOARD MEMBERS SERVING ON THE BOARDS OF ANY OF THE RELATED FOR-PROFIT ENTITIES (HERSHEY TRUST COMPANY, HERSHEY ENTERTAINMENT & RESORTS COMPANY AND THE HERSHEY COMPANY) IS COMMENSURATE WITH THEIR RESPONSIBILITIES WITH RESPECT TO THE RELEVANT FOR-PROFIT ENTITY NONE OF THE COMPENSATION WAS PAID BY THE M S HERSHEY FOUNDATION (EIN 23-6242734) JAMES M MEAD COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM RELATED FOR-PROFIT COMPANIES, HERSHEY TRUST COMPANY (EIN 23-0692150) AND THE HERSHEY COMPANY (EIN 23-0691590) VELMA A REDMOND COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM A RELATED FOR-PROFIT COMPANY, HERSHEY TRUST COMPANY (EIN 23-0692150) RICHARD ZILMER COMPENSATION REPORTED CONSISTS ONLY OF DIRECTOR FEES RECEIVED FROM A RELATED FOR-PROFIT COMPANY, HERSHEY TRUST COMPANY (EIN 23-0692150) HE RETIRED ON 9/30/2015 THE FOLLOWING INFORMATION DETAILS THE COMPENSATION ARRANGEMENTS OF CERTAIN FOUNDATION OFFICERS THEY ARE COMPENSATED BY RELATED FOR-PROFIT OR NON-PROFIT ENTITIES THEIR COMPENSATION IS DETERMINED BY INDEPENDENT COMPENSATION CONSULTANTS THIS PROCESS IS BASED ON POSITION COMPARABLES TAKING INTO ACCOUNT RESPONSIBILITIES AND DUTIES, AUTHORITY, AND OBJECTIVES NONE OF THEIR COMPENSATION, EMPLOYEE BENEFIT CONTRIBUTIONS OR NON-TAXABLE BENEFITS WAS PAID DIRECTLY BY THE M S HERSHEY FOUNDATION DURING THE REPORTING PERIOD GAYLA MOLINELLI MS MOLINELLI SERVES AS THE ASSISTANT TREASURER OF THE M S HERSHEY FOUNDATION SHE SERVED AS THE ASSISTANT SECRETARY UNTIL JANUARY 2014 SHE ALSO SERVES AS THE VICE PRESIDENT, FINANCE OF HERSHEY TRUST COMPANY (EIN 23-0692150), A FOR-PROFIT RELATED CORPORATION ERIC HENRY MR HENRY SERVES AS THE TREASURER OF THE M S HERSHEY FOUNDATION HE ALSO SERVES AS THE CHIEF EXECUTIVE OFFICER AND CHIEF INVESTMENT OFFICER OF HERSHEY TRUST COMPANY (EIN 23-0692150), A FOR-PROFIT RELATED CORPORATION, ACTING TREASURER OF HERSHEY TRUST COMPANY AND MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION, AND AS A BOARD MEMBER OF HERSHEY ENTERTAINMENT & RESORTS (EIN 23-0691815), A RELATED FOR-PROFIT CORPORATION MARC WOOLLEY MR WOOLLEY SERVES AS THE SECRETARY OF THE M S HERSHEY FOUNDATION HE IS ALSO THE DEPUTY GENERAL COUNSEL, SECRETARY AND CHIEF COMPLIANCE OFFICER FOR THE HERSHEY TRUST COMPANY (EIN 23-0692150), A RELATED FOR-PROFIT CORPORATION, AND SECRETARY OF MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION LINDA VETTORI MS VETTORI SERVES AS THE ASSISTANT SECRETARY OF THE M S HERSHEY FOUNDATION SHE IS ALSO THE ASSISTANT SECRETARY OF THE HERSHEY TRUST COMPANY (EIN 23-0692150), A RELATED FOR-PROFIT CORPORATION, AND MILTON HERSHEY SCHOOL (EIN 23-1353340), A RELATED TAX-EXEMPT ORGANIZATION TRUSTEE HERSHEY TRUST COMPANY HERSHEY TRUST COMPANY, TRUSTEE, IS PAID \$1,000 ANNUALLY FOR ITS SERVICES AS STIPULATED IN THE DEED OF TRUST THE TRUSTEE'S ACTUAL TIME SPENT PER WEEK ON THE M S HERSHEY FOUNDATION MATTERS WOULD BE AN ACCUMULATION OF THE OFFICER AND STAFF TIME EACH OFFICER'S INDIVIDUAL TIME IS DETAILED ON FORM 990, PART VII
FORM 990, PART VII/SCHEDULE J	HOURS SPENT ON RELATED ORGANIZATIONS The following table details M S Hershey Foundation board of managers members and officers who are also board of managers members and officers of related organizations and the hours spent per week on duties for these related organizations MILTON THE HERSHEY entertAINNMNT HERSHEY SCHOOL HERSHEY & RESORTS CO SCHOOL TRUST COMPANY JAMES MEAD 6 5 4 0 - VELMA REDMOND 10 0 - - RICHARD ZILMER 7 0 - - GAYLA MOLINELLI 53 - - ERIC HENRY 55 - 9 MARC WOOLLEY 48 - - LINDA VETTORI 48 - - NOTE Time spent on Hershey Trust Company matters is included in the Milton Hershey School & School Trust average hours worked per week
FORM 990, PART VII, SCHEDULE J	THE RELATED ORGANIZATIONS PROVIDE THE FOUNDATION WITH ALL PERTINENT PAYROLL INFORMATION REQUIRED TO COMPLETE PART VII AND SCHEDULE J OF THE FORM 990

SCHEDULE M

(Form 990)

Noncash Contributions

OMB No 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶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

Name of the organization THE MS HERSEY FOUNDATION	Employer identification number 23-6242734
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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				
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	5	29,724	avg value on day
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	X	285		n/a
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Candy for give aways)	X	6	0	n/a
26 Other ▶ (Breakfast for event)	X	1	0	n/a
27 Other ▶ (Prod Svcs for Fundraising Event)	X	1	0	n/a
28 Other ▶ (ARCHIVAL DOCUMENTS)	X	523	0	N/A

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	
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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?	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?	Yes	
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	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, COLUMN (B)	THE NUMBER OF CONTRIBUTIONS IS EQUAL TO THE OCCASSIONS FOR WHICH THE M S HERSHEY FOUNDATION RECEIVED THEM ARCHIVAL DOCUMENTS CONTRIBUTED CONSISTED OF 23 CUBIC FEET OF PAPER DOCUMENTS AND 500 PHOTOGRAPHS FOR A TOTAL OF 523 CONTRIBUTIONS SCHEDULE M, PART I, LINE 32B Hershey Trust Co as trustee processes all stock received and sold

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.

OMB No 1545-0047

2015**Open to Public
Inspection**Name of the organization
THE MS HERSHEY FOUNDATION**Employer identification number**

23-6242734

**Return
Reference****Explanation**FORM 990,
PART I, LINE 6

SUMMARY SECTION Volunteers are a vital part of the M S Hershey Foundation Many of our volunteers have introduced a child to history, nature or live theatre Others have helped beautify Hershey Gardens, ushered a show at the Hershey Theatre or proudly answered questions about our community's rich history at the museum The Hershey Story

Return Reference	Explanation
FORM 990, PART III, LINES 4A - 4D	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS PROGRAM SERVICE ACCOMPLISHMENT #1 (LINE 4A) HERSHEY THEATRE - COMPLETED DURING MILTON HERSHEY'S GREAT BUILDING CAMPAIGN PROGRAM IN THE 1930S, THE NEW COMMUNITY CENTER BUILDING HOUSED HERSHEY THEATRE, WHICH FIRST OPENED AS A VAUDEVILLE AND MOVIE HOUSE TODAY, THE THEATRE IS THE AREA'S PREMIER PERFORMING ARTS CENTER PRESENTING TOURING BROADWAY SHOWS, CLASSICAL MUSIC, DANCE ATTRACTIONS AND WORLD-RENOWNED ENTERTAINERS, THE THEATRE'S RICH HISTORY AND PERFORMING ARTS PRESENTATIONS PROVIDE CULTURAL AND EDUCATIONAL ENRICHMENT TO PATRONS OF ALL AGES DEVELOPED IN 2008, THE HERSHEY THEATRE APOLLO AWARDS IS A SCHOLARSHIP PROGRAM WHICH RECOGNIZES EXCELLENCE IN LOCAL HIGH SCHOOL THEATER PRODUCTIONS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO THE HERSHEY THEATRE AT NO CHARGE NUMBER BENEFITTED 103,000 EXPENSES \$5,951,538 REVENUE \$5,587,024 PROGRAM SERVICE ACCOMPLISHMENT #2 (LINE 4B) THE HERSHEY STORY, THE MUSEUM ON CHOCOLATE AVENUE OPENED IN 2009 THE MUSEUM EXPERIENCE IS AN EDUCATIONAL, INTERACTIVE PERMANENT EXHIBIT SPACE THAT SHARES THE STORIES OF MILTON S HERSHEY, HIS BUSINESSES, PHILANTHROPIES AND COMMUNITY THE APPRENTICE PROGRAM IS AN ACTIVITY DESIGNED TO FURTHER ENGAGE CHILDREN AS THEY EXPLORE THE EXHIBITS IN THE CHOCOLATE LAB, GUESTS LEARN ABOUT THE ORIGINS OF CHOCOLATE AND PARTICIPATE IN HANDS-ON ACTIVITIES USING CHOCOLATE SPECIAL EXHIBITS HIGHLIGHT THE NATIVE AMERICAN AND PENNSYLVANIA GERMAN COLLECTIONS, ORIGINALLY PURCHASED BY MILTON HERSHEY SCHOOL FIELD TRIPS, HOMESCHOOL AND SUMMER CAMP PROGRAMS ALL MEET PA STATE ACADEMIC STANDARDS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO THE MUSEUM EXPERIENCE AT NO CHARGE NUMBER BENEFITTED 173,000 EXPENSES \$ 3,433,424 REVENUE \$ 1,247,115 PROGRAM SERVICE ACCOMPLISHMENT #3 (LINE 4C) HERSHEY GARDENS WAS ORIGINALLY DEVELOPED IN 1937 AT MILTON HERSHEY'S REQUEST IT HAS SINCE EXPANDED AND NOW FEATURES 23 ACRES OF SEASONAL DISPLAYS AND RARE TREES WITHIN 11 THEME GARDENS THE CHILDREN'S GARDEN AND BUTTERFLY HOUSE OFFER CHILDREN HANDS-ON LEARNING AS THEY DISCOVER THE WONDERS OF NATURE AND PLANTS THE GREAT GARDEN ADVENTURE IS A PROGRAM FEATURING AN INTERACTIVE GUIDE THAT HELPS CHILDREN EXPLORE AND LEARN THROUGHOUT THE CHILDREN'S GARDEN ADULT EDUCATION OPPORTUNITIES INCLUDE CLASSES ON GARDENING AND NATURE SCHOOL FIELD TRIPS, HOMESCHOOL AND SUMMER CAMP PROGRAMS ALL MEET PA STATE ACADEMIC STANDARDS ALL DERRY TOWNSHIP SCHOOL DISTRICT STUDENTS MAY PARTICIPATE IN FIELD TRIPS TO HERSHEY GARDENS AT NO CHARGE During the 2015 calendar year, the Gardens COMPLETED a project to build a year round education facility which include a year round butterfly habitat and educational classroom This will enable the Foundation to more than double the number of educational groups served NUMBER BENEFITTED 113,000 EXPENSES \$1,620,401 REVENUE \$884,112 PROGRAM SERVICE ACCOMPLISHMENT - OTHER ARCHIVES & OTHER MISCELLANEOUS SERVICES - THE HERSHEY COMMUNITY ARCHIVES COLLECTS AND MAINTAINS HISTORICAL DOCUMENTATION SUCH AS PHOTOGRAPHS, ORAL HISTORIES, AND OTHER TWO DIMENSIONAL ARTIFACTS CHRONICLING THE HISTORY OF THE COMMUNITY EDUCATIONAL PROGRAMMING IS OFFERED TO THE THIRD GRADERS OF THE DERRY TOWNSHIP SCHOOL DISTRICT AND IN THE FORM OF LECTURES AND DEMONSTRATIONS AT VARIOUS VENUES WEBSITE ACCESS TO THESE HISTORICAL RECORDS HAS DRAMATICALLY INCREASED THE RESEARCH POTENTIAL NUMBER BENEFITTED 39,000 EXPENSES \$ 322,223 REVENUE \$120,789

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	GOVERNING BODY & MANAGEMENT SEVERAL OF THE BOARD OF MANAGERS MEMBERS AND OFFICERS OF THE FILING ORGANIZATION ALSO SERVE AS DIRECTORS AND OFFICERS OF BUSINESS ENTITIES THAT ARE RELATED TO THIS FILING ORGANIZATION FORM 990, PART VI, SECTION A, LINE 3 GOVERNING BODY & MANAGEMENT THE M S HERSHEY FOUNDATION HAS SEVERAL OPERATIONS IN HERSHEY, PENNSYLVANIA, INCLUDING THE HERSHEY GARDENS, THE HERSHEY COMMUNITY ARCHIVES, THE HERSHEY THEATRE, AND THE HERSHEY STORY, COLLECTIVELY REFERRED TO AS "FOUNDATION OPERATIONS" THESE OPERATIONS EXIST TO PRESERVE AND ENHANCE MILTON HERSHEY'S LEGACY AND COMMUNITY VISION AND TO PROVIDE EDUCATIONAL AND CULTURAL ENRICHMENT TO RESIDENTS AND VISITORS OF HERSHEY, PA HERSHEY ENTERTAINMENT & RESORTS COMPANY (HE&R), A RELATED FOR PROFIT OPERATION, HAS ESTABLISHED A REPUTATION FOR PROVIDING HIGH QUALITY SERVICES, AND HAS EXTENSIVE EXPERIENCE PROVIDING LIVE PERFORMANCE ENTERTAINMENT, RETAIL, CATERING, FOOD AND BEVERAGE AND ASSOCIATES SERVICES HE&R OWNS AND OPERATES NUMEROUS ENTERTAINMENT AND HOSPITALITY VENUES IN HERSHEY, PENNSYLVANIA FOUNDED IN 1927, BY MILTON HERSHEY, HE&R'S MISSION AND GOALS INCLUDE DEMONSTRATING SENSITIVITY ABOUT THE QUALITY OF LIFE FOR THE COMMUNITY AND USING ITS RESERVOIR OF TALENT AND EXPERIENCE TO MAKE A POSITIVE DIFFERENCE WITH THE M S HERSHEY FOUNDATION IN ORDER TO ENHANCE FOUNDATION OPERATIONS AND FURTHER ITS TAX-EXEMPT MISSION, THE M S HERSHEY FOUNDATION ENTERED INTO A CONTRACT WITH HE&R TO PROVIDE VARIOUS SERVICES INCLUDING THE FOLLOWING 1 WEDDING, PARTY AND EVENT CATERINGS 2 THEATRE OPERATIONS MANAGEMENT 3 IT, COMMUNICATIONS AND SECURITY SERVICES PRIOR TO THE COMMENCEMENT OF SERVICES, THE M S HERSHEY FOUNDATION, ASSISTED BY INDEPENDENT OUTSIDE COUNSEL, EVALUATED THE PROPOSED SERVICES TO ENSURE COMPLIANCE WITH INTERMEDIATE SANCTIONS RULES PURSUANT TO IRC SECTION 4958 AND PRIVATE INUREMENT RULES PURSUANT TO TREASURY REGULATIONS 53 4958-4 THESE SERVICES ARE REVIEWED AND APPROVED BY THE BOARD OF MANAGERS ON AN ANNUAL BASIS THE M S HERSHEY FOUNDATION HAS ESTABLISHED AN INDEPENDENT COMMITTEE TO PERIODICALLY REVIEW THE SERVICES BEING PERFORMED AND THE CONTRACTUAL RELATIONSHIP WITH HE&R TO ENSURE IT IS IN THE BEST INTEREST OF THE M S HERSHEY FOUNDATION TO CONTINUE USING THE SERVICES OF HE&R AND TO ENSURE COMPLIANCE WITH THE IRC SECTION AND TREASURY REGULATION NOTED ABOVE

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11B	FORM 990 REVIEW PROCESS THE FORM 990 IS PREPARED UNDER THE DIRECTION OF THE DIRECTOR OF FINANCE OF THE M S HERSHEY FOUNDATION THE FORM 990 IS REVIEWED BY THE EXECUTIVE DIRECTOR OF THE M S HERSHEY FOUNDATION, OUTSIDE COUNSEL AND ITS INDEPENDENT TAX ADVISORS WHO SIGN THE RETURN AS "PAID PREPARERS " THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION REVIEWS AND DISCUSSES THE FORM 990 EITHER VIA CONFERENCE CALL OR AT ONE OF ITS SCHEDULED MEETINGS PRIOR TO FILING THE RETURN WITH THE INTERNAL REVENUE SERVICE, NOTING KEY DISCLOSURES

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	CONFLICT OF INTEREST THE BOARD OF MANAGERS, OFFICERS AND KEY EMPLOYEES OF THE M S HERSHEY FOUNDATION HAVE A FIDUCIARY RELATIONSHIP WITH THE M S HERSHEY FOUNDATION WHICH REQUIRES THAT THEY ACT IN GOOD FAITH WITH REGARD TO THE M S HERSHEY FOUNDATION'S BEST INTERESTS IT IS ESSENTIAL IN FULFILLING THEIR DUTIES THAT THEY APPLY THE HIGHEST MORAL, LEGAL, AND ETHICAL STANDARDS IN THEIR CONDUCT AND BUSINESS RELATIONSHIPS BOTH, THE M S HERSHEY FOUNDATION AND THE HERSHEY TRUST COMPANY, TRUSTEE FOR THE M S HERSHEY FOUNDATION, HAVE WRITTEN CONFLICT OF INTEREST POLICES WHICH ARE INTENDED TO PERMIT THE M S HERSHEY FOUNDATION AND ITS MANAGERS, OFFICERS AND OTHER KEY EMPLOYEES TO IDENTIFY, EVALUATE AND ADDRESS ANY CONFLICT OF INTEREST THAT MIGHT CALL INTO QUESTION THIS FIDUCIARY DUTY TO THE M S HERSHEY FOUNDATION THE CONFLICT OF INTEREST POLICY COVERING THE MANAGERS, OFFICERS AND KEY EMPLOYEES IS DOCUMENTED IN THE "CONFLICT OF INTEREST" SECTION OF THE GOVERNANCE GUIDELINES FOR THE M S HERSHEY FOUNDATION ADDITIONALLY, THE CONFLICT OF INTEREST POLICY COVERING MANAGERS, OFFICERS AND KEY EMPLOYEES IS DOCUMENTED IN "ETHICAL STANDARDS" "CONFLICT OF INTEREST" "CODE OF CONDUCT" SECTIONS OF THE POLICY MANUAL FOR THE HERSHEY TRUST COMPANY EACH MANAGER, OFFICER AND KEY EMPLOYEE IS REQUIRED TO AVOID ALL ACTIVITY THAT COULD CREATE A CONFLICT OF INTEREST OR EVEN GIVE AN APPEARANCE OF A CONFLICT OF INTEREST ANY CONFLICTS OF INTEREST ARE TO BE REPORTED AS SOON AS PRACTICAL AFTER THEY BECOME AWARE OF SUCH A CONFLICT ANNUALLY EACH MANAGER, OFFICER AND KEY EMPLOYEE IS REQUIRED TO COMPLETE AN ANNUAL STATEMENT OF DISCLOSURE THE FORMS IDENTIFY VENDORS, INVESTMENTS, OTHER BOARD MEMBERSHIPS, AND FAMILY MEMBERS THAT COULD GIVE RISE TO CONFLICTS OF INTEREST THE STATEMENTS ARE REVIEWED BY THE FOUNDATION'S EXECUTIVE DIRECTOR AND THE DIRECTOR OF FINANCE IN ORDER FOR THEM TO BE AWARE OF ACTIVITIES THAT COULD GIVE RISE TO CONFLICTS OF INTEREST POTENTIAL CONFLICTS OF INTEREST RELATED TO MANAGERS, OFFICERS AND KEY EMPLOYEES ARE BROUGHT TO THE ATTENTION OF THE CHAIRPERSON OF THE BOARD OF MANAGERS OF THE M S HERSHEY FOUNDATION THE CHAIRPERSON (OR HIS DESIGNEE) DETERMINES THE CORRECTIVE MEASURE, IF ANY, TO BE TAKEN TO RESOLVE THE CONFLICT, OR WILL IMPOSE APPROPRIATE RESTRICTIONS, IF ANY ON THE PERSON WITH THE CONFLICT FOR CONFLICTS OF INTEREST INVOLVING THE CHAIRPERSON, THE MATTER WOULD BE DISCUSSED WITH THE CHAIR OF THE AUDIT COMMITTEE AND THE CHAIR OF THE BOARD OF THE HERSHEY TRUST COMPANY THE TWO CHAIR PERSONS, IN CONSULTATION WITH THE OTHER BOARD MEMBERS, EXCLUDING SUCH CONFLICTED PERSON, HAVE THE FINAL APPROVAL OF ANY RECOMMENDED CORRECTIVE MEASURES OR IMPOSED RESTRICTIONS

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINES 15A AND 15B	COMPENSATION PROCESS THE M S HERSHEY FOUNDATION'S BOARD OF MANAGERS (THE GOVERNING BODY OF THE M S HERSHEY FOUNDATION) CONTROLS THE PROCESS IN DETERMINING WHETHER THE TOTAL COMPENSATION OF THE EXECUTIVE DIRECTOR IS FAIR AND REASONABLE THIS PROCESS OCCURS AT THE INITIAL HIRE OF THE EXECUTIVE DIRECTOR AND AT REGULAR INTERVALS THEREAFTER THE REVIEW OF THE TOTAL COMPENSATION OF THE EXECUTIVE DIRECTOR, INCLUDES BUT IS NOT LIMITED TO, A REVIEW OF COMPARABLE EXECUTIVE DIRECTOR TOTAL COMPENSATION AS DISCLOSED IN THE FORMS 990 OF SIMILAR-SIZED EXEMPT ORGANIZATIONS AS PART OF THIS PROCESS, THE COMPENSATION INFORMATION IS REVIEWED AND APPROVED BY THE BOARD OF MANAGERS FOR THE EXECUTIVE DIRECTOR THOSE BOARD OF MANAGERS WITH A CONFLICT IN REGARD TO THE EXECUTIVE DIRECTOR'S COMPENSATION REVIEW PROCESS ABSTAIN FROM THE DELIBERATIONS THE BOARD OF MANAGERS DO NOT RECEIVE ANY COMPENSATION FROM M S HERSHEY FOUNDATION THE BOARD OF MANAGERS RECEIVE COMPENSATION FROM HERSHEY TRUST COMPANY AS DIRECTORS OF THE TRUST COMPANY IN ACCORDANCE WITH ARTICLE III, SECTION 16 OF ITS BYLAWS THE COMPENSATION IS PERIODICALLY REVIEWED BY THIRD PARTY COMPENSATION CONSULTANTS ANY MEMBER OF THE BOARD OF MANAGERS WHO ALSO SERVES AS A DIRECTOR OR OFFICER OF THE HERSHEY COMPANY OR OF HERSHEY ENTERTAINMENT & RESORTS CO RECEIVES COMPENSATION FROM SUCH RELATED FOR-PROFIT COMPANY, PURSUANT TO SUCH COMPANY'S PROCEDURES THE COMPENSATION OF THE M S HERSHEY FOUNDATION'S OFFICERS, WHO ARE DIRECTORS OR EMPLOYEES OF THE HERSHEY TRUST COMPANY (TRUSTEE OF M S HERSHEY FOUNDATION), IS DETERMINED BY PERIODIC REVIEW (GENERALLY PERFORMED AT LEAST EVERY 3 YEARS) BY THIRD PARTY COMPENSATION CONSULTANTS TO DETERMINE THAT IT IS FAIR AND REASONABLE AS PART OF THE HERSHEY TRUST COMPANY'S COMPENSATION REVIEW PROCESS THE COMPENSATION OF HERSHEY TRUST COMPANY, THE STATUTORY OFFICERS, THE CHIEF EXECUTIVE OFFICER AND CHIEF COMPLIANCE OFFICER IS FIXED BY THE BOARD OF DIRECTORS OF HERSHEY TRUST COMPANY IN ACCORDANCE WITH ARTICLE V, SECTION 5 OF ITS BYLAWS THE CEO OF HERSHEY TRUST COMPANY APPROVES COMPENSATION OF THE OTHER OFFICERS AND KEY EMPLOYEES AND REPORTS THIS COMPENSATION TO THE BOARD OF DIRECTORS OR A DESIGNATED COMMITTEE OF THE BOARD OF DIRECTORS AS ANY CHANGES ARE MADE

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	PUBLIC AVAILABILITY OF DOCUMENTS THE FOUNDATION MAKES THE DEED OF TRUST AVAILABLE TO THE PUBLIC ON ITS WEBSITE THE FOUNDATION'S CONFLICT OF INTEREST POLICY AND ITS AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST

Return Reference	Explanation
FORM 990, PART XI, LINE 9	RECONCILIATION OF NET ASSETS Increase in unrecognized benefit cost (\$730,286) Increase in interest rate sw ap liability (26,674) ----- TOTAL (\$756,960)

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

▶ 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.

2015

Open to Public Inspection

Name of the organization
THE MS HERSHEY FOUNDATION

Employer identification number

23-6242734

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
(1)THE MILTON HERSHEY SCHOOL & SCHOOL TRUST PO BOX 445 HERSHEY, PA 17033 23-1353340	SCHOOL	PA	501(c)(3)	2	HTC-Trustee		No
(2)THE WILLIAM E DEARDEN ALUMNI CAMPUS INC PO BOX 830 HERSHEY, PA 17033 20-2579678	SVCS TO ALUM	PA	501(c)(3)	7	NA		No
(3)HERSHEY CEMETERY COMPANY PO BOX 445 HERSHEY, PA 17033 23-1973529	CEMETERY	PA	501(c)(13)		NA		No
(4)HERSHEY CEMETERY PERPETUAL MAINTENANCE PO BOX 445 HERSHEY, PA 17033 23-6629638	SUPP CEMET CO	PA	501(C)(13)		HTC-Trustee		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) HERSHEY TRUST COMPANY PO BOX 445 HERSHEY, PA 17033 23-0692150	STATE TRUST C	PA	na	C CORP					
(2) HERSHEY ENTERTAINMENT & RESORTS COMPANY 27 WEST CHOCOLATE AVENUE HERSHEY, PA 17033 23-0691815	ENTERTAINMENT	PA	na	C CORP					
(3)THE HERSHEY COMPANY 100 CRYSTAL A DRIVE HERSHEY, PA 17033 23-0691590	CONFECTIONERY	PA	na	C CORP					

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

1a

No

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

1b

No

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

1c

Yes

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

1d

No

e Loans or loan guarantees by related organization(s)

1e

No

f Dividends from related organization(s)

1f

No

g Sale of assets to related organization(s)

1g

No

h Purchase of assets from related organization(s)

1h

No

i Exchange of assets with related organization(s)

1i

No

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

1j

No

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

1k

Yes

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

1l

No

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

1m

Yes

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

1n

Yes

o Sharing of paid employees with related organization(s)

1o

Yes

p Reimbursement paid to related organization(s) for expenses

1p

No

q Reimbursement paid by related organization(s) for expenses

1q

Yes

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

1r

No

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

1s

Yes

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
SCHEDULE R, PART V	No disclosures are required for Schedule R, Part V, Line 2 because the M S Hershey Foundation does not control any other related organization