

EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE FLATLEY FOUNDATION		A Employer identification number 04-2763837
Number and street (or P.O. box number if mail is not delivered to street address) 45 BRAINTREE HILL OFFICE PARK	Room/suite 300	B Telephone number 781-849-5100
City or town, state or province, country, and ZIP or foreign postal code BRAINTREE, MA 02184-8754		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 503485625	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	2000000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7602074.	7587855.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6963702.			STATEMENT 1
	b Gross sales price for all assets on line 6a	731737044.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	75538.	75538.		STATEMENT 3
	12 Total. Add lines 1 through 11	2713910.	7663393.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	2984401.	0.		2984401.
	15 Pension plans, employee benefits	273792.	0.		273792.
	16a Legal fees STMT 4	183091.	0.		183091.
b Accounting fees STMT 5	112674.	0.		112674.	
c Other professional fees STMT 6	1616303.	1616303.		0.	
17 Interest					
18 Taxes STMT 7	118948.	118948.		0.	
19 Depreciation and depletion	45311.	0.			
20 Occupancy					
21 Travel, conferences, and meetings	56239.	0.		56239.	
22 Printing and publications					
23 Other expenses STMT 8	11028224.	55049.		10973175.	
24 Total operating and administrative expenses. Add lines 13 through 23	16418983.	1790300.		14583372.	
25 Contributions, gifts, grants paid	11792130.			11792130.	
26 Total expenses and disbursements. Add lines 24 and 25	28211113.	1790300.		26375502.	
27 Subtract line 26 from line 12	-25497203.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		5873093.			
c Adjusted net income (if negative, enter -0-)			N/A		

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	0.		
	2 Savings and temporary cash investments	193687819.	119662768.	119662768.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	0.	34106173.	30663249.
	b Investments - corporate stock STMT 11	270983666.	168154298.	176270289.
	c Investments - corporate bonds STMT 12	11064856.	52428326.	51919414.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13		51610018.	127392205.	124743071.
14 Land, buildings, and equipment basis ▶ 1018942.				
Less accumulated depreciation STMT 9 ▶ 985531.		78722.	33411.	33411.
15 Other assets (describe ▶ STATEMENT 14)		43728.	193423.	193423.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		527468809.	501970604.	503485625.
17 Accounts payable and accrued expenses		21601.	20599.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	21601.	20599.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	137499715.	137499715.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	389947493.	364450290.	
30 Total net assets or fund balances	527447208.	501950005.		
31 Total liabilities and net assets/fund balances	527468809.	501970604.		

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	527447208.
2 Enter amount from Part I, line 27a	2	-25497203.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	501950005.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	501950005.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 731737044.		737225862.	-5488818.

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			-5488818.

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	-5488818.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year. See the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	26918489.	540559594.	.049797
2014	27085292.	552169362.	.049053
2013	25582039.	534786991.	.047836
2012	21915033.	522166332.	.041969
2011	18754408.	534405811.	.035094

2 Total of line 1, column (d)	2	.223749
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	.044750
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	500187672.
5 Multiply line 4 by line 3	5	22383398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	58731.
7 Add lines 5 and 6	7	22442129.
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	26375502.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	58731.
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	0.
3	Add lines 1 and 2	3	58731.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	58731.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	257882.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	257882.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	199151.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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 ► N/A	X	
14 The books are in care of ► THE FLATLEY FOUNDATION Telephone no ► 781-849-5100 Located at ► THE FLATLEY COMPANY, BRAINTREE, MA, BRAINTREE, MA ZIP+4 ► 02184-8754		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input 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		N/A
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)		N/A
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 2016?		X

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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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?

N/A

7b

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.

(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
JOHN J. FLATLEY 45 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 20.00	0.	0.	0.
DANIEL T. FLATLEY 45 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 20.00	0.	0.	0.
MARY MARGARET DARLING 45 BRAINTREE HILL PARK BRAINTREE, MA 02184	TRUSTEE 20.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
CLAUDIA ORDONEZ - 529 MAIN STREET, CHARLESTOWN, MA 02129	CHIEF MEDICAL 40.00	OFFICER 380000.	1140.	0.
RICHARD FITZPATRICK - 529 MAIN STREET, CHARLESTOWN, MA 02129	CEO/CSO 40.00	295063.	15167.	0.
JOHN FERKANY - 529 MAIN STREET, CHARLESTOWN, MA 02129	SVP OF DEVELOPMENT 40.00	205663.	11176.	0.
ANDREW KOLODZIEJ - 529 MAIN STREET, CHARLESTOWN, MA 02129	VP SAFETY & TOXICOLOGY 40.00	197329.	15167.	0.
JINLIANG SUI - 529 MAIN STREET, CHARLESTOWN, MA 02129	VP HTS & INFORMATICS 40.00	189903.	15167.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CLOUGH CAPITAL PARTNERS, L.P. 260 FRANKLIN ST., BOSTON, MA 02110	INVESTMENT MGMT SVC	1122344.
ACCELERATION LABORATORY SERVICES 2634 NE HAGAN RD, LEE'S SUMMIT, OH 64064	CONTRACT RESEARCH	1000105.
CALVERT LABORATORIES, INC 130 DISCOVERY DR., SCOTT TOWNSHIP, PA 18447	CONTRACT RESEARCH	887040.
CELERION INC. 621 ROSE ST., LINCOLN, NE 68502	CONTRACT RESEARCH	884133.
RICERCA BIOSCIENCES LLC PO BOX 932488, CLEVELAND, OH 44193	CONTRACT RESEARCH	685738.
Total number of others receiving over \$50,000 for professional services		25

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 15	14318012.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	359520920.
b	Average of monthly cash balances	1b	147895170.
c	Fair market value of all other assets	1c	388653.
d	Total (add lines 1a, b, and c)	1d	507804743.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	507804743.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7617071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	500187672.
6	Minimum investment return. Enter 5% of line 5	6	25009384.

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	25009384.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	58731.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58731.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24950653.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24950653.
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	24950653.

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	26375502.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26375502.
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	5	58731.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26316771.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				24950653.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			15790734.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 26375502.				
a Applied to 2015, but not more than line 2a			15790734.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				10584768.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				14365885.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

- 3** Subtract line 2d from line 2c
Complete 3a, b, or c for the
alternative test relied upon

- a "Assets" alternative test - enter
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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 Name and address (home or business)	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
a Paid during the year				
SEE STATEMENT 16				11792130.
Total			3a	11792130.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2016)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|--------------|-----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes |
| | 1a(1) | |
| | 1a(2) | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

▶ 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

OMB No 1545-0047

2016

Name of the organization

THE FLATLEY FOUNDATION

Employer identification number

04-2763837

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 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE FLATLEY FOUNDATION

04-2763837

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	CHARLOTTE E. FLATLEY 50 FATHER CARNEY DRIVE MILTON, MA 02186	\$ 2000000.	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

THE FLATLEY FOUNDATION

04-2763837

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

Employer identification number

THE FLATLEY FOUNDATION

04-2763837

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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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 CLOUGH FUND		P		
c PY WASH SALES RELEASED		P		
d MERRILL LYNCH		P		
e PARTNERSHIP K-1 INCOME		P		
f PTP SALES		P		
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
o				

(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 729700789.		735882270.	-6181481.
b 1467684.			1467684.
c		32027.	-32027.
d 1883.			1883.
e		1223657.	-1223657.
f		87908.	-87908.
g 566688.			566688.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-6181481.
b			1467684.
c			-32027.
d			1883.
e			-1223657.
f			-87908.
g			566688.
h			
i			
j			
k			
l			
m			
n			
o			

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	-5488818.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) (F) DEPREC. GAIN OR LOSS
729700789.	737389181.	0.	0. -7688392.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLOUGH FUND	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) (F) DEPREC. GAIN OR LOSS
1467684.	0.	0.	0. 1467684.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PY WASH SALES RELEASED	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) (F) DEPREC. GAIN OR LOSS
0.	0.	0.	0. 0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MERRILL LYNCH	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1883.	0.	0.	0.	1883.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PARTNERSHIP K-1 INCOME	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1223657.	0.	0.	-1223657.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PTP SALES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	87908.	0.	0.	-87908.

CAPITAL GAINS DIVIDENDS FROM PART IV

566688.

TOTAL TO FORM 990-PF, PART I, LINE 6A

-6963702.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	7490364.	566688.	6923676.	6909457.	
INTEREST	678398.	0.	678398.	678398.	
TO PART I, LINE 4	8168762.	566688.	7602074.	7587855.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP K-1	10093.	10093.	
SUBSTITUTE PAYMENTS IN LIEU	47.	47.	
1099-MISC 1292	59704.	59704.	
OCZ TECH/FANNIE MAE	5694.	5694.	
TOTAL TO FORM 990-PF, PART I, LINE 11	75538.	75538.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ELMORE PATENT LAW GROUP	131902.	0.		131902.
WILMERHALE	13309.	0.		13309.
JACKSON LEWIS	2711.	0.		2711.
M. ROSEN	35169.	0.		35169.
TO FM 990-PF, PG 1, LN 16A	183091.	0.		183091.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FMC MANAGEMENT FEE	109754.	0.		109754.	
ANDERSEN TAX	2920.	0.		2920.	
TO FORM 990-PF, PG 1, LN 16B	112674.	0.		112674.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CLOUGH CAPITAL INV MGT FEE	1122344.	1122344.		0.	
FMC MANAGEMENT FEE	447173.	447173.		0.	
FIDELITY (FIAM)	46786.	46786.		0.	
TO FORM 990-PF, PG 1, LN 16C	1616303.	1616303.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	118948.	118948.		0.	
TO FORM 990-PF, PG 1, LN 18	118948.	118948.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL REPORT FEES	1500.	0.		1500.	
OFFICE SUPPLIES	50969.	0.		50969.	
IT & COMPUTER MAINTENANCE	400134.	0.		400134.	
LAB SUPPLIES	2057811.	0.		2057811.	
INVESTMENT EXPENSE	55049.	55049.		0.	
REPAIRS & MAINTENANCE	25816.	0.		25816.	
LAB RECRUITING	55634.	0.		55634.	
INSURANCE	110053.	0.		110053.	
OUTSIDE SERVICES	622955.	0.		622955.	
CHEMICAL LIBRARIES	212416.	0.		212416.	
CONTRACT RESEARCH	7275675.	0.		7275675.	
UTILITIES	59265.	0.		59265.	
DUES AND SUBSCRIPTIONS	32081.	0.		32081.	
SMALL EQUIPMENT	33593.	0.		33593.	
SAFETY	3259.	0.		3259.	
LICENSES	18000.	0.		18000.	
VOLUNTEER	4155.	0.		4155.	
MISCELLANEOUS	3027.	0.		3027.	
EDUCATION & TRAINING	6832.	0.		6832.	
TO FORM 990-PF, PG 1, LN 23	11028224.	55049.		10973175.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
OFFICE FURNITURE	11996.	11996.	0.	0.	
PHONES	1139.	1139.	0.	0.	
HP COMPUTER	4692.	4692.	0.	0.	
LAB EQUIPMENT	185000.	185000.	0.	0.	
LAB EQUIPMENT	334123.	300712.	33411.	33411.	
LAB EQUIPMENT	28900.	28900.	0.	0.	
LAB EQUIPMENT	453092.	453092.	0.	0.	
TO 990-PF, PART II, LN 14	1018942.	985531.	33411.	33411.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 10A	X		34106173.	30663249.
TOTAL U.S. GOVERNMENT OBLIGATIONS			34106173.	30663249.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			34106173.	30663249.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 11A	168154298.	176270289.
TOTAL TO FORM 990-PF, PART II, LINE 10B	168154298.	176270289.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 12A	52428326.	51919414.
TOTAL TO FORM 990-PF, PART II, LINE 10C	52428326.	51919414.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 13A	COST	127392205.	124743071.
TOTAL TO FORM 990-PF, PART II, LINE 13		127392205.	124743071.

FORM 990-PF	OTHER ASSETS	STATEMENT 14
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	43728.	193423.	193423.
TO FORM 990-PF, PART II, LINE 15	43728.	193423.	193423.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 15
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ACTIVITY ONE

THE FLATLEY DISCOVERY LAB IS A BRANCH OF THE FLATLEY FOUNDATION, CREATED TO CARRY OUT CHARITABLE ACTIVITIES OF THE FLATLEY FOUNDATION. THE FLATLEY DISCOVERY LAB CONDUCTS IN-HOUSE RESEARCH FOR THE PURPOSE OF DISCOVERING A CURE FOR CYSTIC FIBROSIS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

14318012.

The Flatley Foundation
Form 990-PF
2016

Part I, Line 25 Grants and Contributions Paid During the Year

Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
A Woman's Concern Inc Revere, MA	None/Public Charity	Medical Clinic	Health Services	160,000
Aceing Autism Inc Los Angeles, CA	None/Public Charity	Unrestricted	Health Services	500,000
ALS Family Charitable Foundation Inc Buzzards Bay, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
American Ireland Fund Boston, MA	None/Public Charity	Unrestricted	Public Benefit	25,000
American's United for Life Washington, DC	None/Public Charity	Unrestricted	Public Benefit	25,000
Americares Inc Stamford, CT	None/Public Charity	El Salvador Clinic	Human Services	1,250,000
Arc of the South Shore North Weymouth, MA	None/Public Charity	Unrestricted	Social Services	15,000
Archdiocese of Boston Braintree, MA	None/Public Charity	Regina Cleri Retirement Fund	Social Services	500,000
Benedictine Nuns St Scholastica Priory Petersham, MA	None/Public Charity	Unrestricted	Social Services	100,000
Benjamin Franklin Institute of Technology Boston, MA	None/Public Charity	Scholarship Support	Education	50,000
Beth Israel Deaconess Medical Center Boston, MA	None/Public Charity	Chaplain Position	Public Benefit	43,450
Bethany Health Care Center Framingham, MA	None/Public Charity	Activity Center	Social Services	100,000
Bishop's Charitable Assistance Fund Manchester, NH	None/Public Charity	Unrestricted	Social Services	10,000
Blessed John XXIII National Seminary Weston, MA	None/Public Charity	Language Ministry	Social Services	50,000
Boston Center for Pregnancy Choices Boston, MA	None/Public Charity	Unrestricted	Social Services	25,000
Boston College Newton, MA	None/Public Charity	Scholarship Support	Education	100,000
Boston College Newton, MA	None/Public Charity	Urban Catholic Teachers Corp	Education	150,000
Boston Globe Foundation Boston, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Boston Health Care for the Homeless Program Inc Boston, MA	None/Public Charity	Unrestricted	Social Services	25,000
Boston Higashi School, Inc Randolph, MA	None/Public Charity	Scholarship Support	Education	50,000

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Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
Boston Medical Center Boston, MA	None/Public Charity	Unrestricted	Health Services	50,000
Boys & Girls Clubs of Boston Inc Boston, MA	None/Public Charity	Unrestricted	Social Services	25,000
Bridge Over Troubled Waters Boston, MA	None/Public Charity	Unrestricted	Social Services	20,000
Brigham & Womens Hospital Boston, MA	None/Public Charity	ALS Research	Public Benefit	100,000
Camp Fatima Gilmanton Iron Works, NH	None/Public Charity	Unrestricted	Social Services	10,000
Cardinal Cushing Centers Hanover, MA	None/Public Charity	Unrestricted	Education	75,000
Cardinal Spelling High School Brockton, MA	None/Public Charity	Scholarship Support	Education	50,000
Cape Cod Healthcare Foundation Hyannis, MA	None/Public Charity	VNA Support	Health Services	50,000
Cape Cod Military Support Foundation Inc Falmouth, MA	None/Public Charity	Unrestricted	Public Benefit	5,000
Care, USA Cambridge, MA	None/Public Charity	Bridge to the Future	Human Services	200,000
Caritas Communities Braintree, MA	None/Public Charity	Unrestricted	Social Services	25,000
Carroll Center for the Blind, Inc Newton, MA	None/Public Charity	Unrestricted	Social Services	30,000
Cathedral High School Boston, MA	None/Public Charity	Scholarship Support	Education	50,000
Catholic Center Boston University Boston, MA	None/Public Charity	Unrestricted	Social Services	20,000
Catholic Medical Center Manchester, NH	None/Public Charity	Unrestricted	Health Services	50,000
Catholic Memorial School West Roxbury, MA	None/Public Charity	Scholarship Support	Education	30,000
Catholic Memorial School West Roxbury, MA	None/Public Charity	Unrestricted	Education	10,000
Catholic Memorial School West Roxbury, MA	None/Public Charity	Emergency Relief Fund	Education	100,000
Catholic Schools Foundation, Inc Boston, MA	None/Public Charity	Inner City Scholarship Fund	Education	200,000
Catholic TV Network Watertown, MA	None/Public Charity	Unrestricted	Social Services	5,000

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Catholic University of America Washington, DC	None/Public Charity	Scholarship Support	Education	100,000
Christmas in the City Scituate, MA	None/Public Charity	Unrestricted	Public Benefit	20,000
Compassionate Care ALS West Falmouth, MA	None/Public Charity	Unrestricted	Health Services	25,000
Concern Worldwide US, Inc New York, NY	None/Public Charity	Unrestricted	Human Services	613,520
Cops for Kids with Cancer Inc Braintree, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Cristo Rey Boston High School Boston, MA	None/Public Charity	Scholarship Support	Education	48,000
Crudem Foundation Ludlow, MA	None/Public Charity	Hurricane Matthew	Human Services	25,000
Cystic Fibrosis Lifestyle Burlington, VT	None/Public Charity	Unrestricted	Health Services	65,000
Diocese of Manchester Manchester, NH	None/Public Charity	St Casimir School	Social Services	10,000
Dove Inc Quincy, MA	None/Public Charity	Unrestricted	Social Services	5,000
Elizabeth Seton Academy Dorchester, MA	None/Public Charity	Scholarship Support	Education	30,000
Elon University Elon, NC	None/Public Charity	Catholic Campus Ministry	Social Services	65,000
Emmaus Inc Haverhill, MA	None/Public Charity	Unrestricted	Social Services	5,000
Eternal World Television Network Inc Irondale, AL	None/Public Charity	Unrestricted	Social Services	5,000
Father Bills & Mainspring Inc Quincy, MA	None/Public Charity	Unrestricted	Social Services	25,000
Final Salute Inc. Haymarket, VA	None/Public Charity	Housing Program	Social Services	252,000
First Concern Pregnancy Resource Center Inc Clinton, MA	None/Public Charity	Unrestricted	Social Services	35,000
Focus Golden, CO	None/Public Charity	Unrestricted	Social Services	75,000
Franciscan Missionary Sisters for Africa Brighton, MA	None/Public Charity	Unrestricted	Human Services	78,000
Fraternite Notre Dame Inc San Francisco, CA	None/Public Charity	Unrestricted	Social Services	466,000

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Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
Friends of the Homeless, Inc Springfield, MA	None/Public Charity	Unrestricted	Social Services	10,000
Friends of the Unborn Inc Quincy, MA	None/Public Charity	Unrestricted	Social Services	50,000
Good Shepherd's Maria Droste Services Quincy, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Guiding Eyes for the Blind Yorktown Heights, NY	None/Public Charity	Unrestricted	Public Benefit	10,000
Heading Home Inc Cambridge, MA	None/Public Charity	Unrestricted	Social Services	50,000
Health Care Without Walls Wellesley, MA	None/Public Charity	Unrestricted	Social Services	100,000
Homes for Our Troops Inc Taunton, MA	None/Public Charity	Unrestricted	Social Services	100,000
House of Possibilities N Easton, MA 02356	None/Public Charity	Unrestricted	Social Services	100,000
Irish American Partnership, Inc Boston, MA	None/Public Charity	Unrestricted	Education	50,000
Irish Pastoral Centre Dorchester, MA	None/Public Charity	Unrestricted	Social Services	50,000
Jett Foundation Inc Kingston, MA	None/Public Charity	Unrestricted	Health Services	375,000
Laboure College Milton, MA	None/Public Charity	Scholarship Support	Education	30,000
Lasalle College Newton, MA	None/Public Charity	Academic Center	Education	25,000
Lost Tree Village Charitable Foundation Inc No Palm Beach, FL	None/Public Charity	Unrestricted	Public Benefit	10,000
Lowell Catholic Lowell, MA	None/Public Charity	Scholarship Support	Education	50,000
Malden Catholic High School Malden, MA	None/Public Charity	Scholarship Support	Education	50,000
Marian High School Framingham, MA	None/Public Charity	Scholarship Support	Education	50,000
Marine Corps Scholarship Foundation Alexandria, VA	None/Public Charity	Scholarship Support	Education	100,000
Massachusetts Citizens for Life Charitable Trust Boston, MA	None/Public Charity	Unrestricted	Public Benefit	20,000
Massachusetts General Hospital Boston, MA	None/Public Charity	Cystic Fibrosis Research	Public Benefit	25,000

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Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
Massachusetts Society for the Prevention of Cruelty to Animals Boston, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Medicines for Humanity Rockland, MA	None/Public Charity	Unrestricted	Health Services	10,000
Merrimack College North Andover, MA	None/Public Charity	"City of God" Program	Social Services	66,600
Montrose Foundation Inc Medfield, MA	None/Public Charity	Scholarship Support	Education	50,000
Mount Saint Mary's Abbey Wrentham, MA	None/Public Charity	Unrestricted	Social Services	35,000
My Brother's Keeper North Easton, MA	None/Public Charity	Unrestricted	Social Services	200,000
My Brother's Keeper North Easton, MA	None/Public Charity	Dartmouth Facility	Social Services	120,000
National Multiple Sclerosis Society Waltham, MA	None/Public Charity	Unrestricted	Public Benefit	10,000
Nativity Preparatory School Jamaica Plain, MA	None/Public Charity	Scholarship Support	Education	50,000
Nativity School of Worcester Worcester, MA	None/Public Charity	Scholarships	Education	25,000
Northeast Catholic College Warner, NH	None/Public Charity	Unrestricted	Education	150,000
NPH USA Chicago, IL	None/Public Charity	Unrestricted	Human Services	1,000,000
Oblates of the Virgin Mary Boston, MA	None/Public Charity	Scholarship Support	Social Services	5,000
Oblates of the Virgin Mary Boston, MA	None/Public Charity	Retreat House	Social Services	75,000
Oblates of the Virgin Mary Boston, MA	None/Public Charity	Unrestricted	Social Services	56,000
Order of Malta American Association New York, NY	None/Public Charity	Unrestricted	Social Services	11,100
Pan Massachusetts Challenge Trust Needham, MA	None/Public Charity	Unrestricted	Public Benefit	291,000
Partners in Health Boston, MA	None/Public Charity	Unrestricted	Human Services	50,000
Patriot Ledger Lend a Hand Foundation Quincy, MA	None/Public Charity	Unrestricted	Public Benefit	15,000

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Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
Quincy Community Action Programs Inc Quincy, MA	None/Public Charity	Unrestricted	Social Services	5,000
Rodman Ride for Kids Foxboro, MA	None/Public Charity	Unrestricted	Public Benefit	15,000
Rosie's Place Boston, MA	None/Public Charity	Unrestricted	Public Benefit	25,000
Sacred Heart School Kingston, MA	None/Public Charity	Scholarship Support	Education	25,000
Saint Agnes Parish Arlington, MA	None/Public Charity	Fidelity House	Social Services	250,000
Saint Anselm College Manchester, NH	None/Public Charity	Scholarship Support	Education	50,000
Saint Boniface Haiti Foundation Newton Upper Falls, MA	None/Public Charity	Unrestricted	Human Services	100,000
Saint Brendan's Church Bellingham, MA	None/Public Charity	Unrestricted	Social Services	10,000
Saint Columbkille Partnership School Brighton, MA	None/Public Charity	Scholarship Support	Education	100,000
Saint Francis House, Inc Boston, MA	None/Public Charity	Unrestricted	Social Services	25,000
Saint Gerard Mayella Church Canton, MA	None/Public Charity	Unrestricted	Social Services	30,000
Saint John's Seminary Brighton, MA	None/Public Charity	Unrestricted	Social Services	31,000
Saint John the Evangelist Parish Townsend, MA 04169	None/Public Charity	Unrestricted	Social Services	2,000
Saint Mary's Education Fund Fall River, MA	None/Public Charity	Scholarship Support	Education	50,000
Saint Mary's Jr-Sr High School Lynn, MA	None/Public Charity	Scholarship Support	Education	50,000
Saint Mary Parish Waltham, MA	None/Public Charity	After School Program	Education	100,000
Saint Mary's Women and Children's Center, Inc. Dorchester, MA	None/Public Charity	Unrestricted	Social Services	15,000
Saint Rock Harti Foundation Milton, MA	None/Public Charity	Scholarship Support	Education	40,000
Saint Rock Harti Foundation Milton, MA	None/Public Charity	Unrestricted	Human Services	162,000
Saint Rose of Lima Church Chelsea, MA	None/Public Charity	Unrestricted	Social Services	1,000

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Organization	Relationship of Donee/ Organizational Status of Donee	Purpose	Category	2016 Amount
Salvation Army Canton, MA	None/Public Charity	Unrestricted	Social Services	75,000
Ski for Light Inc Minneapolis, MN	None/Public Charity	Unrestricted	Social Services	5,000
South Shore Initiative Corp Weymouth, MA	None/Public Charity	Unrestricted	Social Services	5,000
Stonehill College Easton, MA	None/Public Charity	H O P E Program	Education	100,000
Straight Ahead Ministries Worcester, MA	None/Public Charity	Unrestricted	Social Services	100,000
Teen Challenge New England, Inc Brockton, MA	None/Public Charity	Unrestricted	Social Services	180,500
Teen Challenge New England, Inc Brockton, MA	None/Public Charity	Women's Campus	Social Services	100,000
Teen Challenge of Puerto Rico, Inc Bayamon, PR	None/Public Charity	Unrestricted	Social Services	100,000
Tenacity, Inc Boston, MA	None/Public Charity	Unrestricted	Public Benefit	25,000
Thayer Academy Braintree, MA	None/Public Charity	Camp Thayer	Education	5,000
Tufts Medical Center Physicians Boston, MA	None/Public Charity	Unrestricted	Health Services	10,000
United Way of MA Bay & Merrimack Valley Boston, MA	None/Public Charity	Unrestricted	Social Services	5,000
Ursuline Academy Dedham, MA	None/Public Charity	Scholarship Support	Education	184,960
Wentworth Institute of Technology Boston, MA	None/Public Charity	Scholarship Support	Education	50,000
TOTAL				\$ 11,792,130

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Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	01/01/09	SL	7.00		16	11996.				11996.	11996.		0.	11996.
2	PHONES	01/01/09	SL	7.00		16	1139.				1139.	1139.		0.	1139.
3	HP COMPUTER	01/01/09	SL	5.00		16	4692.				4692.	4692.		0.	4692.
4	LAB EQUIPMENT	12/21/09	SL	5.00		16	185000.				185000.	185000.		0.	185000.
5	LAB EQUIPMENT	06/30/10	SL	5.00		16	334123.				334123.	300712.		0.	300712.
6	LAB EQUIPMENT	12/31/10	SL	5.00		16	28900.				28900.	28900.		0.	28900.
7	LAB EQUIPMENT	06/30/11	SL	5.00		16	453092.				453092.	407781.		45311.	453092.
	* TOTAL 990-PF PG 1 DEPR						1018942.				1018942.	940220.		45311.	985531.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone