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

OMB No 1545-0052

2015

Open to Public Inspection

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

For calendar year 2015 or tax year beginning OCT 1, 2015, and ending SEPT 30, 2016

Name of foundation
MAZDA FOUNDATION (USA), INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
7755 IRVINE CTR DRIVE

City or town, state or province, country, and ZIP or foreign postal code
IRVINE CA 92618

A Employer identification number
38-2952236

B Telephone number (see instructions)
949-727-1990

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,845,290

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	739,411			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	182,078	182,078	182,078	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		138,956		
8 Net short-term capital gain			4,340	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	921,489	321,034	186,418	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 1	3,712			3,712
b Accounting fees (attach schedule) STMT 1	23,685			23,685
c Other professional fees (attach schedule) STMT 1	51,579	51,579	51,579	51,579
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 1	17,463			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,569			5,569
22 Printing and publications				
23 Other expenses (attach schedule) STMT 1	9,905			
24 Total operating and administrative expenses. Add lines 13 through 23	111,913	51,579	51,579	84,545
25 Contributions, gifts, grants paid	626,342			818,150
26 Total expenses and disbursements. Add lines 24 and 25	738,255	51,579	51,579	902,695
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	183,234			
b Net investment income (if negative, enter -0-)		269,455		
c Adjusted net income (if negative, enter -0-)			134,839	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

MAY 22 2017

MAY 22 2017

MAY 22 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	857,846	341,806	341,806
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,970	3,740	3,740
	10a	Investments—U.S. and state government obligations (attach schedule)	1,780,047	1,453,118	1,453,118
	b	Investments—corporate stock (attach schedule) STMT 2	4,086,975	5,364,715	5,364,715
	c	Investments—corporate bonds (attach schedule) STMT 2	1,283,053	1,657,691	1,657,691
	11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) STMT 2	123,911	3,193	3,193
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ INTEREST RECEIVABLE)	17,598	21,027	21,027
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	8,151,400	8,845,290	8,845,290
Liabilities	17	Accounts payable and accrued expenses	5,970	471	
	18	Grants payable	357,886	166,078	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ STMT 3)	622	6,256	
	23	Total liabilities (add lines 17 through 22)	364,478	172,805	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	7,786,922	8,672,485	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	7,786,922	8,672,485	
	31	Total liabilities and net assets/fund balances (see instructions)	8,151,400	8,845,290	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,786,922
2	Enter amount from Part I, line 27a	2	183,234
3	Other increases not included in line 2 (itemize) ▶ STMT 4	3	735,329
4	Add lines 1, 2, and 3	4	8,705,485
5	Decreases not included in line 2 (itemize) ▶ STMT 4	5	33,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,672,485

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,952,689		3,813,733	138,956	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	138,956	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	4,340	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,744,103	9,090,355	0.1919
2013	1,377,584	8,741,029	0.1576
2012	412,790	8,032,096	0.0514
2011	280,971	7,842,166	0.0358
2010	503,053	7,950,133	0.0633
2 Total of line 1, column (d)		2	0.5000
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.1000
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	8,617,889
5 Multiply line 4 by line 3		5	861,789
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	2,695
7 Add lines 5 and 6		7	864,484
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	902,695

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		2,695
3	Add lines 1 and 2	3		2,695
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		2,695
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,068	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7		12,068
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9,373
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax 9,373 Refunded	11		0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.mazdafoundation.org</u>	X	
14 The books are in care of ► <u>Kathleen Smith</u> Telephone no. ► <u>949-727-1990</u> Located at ► <u>7755 Irvine Ctr Dr., Irvine, CA</u> ZIP+4 ► <u>92618</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.		<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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


If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STMT 6				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,919,202
b	Average of monthly cash balances	1b	808,897
c	Fair market value of all other assets (see instructions)	1c	21,027
d	Total (add lines 1a, b, and c)	1d	8,749,126
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,749,126
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	131,237
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,617,889
6	Minimum investment return. Enter 5% of line 5	6	430,894

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

1	Minimum investment return from Part X, line 6	1	430,894
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,695
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,695
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	428,199
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	428,199
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	428,199

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	902,695
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	902,695
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	902,695

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				428,199
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				594,787
e From 2014				1,300,827
f Total of lines 3a through e		1,895,614		
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ 902,695				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				428,199
e Remaining amount distributed out of corpus	474,496			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,370,110			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	2,370,110			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				594,787
d Excess from 2014				1,300,827
e Excess from 2015				474,496

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

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

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

	Tax year				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STMT 7				818,150
Total			▶	3a 818,150
b <i>Approved for future payment</i>				
Total			▶	3b 0

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

OMB No 1545-0047

2015

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

MAZDA FOUNDATION (USA), INC.

Employer identification number

38-2952236

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

Name of organization MAZDA FOUNDATION (USA), INC.	Employer identification number 38-2952236
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MAZDA MOTOR OF AMERICA, INC. 7755 IRVINE CTR DR IRVINE, CA 92618	\$ 739,411	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
MAZDA FOUNDATION (USA), INC.	38-2952236

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

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

Name of organization MAZDA FOUNDATION (USA), INC.	Employer identification number 38-2952236
--	--

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

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016****STATEMENT 1**

<u>DESCRIPTION</u>	<u>(A)</u> <u>EXPENSES</u> <u>PER BOOKS</u>	<u>(B)</u> <u>NET INVEST-</u> <u>MENT INCOME</u>	<u>(C)</u> <u>ADJUSTED</u> <u>NET INCOME</u>	<u>(D)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
PART I, LINE 16a - LEGAL FEES FEES TO MAINTAIN LEGAL COMPLIANCE	3,712			3,712
PART I, LINE 16b - ACCOUNTING FEES AUDIT FEES	23,685			23,685
PART I, LINE 16c - OTHER PROFESSIONAL FEES INVESTMENT FEES	51,579	51,579	51,579	51,579
PART I, LINE 18 - TAXES				
FOREIGN TAXES	3,499			
FEDERAL EXCISE TAXES	8,330			
DEFERRED TAXES	5,634			
TOTAL	<u>17,463</u>	<u>0</u>	<u>0</u>	<u>0</u>
PART I, LINE 23 - OTHER EXPENSES				
FEDERAL/STATE FILING FEES	4,386			
SEMINAR/CONFERENCE FEES	2,700			
MISC	2,819			
TOTAL	<u>9,905</u>	<u>0</u>	<u>0</u>	<u>0</u>

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016****STATEMENT 2**

<u>DESCRIPTION</u>	<u>U.S</u> <u>GOV'T</u>	<u>OTHER</u> <u>GOV'T</u>	<u>END OF YEAR</u>	
			<u>BOOK</u> <u>VALUE</u>	<u>FAIR MARKET</u> <u>VALUE</u>
PART II, LINE 10a - U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				
Morgan Stanley Smith Barney LLC	X		1,453,118	1,453,118
TOTAL			<u>1,453,118</u>	<u>1,453,118</u>
PART II, LINE 10b - CORPORATE STOCK				
Morgan Stanley Smith Barney LLC			5,364,715	5,364,715
TOTAL			<u>5,364,715</u>	<u>5,364,715</u>
PART II, LINE 10c - CORPORATE BONDS				
Morgan Stanley Smith Barney LLC			1,657,691	1,657,691
TOTAL			<u>1,657,691</u>	<u>1,657,691</u>
PART II, LINE 13 - OTHER INVESTMENTS				
Morgan Stanley Smith Barney LLC. CEF & ETF Investments		X	3,193	3,193
TOTAL			<u>3,193</u>	<u>3,193</u>

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016**

STATEMENT 3**DESCRIPTION****BEG OF YEAR
BOOK
VALUE****END OF YEAR
BOOK
VALUE****PART II, LINE 22 - OTHER LIABILITIES**

Deferred Excise Tax Payable

622**6,256****TOTAL****622****6,256**

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016**

STATEMENT 4**DESCRIPTION****Part III, LINE 3 - Analysis of Changes in Net Assets or Fund Balances**

Contributions - in-kind services	33,000
Realized gain/-Schedule C	138,956
Unrealized gain/-Schedule B	563,373
TOTAL	<u>735,329</u>

Part III, LINE 5 - Analysis of Changes in Net Assets or Fund Balances

Accrued admin exp	33,000
TOTAL	<u>33,000</u>

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016**

STATEMENT 5DESCRIPTION

PART VII-A, LINE 8a - REGISTERED WITH THE FOLLOWING STATES:

Alabama
Alaska
Arkansas
California
Colorado
Connecticut
District of Columbia
Florida
Georgia
Hawaii
Illinois
Kansas
Kentucky
Maine
Maryland
Massachusetts
Michigan
Minnesota
Mississippi
New Hampshire
New Jersey
New Mexico
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon
Pennsylvania
Rhode Island
South Carolina
Tennessee
Utah
Virginia
Washington
West Virginia
Wisconsin

FORM 990-PF**FOR FISCAL YEAR ENDED 9/30/2016****STATEMENT 6****DESCRIPTION****PART VIII, LINE 1 - OFFICERS**

	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Masahiro Moro 7755 Irvine Ctr Dr , Irvine, CA 92618	Chairman/Trustee 1	0	0	0
Robert Davis 7755 Irvine Ctr Dr., Irvine, CA 92618	Pres/Trustee 1	0	0	0
Renee Barron 7755 Irvine Ctr Dr., Irvine, CA 92618	Secretary/Trustee 1	0	0	0
Kathleen Smith 7755 Irvine Ctr Dr., Irvine, CA 92618	Treasurer/Trustee 1	0	0	0

FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2016

STATEMENT 7DESCRIPTION**PART XV, SUPPLEMENTARY INFORMATION****3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a. Paid during the year</i>				
Project Access 4209 Westerly Place, Suite 113 Newport Beach, CA 92660	N/A	EXEMPT	To fund after-school program	15,000
Second Harvest Food Bank, OC 426-A W. Almond Ave Orange, CA 92866	N/A	EXEMPT	Funding for purchase of food	166,000
Student Conservation 689 River Road Charlestown, NH	N/A	EXEMPT	Provide Scholarship	50,000
Challenged Athletes Foundation 9591 Waples Street San Diego, CA 92121	N/A	EXEMPT	Assist injured military personnel in pursuing an active lifestyle by funding equip, coaching and training expenses	130,000
Clemson University 155 Old Greenville Highway Clemson, SC 29631	N/A	EXEMPT	To fund graduate fellowship program	30,000
Shoes That Fit 1420 N. Claremont Blvd., Ste 107-B Claremont, CA 91711	N/A	EXEMPT	Sponsor program to provide clothing and school supplies for children in need	10,000
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	N/A	EXEMPT	Funding for purchase and distribution of food	20,000
JDRF International 2425 Fountainview, Ste 280 Houston, TX 77057	N/A	EXEMPT	Funding for research to prevent, treat and find a cure for juvenile diabetes	10,000
Rosenberg-Richmond Helping Hands P.O. Box 1268 Richmond, TX 77406	N/A	EXEMPT	Funding for purchase and distribution of food and clothing	8,000
Orangewood Children's Foundation 1575 E. 17th Street Santa Ana, CA 92705	N/A	EXEMPT	Sponsor program to aid foster children with enrichment activities, one-on-one support and workshops teaching life skills	20,000

FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2016

STATEMENT 7

DESCRIPTION

PART XV, SUPPLEMENTARY INFORMATION

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

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a. Paid during the year</i>				
Prevent Child Abuse Utah 2955 Harrison Blvd. Suite 104 Ogden, UT 84430	N/A	EXEMPT	Funding to prevent child abuse through various programs and services	12,150
My Stuff Bags Foundation 5347 Sterling Ctr Dr. Westlake Village, CA 91361	N/A	EXEMPT	Provide funding to support agencies caring rescued children in shelters and foster care	60,000
JASW 1819 L St., NW 82 Wash DC 20036	N/A	EXEMPT	Provide funding to support educational programs to promote greater cultural understanding between US and Japan	25,000
Monique Burr Foundation for Children 7807 Baymeadows Rd East, Ste 205 Jacksonville, FL 32256	N/A	EXEMPT	Provide funding for prevention education programs against abuse and bullying	10,000
SPCA of Monterey County 1002 Monterey Salinas Highway Salinas, CA 93908	N/A	EXEMPT	Provide funding for care and rescue of animals and pet adoption programs	25,000
Virginia State University Foundation 1 Hayden Dr., Box 9071 Petersburg, VA 23806	N/A	EXEMPT	Provide Scholarship	10,000
VirginiaFIRST 2500 West Broad St. Richmond, VA 23220	N/A	EXEMPT	Provide funding to organize STEM-based workshops to motivate the youth to pursue STEM studies	10,000
After School All Stars 5670 Wilshire Blvd., Ste 620 Los Angeles, CA 90036	N/A	EXEMPT	Provide funding for an after-school program	60,000
Casa Romantica Cultural Center and Gardens 415 Avenida Granada San Clemente, CA 92672	N/A	EXEMPT	Provide funding for programs in arts, music, history, horticulture, and literature to local elementary schools	5,000
Working Wardrobes for a New Start 3030 Pullman Street, Suite A Costa Mesa, CA 92626	N/A	EXEMPT	Provide assistance to veterans and help them achieve self-sufficiency, financial stability and success	10,000

FORM 990-PF
FOR FISCAL YEAR ENDED 9/30/2016

STATEMENT 7

DESCRIPTION

PART XV, SUPPLEMENTARY INFORMATION

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

Recipient Name and Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a. Paid during the year</i>				
Building Homes for Heroes, Inc 65 Roosevelt Ave. Suite 105 Valley Stream, NY 11581	N/A	EXEMPT	Provide funds to support building or modifying homes for wounded veterans	60,000
Farm Share, Inc 14125 SW 320th Street Homestead, FL 33033	N/A	EXEMPT	Provide funds to distribute donated foods to community groups in Florida.	10,000
Girls in the Game 1501 W. Randolph Street Chicago, IL 60607	N/A	EXEMPT	Provide funds to support after school programs, interactive day camps, and teen-led workshops	20,000
Lunches of Love P.O. Box 1161 Rosenberg, TX 77471	N/A	EXEMPT	Provide funds for child hunger relief.	12,000
Quality Services for the Autism Community 253 West 35th Street, 14th Floor New York, NY 10001	N/A	EXEMPT	Provide funds for self-advocacy program for young adults with autism	10,000
Companion Animal Alliance of Baton Rouge 2680 Progress Road Baton Rouge, LA 70807	N/A	EXEMPT	Funding to manage animal control shelter, offer pet education and assist in animal medical care needs	10,000
Greater Baton Rouge Food Bank 10600 S. Choctaw Drive Baton Rouge, LA 70815	N/A	EXEMPT	Providing food and educational outreach to those affected by the flooding in Louisiana by providing .	10,000
Total				<u>818,150</u>