



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

- Do 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.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning, and ending

Name of foundation Mutual of Omaha Foundation			A Employer identification number 20-2176636	
Number and street (or P.O. box number if mail is not delivered to street address) Mutual of Omaha Plaza		Room/suite	B Telephone number (see instructions) (866) 663-8665	
City or town, state or province, country, and ZIP or foreign postal code Omaha Nebraska 68175				
Foreign country name		Foreign province/state/country	Foreign postal code	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 69,368,128		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
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) (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,473	2,473		
	4 Dividends and interest from securities	696,340	696,340		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,055,837			
	b Gross sales price for all assets on line 6a	1,055,837			
	7 Capital gain net income (from Part IV, line 2)		1,055,837		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,772				
12 Total. Add lines 1 through 11	1,756,422	1,754,650	0		
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)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	177,807	145,954		
	24 Total operating and administrative expenses. Add lines 13 through 23	177,807	145,954	0	0
	25 Contributions, gifts, grants paid	3,504,059			3,504,059
26 Total expenses and disbursements. Add lines 24 and 25	3,681,866	145,954	0	3,504,059	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,925,444				
b Net investment income (if negative, enter -0-)		1,608,696			
c Adjusted net income (if negative, enter -0-)			0		

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					
	2 Savings and temporary cash investments			1,014,825	1,006,932	1,006,932
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			10,655	18,837	18,837
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)			68,746,704	68,342,359	68,342,359
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			69,772,184	69,368,128	69,368,128
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ Taxes Payable)					
	23 Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24 Unrestricted			69,772,184	69,368,128	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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)			0	0	
	31 Total liabilities and net assets/fund balances (see instructions)			0	0	

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	69,772,184
2 Enter amount from Part I, line 27a	2	-1,925,444
3 Other increases not included in line 2 (itemize) ▶ See Attached	3	1,521,388
4 Add lines 1, 2, and 3	4	69,368,128
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	69,368,128

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	Securities Held by Merrill Lynch and Cambridge		Various	Various
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 1,055,837			1,055,837
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			1,055,837
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	1,055,837
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	4,262,560	72,624,053	0.058694
2014	3,429,169	65,630,103	0.052250
2013	3,402,674	47,291,402	0.071951
2012	1,907,693	36,334,722	0.052503
2011	2,887,364	37,091,321	0.077845

2 Total of line 1, column (d)	2	0.313243
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	0.062649
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	69,532,035
5 Multiply line 4 by line 3	5	4,356,112
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,087
7 Add lines 5 and 6	7	4,372,199
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	3,504,059

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	32,174
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	32,174
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	32,174
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	51,011
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	51,011
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,837
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax 18,837 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NE		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.mutualofomahafoundation.org</u>	13	X	
14	The books are in care of ► <u>Laura A Fender</u> Telephone no ► <u>(402) 351-8026</u> Located at ► <u>Mutual of Omaha Plaza, Omaha, NE</u> ZIP+4 ► <u>68175</u>			
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 ► 15			
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 ►	16	Yes	No 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 ► <input type="checkbox"/>	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ► 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)	2b	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. ► 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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016</i>)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Part VII-B	Statements Regarding Activities for Which Form 4720 May Be Required <i>(continued)</i>
-------------------	---

- | | | | | | |
|----|--|--|----|-----|---|
| 5a | <p>During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| b | <p>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)?</p> <p>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/></p> | | 5b | N/A | |
| c | <p>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?</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p> | <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> | | | |
| 6a | <p>Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| b | <p>Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870</i></p> | | 6b | | X |
| 7a | <p>At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> | <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | | | |
| b | <p>If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p> | | 7b | N/A | |

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
See Attached Schedule 2		0		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
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	68,250,799
b	Average of monthly cash balances	1b	2,340,099
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	70,590,898
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	70,590,898
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,058,863
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,532,035
6	Minimum investment return. Enter 5% of line 5	6	3,476,602

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	3,476,602
2a	Tax on investment income for 2016 from Part VI, line 5	2a	32,174
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,174
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,444,428
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,444,428
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,444,428

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	3,504,059
b	Program-related investments—total from Part IX-B	1b	
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	3,504,059
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,504,059

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,444,428
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	1,098,502			
b From 2012	170,890			
c From 2013	1,094,372			
d From 2014	200,487			
e From 2015	670,523			
f Total of lines 3a through e	3,234,774			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 3,504,059				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				3,444,428
e Remaining amount distributed out of corpus	59,631			
5 Excess distributions carryover applied to 2016 (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	3,294,405			
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				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)	1,098,502			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,195,903			
10 Analysis of line 9				
a Excess from 2012	170,890			
b Excess from 2013	1,094,372			
c Excess from 2014	200,487			
d Excess from 2015	670,523			
e Excess from 2016	59,631			

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> See attached Schedule 4				3,504,059
Total			▶ 3a	3,504,059
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

- 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?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
- (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	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

[illegible]

**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 _____

Executive Director
Title

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

**Mutual of Omaha Foundation
Form 990-PF, Return of Private Foundation
Part I and III - Line Item Support**

Part I - Analysis of Revenue and Expenses

Line 11 - Other Income

Proceeds From Securities Settlement	<u><u>1,772.00</u></u>
-------------------------------------	------------------------

Line 23 - Other Expenses

Investment Expenses	145,954.00
Income Tax Expense	31,818.00
Other Expense	<u>35.00</u>
	<u><u>177,807.00</u></u>

Part III - Analysis of Changes in Net Assets or Fund Balance

Line 3 - Other Increases

Unrealized Investment Gain	<u><u>1,521,388.00</u></u>
----------------------------	----------------------------

Mutual of Omaha Foundation # 20-2176636
Form 990-PF
Index
2016

**Schedule
Number**

- | | |
|----------|--|
| 1 | Investments - Regulated Investment Companies |
| 2 | Part VIII - Information about Officers & Directors |
| 3 | Part XV - Question 2b and 2d - Supplementary Information |
| 4 | (3 pages) Part XV - Grants and Contributions Paid - Details |

Mutual of Omaha Foundation #20-2176636
Form 990-PF
Investments - Regulated Investment Companies
2016

<u>Form 990-PF, Line 13</u>	<u>Beginning of Tax Year Year Market Value</u>	<u>End of Tax Year Market Value</u>
Merrill Lynch Investments	68,746,703.72	-
Cambridge Investments	-	68,342,359.07
Investments - Regulated Investment Companies	<u>68,746,703.72</u>	<u>68,342,359.07</u>

SCHEDULE 2

Mutual of Omaha Foundation # 20-2176636

Form 990-PF

Part VIII, Information About Officers, Directors, Trustees, Foundation Managers,
Highly Paid Employees, and Contractors

Name and Address	Title and Average Hours Per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans and Deferred Compensation	Expense Account, Other Allowances
Gail A. Graeve Mutual of Omaha Plaza Omaha, NE 68176	Executive Director, Director 20 hours	None	None	None
Laura A. Fender Mutual of Omaha Plaza Omaha, NE 68176	Treasurer, Director -.5 hours	None	None	None
David A. Diamond Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None
Dana E. Washington Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None
Richard C. Anderl Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None
Michelle A. Lebens Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None
Michael J. Homa Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None
Alexis N. Hayes Mutual of Omaha Plaza Omaha, NE 68176	Director - .5 hours	None	None	None

Mutual of Omaha Foundation, EIN 20-2176636
Form 990-PF
Part XV – Supplementary Information

Question 2b

As noted in Question 2d below, the Foundation's sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out its philanthropic objectives. In general, an organization seeking a grant from the Foundation will be required to submit an online application to the Foundation, which application may include the following information:

- Name, address, phone number and contact person of the organization.
- Mission of the organization.
- Description of the project for which grant funds are being requested.
- Names of the organization's board of directors.
- Verification of the organization's tax-exempt status.
- A current financial statement.
- Cost of the proposed project and the amount being sought from the Foundation.
- Budget for the proposed project.
- Organization's budget.
- A list of other sources of support and the amounts and types of their donations.
- An explanation of whether this is an ongoing activity or a one-time project.

Question 2d

The Foundation does require a grant agreement which specifies the respective responsibilities of the Foundation and the recipient; obligates the recipient to use the grant funds only for the purposes for which the grant was made; provides for periodic written reports concerning the use of the grant funds; requires a final written report and accounting of how grant funds were used; and acknowledges the authority of Mutual of Omaha Foundation to withhold and/or recover grant funds in case such funds are, or appear to be, misused.

The Foundation currently intends that its sole activity will be to make grants to other organizations which are exempt from taxation under Section 501(c)(3) in order to carry out the philanthropic objectives of Mutual of Omaha Insurance Company. The Foundation may also use its funds to engage directly in other 501(c)(3) exempt activities. The Foundation's mission is to break the cycle of poverty for families in the Omaha metropolitan area through funding major capital projects that strengthen our community. The Foundation intends to focus its philanthropy in the Omaha community within the following areas:

- **Basic Needs:** homeless prevention, affordable housing, community health, food and emergency shelter
- **Adult Self-Sufficiency:** workforce development, financial education, literacy and language, domestic violence, parenting classes
- **At-Risk Youth:** mentoring, out-of-school programs, teen parenting, college and career prep, abuse and neglect

Mutual of Omaha Foundation # 20-2176636

Form 990-PF

Part XV - Grants and Contributions Paid - Details

<u>Payable To</u>	<u>Foundation Status of Recipient</u>	<u>Date</u>	<u>Amount</u>
Texas Scottish Rite Hospital for Children	PC	02/14/2016	\$500 00
Telluride Adaptive Sports Program	PC	02/14/2016	\$500 00
University of Kansas School of Business	PC	02/14/2016	\$1,500.00
Alaska Christian College	PC	05/19/2016	\$260.87
Auburn University	PC	05/19/2016	\$100.00
Beckman Catholic High School	PC	05/19/2016	\$400.00
Christendom Educational Corpor	PC	05/19/2016	\$500.00
Creighton Preparatory School	PC	05/19/2016	\$525 00
Creighton University	PC	05/19/2016	\$1,800 00
D'Youville College	PC	05/19/2016	\$40 00
Doane College	PC	05/19/2016	\$1,500 00
Father Flanagan's Boys Home	PC	05/19/2016	\$1,000.00
Grace University	PC	05/19/2016	\$1,000 00
Gross Catholic High School	PC	05/19/2016	\$2,465 00
Hastings Catholic Schools	PC	05/19/2016	\$9 80
Kansas State University	PC	05/19/2016	\$80.00
Linfield College	PC	05/19/2016	\$260.87
Marian High School	PC	05/19/2016	\$1,050 00
Massachusetts College MCLA	PC	05/19/2016	\$500 00
McCook College	PC	05/19/2016	\$500 00
Mercy High School	PC	05/19/2016	\$250 00
Mt Michael Benedictine	PC	05/19/2016	\$1,000 00
New York University	PC	05/19/2016	\$100 00
North Park University	PC	05/19/2016	\$304 35
Northwest Missouri State	PC	05/19/2016	\$250.00
Omaha Christian Academy	PC	05/19/2016	\$173.91
Omaha Street School	PC	05/19/2016	\$1,000 00
Pius X High School	PC	05/19/2016	\$375.00
Rice University	PC	05/19/2016	\$25 00
Rockhurst University	PC	05/19/2016	\$100 00
Roncalli High School	PC	05/19/2016	\$1,000 00
Skidmore College	PC	05/19/2016	\$200 00
Skutt High School	PC	05/19/2016	\$600 00
St Francis Xavier School	PC	05/19/2016	\$100 00
St John Vianney College	PC	05/19/2016	\$50.00
St John's University	PC	05/19/2016	\$25 00
St Mary's Preparatory	PC	05/19/2016	\$500 00
St Teresa's Academy	PC	05/19/2016	\$50 00
Thomas Aquinas College	PC	05/19/2016	\$500 00
University of Colorado Foundat	PC	05/19/2016	\$980 40
University of Mississippi	PC	05/19/2016	\$1,000 00
University of Missouri - Kansas City	PC	05/19/2016	\$100.00
University of Missouri	PC	05/19/2016	\$100 00
University of Nebraska	PC	05/19/2016	\$834 00
University of Notre Dame	PC	05/19/2016	\$1,000 00
University of Oklahoma	PC	05/19/2016	\$100 00
University of Wisconsin	PC	05/19/2016	\$50 00
Wayne State College	PC	05/19/2016	\$200.00
University of Nebraska	PC	06/13/2016	\$40.20
Hastings Catholic Schools	PC	06/13/2016	\$40.20

<u>Payable To</u>	<u>Foundation Status of Recipient</u>	<u>Date</u>	<u>Amount</u>
University of Colorado Foundat	PC	06/13/2016	\$19 60
Siena Francis House	PC	06/30/2016	\$7,500 00
United Way of the Midlands	PC	06/30/2016	\$25,000.00
Big Brothers Big Sisters of the Midlands	PC	06/30/2016	\$25,000 00
Boys & Girls Clubs of the Midlands	PC	06/30/2016	\$25,000.00
Goodwill Industries	PC	06/30/2016	\$25,000 00
Latino Center of the Midlands	PC	06/30/2016	\$15,000 00
Legal Aid of Nebraska	PC	06/30/2016	\$35,000 00
Mercy Housing Midwest	PC	06/30/2016	\$10,000 00
MICAH House Corporation	PC	06/30/2016	\$10,000 00
Nebraska Children and Families Foundation	PC	06/30/2016	\$10,000 00
Omaha Home for Boys	PC	06/30/2016	\$15,000 00
OneWorld Community Health Centers, Inc	PC	06/30/2016	\$10,000.00
St Augustine Indian Mission School	PC	06/30/2016	\$30,000 00
Boy Scouts of America, Mid America Council	PC	06/30/2016	\$10,000 00
Community Education Foundation, Inc	PC	06/30/2016	\$25,000 00
Completely Kids	PC	06/30/2016	\$25,000 00
Food Bank for the Heartland	PC	06/30/2016	\$100,000 00
Girl Scouts Spirit of Nebraska	PC	06/30/2016	\$10,000.00
Heart Ministry Center	PC	06/30/2016	\$25,000 00
Heartland Family Service	PC	06/30/2016	\$35,000 00
Kids Can Community Center	PC	06/30/2016	\$25,000 00
Literacy Center for the Midlands	PC	06/30/2016	\$35,000 00
Lutheran Family Services of Nebraska	PC	06/30/2016	\$30,000 00
Together	PC	06/30/2016	\$35,000 00
Women's Center for Advancement	PC	06/30/2016	\$40,000 00
Bike Union Mentoring Project	PC	12/15/2016	\$2,500 00
Center for Holistic Development	PC	12/15/2016	\$5,000.00
Heartland Workers Center	PC	12/15/2016	\$7,500.00
inCOMMON Community Development	PC	12/15/2016	\$5,000 00
Justice for Our Neighbors - Nebraska	PC	12/15/2016	\$7,500 00
Metropolitan Community College Foundation	PC	12/15/2016	\$5,000.00
NorthStar Foundation	PC	12/15/2016	\$10,000 00
Omaha Healthy Kids Alliance	PC	12/15/2016	\$5,000 00
Together	PC	12/15/2016	\$5,000 00
Saving Grace Perishable Food Rescue	PC	12/15/2016	\$7,500.00
Family Housing Advisory Services	PC	12/15/2016	\$25,000.00
Visiting Nurse Health Services	SO I	12/15/2016	\$25,000 00
CASA for Douglas County	PC	12/15/2016	\$30,000 00
College Possible	PC	12/15/2016	\$10,000.00
Partnership 4 Kids	SO I	12/15/2016	\$25,000.00
Habitat for Humanity - Omaha	PC	12/15/2016	\$50,000 00
Nebraska Children's Home Society	PC	12/15/2016	\$25,000 00
Stephen Center	PC	12/15/2016	\$25,000.00
Heartland Hope Mission	PC	12/15/2016	\$30,000 00
Carole's House of Hope	PC	12/15/2016	\$10,000 00
Girls Inc	PC	12/15/2016	\$25,000.00
Hope Center, Inc	PC	12/15/2016	\$25,000 00
Nebraska Methodist Hospital Foundation	PC	12/15/2016	\$25,000 00
Project Harmony	PC	12/15/2016	\$50,000.00
Ted E Bear Hollow	PC	12/15/2016	\$10,000.00
The Salvation Army Western Division	PC	12/15/2016	\$26,000 00
Youth Emergency Services	PC	12/15/2016	\$25,000.00
Children's Hospital & Medical Center Foundation	PC	12/15/2016	\$600,000 00
Completely Kids	PC	12/15/2016	\$100,000 00

<u>Payable To</u>	<u>Foundation Status of Recipient</u>	<u>Date</u>	<u>Amount</u>
Food Bank for th Heartland	PC	12/15/2016	\$60,000 00
University of Nebraska Foundation	PC	12/15/2016	\$500,000 00
Heartland Family Services	PC	12/15/2016	\$100,000.00
Father Flanagan's Boys	PC	12/15/2016	\$200,000 00
Heritage Services	PC	12/15/2016	\$300,000.00
Omaha Zoo Foundation	SO II	12/15/2016	\$180,000 00
Omaha Performing Arts	PC	12/15/2016	\$300,000 00
Total Donations			\$3,504,059.20