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

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization
Highmark Health

% CALEB KNIER

Doing business as

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

120 Fifth Avenue

City or town, state or province, country, and ZIP or foreign postal code
Pittsburgh, PA 15222

F Name and address of principal officer

David Holmberg

120 Fifth Avenue

Pittsburgh, PA 15222

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

No

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

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

H(c) Group exemption number

6169

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

www.highmarkhealth.org

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 2011

M State of legal domicile PA

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities Highmark Health is the parent entity of an interdependent healthcare system. See Part III, line 1 for our mission, vision and values.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	11
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
	5 Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	848
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
Revenue	b Net unrelated business taxable income from Form 990-T, line 34	7b	
	8 Contributions and grants (Part VIII, line 1h) 9 Program service revenue (Part VIII, line 2g) 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year	Current Year
		0	0
		115,643,443	124,615,758
		11,839	48,594
		1,000,907	5,825,942
Expenses		116,656,189	130,490,294
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,011,200	1,287,117	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	94,875,955	91,868,396	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
b Total fundraising expenses (Part IX, column (D), line 25) ▶0			
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	44,338,801	71,699,475
	18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	140,225,956	164,854,988
	19 Revenue less expenses. Subtract line 18 from line 12	-23,569,767	-34,364,694
	20 Total assets (Part X, line 16) 21 Total liabilities (Part X, line 26) 22 Net assets or fund balances. Subtract line 21 from line 20	Beginning of Current Year	End of Year
		89,206,516	127,264,139
		105,533,984	178,048,822
Paid Preparer Use Only	Print/Type preparer's name Frank Giardini	Preparer's signature Frank Giardini	Date
	Firm's name ▶ GRANT THORNTON LLP		Check <input type="checkbox"/> if self-employed PTIN P00532355
	Firm's address ▶ 2001 MARKET STREET SUITE 700		Firm's EIN ▶
	PHILADELPHIA, PA 19103		Phone no. (215) 561-4200

Sign Here

Signature of officer

KAREN L HANLON, TREASURER

Type or print name and title

2016-11-05
Date

Paid Preparer Use Only

Print/Type preparer's name
Frank Giardini

Preparer's signature
Frank Giardini

Date

Check ☐ if self-employed

PTIN P00532355

Firm's name ▶ GRANT THORNTON LLP

Firm's EIN ▶

Firm's address ▶ 2001 MARKET STREET SUITE 700

PHILADELPHIA, PA 19103

Phone no. (215) 561-4200

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2015)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

HIGHMARK HEALTH IS THE PARENT OF AN INTERDEPENDENT SYSTEM DESIGNED TO DELIVER HIGH QUALITY, ACCESSIBLE, UNDERSTANDABLE AND AFFORDABLE EXPERIENCES, OUTCOMES AND SOLUTIONS FOR OUR CUSTOMERS. SEE SCHEDULE O FOR OUR MISSION, VISION AND VALUES.

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 \$	122,356,486	including grants of \$	1,287,117)	(Revenue \$	130,441,700)
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Highmark Health is the parent of an interdependent system designed to deliver high quality, accessible, understandable and affordable experiences, outcomes and solutions for our customers. For additional information regarding the program services of Highmark Health, refer to Schedule O.

4b	(Code)	(Expenses \$)	including grants of \$)	(Revenue \$)
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4c	(Code) (Expenses \$	including grants of \$) (Revenue \$
----	-------	----------------	------------------------	---------------

4d	Other program services (Describe in Schedule O)				
	(Expenses \$		including grants of \$		(Revenue \$)

4e	Total program service expenses ▶	122,356,486
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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	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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	14b	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	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	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	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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.		
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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		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.		
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)?		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?		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
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.		
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.		
c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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	11	
b	Enter the number of voting members included in line 1a, above, who are independent	8	
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?		No
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
b	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
CALEB KNIER 120 FIFTH AVENUE SUITE 924 Pittsburgh, PA 15222 (412) 544-4238

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

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

Form **990** (2015)

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								19,599,157	865,906	995,484

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 229

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
McKinsey Company Inc, 55 East 52nd Street NEW YORK, NY 10022	Consulting Services	17,115,000
EPIC Systems Corporation, 1979 Milky Way VERONA, WI 53593	Software Services	10,548,372
Towers Watson Delaware Inc, 8 Campus Drive PARSIPPANY, NJ 07054	Consulting Services	5,197,904
The RightThing LLC, 3401 Technology Drive FINDLAY, OH 45840	Professional Service	4,268,097
Accenture Ltd, 7 Parkway Center PITTSBURGH, PA 15220	Consulting Services	2,123,754

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 5

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 _____						
	c	Fundraising events 1c _____						
	d	Related organizations 1d _____						
	e	Government grants (contributions) 1e _____						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f _____						
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f ▶					0	
Program Service Revenue	2a	AFFILIATE EXPENSE REIMBURSEMENT Business Code 900099	124,615,758	124,615,758				
	b	_____						
	c	_____						
	d	_____						
	e	_____						
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶	124,615,758					
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶	48,594			48,594	
4		Income from investment of tax-exempt bond proceeds . . . ▶	0					
5		Royalties ▶	0					
6a		Gross rents	(i) Real (ii) Personal					
		b	Less rental expenses					
		c	Rental income or (loss)					0 0
		d	Net rental income or (loss) ▶					0
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
		b	Less cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss) ▶					0
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
		b	Less direct expenses b					
		c	Net income or (loss) from fundraising events . . . ▶					0
9a		Gross income from gaming activities See Part IV, line 19 a						
		b	Less direct expenses b					
		c	Net income or (loss) from gaming activities ▶					0
10a		Gross sales of inventory, less returns and allowances a						
		b	Less cost of goods sold b					
		c	Net income or (loss) from sales of inventory . . . ▶					0
Miscellaneous Revenue		Business Code	5,825,942	5,825,942				
11a		EPIC SOFTWARE INC FROM AFFIL 501(C)(3)					900099	
b		_____						
c	_____							
d	All other revenue							
e	Total. Add lines 11a-11d ▶	5,825,942						
12	Total revenue. See Instructions ▶	130,490,294	130,441,700			48,594		

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	1,287,117	1,287,117		
2	Grants and other assistance to domestic individuals. See Part IV, line 22	0	0		
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	14,577,134	10,203,994	4,373,140	
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	59,160,041	41,412,028	17,748,013	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,949,150	2,064,404	884,746	
9	Other employee benefits	10,205,906	7,144,135	3,061,771	
10	Payroll taxes	4,976,165	3,483,316	1,492,849	
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	987,313	622,007	365,306	
c	Accounting	813,002		813,002	
d	Lobbying	181,191	181,191		
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)	16,137,796	10,166,812	5,970,984	
12	Advertising and promotion	739,366	739,366		
13	Office expenses	88,077	61,654	26,423	
14	Information technology	35,865,970	32,279,373	3,586,597	
15	Royalties	0			
16	Occupancy	1,002,463	701,724	300,739	
17	Travel	1,296,022	907,215	388,807	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	811,785	568,249	243,536	
20	Interest	4,430,611	3,101,428	1,329,183	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	945,223	661,656	283,567	
23	Insurance	803,660	562,562	241,098	
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	NON-DEPRECIABLE EQUIPMENT	4,451,788	4,006,610	445,178	
b	CORPORATE DUES	877,209	614,046	263,163	
c	EMPLOYEE EXPENSES	266,526	186,568	79,958	
d	INCENTIVE AWARDS	239,367	167,557	71,810	
e	All other expenses	1,762,106	1,233,474	528,632	
25	Total functional expenses. Add lines 1 through 24e	164,854,988	122,356,486	42,498,502	0
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 <input type="checkbox"/> 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		0	1	0
	2	Savings and temporary cash investments		16,291,971	2	6,423,908
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		0	4	0
	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		0	8	0
	9	Prepaid expenses and deferred charges		1,897,655	9	5,608,021
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 113,857,755			
	b	Less: accumulated depreciation	10b 1,483,564	60,629,811	10c	112,374,191
	11	Investments—publicly traded securities		0	11	1,252,185
	12	Investments—other securities. See Part IV, line 11		0	12	0
	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		10,387,079	15	1,605,834
	16	Total assets. Add lines 1 through 15 (must equal line 34)		89,206,516	16	127,264,139
Liabilities	17	Accounts payable and accrued expenses		30,348,922	17	20,747,032
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	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		75,185,062	25	157,301,790
	26	Total liabilities. Add lines 17 through 25		105,533,984	26	178,048,822
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		-16,327,468	27	-50,784,683
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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		-16,327,468	33	-50,784,683
	34	Total liabilities and net assets/fund balances		89,206,516	34	127,264,139

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	130,490,294
2	Total expenses (must equal Part IX, column (A), line 25)	2	164,854,988
3	Revenue less expenses Subtract line 2 from line 1	3	-34,364,694
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-16,327,468
5	Net unrealized gains (losses) on investments	5	-92,521
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	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-50,784,683

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> 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: 45-3674900
Name: Highmark Health

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)							(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
J Robert Baum PHD Chairman - Retired 2 25 15	1 0 10 0	X						0	71,825	0	
Joseph Guyaux Chairman - Begin 2 25 15	1 0 10 0	X						0	113,543	0	
David Blandino MD Director	1 0 10 0	X						0	135,759	0	
Terrence Cavanaugh Director	1 0 3 0	X						0	0	0	
Thomas Donahue Director	1 0 3 0	X						0	72,843	0	
Steven Hoffman CPA Director	1 0 3 0	X						0	100,256	0	
Gregory Jordan Esq Director	1 0 3 0	X						0	77,043	0	
David Malone Director	1 0 3 0	X						0	78,543	0	
David Matter Director	1 0 3 0	X						0	109,843	0	
Victor Roque Director	1 0 3 0	X						0	106,251	0	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Susan Shoal Director	1 0 3 0	X						0	0	84,500
David Holmberg Ex Officio Director and Pres	40 0 0 0	X		X				3,725,498	0	106,350
Thomas Vankirk Secretary	40 0 0 0			X				1,816,854	0	30,520
Karen Hanlon CFO and Treas Begin 7 29 15	40 0 0 0			X				1,242,041	0	162,750
Dennis Cronin Assistant Treasurer	40 0 0 0			X				463,960	0	63,650
Nanette DeTurk Treasurer Until 7 29 2015	40 0 0 0			X				3,761,892	0	61,730
Daniel Onorato EVP, PubPly, ChGovt & Cmtyafr	40 0 0 0				X			926,658	0	86,560
Melissa Anderson EVP Chf Aud&Cmp Ofcr	40 0 0 0				X			746,573	0	95,900
David Carter SVP Corporate Communications	40 0 0 0				X			645,762	0	63,810
Larry Kleinman EVP Chief HR Officer	40 0 0 0				X			555,280	0	21,320

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
William Cashion SVP Chief Actuary	40 0 0 0					X		716,533	0	60,67
Matt Feczko SVP Corp Dev & Invest	40 0 0 0					X		600,596	0	56,40
Tracy Grajewski SVP Human Resources	40 0 0 0					X		720,610	0	41,70
J Randall Staggers SVP Admin Svc & Fin Ops	40 0 0 0					X		819,705	0	40,29
Karl Sparre VP Talent Solutions	40 0 0 0					X		403,153	0	19,28
William Winkenwerder Jr MDMBA Former President & CEO	0 0 0 0						X	1,620,000	0	
Ray Hunter Carson Jr Former EVP Chief HR Officer	0 0 0 0						X	834,042	0	

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support
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.

OMB No 1545-0047
2015
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization Highmark Health	Employer identification number 45-3674900
---	--

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

4

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		
See Additional Data Table						
Total4						

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

16b 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

17b 10%-facts-and-circumstances test—2014.If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation.If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	Yes	
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).		No
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		No
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.		
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.		
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.		No
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.		
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.		
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).		No
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?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
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 .	Yes	
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).		No
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).		No
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 .		No
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 .		No
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 .		No
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.		No
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.)		
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?		No
b A family member of a person described in (a) above?		No
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.		No

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

	Yes	No
<div>1</div> <div>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></div>		No
<div>2</div> <div>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></div>		No

Section C. Type II Supporting Organizations

	Yes	No
<div>1</div> <div>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></div>		

Section D. All Type III Supporting Organizations

	Yes	No
<div>1</div> <div>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?</div>		
<div>2</div> <div>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></div>		
<div>3</div> <div>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></div>		

Section E. Type III Functionally-Integrated Supporting Organizations

<div>1</div> <div>Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions)</div> <div><div>a</div><div><input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.</div></div> <div><div>b</div><div><input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.</div></div> <div><div>c</div><div><input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).</div></div>		
<div>2</div> <div>Activities Test. Answer (a) and (b) below.</div>	Yes	No
<div>a</div> <div>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></div>		
<div>b</div> <div>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></div>		
<div>3</div> <div>Parent of Supported Organizations. Answer (a) and (b) below.</div>		
<div>a</div> <div>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.</div>		
<div>b</div> <div>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.</div>		

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) <input type="checkbox"/>		

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 A , Part IV , Section A , Line 6	Highmark Health (HH) provides services to Highmark, Inc. Highmark Inc. is a Pennsylvania Nonprofit Corporation and an independent licensee of the Blue Cross and Blue Shield Association. It is a taxable entity governed by the provisions of Section 833. HH is the sole voting member of HH. Highmark Health provides overall strategic oversight and management to Highmark, Inc.
Schedule A , Part IV , Section B , Line 1	The Highmark Health (HH) board broadly represents the community served by the health system. The HH board is a self-perpetuating board, the HH board members will select their successors.
Schedule A , Part I - Information about Supported organizations	Highmark Health provided administrative and other services to the supported organizations listed

Additional Data

Software ID:
Software Version:
EIN: 45-3674900
Name: Highmark Health

Form 990, Sch A, Part I, Line 11g - 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 or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	Amount of other support (see (vi) instructions)
			Yes	No		
(A) WEST PENN ALLEGHENY HEALTH SYSTEM INC	453674924		Yes		0	0
(A) CANONSBURG GENERAL HOSPITAL	251737079		Yes		0	0
(B) ALLE-KISKI MEDICAL CENTER	251875178		Yes		0	0
(C) JEFFERSON REGIONAL MEDICAL CENTER	251260215		Yes		0	0

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

OMB No 1545-0047

2015

Open to Public Inspection

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

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

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

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

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

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

Name of the organization Highmark Health	Employer identification number 45-3674900
---	--

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

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

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

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

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

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

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

Part II-A

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

- A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?														
		<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under section 501(h)

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

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

Part II-B

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

For each "Yes" response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

- 1
- During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of
- a
- Volunteers?
- b
- Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?
- c
- Media advertisements?
- d
- Mailings to members, legislators, or the public?
- e
- Publications, or published or broadcast statements?
- f
- Grants to other organizations for lobbying purposes?
- g
- Direct contact with legislators, their staffs, government officials, or a legislative body?
- h
- Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?
- i
- Other activities?
- j
- Total. Add lines 1c through 1i.
- 2a
- Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?
- b
- If "Yes," enter the amount of any tax incurred under section 4912.
- c
- If "Yes," enter the amount of any tax incurred by organization managers under section 4912.
- d
- If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

(a)		(b)
Yes	No	Amount
	No	
Yes		
	No	
	No	
	No	
	No	
Yes		181,191
	No	
	No	
	No	181,191
	No	

Part III-A

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

- 1
- Were substantially all (90% or more) dues received nondeductible by members?
- 2
- Did the organization make only in-house lobbying expenditures of \$2,000 or less?
- 3
- Did the organization agree to carry over lobbying and political expenditures from the prior year?

	Yes	No
1		
2		
3		

Part III-B

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

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

1	
2a	
2b	
2c	
3	
4	
5	

Part IV

Supplemental Information

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

Return Reference	Explanation
Lobbying Activity	Schedule C, Part II-B, Line 1g Highmark Health management, as needed, will make contact with elected and appointed officials at the federal, state and local levels. This contact is necessary to promote legislative actions with respect to healthcare related issues that could impact the organization and have adverse consequences for the communities we serve.

Name of the organization
Highmark Health

Employer identification number
45-3674900

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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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

1

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

☐ Preservation of land for public use (e g , recreation or education)

☐ Protection of natural habitat

☐ Preservation of open space

☐ Preservation of an historically important land area

☐ Preservation of a certified historic structure

2

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

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

3

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

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

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

1a

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

b

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

(i)

Revenue included on Form 990, Part VIII, line 1

► \$

(ii)

Assets included in Form 990, Part X

► \$

2

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

a

Revenue included on Form 990, Part VIII, line 1

► \$

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 |
|---|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |
- 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a** Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Temporarily restricted endowment ▶

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)		
3a(ii)		
3b		
- 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				
b Buildings				
c Leasehold improvements		3,491	790	2,701
d Equipment		3,495,913	562,811	2,933,102
e Other		110,358,351	919,963	109,438,388
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				112,374,191

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	

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	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	

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
Inclusion in consolidated audited financial statement	Highmark Health (HH) does not issue independent audited financial statements. HH is a component of a consolidated audited financial statement. The following analysis represents the reconciliation between the net loss on the financial statements and the net loss as reflected on IRS Form 990, Part 1, Line 19: Net loss per financial statements \$(84,673,656). Add Back: equity losses of subsidiaries \$ 50,308,962 ----- Net loss per IRS Form 990 \$(34,364,694) =====

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation

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

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

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

Department of the
Treasury
Internal Revenue Service

Name of the organization
Highmark Health

Employer identification number

45-3674900

2015

Open to Public Inspection

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 | ▶ | 56 |
| 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

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
Procedures For Monitoring The Use of Grant Funds In The U S	Schedule I, Part I, Line 2 The contributions on Form 990, Schedule I are contributions designated by the board of director members of Highmark Health All contributions are approved by members of the Highmark Health board of directors prior to issuance

Additional Data

Software ID:
Software Version:
EIN: 45-3674900
Name: Highmark Health

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ALLISON PARK CHURCH OF THE ASSEMBLIES OF 2326 DUNCAN AVENUE ALLISON PARK,PA 15101		501(C)(3)	25,000				DONATION
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY,OK 73123	25-1798733	501(C)(3)	10,000				DONATION
AMERICAN HEART ASSOCIATION FOUR GATEWAY CENTER PITTSBURGH,PA 15222	13-5613797	501(C)(3)	30,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ANIMAL FRIENDS INC 562 CAMP HORNE ROAD PITTSBURGH, PA 15237	25-0951565	501(C)(3)	30,000				CHARITABLE DONATION
ARTSBRIDGE INC PO BOX 1706 PITTSBURGH, PA 15237	55-6028450	501(C)(3)	10,000				ANNUAL CONTRIBUTIONS
ASPINWALL RIVERFRONT PARK INC 285 RIVER AVENUE PITTSBURGH, PA 15215	45-3071366	501(C)(3)	10,000				CHARITABLE DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BETHANY COLLEGE 31 E CAMPUS DRIVE BETHANY, WV 260320419	55-0356985	501(C)(3)	25,000				DONATION
BIDWELL TRAINING CENTER 1815 METROPOLITAN ST PITTSBURGH, PA 15233	25-1191961	501(C)(3)	25,000				DONATION
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY NEW YORK, NY 10004	23-1907729	501(C)(3)	7,500				Travel Gift Certificate

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CARSON SCHOLARS FUND INC 305 W Chesapeake Ave TOWSON, MD 21204	52-1851346	501(C)(3)	25,000				CHARITABLE DONATIONS PROGRAM 2
CATHOLIC CHARITIES DIOCESE OF PGH INC 212 NINTH STREET PITTSBURGH, PA 15222	25-1326213	501(C)(3)	25,000				CHARITABLE DONATIONS PROGRAM 2
CENTRAL CATHOLIC 4720 FIFTH AVENUE PITTSBURGH, PA 15213	75-2370503	501(C)(3)	25,000				CHARITABLE DONATIONS PROGRAM 2

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDREN'S HOME OF PITTSBURGH 5324 PENN AVENUE PITTSBURGH, PA 15224	25-0965292	501(C)(3)	20,000				DONATION
CHILDREN'S MUSEUM OF PITTSBURGH 10 CHILDRENS WAY PITTSBURGH, PA 15212	25-1379704	501(C)(3)	10,000				CHARITABLE DONATION
CLEVELAND CLINIC FOUNDATION 9500 EUCLID AVENUE CLEVELAND, OH 44195	34-0714585	501(C)(3)	25,000				CHARITABLE CONTRIBUTIONS

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COMMISSION ON ECONOMIC OPPORTUNITY 165 AMBER LANE WILKESBARRE, PA 18702	23-1653093	501(C)(3)	15,000				DONATION
DUQUESNE UNIVERSITY 600 FORBES AVENUE PITTSBURGH, PA 15282	25-1035663	501(C)(3)	20,000				DONATION
EPILEPSY FOUNDATION 1501 REEDSDALE STREET PITTSBURGH, PA 15233	23-7241930	501(C)(3)	20,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ERIE CITY MISSION 1017 FRENCH STREET ERIE, PA 16501	25-0987217	501(C)(3)	25,000				CHARITABLE CONTRIBUTION
EXTRA MILE EDUCATION FOUNDATION 603 STANWIX ST PITTSBURGH, PA 152221423	25-1621067	501(C)(3)	20,000				DONATION
FAMILY HOUSE INC 5001 BAUM BOULEVARD PITTSBURGH, PA 15213	25-1519959	501(C)(3)	10,000				CHARITABLE DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FIRST LUTHERAN CHURCH 615 GRANT STREET PITTSBURGH, PA 15219	25-0987227	501(C)(3)	20,000				DONATION
FRIENDS OF THE PITTSBURGH FISHER HOUSE 3945 FORBES AVE 240 PITTSBURGH, PA 15213	46-0881237	501(C)(3)	15,000				DONATION
FRIENDSHIP COMMUNITY PRESBYTERIAN CHURCH 181 ROBINSON STREET PITTSBURGH, PA 15213	25-1456898	501(C)(3)	25,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GATEWAY REHABILITATION CENTER 311 ROUSER ROAD MOON TOWNSHIP, PA 15108	25-1204418	501(C)(3)	21,667				CHARITABLE CONTRIBUTION
GEORGETOWN UNIVERSITY DEPARTMENT NUMBER 0734 WASHINGTON, DC 20073	53-0196603	501(C)(3)	10,000				CHARITABLE DONATION
HARRISBURG UNIV OF SCIENCE & TECHNOLOGY 326 MARKET STREET HARRISBURG, PA 17101	25-1900793	501(C)(3)	50,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JEWISH COMMUNITY ALLIANCE OF NEPA 60 SOUTH RIVER ST WILKES BARRE, PA 18702	24-0796936	501(C)(3)	25,000				DONATION
JUBILEE ASSOCIATION INC PO BOX 42251 PITTSBURGH, PA 152030051	25-1394229	501(C)(3)	10,000				CHARITABLE DONATION
KIAWAH CARES FOUNDATION 23 BEACHWALKER DR KIAWAH ISLAND, SC 29455	46-5144577	501(C)(3)	10,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LANDS AT HILLSIDE FARMS 65 HILLSIDE ROAD SHAVERTOWN, PA 18708	20-2975553	501(C)(3)	7,500				DONATION
LILY'S PLACE PO BOX 2 HUNTINGTON, WV 25706	46-2235123	501(C)(3)	10,000				PARENT PROJECT
MEDICAL ONCOLOGY ASSOCIATES 382 PIERCE STREET KINGSTON, PA 18704	23-3092746	501(C)(3)	10,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NETWORK OF HOPE 3035 PERRYSVILLE AVE PITTSBURGH, PA 15214	25-1900531	501(C)(3)	25,000				DONATION
PITTSBURGH CULTURAL TRUST 803 LIBERTY AVENUE PITTSBURGH, PA 15222	25-1469002	501(C)(3)	10,000				CHARITABLE DONATION
PITTSBURGH PUBLIC THEATER 621 PENN AVENUE PITTSBURGH, PA 15222	23-7398683	501(C)(3)	20,000				CHARITABLE DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PITTSBURGH URBAN CHRISTIAN SCHOOL INC 809 CENTER STREET PITTSBURGH, PA 15221	25-1405301	501(C)(3)	20,000				DONATION
REAL TIMES WHO'S WHO PUBLISHING LLC 479 LEDYARD STREET DETROIT, MI 48201	26-4163198	501(C)(3)	15,000				2015 WHOS WHO IN BLACK PGH
ROMAN CATHOLIC DIOCESE 429 E Grandview Blvd Erie, PA 16507	55-0357023	501(C)(3)	15,000				2015 SPONSORSHIP

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 89367 TAMPA, FL 33689	52-1183585	501(C)(3)	10,000				DONATION
SUSAN P BYRNES HEALTH EDUCATION CTR INC 515 SOUTH GEORGE STREET YORK, PA 17401	23-2588187	501(C)(3)	25,000				DONATION
THE CONFERENCE BOARD INC 845 Third Avenue NEW YORK, NY 10022	13-1624108	501(C)(3)	28,000				The Conference Board

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE FOUNDATION FOR ENHANCING COMMUNITIES 200 NORTH THIRD ST HARRISBURG, PA 17108	01-0564355	501(C)(3)	15,000				CHARITABLE DONATION
THE HANOVER HOSPITAL INC 300 HIGHLAND AVENUE HANOVER, PA 17331	23-1360851	501(C)(3)	50,000				CHARITABLE DONATIONS PROGRAM 2
THE REGIONAL OPPORTUNITY CENTER VIBRANT PO BOX 1544 PITTSBURGH, PA 15230	20-2939474	501(C)(3)	65,000				Membership

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY FOUNDATION OF THE CAPITAL 2235 MILLENNIUM WAY ENOLA, PA 17025	25-1733405	501(C)(3)	10,000				DONATION
UNITED WAY OF ALLEGHENY COUNTY 1250 PENN AVENUE PITTSBURGH, PA 15222	25-1043578	501(C)(3)	40,000				DONATION FOR UW FORWARD
UNITED WAY OF ERIE COUNTY 420 WEST 6TH STREET ERIE, PA 16507	25-1053091	501(C)(3)	10,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY OF WYOMING VALLEY 100 NORTH PA AVE WILKESBARRE, PA 18701	24-0831490	501(C)(3)	15,000				DONATION
UNITED WAY OF YORK COUNTY 800 EAST KING STREET YORK, PA 17403		501(C)(3)	25,000				DONATION FOR EARLY LEARNING PROGRAM
UNIVERSITY OF PITTSBURGH SCHOOL OF LAW PITTSBURGH, PA 15260	25-0965591	501(C)(3)	10,000				DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF SCRANTON 800 LINDEN STREET SCRANTON, PA 185104694	24-0795495	501(C)(3)	7,500				DONATION
URBAN LEAGUE OF GREATER PITTSBURGH 610 WOOD STREET PITTSBURGH, PA 152222222	25-0965592	501(C)(3)	10,000				DONATION
VILLANOVA UNIVERSITY 800 LANCASTER AVENUE VILLANOVA, PA 19085	23-1352688	501(C)(3)	25,000				CHARITABLE DONATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WEST VIRGINIA INDEPENDENT COLLEGES 1411 VIRGINIA ST E CHARLESTON, WV 25301	55-0465880	501(C)(3)	10,000				CONTRIBUTION
WOMENS CENTER & SHELTER OF GRTR PGH PO BOX 9024 PITTSBURGH, PA 15224	25-1264376	501(C)(3)	15,000				CHARITABLE DONATION

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
Highmark Health

Employer identification number
45-3674900

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

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

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

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

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

Part III **Supplemental Information**

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

Return Reference	Explanation
Housing Allowance	Schedule J, Part I, Line 1a A select number of executives listed in Form 990, Part VII received reimbursement for relocation expenses from the organization during the tax year ended December 31, 2015. These were included in box 5 of their IRS Form W-2.
Tax Indemnification and Gross Ups	Schedule J, Part I, Line 1a A select number of executives listed in Form 990, Part VII received tax gross-up payments from the organization. These were included in box 5 of their IRS Form W-2.
Health or Social Club Dues	Schedule J, Part I, Line 1a A select number of executives listed in Form 990, Part VII received membership dues from the organization during the year ended December 31, 2015. These dues were included in that individuals box 5 of the IRS Form W-2.
Severance Payment	Schedule J, Part I, Line 4a The following individuals received severance payments as of December 31, 2015. These amounts are included in box 5 of their IRS Form W-2. William Winkenwerder \$1,300,000 Ray Carson \$453,633 James Randall Staggers \$90,440 Tracy Grajewski \$80,423.
Supplemental Nonqualified Retirement Plan	Schedule J, Part I, Line 4b The following individuals participated in a supplemental nonqualified 457(f) retirement plan. Distributions from the plan, listed below, are included in box 5 of their IRS Form W-2. David Holmberg \$312,435 Nan DeTurk \$175,087 Thomas VanKirk \$164,524 William Cashion \$51,094 James Randall Staggers \$4,587.

Additional Data

Software ID:

Software Version:

EIN: 45-3674900

Name: Highmark Health

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1David Holmberg Ex Officio Director and Pres	(i)	1,318,973	1,978,154	428,371	67,351	38,999	3,831,848	0
	(ii)	0	0	0	0	-0	-0	0
1Thomas VankirkSecretary	(i)	586,240	1,024,376	206,238	20,295	10,225	1,847,374	73,786
	(ii)	0	0	0	0	-0	-0	0
2Karen Hanlon CFO and Treas Begin 7 29 15	(i)	545,756	676,575	19,710	137,758	24,992	1,404,791	0
	(ii)	0	0	0	0	-0	-0	0
3Dennis Cronin Assistant Treasurer	(i)	302,486	142,352	19,122	33,545	30,110	527,615	0
	(ii)	0	0	0	0	-0	-0	0
4Daniel Onorato EVP, PubPlcy, ChGovt & Cmtyafr	(i)	441,353	464,964	20,341	50,863	35,701	1,013,222	0
	(ii)	0	0	0	0	-0	-0	0
5Melissa Anderson EVP Chf Aud&Cmp Ofcr	(i)	379,083	348,195	19,295	69,791	26,109	842,473	0
	(ii)	0	0	0	0	-0	-0	0
6David Carter SVP Corporate Communications	(i)	358,280	265,943	21,539	37,317	26,497	709,576	0
	(ii)	0	0	0	0	-0	-0	0
7Larry Kleinman EVP Chief HR Officer	(i)	364,890	100,000	90,390	6,508	14,820	576,608	0
	(ii)	0	0	0	0	-0	-0	0
8Nanette DeTurk Treasurer Until 7 29 2015	(i)	671,939	1,213,929	1,876,024	33,545	28,189	3,823,626	0
	(ii)	0	0	0	0	-0	-0	0
9William Cashion SVP Chief Actuary	(i)	364,188	277,691	74,654	20,295	40,379	777,207	0
	(ii)	0	0	0	0	-0	-0	0
10Matt Feczko SVP Corp Dev & Invest	(i)	251,469	330,563	18,564	24,194	32,215	657,005	0
	(ii)	0	0	0	0	-0	-0	0
11Tracy Grajewski SVP Human Resources	(i)	275,923	344,751	99,936	11,246	30,458	762,314	0
	(ii)	0	0	0	0	-0	-0	0
12J Randall Staggers SVP Admin Svc & Fin Ops	(i)	282,652	420,090	116,963	13,234	27,065	860,004	4,587
	(ii)	0	0	0	0	-0	-0	0
13Karl Sparre VP Talent Solutions	(i)	217,065	110,000	76,088	0	19,283	422,436	0
	(ii)	0	0	0	0	-0	-0	0
14William Winkenwerder Jr MDMBA Former President & CEO	(i)	0	320,000	1,300,000	0	0	1,620,000	1,300,000
	(ii)	0	0	0	0	-0	-0	0
15Ray Hunter Carson Jr Former EVP Chief HR Officer	(i)	0	380,409	453,633	0	0	834,042	453,633
	(ii)	0	0	0	0	-0	-0	0

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
Highmark Health**Employer identification number**

45-3674900

**Return
Reference****Explanation****Mission,
Vision and
Values**

Form 990, Part III, Line 1 MISSION HIGHMARK HEALTH IS THE PARENT OF AN INTERDEPENDENT SYSTEM DESIGNED TO DELIVER HIGH QUALITY, ACCESSIBLE, UNDERSTANDABLE AND AFFORDABLE EXPERIENCES, OUTCOMES AND SOLUTIONS FOR OUR CUSTOMERS VISION HIGHMARK HEALTH'S DEDICATED AND RESPECTED EMPLOYEES WILL BE LEADERS IN THE HEALTH CARE INDUSTRY, WORKING TO IMPROVE THE TOTAL HEALTH CARE EXPERIENCE OF OUR CUSTOMERS VALUES PEOPLE MATTER - EVERY PERSON CONTRIBUTES TO OUR SUCCESS WE STRIVE FOR AN INCLUSIVE CULTURE, REGARDING PEOPLE AS PROFESSIONALS AND RESPECTING INDIVIDUAL DIFFERENCES WHILE FOCUSING ON THE COLLECTIVE WHOLE STEWARDSHIP - WORKING TO IMPROVE THE HEALTH OF THE COMMUNITIES WE SERVE AND WISELY MANAGING THE ASSETS WHICH HAVE BEEN ENTRUSTED TO OUR CARE TRUST - EARNING TRUST BY DELIVERING ON OUR COMMITMENTS AND LEADING BY EXAMPLE INTEGRITY - COMMITTING TO THE HIGHEST STANDARDS ENCOMPASSING EVERY ASPECT OF OUR BEHAVIOR INCLUDING HIGH MORAL CHARACTER, RESPECT, HONESTY AND PERSONAL RESPONSIBILITY CUSTOMER-FOCUSED COLLABORATION - BECAUSE NO ONE PERSON HAS ALL THE ANSWERS, WE ACTIVELY SEEK TO COLLABORATE WITH EACH OTHER TO ACHIEVE THE RIGHT OUTCOMES FOR OUR CUSTOMERS COURAGE - EMPOWERING EACH OTHER TO ACT IN A PRINCIPLED MANNER AND TO TAKE APPROPRIATE RISKS TO DO WHAT IS RIGHT TO FULFILL OUR MISSION INNOVATION - COMMITTING TO CONTINUOUS LEARNING AND EXPLORING NEW, BETTER, AND CREATIVE WAYS TO ACHIEVE OUR VISION EXCELLENCE - BEING ACCOUNTABLE FOR CONSISTENTLY EXCEEDING THE EXPECTATIONS OF THOSE WE SERVE

Return Reference	Explanation
Statement of Program Service Accomplishments	<p>Form 990, Part III, Line 4a OVERVIEW OF HIGHMARK HEALTH HIGHMARK HEALTH (HH) WAS FORMED TO BE THE PARENT ORGANIZATION OF A HEALTHCARE SYSTEM LOCATED IN WESTERN PENNSYLVANIA NAMED ALLEGHENY HEALTH NETWORK (AHN) AHN WAS FORMED PRIOR TO THE AFFILIATION OF WEST PENN ALEGHENY HEALTH SYSTEM, INC (WPAHS) WITH HIGHMARK INC (HIGHMARK) HH IS THE SOLE MEMBER OF AHN AND THE SOLE MEMBER OF HIGHMARK AHN IS THE SOLE MEMBER OF WPAHS, JEFFERSON REGIONAL MEDICAL CENTER (JRM), SAINT VINCENT HEALTH CENTER (SVHC) AND SAINT VINCENT HEALTH SYSTEM (SVHS) HH SERVES AS THE ULTIMATE PARENT OF THE AHN AFFILIATES THROUGH ITS POSITION AS SOLE MEMBER OF AHN THE MISSION OF HH IS TO PROVIDE ACCESS TO AFFORDABLE HIGH QUALITY AND ACCESSIBLE HEALTH CARE THE ACTIVITIES OF HH INCLUDE STRATEGIC, OPERATIONAL AND ADMINISTRATIVE LEADERSHIP FOR AHN FROM A STRATEGIC STANDPOINT, HH IS FOCUSED ON CHANGING THE CURRENT DELIVERY OF THE CARE MODEL IN WESTERN PENNSYLVANIA, HH ENCOURAGES HEALTH CARE PROVIDERS IN AHN, WHETHER HOSPITALS OR PHYSICIANS, TO USE THE MOST COST EFFECTIVE VENUE FOR CARE, ADHERE TO EVIDENCE-BASED STANDARDS OF CARE, AND DELIVER SUPERIOR OUTCOMES BY REDUCING SUCH THINGS AS UNNECESSARY READMISSIONS AND POST-SURGICAL INFECTIONS IN SUM, AS THE PARENT ORGANIZATION OF AHN, WE WORK TO ENSURE THAT AHN OPERATES IN THE MOST EFFECTIVE AND EFFICIENT MANNER AND PROVIDES THE HIGHEST QUALITY HEALTH CARE FOR THE COMMUNITIES THAT IT SERVES OVERVIEW OF THE ALLEGHENY HEALTH NETWORK ALLEGHENY HEALTH NETWORK IS A TEAM OF CARE GIVERS COMMITTED TO IMPROVING HEALTH AND PROMOTING WELLNESS IN ITS COMMUNITIES, ONE PERSON AT A TIME, IT PLEDGES TO CONSISTENTLY DELIVER SAFE, COMPASSIONATE QUALITY HEALTHCARE BY TREATING THE WHOLE PERSON - BODY, MIND AND SPIRIT AHN'S MISSION IS TO PROVIDE ACCESS TO AFFORDABLE HIGH QUALITY AND ACCESSIBLE HEALTH CARE IT PROVIDES STRATEGIC, OPERATIONAL AND ADMINISTRATIVE LEADERSHIP FOR THOSE ORGANIZATIONS IT SUPPORTS FROM AN ADMINISTRATIVE AND OPERATIONAL PERSPECTIVE, AHN IS PROVIDING EXECUTIVE LEADERSHIP AND OVERSIGHT TO WPAHS, SVHC, SVHS AND JRM AND ITS EXEMPT AFFILIATES TO ENSURE THAT THEY CONTINUOUSLY OPERATE IN ACCORDANCE WITH THE MISSION OF PROVIDING HIGH QUALITY AFFORDABLE HEALTH CARE IN TOTAL, THE AHN HAD 1,018 PHYSICIAN FULL TIME EMPLOYEES IN 2015 2015 was a year of significant challenges in the health care industry and served as a launching pad for Highmark Health, as it brought transition that required the company to come together in unprecedented fashion to navigate difficult market dynamics This resulted in a strategic plan that uniquely positions the organization to invent a new health care model that can deliver differentiated value to our customers across their full spectrum of needs We began to see the positive results of the investments we've made in Allegheny Health Network to deliver the highest clinical quality and patient service, while ensuring that it is positioned to meet the future needs of our patients and the community Of particular note is Allegheny Health Network's recognition by Comparison of its top-rated Pittsburgh-area cardiac care, women's care, spinal surgery and trauma care, its national leadership in organ transplant programs, and as the leading heart transplant program in Pennsylvania based on measures of medical excellence In 2015, the Allegheny Health Network provided \$121,536,790 in uncompensated care and \$59,437,491 in community benefits to the communities we serve WEST PENN ALLEGHENY HEALTH SYSTEM WPAHS WAS ORGANIZED IN 2000 AND IS COMPRISED OF WEST PENN ALLEGHENY HEALTH SYSTEM, INC (WPAHS, INC), ALLE-KISKI MEDICAL CENTER (AKMC), CANONSBURG GENERAL HOSPITAL (CGH), ALLEGHENY MEDICAL PRACTICE NETWORK (AMPN), ALLEGHENY CLINIC (AC), ALLEGHENY-SINGER RESEARCH INSTITUTE (ASRI), ALLEGHENY CLINIC MEDICAL ONCOLOGY (ACMO), CANONSBURG GENERAL HOSPITAL AMBULANCE SERVICE (CGH AMBULANCE), ALLE-KISKI MEDICAL CENTER TRUST (AKMC TRUST), FORBES HEALTH FOUNDATION (FHF), SUBURBAN HEALTH FOUNDATION (SHF) AND THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION (WPHF) THE GOAL OF WPAHS IS TO ENSURE THAT AREA RESIDENTS HAVE ACCESS TO A COMPLETE CONTINUUM OF HEALTH CARE SERVICES THROUGH APPROPRIATE INTEGRATION ACROSS WPAHS BOTH CLINICALLY AND OPERATIONALLY, WPAHS HOSPITALS AND PHYSICIAN ORGANIZATIONS ARE ABLE TO REMAIN A HIGH QUALITY, LOW-COST PROVIDER WITH LINKAGES TO THE LATEST MEDICAL RESEARCH AND ADVANCED TECHNOLOGY IN 2015, THE WPAHS HAD 57,191 INPATIENT DISCHARGES, 834,471 OUTPATIENT REGISTRATIONS AND 49,653 SURGICAL CASES SAINT VINCENT HEALTH CENTER/SAINT VINCENT HEALTH SYSTEM SVHC (DBA SAINT VINCENT HOSPITAL) IS COMPRISED OF SAINT VINCENT MEDICAL EDUCATION AND RESEARCH INSTITUTE, WESTFIELD MEMORIAL HOSPITAL, INC, SAINT VINCENT FOUNDATION FOR HEALTH AND HUMAN SERVICES, SAINT VINCENT AFFILIATED PHYSICIANS, REGIONAL HOME HEALTH AND HOSPICE (55 48% CONTROLLED), REGIONAL HEART NETWORK (76 5% CONTROLLED) AND REGIONAL CANCER CENTER (50% CONTROLLED) SVHC IS A NOT-FOR-PROFIT ACUTE CARE HOSPITAL THAT PROVIDES INPATIENT, OUTPATIENT AND EMERGENCY CARE SERVICES FOR RESIDENTS OF NORTHWESTERN PENNSYLVANIA AND ADJACENT AREAS OF NEW YORK AND OHIO ADMITTING PHYSICIANS ARE PRIMARILY PRACTITIONERS IN THE LOCAL AREA FOUNDED BY THE SISTERS OF ST JOSEPH IN 1875, SVHC HAS EVOLVED INTO AN INTEGRATED HEALTHCARE PROVIDER IT IS COMMITTED TO THE HIGHEST QUALITY PATIENT CARE WHILE PROVIDING A CONTINUUM OF SERVICES TO MEET HEALTHCARE NEEDS SVHS WAS ALSO FOUNDED BY THE SISTERS OF ST JOSEPH IN 1875 THEIR MISSION AND VALUES ARE TO PROVIDE OVERSIGHT AND SUPPORT FOR THE CHARITABLE MISSIONS OF THE ORGANIZATIONS THEY SUPPORT IN 2015, SV HAD 14,187 INPATIENT DISCHARGES, 207,491 OUTPATIENT REGISTRATIONS AND 17,628 SURGICAL CASES JEFFERSON REGIONAL MEDICAL CENTER JRM WAS ORGANIZED IN 1973 AND IS LOCATED JUST SOUTH OF THE CITY OF PITTSBURGH, PA, JRM IS AN INTEGRATED SYSTEM OF HEALTH CARE SERVICES AND FACILITIES THAT PROVIDES QUALITY HEALTH CARE FROM EMERGENCY ADMISSIONS TO INPATIENT HOSPITALIZATION AND LEADING EDGE SURGERY TO REHABILITATION AND HOME CARE IN 2015, JRM HAD 14,802 INPATIENT DISCHARGES, 251,391 OUTPATIENT REGISTRATIONS AND 17,434 SURGICAL CASES</p>

Return Reference	Explanation
Business Relationships	Form 990, Part VI, Line 2 The following Board members have a business relationship through their connection of serving together on the Board of related taxable non-profit organizations David Malone, David Blandino, David Matter, Steven Hoffman, Thomas Donahue, Victor Roque, Robert Baum, Joseph Guyaux, Gregory Jordan, Susan Shoval

Return Reference	Explanation
Review Process	Form 990, Part VI, Line 11b The Highmark Health IRS Form 990 w as prepared by its external tax advisors, Grant Thornton, LLP and review ed by the Highmark Health Tax Department, Senior Management of the organization and the Audit and Compliance Committee Before filing the tax return with the Internal Revenue Service, a final copy w as provided to all members of the Board of Directors

Return Reference	Explanation
Conflict Of Interest Policy Monitoring And Enforcement	<p>Form 990, Part VI, Line 12c Highmark Health (HH) has a corporate compliance department that monitors and oversees compliance with the conflict of interest policy. The following describes the manner in which the corporate compliance department monitors and oversees compliance with the conflict of interest policy for HH. Conflict of interest disclosure forms are completed on an annual basis by all board members, officers, any person who has authority to act on behalf of the BOD, key employees, managers and above, persons with purchasing authority including procurement department employees and committees which may influence purchasing decisions, and any other employees as designated by the compliance department. Upon completion of the above disclosure statement by all applicable individuals, the integrity and compliance department reviews all disclosures. Those that require additional information or clarification are contacted by the integrity and compliance department requesting such. Once received, all information is evaluated in consultation with the legal department and senior management as applicable to determine whether a real or potential conflict of interest exists. Those conflicts that require a mitigation plan are developed and approved in coordination with the respective responsible senior management. The senior managers are responsible for discussing the mitigation plan with the individual as needed and monitoring compliance with the mitigation plan. A final report of all board and executive level management disclosures is submitted for review to the audit and compliance subcommittee of the board, as well as by the board of directors.</p>

Return Reference	Explanation
Process used to determine executive compensation	<p>Form 990, Part VI, Line 15a and 15B The Highmark Health (HH) process for determining compensation for executive positions (including officers, key employees and other management positions) is covered by the HH executive compensation policy This policy was approved by the HH board of directors It is the policy of HH and its board of directors to compensate its executives in accordance with the market and in relation to the experience, service and accomplishments of the individual both prior to and during their service with HH The personnel & compensation committee makes recommendations to the HH board of directors who ultimately approve the compensation for the ceo For all other executive officers, the personnel & compensation committee reviews and approves all compensation recommendations Compensation shall include all compensation components, including without limitation, base compensation, incentive compensation, deferred compensation, and fringe and other benefits The personnel & compensation committee shall also approve all base compensation adjustments and all incentive compensation awards, as well as material changes to deferred compensation, fringe, or other benefits The personnel & compensation committee uses comparability data provided by an independent compensation consultant The external consultant provides a letter of reasonability for all offers made to new executives that are under the purview of the Personnel & Compensation Committee Each board of director member voting on a senior executive's compensation arrangement ensures that he or she has no conflict of interest, including that he or she (a) does not economically benefit from the proposed employment, (b) does not receive compensation subject to the approval of the proposed employee, and (c) has no material financial interest affected by the transaction Highmark Health follows the requirement in the regulations to comply with the rebuttable presumption of the reasonableness of compensation</p>

Return Reference	Explanation
Public availability of organizational documents	Form 990, Part VI, Line 19 Highmark Health (HH) does not make its governing documents available to the public. The audited financial statements of HH are included in a consolidated financial statement for the health system. It is available upon request and approval by the CFO of Highmark Health. HH has adopted a conflict of interest policy that is uniformly applied to all HH organizations. This policy is not made available to the public.

Return Reference	Explanation
Independent Contractors	Part VII, Section B, Line 1 The expenditures of Highmark Health are paid by affiliated organizations and reimbursed by Highmark Health. The affiliate organizations issue Forms 990 separate from Highmark Health. Listed in this Form 990, Part VII are the five highest paid independent contractors that provided services to Highmark Health for which Highmark Health reimbursed the affiliated organizations.

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2015

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
Highmark Health

Employer identification number

45-3674900

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
See Additional Data Table							

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	
See Additional Data Table												

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
See Additional Data Table									

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

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

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

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

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

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

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

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

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

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

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)Highmark Inc	c	28,094,375	FMV
(2)Allegheny Health Network	b	28,094,375	FMV
(3)Highmark Inc	l, m,	10,615,166	FMV
(4)Allegheny Health Network	l, m,	934,139	FMV
(5)HM Health Solutions	l, m,	898,489	FMV

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, Line 2	Highmark Health transacts business with the listed related organizations in the manner identified in column 2(b). Due to the administrative difficulties associated with a detailed breakdown of transaction type L, M, P and Q, Highmark Health has chosen to reflect these transactions combined for purposes of disclosure on Schedule R, Part V, Line 2.

Additional Data

Software ID:

Software Version:

EIN: 45-3674900

Name: Highmark Health

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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
Allegheny Clinic 320 East North Avenue Pittsburgh, PA 15212 25-1838458	HEALTHCARE	PA	501(c)(3)	3	WPAHS INC		No
Allegheny Clinic Medical Oncology 4800 Friendship Avenue Pittsburgh, PA 15224 11-3683376	Healthcare	PA	501(c)(3)	11-TYPE III	WPAHS INC		No
Allegheny Health Network 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 45-3674924	Healthcare	PA	501(c)(3)	11-TYPE I	Highmark Hea	Yes	
Allegheny Singer Research Institute 320 East North Avenue Pittsburgh, PA 15212 25-1320493	Sci Research	PA	501(c)(3)	4	WPAHS INC		No
Alle-Kiski Medical Center 1301 Carlisle Street Pittsburgh, PA 15065 25-1875178	Healthcare	PA	501(c)(3)	3	WPAHS INC		No
Alle-Kiski Medical Center Trust 1301 Carlisle Street Pittsburgh, PA 15065 20-5855753	Fundraising	PA	501(c)(3)	11-Type I	AKMC		No
Canonsburg General Hospital 100 Medical Boulevard Canonsburg, PA 15317 25-1737079	Healthcare	PA	501(c)(3)	3	WPAHS INC		No
Canonsburg General Hospital Ambulance Se 100 Medical Boulevard Canonsburg, PA 15317 23-2939715	ER Response	PA	501(c)(3)	9	CGH		No
Canonsburg Hospital & Health Foundation 100 Medical Boulevard Canonsburg, PA 15317 25-1818505	Inactive	PA	501(c)(3)	11- Type I	NA		No
Clinical Pathology Institute Cooperative 1526 Peach Street Erie, PA 16501 25-1528055	Healthcare	PA	501(c)(3)	3	SVHC		No
Community Blood Bank 232 West 25th Street Erie, PA 16544 25-1181389	Healthcare	PA	501(c)(3)	11- Type I	SVHC		No
Energycare Inc 232 West 25th Street Erie, PA 16544 25-1430922	Healthcare	PA	501(c)(3)	9	SVHC		No
Forbes Health Foundation 2570 Haymaker Road Monroeville, PA 15146 25-1798379	Fundraising	PA	501(c)(3)	7	WPAHS INC		No
Greater Canonsburg Health System 100 Medical Boulevard Canonsburg, PA 15317 25-1488089	Inactive	PA	501(c)(3)	11- Type I	NA		No
Jefferson Regional Medical Center 565 Coal Valley Road Jefferson Hills, PA 15236 25-1260215	Healthcare	PA	501(c)(3)	3	AHN		No
JRMCUPMC Cancer Associates 565 Coal Valley Road Jefferson Hills, PA 15236 20-1634783	Healthcare	PA	501(c)(3)	3	JRMC		No
Regional Cancer Center 232 West 25th Street Erie, PA 16544 25-1385705	Healthcare	PA	501(c)(3)	3	SVHS		No
Regional Heart Network 232 West 25th Street Erie, PA 16544 25-1856341	Healthcare	PA	501(c)(3)	3	SVHC		No
Regional Home Health and Hospice 232 West 25th Street Erie, PA 16544 83-0371265	Healthcare	PA	501(c)(3)	9	SVHC		No
Saint Vincent Affiliated Physicians 1910 Sassafra's Street Erie, PA 16502 20-3784338	Healthcare	PA	501(c)(3)	9	SVHS		No

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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
Saint Vincent Foundation - HHS 232 West 25th Street Erie, PA 16544 25-1669168	Fundraising	PA	501(c)(3)	11-Type I	SVHS		No
Saint Vincent Health Center 232 West 25th Street Erie, PA 16544 25-0965547	Healthcare	PA	501(c)(3)	3	AHN		No
Saint Vincent Health System 232 West 25th Street Erie, PA 16544 25-1406710	Healthcare	PA	501(c)(3)	11-Type I	AHN		No
Saint Vincent Med Ed & Research 1910 Sassafras Street Erie, PA 16502 25-1679140	Healthcare	PA	501(c)(3)	9	SVHS		No
Suburban Health Foundation 100 South Jackson Ave Pittsburgh, PA 15202 25-1472073	Fundraising	PA	501(c)(3)	11-Type I	WPAHS INC		No
The Western Pennsylvania Hospital Founda 4800 Friendship Avenue Pittsburgh, PA 15224 25-1470766	Fundraising	PA	501(c)(3)	11-Type I	WPAHS INC		No
Vantage Health Group 232 West 25th Street Erie, PA 16544 25-1498145	Healthcare	PA	501(c)(3)	3	SVHC		No
West Allegheny Hospital 100 Medical Boulevard Pittsburgh, PA 15317 25-1054206	Inactive	PA	501(c)(3)	3	NA		No
West Penn Allegheny Health System Inc Two Allegheny Center Pittsburgh, PA 15212 25-0969492	Healthcare	PA	501(c)(3)	3	AHN		No
Westfield Memorial Hospital Inc 189 East Main Street Westfield, NY 14787 16-0743222	Healthcare	NY	501(c)(3)	3	SVHS		No

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Disproporionate 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	
5148 Liberty Avenue Associates 4800 Friendship Avenue Pittsburgh, PA 15224 25-0969492	Medical Practice	PA	NA		0	0		No			No	
Allegheny Imaging of Mccandles 4800 Friendship Avenue Pittsburgh, PA 15224	Medical Practice	PA	NA		0	0		No			No	
Associated Clinical Lab LP 312 West 25th Street Erie, PA 16502 25-1533746	Medical Practice	PA	NA		0	0		No			No	
Associated Clinical Lab of PA Ltd 312 West 25th Street Erie, PA 16502 45-3688292	Medical Practice	PA	NA		0	0		No			No	
Employee Benefit Data Services 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1824465	Data Services	PA	NA		0	0		No			No	
Erie Medical Complex LLC 312 West 25th Street Erie, PA 16502 20-1017545	Medical Practice	PA	NA		0	0		No			No	
Forbes Regional Urologic 4800 Friendship Avenue Pittsburgh, PA 15224	Medical Practice	PA	NA		0	0		No			No	
Gateway Health Plan LP 444 Liberty Avenue Suite 2100 Pittsburgh, PA 15222 25-1691945	Insurance	PA	NA		0	0		No			No	
Jefferson Medical Associates LP 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222	Medical Practice	PA	NA		0	0		No			No	
Jenkins Empire Associates 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1524682	Property Mgmt	PA	NA		0	0		No			No	
JV Holdco LLC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222	Medical Practice	PA	NA		0	0		No			No	
Mccandless Endoscopy Center 4800 Friendship Avenue Pittsburgh, PA 15224	Medical Practice	PA	NA		0	0		No			No	
North Shore Endoscopy Center 4800 Friendship Avenue Pittsburgh, PA 15224	Medical Practice	PA	NA		0	0		No			No	
Peters Ambulatory Surgical Center 4800 Friendship Avenue Pittsburgh, PA 15224	Medical Practice	PA	NA		0	0		No			No	
Provider PPI LLC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 32-0429947	Facilities Suppor	PA	NA		0	0		No			No	

Form 990, Schedule R, Part III - Identification of Related Organizations Taxable as a Partnership

(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) Dispropportionate 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	
Saint Vincent Professional Bld 312 West 25th Street Erie, PA 16502 25-1578290	Property Mgmt	PA	NA		0	0		No			No	
Silver Rain LP 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 27-3035436	Property Mgmt	PA	NA		0	0		No			No	
South Hills Surgery Center LL 6161 Clairton Road West Mifflin, PA 15122 27-4011352	Medical Practice	PA	NA		0	0		No			No	
Tri State Regional Assoc LLP 312 West 25th Street Erie, PA 16502 23-2919277	Medical Practice	PA	NA		0	0		No			No	
UPMC VNA Home Health LP 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1844485	Medical Practice	PA	NA		0	0		No			No	
Upper Midwest Consol Services 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 26-3112347	Medical Practice	PA	NA		0	0		No			No	
Vantage Capital Management Ltd 312 West 25th Street Erie, PA 16502 23-3099689	Capital Mgmt	PA	NA		0	0		No			No	
Vantage Holding Company LLC 312 West 25th Street Erie, PA 16502 03-0477182	Capital Mgmt	PA	NA		0	0		No			No	
Waterfront Surgery Center LLC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1898743	Medical Practice	PA	NA		0	0		No			No	
West Penn Ambulatory Center 15305 Dallas Parkway Pittsburgh, PA 15224 27-2344847	Medical Practice	PA	NA		0	0		No			No	
WSC Realty Partners LP 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1874990	Property Mgmt	PA	NA		0	0		No			No	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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) Clinical Services Inc 232 West 25th Street Erie, PA 16544 25-1403846	Health Care	PA	SVHS	C Corp					No
(1) Davis Vision IPA Inc 175 East Houston Street San Antonio, TX 78205 11-2958041	TPA	TX	Highmark Inc	C Corp					No
(2) Davis Vision Inc 175 East Houston Street San Antonio, TX 78205 11-3051991	Vision Service	TX	Highmark Inc	C Corp					No
(3) Delaware Ancillary Insurance Agency 800 Delaware Avenue Wilmington, DE 198011368 51-0383213	Insurance Service	DE	Highmark Inc	C Corp					No
(4) ECCA Managed Vision Care Inc 175 East Houston Street San Antonio, TX 78205 74-2759084	Physician Service	TX	Highmark Inc	C Corp					No
(5) Empire Vision Center Inc 175 East Houston Street San Antonio, TX 78205 14-1586016	Retail Sales	TX	Highmark Inc	C Corp					No
(6) Eye Drx Retail Management Inc 175 East Houston Street San Antonio, TX 78205 74-2924030	Office Administra	TX	Highmark Inc	C Corp					No
(7) Family Practice Medical Associates South 2414 Lytle Road Suite 300 Bethel Park, PA 15102 25-1684735	Medical Practice	PA	JRMC	C Corp					No
(8) Gateway Health Plan of Ohio Inc 444 Liberty Avenue Suite 2100 Pittsburgh, PA 15222 30-0282076	Insurance	PA	Highmark Inc	C Corp					No
(9) Gateway Health Plan Inc 444 Liberty Avenue Suite 2100 Pittsburgh, PA 15222 25-1505506	Insurance	PA	Highmark Inc	C Corp					No
(10) Grandis Rubin Shanahan & Assoc 565 Coal Valley Road Jefferson Hills, PA 15025 45-3355906	Medical Practice	PA	JRMC	C Corp					No
(11) HCI Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 75-3002215	Finance & Insuran	PA	Highmark Inc	C Corp					No
(12) Health System Services Corp & Subs 565 Coal Valley Road Jefferson Hills, PA 15025 25-1403745	Medical Office BI	PA	JRMC	C Corp					No
(13) Highmark BCBSD Inc 800 Delaware Avenue Wilmington, DE 198011368 51-0020405	Insurance	DE	Highmark Inc	C Corp					No
(14) Highmark Benefits Group Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-4763378	Insurance Sales	PA	Highmark Inc	C Corp					No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(16) Highmark Casualty Insurance Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1334623	Insurance	PA	Highmark Inc	C Corp					No
(1) Highmark Choice Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1522457	Insurance Sales	PA	Highmark Inc	C Corp					No
(2) Highmark Coverage Advantage Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-4757476	Insurance Sales	PA	Highmark Inc	C Corp					No
(3) Highmark Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 23-1294723	Insurance	PA	Highmark Inc	C Corp					No
(4) Highmark Select Resources Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 20-2353206	Insurance Sales	PA	Highmark Inc	C Corp					No
(5) Highmark Senior Health Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-4156633	Insurance Sales	PA	Highmark Inc	C Corp					No
(6) Highmark Senior Solutions Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-4156854	Insurance Sales	PA	Highmark Inc	C Corp					No
(7) Highmark Ventures Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1645888	Holding Company	PA	Highmark Inc	C Corp					No
(8) Highmark West Virginia PO Box 1948 Parkersburg, WV 26102 55-0624615	Insurance Sales	WV	Highmark Inc	C Corp					No
(9) HM Benefits Administrators Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1128451	Funds Administrat	PA	Highmark Inc	C Corp					No
(10) HM Broker Services Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 23-2384777	Marketing Agent	PA	Highmark Inc	C Corp					No
(11) HM Captive Insurance Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 65-1274122	Insurance	PA	Highmark Inc	C Corp					No
(12) HM Casualty Insurance Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 87-0807723	Insurance Sales	PA	Highmark Inc	C Corp					No
(13) HM Health Insurance Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 54-1637426	Insurance Sales	PA	Highmark Inc	C Corp					No
(14) HM Health Solutions Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-3823617	Info Technology	PA	Highmark Inc	C Corp	545,335,264	81,574,287	100 000 %	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(31) HM Insurance Group 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1646315	Mgmt Services	PA	Highmark Inc	C Corp					No
(1) HM Life Insurance Company 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 06-1041332	Insurance Sales	PA	Highmark Inc	C Corp					No
(2) HM Life Insurance Company of New York 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1800302	Insurance Sales	PA	Highmark Inc	C Corp					No
(3) HMPG Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 45-3444325	Holding Company	PA	AHN	C Corp					No
(4) HSSC Diversified Services Inc 565 Coal Valley Road Jefferson Hills, PA 15025 25-1770047	Medical Practice	PA	JRMC	C Corp					No
(5) HVHC Inc 175 East Houston Street San Antonio, TX 78205 25-1801124	Holding Company	TX	Highmark Inc	C Corp					No
(6) JEA Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1712017	Management Servic	PA	Highmark Inc	C Corp					No
(7) Jefferson Hills Surgical Specialists PA 1200 Brooks Lane 150 Clairton, PA 15025 30-0477313	Medical Practice	PA	JRMC	C Corp					No
(8) JRMC Health Pavilion 565 Coal Valley Road Jefferson Hills, PA 15025 25-1203449	Medical Practice	PA	JRMC	C Corp					No
(9) JRMC Physician Service Corp 565 Coal Valley Road Jefferson Hills, PA 15025 86-1159658	Medical Practice	PA	JRMC	C Corp					No
(10) JRMC Specialty Group Practice 565 Coal Valley Road Jefferson Hills, PA 15025 72-1529332	Medical Practice	PA	JRMC	C Corp					No
(11) Klingensmith Healthcare Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1375204	Health Care	PA	HMPG Inc	C Corp					No
(12) Lake Erie Medical Group PC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 45-3444157	Health Care	PA	HMPG Inc	C Corp					No
(13) Optima Imaging 4800 Friendship Avenue Pittsburgh, PA 15224 25-1652874	Medical Practice	PA	WPAHS INC	S Corp					No
(14) Palladium Risk Retention Group 409 Broad Street Suite 270 Sewickley, PA 15143 46-3476730	Health Care	PA	HMPG Inc	C Corp					No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(46) Park Cardiothoracic & Vascular Inst 565 Coal Valley Road Jefferson Hills, PA 15025 72-1529328	Medical Practice	PA	JRMC	C Corp					No
(1) Parker Benefits PO Box 1948 Parkersburg, WV 26102 55-0625743	TPA	PA	Highmark Inc	C Corp					No
(2) Physician Landing Zone PC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 45-3913973	Health Care	WV	HMPG Inc	C Corp					No
(3) Pittsburgh Bone Joint and Spine Inc 1200 Brooks Lane Suite G20 Jefferson Hills, PA 15025 25-1203449	Medical Practice	PA	JRMC	C Corp					No
(4) Pittsburgh Pulmonary & Critical Care Ass 1200 Brooks Lane Suite 130 Clairton, PA 15025 46-3274101	Medical Practice	PA	JRMC	C Corp					No
(5) Premier Medical Associates PC 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1742869	Health Care	PA	HMPG Inc	C Corp					No
(6) Primary Care Group 10 Inc 3726 Brownsville Road Pittsburgh, PA 15227 38-3807173	Medical Practice	PA	JRMC	C Corp					No
(7) Primary Care Group 11 Inc 455 Valley Brook Road Suite 300 McMurray, PA 15317 80-0494617	Medical Practice	PA	JRMC	C Corp					No
(8) Primary Care Group 12 Inc 17 Arentzen Blvd Suite 101 Charleroi, PA 15022 90-0614054	Medical Practice	PA	JRMC	C Corp					No
(9) Primary Care Group 2 Inc 6011 Baptist Road Suite 220 Pittsburgh, PA 15236 90-0451375	Medical Practice	PA	JRMC	C Corp					No
(10) Primary Care Group 3 Inc 5426 Mifflin Road Pittsburgh, PA 15227 90-0451380	Medical Practice	PA	JRMC	C Corp					No
(11) Primary Care Group 4 Inc 1907 Lebanon Church Road West Mifflin, PA 15122 80-0403090	Medical Practice	PA	JRMC	C Corp					No
(12) Primary Care Group 5 Inc 624 Monongahela Avenue Glassport, PA 15045 80-0403100	Medical Practice	PA	JRMC	C Corp					No
(13) Primary Care Group 6 Inc PO Box 333 West Mifflin, PA 15122 45-3684432	Medical Practice	PA	JRMC	C Corp					No
(14) Primary Care Group 7 Inc 575 Coal Valley Road Jefferson Hills, PA 15025 90-0503600	Medical Practice	PA	JRMC	C Corp					No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(61) Primary Care Group 8 Inc 803 Miller Avenue Clairton, PA 15025 01-0927360	Medical Practice	PA	JRMC	C Corp					No
(1) Primary Care Group 9 Inc 1200 Brooks Lane 270 Clairton, PA 15025 01-0929359	Medical Practice	PA	JRMC	C Corp					No
(2) Prime Medical Group PCG 1 1200 Brooks Lane 110 Clairton, PA 15025 25-4194208	Medical Practice	PA	JRMC	C Corp					No
(3) PWH Holdco 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 46-4682160	Medical Practice	PA	Highmark Inc	C Corp					No
(4) Remworks Sleep Store Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1411844	Rental & Sales	PA	Highmark Inc	C Corp					No
(5) South Pittsburgh Urology Associates 1200 Brooks Lane Suite 220 Clairton, PA 15025 46-4954859	Medical Practice	PA	JRMC	C Corp					No
(6) Specialty Group Practice 1 Inc 575 Coal Valley Road Street 365 Clairton, PA 15025 35-2367818	Medical Practice	PA	JRMC	C Corp					No
(7) Standard Property Corporation 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1668093	Real Estate Opera	PA	Highmark Inc	C Corp					No
(8) Steel Valley Orthopedics & Sports Medicine 1200 Brooks Lane 240 Clairton, PA 15025 45-3540378	Medical Practice	PA	JRMC	C Corp					No
(9) The Gateway Group Ltd 800 Delaware Avenue Wilmington, DE 198011368 51-0293417	Benefit Administr	PA	Highmark Inc	C Corp					No
(10) Union Benefit Management Inc 120 Fifth Avenue Suite 922 Pittsburgh, PA 15222 25-1845908	Benefit Plan Mgmt	DE	Highmark Inc	C Corp					No
(11) United Concordia Companies Inc 4401 Deer Path Road Harrisburg, PA 17110 25-1687586	Dental Insurance	PA	Highmark Inc	C Corp					No
(12) United Concordia Dental Corporation of A 4401 Deer Path Road Harrisburg, PA 17110 63-1028262	Dental Insurance	PA	Highmark Inc	C Corp					No
(13) United Concordia Dental Plans of California 4401 Deer Path Road Harrisburg, PA 17110 23-7328765	Dental Insurance	PA	Highmark Inc	C Corp					No
(14) United Concordia Dental Plans of Kentucky 4401 Deer Path Road Harrisburg, PA 17110 61-1012900	Dental Insurance	PA	Highmark Inc	C Corp					No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(76) United Concordia Dental Plans of Pennsylv 4401 Deer Path Road Harrisburg, PA 17110 23-2541529	Dental Insurance	PA	Highmark Inc	C Corp					No
(1) United Concordia Dental Plans of Texas 4401 Deer Path Road Harrisburg, PA 17110 74-2489037	Dental Insurance	PA	Highmark Inc	C Corp					No
(2) United Concordia Dental Plans of The Mid 4401 Deer Path Road Harrisburg, PA 17110 38-2289438	Dental Insurance	PA	Highmark Inc	C Corp					No
(3) United Concordia Dental Plans Inc 4401 Deer Path Road Harrisburg, PA 17110 52-1542269	Dental Insurance	PA	Highmark Inc	C Corp					No
(4) United Concordia Insurance Company 4401 Deer Path Road Harrisburg, PA 17110 86-0307623	Dental Insurance	PA	Highmark Inc	C Corp					No
(5) United Concordia Insurance Company of NE 4401 Deer Path Road Harrisburg, PA 17110 11-3008245	Dental Insurance	PA	Highmark Inc	C Corp					No
(6) United Concordia Life and Health Insuran 4401 Deer Path Road Harrisburg, PA 17110 23-1661402	Dental Insurance	PA	Highmark Inc	C Corp					No
(7) United Concordia Services Inc 4401 Deer Path Road Harrisburg, PA 17110 37-1494957	Dental Insurance	PA	Highmark Inc	C Corp					No
(8) Visionary Properties Inc 175 East Houston Street San Antonio, TX 18205 74-2849554	Leasing	PA	Highmark Inc	C Corp					No
(9) Visionary Retail Management Inc 175 East Houston Street San Antonio, TX 18205 74-2849552	Office Admin	TX	Highmark Inc	C Corp					No
(10) Visionworks Distribution Services Inc 175 East Houston Street San Antonio, TX 18205 04-3742989	Optical Retail	TX	Highmark Inc	C Corp					No
(11) Visionworks Enterprises Inc 175 East Houston Street San Antonio, TX 18205 35-2196998	Trademarks	TX	Highmark Inc	C Corp					No
(12) Visionworks Lab Services Inc 175 East Houston Street San Antonio, TX 18205 04-3742977	Optical Retail	TX	Highmark Inc	C Corp					No
(13) Visionworks of America Inc 175 East Houston Street San Antonio, TX 18205 74-2337775	Retail Sales	TX	Highmark Inc	C Corp					No
(14) Visionworks Inc 175 East Houston Street San Antonio, TX 18205 02-0677066	Optical Retail	TX	Highmark Inc	C Corp					No

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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
(91) West Penn Corporate Medical Servs Inc 4800 Friendship Avenue Pittsburgh, PA 15224 25-1437405	Medical Practice	TX	WPAHS INC	C Corp					No
(1) West Penn Neurosurgery PC 4800 Friendship Avenue Pittsburgh, PA 15224 25-1630719	Medical Practice	PA	WPAHS INC	C Corp					No
(2) West Virginia Family Health Plan Inc 1219 Virginia Street East Charleston, WV 25301 45-2763165	Insurance	PA	Highmark Inc	C Corp					No