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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2016

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury
Internal Revenue Service

A For the 2016 calendar year, or tax year beginning 01-01-2016 , and ending 12-31-2016

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final

☒ Return/terminated

☐ Amended return

☐ Application pending

C Name of organization

Delta Dental of Pennsylvania

Doing business as

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

Room/suite

One Delta Drive

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

Mechanicsburg, PA 17055

D Employer identification number

23-1667011

E Telephone number

(717) 766-8500

G Gross receipts \$ 706,603,951

F Name and address of principal officer

JEANNE FOSTER

One Delta Drive

Mechanicsburg, PA 17055

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

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

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

H(c) Group exemption number ▶

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.deltadentalins.com

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1964

M State of legal domicile PA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2016 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

2017-11-07

Date

Jeanne Foster V P , FINANCE

Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Kellie A Lanford

Kellie A Lanford

2017-11-09

☐ if self-employed

P00538614

Firm's name ▶ CBIZ MHM LLC

Firm's EIN ▶ 34-1851358

Firm's address ▶ 530 Howell Road Suite 209

Phone no (864) 241-2001

Greenville, SC 29615

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2016)

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

TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$	641,404,980	including grants of \$) (Revenue \$	667,340,598)
	See Additional Data					

















4b	(Code) (Expenses \$	735,946	including grants of \$	735,946) (Revenue \$)
	See Additional Data					

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

4e	Total program service expenses ▶	642,140,926
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> 	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> 	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> 	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	Yes	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	87,547
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	737
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	Yes
b	If "Yes," enter the name of the foreign country ►BB See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	18	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	7	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official.	Yes	
b	Other officers or key employees of the organization.	Yes	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records:
 ▶JEANNE FOSTER VP FINANCE ONE DELTA DRIVE Mechanicsburg, PA 17055 (717) 766-8500

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

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

Form **990** (2016)

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 10

Section B. Independent Contractors

(A) Name and business address	(B) Description of services	(C) Compensation
Aeroteck Professional SerVices 3689 Collection Center Drive CHICAGO, IL 60693	Temp Employees	500,997
Armanino McKenna LLP 12667 Alcosta Blvd Suite 580 SAN RAMON, CA 94583	Auditing	382,100
Nauman Smith Shissler & Hall LLP 200 North Third Street 18th Floor HARRISBURG, PA 17108	Legal	204,090

Form 990 (2016)

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$ _____						
	h Total. Add lines 1a-1f ▶						
Program Service Revenue			Business Code				
	2a DIRECT PREMIUMS		524114	656,890,708	656,890,708		
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶			656,890,708			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶						
	4 Income from investment of tax-exempt bond proceeds ▶		2,205,145	2,205,145			
	5 Royalties ▶						
	6a Gross rents	(i) Real	(ii) Personal				
		b Less rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss) ▶					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		39,321,029					
		b Less cost or other basis and sales expenses	39,263,353				
		c Gain or (loss)	57,676				
	d Net gain or (loss) ▶		57,676	57,676			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a						
		b Less direct expenses b					
		c Net income or (loss) from fundraising events . . . ▶					
	9a Gross income from gaming activities See Part IV, line 19 a						
		b Less direct expenses b					
		c Net income or (loss) from gaming activities . . . ▶					
	10a Gross sales of inventory, less returns and allowances . . . a						
		b Less cost of goods sold . . . b					
c Net income or (loss) from sales of inventory . . . ▶							
Miscellaneous Revenue		Business Code					
11a equity gain in drc	524114	8,548,075	8,548,075				
b OTHER INCOME (EXPENSE)	524114	32,292	32,292				
c BAD DEBT EXPENSE	524114	-393,298	-393,298				
d All other revenue							
e Total. Add lines 11a-11d ▶			8,187,069				
12 Total revenue. See Instructions ▶			667,340,598	667,340,598	0	0	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	735,946	735,946		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.				
4 Benefits paid to or for members.	590,942,182	590,942,182		
5 Compensation of current officers, directors, trustees, and key employees.	4,400,926	4,007,923	393,003	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.	14,171,244	12,905,752	1,265,492	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	2,757,932	2,511,649	246,283	
9 Other employee benefits.	2,311,757	2,105,317	206,440	
10 Payroll taxes.	1,146,337	1,043,969	102,368	
11 Fees for services (non-employees):				
a Management.				
b Legal.	30,010		30,010	
c Accounting.	318,559		318,559	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	161,797		161,797	
12 Advertising and promotion.	404,595	368,465	36,130	
13 Office expenses.	2,153,090	1,960,819	192,271	
14 Information technology.	4,750,676	4,326,441	424,235	
15 Royalties.				
16 Occupancy.	837,712	762,904	74,808	
17 Travel.	585,767	533,458	52,309	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.	3,498	3,498		
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	440,509	401,172	39,337	
23 Insurance.	516,715	470,572	46,143	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a COMMISSIONS	10,100,103	10,100,103		
b ADMINISTRATIVE FEES	6,826,982	6,217,333	609,649	
c ACA TAXES	1,366,541	1,244,509	122,032	
d BANK CHARGES	594,693	541,587	53,106	
e All other expenses	1,051,200	957,327	93,873	
25 Total functional expenses. Add lines 1 through 24e.	646,608,771	642,140,926	4,467,845	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		0	1	8,060,252
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		43,460,424	4	46,926,067
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L.			6	
	7	Notes and loans receivable, net		1,360,000	7	1,360,000
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		1,241,488	9	2,428,174
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D.	10a	23,383,303		
	b	Less: accumulated depreciation	10b	13,491,142		
				10,387,753	10c	9,892,161
	11	Investments—publicly traded securities		80,995,687	11	86,403,945
	12	Investments—other securities. See Part IV, line 11		41,608,156	12	48,956,231
	13	Investments—program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
15	Other assets. See Part IV, line 11		975,173	15	1,127,232	
16	Total assets. Add lines 1 through 15 (must equal line 34)		180,028,681	16	205,154,062	
Liabilities	17	Accounts payable and accrued expenses		57,982,258	17	60,377,051
	18	Grants payable			18	
	19	Deferred revenue		2,041,323	19	3,467,522
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D.			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.		4,159,165	25	4,708,670
	26	Total liabilities. Add lines 17 through 25		64,182,746	26	68,553,243
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		115,845,935	32	136,600,819
33	Total net assets or fund balances		115,845,935	33	136,600,819	
34	Total liabilities and net assets/fund balances		180,028,681	34	205,154,062	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	667,340,598
2	Total expenses (must equal Part IX, column (A), line 25)	2	646,608,771
3	Revenue less expenses Subtract line 2 from line 1	3	20,731,827
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	115,845,935
5	Net unrealized gains (losses) on investments	5	23,057
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	136,600,819

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:

Software Version:

EIN: 23-1667011

Name: Delta Dental of Pennsylvania

Form 990 (2016)

Form 990, Part III, Line 4a:

The organization provided dental benefit coverage for 2,402,203 beneficiaries in 2016 primarily through contracts with independent dentists serving 1,487 purchasing groups. The organization paid more than \$590.9 million for dental care during 2016.

Form 990, Part III, Line 4b:

The organization made grants during 2016 to foster improved access to dental health care treatment, to support professional dental education, and to provide oral health instruction for patients

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)										
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former					
Carter Jr Eugene F Chair	2 00 1 00	X							31,988	72,000	0	
Maher Debra G Vice Chair	2 00 1 00	X							19,800	42,000	0	
Wegner Philip R Secretary	2 00	X							19,800	0	0	
Beck Jr Joseph P Treasurer	2 00	X							22,200	0	0	
Bergert Glen F CPA Director	2 00 2 00	X							27,791	175,592	0	
Black Janice R Director	1 00	X							27,639	0	0	
Bruno Michelle A Director	1 00	X							16,200	0	0	
Charletta John J DMD Director	1 00	X							7,450	0	0	
Clark III Richard J DDS Director	1 00	X							16,200	0	0	
Helminski Ronald DMD Director	1 00	X							6,250	0	0	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors	(C)	(D)	(E)
---	-----	-----	-----

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Just George M DDS Director	1 00	X						12,350	0	0
Kahn Michael R DMD Director	1 00	X						7,450	0	0
Kobayashi Lori L Director	1 00	X						17,400	0	0
Kotchick Christopher J DMD Director	1 00	X						0	0	0
Little Scott Q DDS Director	1 00	X						20,803	0	0
Meyers Harry P DDS Director	1 00	X						7,450	0	0
Shirley Eric L DMD Director	1 00	X						9,950	0	0
Smeltzer James A CPA Director	1 00	X						23,203	0	0
Smiga Eric R DMD Director	1 00	X						9,950	0	0
Snyder Frank Director	1 00	X						17,400	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Terry Bruce R DMD Director	1 00	X						5,000	0	0
Veihdeffer L William DMD Director	1 00	X						11,150	0	0
Wolgin Joshua B DMD Director	1 00	X						18,403	0	0
Barth Anthony S President/CEO	4 00 46 00			X				0	6,043,710	8,284,122
Castro Michael J Exe Vice Pres /CFO	4 00 46 00			X				0	2,711,964	60,636
Hankinson Michael G Exe Vice Pres /CLO	4 00 46 00			X				0	2,040,945	60,636
Martinez Belinda Exe Vice Pres	4 00 46 00			X				0	1,928,593	54,984
Patel Nilesh C Exe Vice Pres	4 00 46 00			X				0	1,806,328	47,596
Doering Rick R Sr Vice Pres	4 00 46 00			X				0	1,561,892	58,854
Jackson Kevin L Sr Vice Pres	4 00 46 00			X				0	1,149,379	70,410

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Weber Alicia F Vice Pres	4 00 46 00			X				0	1,573,356	62,331
Bradley Russell Vice Pres	29 00 21 00			X				348,579	0	11,829
Engle Philip N Vice Pres	29 00 21 00			X				670,045	0	34,381
Foster Jeanne Vice Pres	29 00 21 00			X				652,764	0	75,711
Graybill Richard Vice Pres	29 00 21 00			X				541,179	0	64,207
Rodzinka Barbara A Vice Pres	29 00 21 00			X				351,190	0	52,967
Coover Robert Director Sales	40 00 0 00					X		376,531	0	73,849
Ketelsleger James Director Accounting & Financial Reporting	40 00 0 00					X		322,714	0	62,231
McKee Timothy Sales Account Executive	40 00 0 00					X		501,538	0	57,345
Sherbocker Whitney DIRECTOR, ASST SECRETARY	40 00 0 00					X		340,521	0	42,290

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Weis John Director Infrastructure Engineering	40 00 0 00					X		321,597	0	61,240
Radine Gary D FORMER - Officer	0 00 0 00						X	0	7,607,525	145,983

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<div>SCHEDULE D (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>		<div>Supplemental Financial Statements</div> <div>► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ► Attach to Form 990.</div> <div>Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.</div>			<div>OMB No 1545-0047</div> <div>2016</div> <div>Open to Public Inspection</div>
Name of the organization Delta Dental of Pennsylvania			Employer identification number 23-1667011		
Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.					
		(a) Donor advised funds		(b) Funds and other accounts	
1	Total number at end of year				
2	Aggregate value of contributions to (during year)				
3	Aggregate value of grants from (during year)				
4	Aggregate value at end of year				
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?				<input type="checkbox"/> Yes <input type="checkbox"/> No
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?				<input type="checkbox"/> Yes <input type="checkbox"/> No
Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.					
1	Purpose(s) of conservation easements held by the organization (check all that apply) <input type="checkbox"/> Preservation of land for public use (e g , recreation or education) <input type="checkbox"/> Preservation of an historically important land area <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure <input type="checkbox"/> Preservation of open space				
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year				
a	Total number of conservation easements	Held at the End of the Year			
b	Total acreage restricted by conservation easements	2a			
c	Number of conservation easements on a certified historic structure included in (a)	2b			
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c			
		2d			
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►				
4	Number of states where property subject to conservation easement is located ►				
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?				<input type="checkbox"/> Yes <input type="checkbox"/> No
6	Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►				
7	Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$				
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?				<input type="checkbox"/> Yes <input type="checkbox"/> No
9	In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements				
Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.					
1a	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items				
b	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items				
(i) Revenue included on Form 990, Part VIII, line 1		► \$			
(ii) Assets included in Form 990, Part X		► \$			
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items				
a	Revenue included on Form 990, Part VIII, line 1				► \$
b	Assets included in Form 990, Part X				► \$
For Paperwork Reduction Act Notice, see the Instructions for Form 990.					
			Cat No 52283D	Schedule D (Form 990) 2016	

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2

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

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b

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

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

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,484,639		1,484,639
b Buildings		9,670,340	4,271,267	5,399,073
c Leasehold improvements		2,232,373	2,046,605	185,768
d Equipment		2,996,785	2,361,407	635,378
e Other		6,999,166	4,811,863	2,187,303
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				9,892,161

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) DELTA DENTAL INSURANCE COMPANY	4,885	C
(B) DELTA REINSURANCE CORPORATION	48,758,517	F
(C) DENTEGRA INSURANCE COMPANY	192,829	F
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	48,956,231	

Part VIII

Investments—Program Related. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c.
See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
DUE TO SUBSIDIARIES AND AFFILIATES	4,708,670
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	4,708,670

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	229,544,834
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	229,544,834
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	437,795,764
c	Add lines 4a and 4b	4c	437,795,764
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	667,340,598

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	208,813,007
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	208,813,007
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	437,795,764
c	Add lines 4a and 4b	4c	437,795,764
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	646,608,771

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Supplemental Information

Return Reference	Explanation
Part X, Line 2	The Company is a tax-exempt organization organized under Section 501(c)(4) of the Internal Revenue Code and, as such, no provision for income taxes has been made in the financial statements. Current accounting guidance clarifies how uncertainties in tax positions are recognized in an entity's financial statements. The guidance prescribes a financial statement recognition threshold and measurement process for tax positions taken or expected to be taken in a tax return. Positions include those with respect to the Company's tax exempt status and with respect to income taxes on unrelated business income. The Company has determined that such tax positions do not result in uncertainties requiring recognition.

Supplemental Information	
Return Reference	Explanation
Part XI, Line 4b - Other Adjustments	ADMINISTRATIVE SERVICE CONTRACTS CLAIM REIMBURSEMENT REVENUE

Supplemental Information	
Return Reference	Explanation
Part XII, Line 4b - Other Adjustments	CLAIMS ACCRUED FOR ADMINISTRATIVE SERVICE CONTRACTS

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

► Attach to Form 990. ► See separate instructions.

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

OMB No 1545-0047

2016

**Open to Public
Inspection**

Name of the organization
Delta Dental of Pennsylvania

Employer identification number
23-1667011

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA AND THE CARIBBEAN	0	0	Investment in Delta Reinsurance Corporation		48,758,517
(2)					
(3)					
(4)					
(5)					
3a Sub-total	0	0			48,758,517
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			48,758,517

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► _____

3 Enter total number of other organizations or entities ► _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with Respect to Certain Foreign Corporations (see Instructions for Form 5471)* ☒ Yes ☐ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons with Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713)* ☐ Yes ☒ No

Additional Data

Software ID:

Software Version:

EIN: 23-1667011

Name: Delta Dental of Pennsylvania

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
Delta Dental of Pennsylvania

Employer identification number
23-1667011

Part I

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 4

3 Enter total number of other organizations listed in the line 1 table 8

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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

Return Reference	Explanation
Part I, Line 2	<p>The organization awards grants for programs that foster dental health and education. Through these grants the organization helps finance health, education, and research projects in dentistry, health and human services, and civic and community affairs. The two grants are: (1) the dental health and education contribution, which supports dental health and awareness programs and (2) the standard dental research grant, which supports professional research related to dental health. Grants are awarded to groups that: (1) provide dentistry for economically disadvantaged persons, (2) provide dentistry for groups that are dentally underserved, (3) provide education to advance the awareness or the science of dentistry, (4) promote public dental health, and (5) are involved in community activities related to dental care.</p> <p>Grant Guidelines. Priority will go to projects that focus on issues related to the delivery of oral health care, including those with significant potential for improving oral health and reducing treatment costs. Priority consideration will go to researchers from the dental schools in the enterprise states, but will not be limited to these institutions. Priority will go to two types of studies: (1) pilot or feasibility studies likely to enhance the investigator's chance for long-term funding from other sources, and (2) complete projects considered to be of interest to the health, education, and research fund, for which other sources of funds are traditionally unavailable or insufficient. Priority will go to studies that evaluate the outcome of preventative and treatment procedures. Retrospective studies or those involving analysis of existing data should be considered, rather than long-term follow-up studies, in order to reduce the years required to obtain data. Overhead charges within each eligible grant will be limited to eight percent. The fund will normally make one to two standard research grants per year. Individual grants will generally not exceed \$40,000. Grants will be limited to one-year projects, subject to renewal. Except in special cases, an organization/entity will not be eligible for more than one grant during any year. A screening committee reviews all applications, with final grant decisions made by the fund's administrative committee.</p>

Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Delta Dental Community Care Foundation 100 First Street San Francisco, CA 94105	37-1570764	501(c)(3)	662,800				To Provide Dental Education
TRES BONNE ANNEE 6426 ONE NORTH SECOND STREET HARRISBURG, PA 17101	25-1888180	501(c)(3)	5,000				TO PROVIDE DENTAL EDUCATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY OF THE CAPITAL REGION 2235 MILLENIUM WAY ENOLA, PA 17025	23-1352095	501(c)(3)	50,796				TO PROVIDE DENTAL EDUCATION
Downtown Daily Bread 234 S St Harrisburg, PA 17101	23-1433867	501(c)(3)	10,000				TO PROVIDE DENTAL EDUCATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MISC SMALL DONATIONS LESS THAN 5000			7,350				TO PROVIDE DENTAL EDUCATION

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

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

OMB No 1545-0047

2015

Open to Public Inspection

Name of the organization Delta Dental of Pennsylvania	Employer identification number 23-1667011
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Part I

Questions Regarding Compensation

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

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

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

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

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

Part III **Supplemental Information**

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

Return Reference	Explanation
See Additional Data	

Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Part III, Supplemental Information

Return Reference	Explanation
Part I, Line 1a	First class business travel is reimbursed to the executive vice presidents, senior vice presidents, and group vice presidents. First class business travel is not treated as taxable compensation. The president and executive vice presidents may be reimbursed for one health or social club upon approval by the president. Two senior executives received this benefit in 2016. The cost of this benefit is included in taxable compensation. Financial and tax planning expenses are reimbursed to employees at the director or above levels of management. A company policy outlines the maximum reimbursement allowed for each management level. These reimbursements are included in the taxable compensation of the reimbursed employees. Travel for companions is provided to certain members of the Board and executive staff when their attendance is required at the Delta Reinsurance Corporation board meeting. The cost of this benefit is included in taxable compensation.

Part III, Supplemental Information

Return Reference	Explanation
Part I, Line 4b	<p>Certain executives paid by a related organization participate in a supplemental non-qualified retirement program. The related organization provides a supplemental non-qualified retirement plan to certain of its senior executives as selected by the Board of Directors. The supplemental retirement benefit is based on each executive's compensation and years of service to the enterprise. The benefit is subject to the risk of forfeiture if required years of service are not met. Annual deferred compensation related to this plan is reported in Schedule J, Part II, Column (C) for each participant and reflects the current year increase or decrease in the related organization's pension benefit obligation ("PBO"), calculated pursuant to generally accepted accounting principles. The PBO increase or decrease includes changes in actuarial assumptions (e.g., applicable discount rate), as well as changes in compensation and years of service. In 2016, Anthony Barth, Michael Castro, and Belinda Martinez participated in the plan.</p>

Part III, Supplemental Information

Return Reference	Explanation
Part I, Line 7	The President of the organization, with Board of Directors approval, may grant an annual bonus to all management employees. These amounts are included in taxable compensation.

Part III, Supplemental Information

Return Reference	Explanation
Part II, Row (ii)	Several of the organization's officers are paid by a related organization. Accordingly, their compensation is reported on row (ii).

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Bergert Glen F CPADirector	(i)	27,791	0	0	0	0	27,791	0
	(ii)	175,592	0	0	0	-	-	0
						0	175,592	
1Barth Anthony S President/CEO	(i)	0	0	0	0	0	0	0
	(ii)	1,146,154	4,729,756	167,800	8,254,288	-	-	0
						29,834	14,327,832	
2Castro Michael J Exe Vice Pres /CFO	(i)	0	0	0	0	0	0	0
	(ii)	566,496	2,074,616	70,852	35,000	-	-	0
						25,636	2,772,600	
3Hankinson Michael G Exe Vice Pres /CLO	(i)	0	0	0	0	0	0	0
	(ii)	459,996	1,477,601	103,348	35,000	-	-	0
						25,636	2,101,581	
4Martinez Belinda Exe Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	509,137	1,360,625	58,831	35,000	-	-	0
						19,984	1,983,577	
5Patel Niles C Exe Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	502,708	1,274,998	28,622	36,533	-	-	0
						11,063	1,853,924	
6Doening Rick RSr Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	399,846	1,135,078	26,968	37,671	-	-	0
						21,183	1,620,746	
7Jackson Kevin L Sr Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	332,134	799,142	18,103	40,876	-	-	0
						29,534	1,219,789	
8Weber Alicia FSr Vice Pres	(i)	0	0	0	0	0	0	0
	(ii)	399,741	1,132,245	41,370	37,904	-	-	0
						24,427	1,635,687	
9Bradley RussellVice Pres	(i)	99,707	241,569	7,303	5,434	6,395	360,408	0
	(ii)	0	0	0	0	-	-	0
						0	0	
10Engle Philip NVice Pres	(i)	14,123	363,529	292,393	32,750	1,631	704,426	0
	(ii)	0	0	0	0	-	-	0
						0	0	
11Foster JeanneVice Pres	(i)	258,717	377,814	16,233	57,815	17,896	728,475	0
	(ii)	0	0	0	0	-	-	0
						0	0	
12Graybill RichardVice Pres	(i)	214,913	313,433	12,833	56,537	7,670	605,386	0
	(ii)	0	0	0	0	-	-	0
						0	0	
13Rodzinka Barbara A Vice Pres	(i)	227,060	58,125	66,005	35,000	17,967	404,157	0
	(ii)	0	0	0	0	-	-	0
						0	0	
14Coover Robert Director Sales	(i)	135,215	224,411	16,905	53,541	20,308	450,380	0
	(ii)	0	0	0	0	-	-	0
						0	0	
15Ketelsleger James Director Accounting & Financial Repo	(i)	151,011	166,524	5,179	44,417	17,814	384,945	0
	(ii)	0	0	0	0	-	-	0
						0	0	
16McKee Timothy Sales Account Executive	(i)	67,754	424,140	9,644	39,969	17,376	558,883	0
	(ii)	0	0	0	0	-	-	0
						0	0	
17Sherbocker Whitney DIRECTOR, ASST SECRETARY	(i)	153,654	171,970	14,897	23,502	18,788	382,811	0
	(ii)	0	0	0	0	-	-	0
						0	0	
18Weis John Director Infrastructure Engineeringg	(i)	156,312	163,324	1,961	42,437	18,803	382,837	0
	(ii)	0	0	0	0	-	-	0
						0	0	
19Radine Gary D FORMER - Officer	(i)	0	0	0	0	0	0	0
	(ii)	196,154	7,337,515	73,856	145,983	-	-	0
						0	7,753,508	

Schedule L

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
Delta Dental of Pennsylvania

Employer identification number
23-1667011

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
Total						▶ \$						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Additional Data Table					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ERIC L SHIRLEY DMD	participating provider	175,195	dental claim payments		No
(2) ERIC R SMIGA DMD	participating provider	191,930	DENTAL claim payments		No
(3) Christopher J Kotchick DMD	participating provider	258,910	DENTAL claim payments		No
(4) Richard J Clark III DDS	participating provider	479,155	DENTAL claim payments		No
(5) Joshua B Wolgin DMD	participating provider	140,761	DENTAL claim payments		No
(6) Godiva Chocolatier Inc	organization director debra maher is an officer of Godiva chocolatier, inc	667,790	premium revenue		No
(7) RUE21	organization director lori kobayashi is an officer of rue21	614,930	PREMIUM REVENUE		No
(8) SunGuard Data Systems Inc	organization director michelle bruno is an officer of SunGard Data Systems	244,007	PREMIUM REVENUE		No
(9) Bruce R Terry DMD	Participating provider	209,453	DENTAL claim payments		No
(10) Michael R Kahn DMD	participating provider	191,930	Dental Claim Payments		No

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceName of the organization
Delta Dental of Pennsylvania**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2016**Open to Public
Inspection****Employer identification number**

23-1667011

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 4	The Bylaws for the company were amended in 2016 to restructure the Board and reduce the number of directors from nineteen to nine, to include at least three dentists. In addition, the duty to nominate dentist directors was shifted to the Nominating Committee with the elimination of the balloting process for selecting dentist directors.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	THE ORGANIZATION HAS ONE CLASS OF MEMBERS, DESIGNATED CORPORATE MEMBERS, WHO ARE DIRECTORS OF DENTEGRA GROUP, INC , THE ORGANIZATION'S PARENT HOLDING COMPANY

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	THE ORGANIZATION'S DIRECTORS VOTE ON PERSONS NOMINATED AS DIRECTORS FOR ENDORSEMENT TO THE CORPORATE MEMBERS, WHO ELECT THE DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	THE CORPORATE MEMBERS MUST APPROVE ANY CHANGES TO SPECIFIED BYLAWS PROVISIONS

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	THE ORGANIZATION'S CFO AND LEGAL COUNSEL OVERSEE THE COMPLETION OF THE FORM 990 AND, PRIOR TO FILING, REVIEW IT WITH THE PRESIDENT/CEO AND WITH THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	Each director is required to complete a conflict of interest disclosure statement annually, and between annual statements is required to disclose any new position or relationship formed that potentially raises a conflict of interest. Legal counsel reviews these disclosures and reports the information to the full board of directors.

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	<p>Compensation paid to the CEO and Executive Vice Presidents is approved by the Executive Committee of the Organization's Board of Directors. The Executive Committee serves as the compensation committee and approves compensation for the ensuing year after reviewing comparability data presented by an independent outside compensation consultant, an assessment of each officer's performance over the preceding year, and the organization's program accomplishments for the year. Compensation paid to Directors is approved by the Executive Committee of the Organization's Board of Directors after reviewing comparability data in a benchmarking study prepared and presented by an independent outside compensation consultant retained by the Board of Directors. These processes were followed for 2016 compensation.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	<p>The organization annually includes major portions of its financial statement in a published annual report that is made available to persons or entities known to have an interest in the organization, and is available to the larger public upon request. Statutory financial statements are included in quarterly and annual returns to state Departments of Insurance regulating the organization which returns are available to the public. The organization does not make its governing documents or conflict of interest policy available to the public.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VII, Schedule J, Schedule R	<p>The organization, regulated by the Pennsylvania Insurance Department, is a member of the Delta Dental of California enterprise companies, which include Delta Dental of California, Delta Dental of Pennsylvania and affiliated companies operating in 15 states, the District of Columbia, Puerto Rico and the U S Virgin Islands. The enterprise companies comprise one of the nation's largest dental benefits delivery systems covering 34.7 million enrollees and handling 46.4 million claims. Total revenue for the enterprise exceeded \$8.7 billion in 2016. The organization and its subsidiaries represent approximately 9% of total enterprise revenues.</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VII and Schedule J	<p>Effective January 1, 2012 Delta Dental of Pennsylvania established the Long-term Incentive Plan (LTIP) for eligible employees of the Company. The purpose of the LTIP is to provide incentive for eligible employees' contribution to the Company's long-term success. The LTIP is unfunded and all payments from the LTIP are derived from the equity gains of the Company. As such there is no guarantee of incentive payments under the LTIP. Upon delegation by certain officers of the Board, the CEO and management committee has the sole and absolute discretion to determine the performance objectives, both financial and nonfinancial, upon which payment of awards are based and the time period during which performance shall be measured (LTIP cycle). The current LTIP cycle is January 1, 2016 through December 31, 2018.</p>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No 1545-0047

2016

Open to Public Inspection

Name of the organization
Delta Dental of Pennsylvania

Employer identification number
23-1667011

Part I

Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II

Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)Delta Dental of Delaware Inc One Delta Drive Mechanicsburg, PA 17055 51-0228088	Dental Insurance	DE	501(c)(4)		Dentegra Group Inc		No
(2)Delta Dental of West Virginia Inc One Delta Drive Mechanicsburg, PA 17055 55-0523124	Dental Insurance	WV	501(c)(4)		Dentegra Group Inc		No
(3)Delta Dental of the District of Columbia One Delta Drive Mechanicsburg, PA 17055 52-1479587	Dental Insurance	DC	501(c)(4)		Dentegra Group Inc		No
(4)Delta Dental Community Care Foundation 100 First Street San Francisco, CA 94105 37-1570764	Charitable Organization	CA	501(c)(3)	PF	Dentegra Group Inc		No
(5)Delta Dental of California 100 First Street San Francisco, CA 94105 94-1461312	Dental Insurance	CA	501(c)(4)		Dentegra Group Inc		No
(6)DELTA DENTAL OF NEW YORK ONE DELTA DRIVE MEchanicsburg, PA 17055 11-1980218	DENTAL INSURANCE	NY	501(c)(4)		Dentegra Group Inc		No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PACA Management LLC One Delta Drive Mechanicsburg, PA 17055 94-3277375	Insurance Management	DE	Delta Dental of California	Related				No			No	50 000 %

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No

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

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

1

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

a

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

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

Yes

1n

No

1o

No

1p

Yes

1q

Yes

1r

No

1s

No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 23-1667011
Name: Delta Dental of Pennsylvania

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
(1) One Delta Drive Mechanicsburg, PA 17055 51-0228088	Dental Insurance	DE	501(c)(4)		Dentegra Group Inc		No
(1) One Delta Drive Mechanicsburg, PA 17055 55-0523124	Dental Insurance	WV	501(c)(4)		Dentegra Group Inc		No
(2) One Delta Drive Mechanicsburg, PA 17055 52-1479587	Dental Insurance	DC	501(c)(4)		Dentegra Group Inc		No
(3) 100 First Street San Francisco, CA 94105 37-1570764	Charitable Organization	CA	501(c)(3)	PF	Dentegra Group Inc		No
(4) 100 First Street San Francisco, CA 94105 94-1461312	Dental Insurance	CA	501(c)(4)		Dentegra Group Inc		No
(5) ONE DELTA DRIVE MEChanicsburg, PA 17055 11-1980218	DENTAL INSURANCE	NY	501(c)(4)		Dentegra Group Inc		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Delta Reinsurance Corporation CGI Tower 2nd Floor Warrens, St Michael BB 98-0096711	Reinsurance	BB	Delta Dental of Pennsylvania	C			82 690 %		No
(1) Dentegra Group Inc 100 First Street San Francisco, CA 94105 94-3386049	Holding Company	DE	N/A	C					No
(2) Dentegra Insurance Company 100 First Street San Francisco, CA 94105 75-1233841	Insurance Company	DE	DDC Insurance Holdings Inc	C			20 000 %		No
(3) Dentegra Insurance Co of New England 100 First Street San Francisco, CA 94105 04-2890218	Insurance Company	MA	DDC Insurance Holdings Inc	C					No
(4) Alpha Dental of Nevada Inc 100 First Street San Francisco, CA 94105 88-0244893	Insurance Company	NV	DDC Insurance Holdings Inc	C					No
(5) Alpha Dental of Utah Inc 100 First Street San Francisco, CA 94105 86-0672505	Insurance Company	UT	DDC Insurance Holdings Inc	C					No
(6) Alpha Dental Programs Inc 100 First Street San Francisco, CA 94105 74-2447512	Insurance Company	TX	DDC Insurance Holdings Inc	C					No
(7) Alpha Dental of Alabama Inc 100 First Street San Francisco, CA 94105 63-0796079	Insurance Company	AL	DDC Insurance Holdings Inc	C					No
(8) Alpha Dental of New Mexico Inc 100 First Street San Francisco, CA 94105 33-0279230	Insurance Company	NM	DDC Insurance Holdings Inc	C					No
(9) Alpha Dental of Arizona Inc 100 First Street San Francisco, CA 94105 93-0939835	Insurance Company	AZ	DDC Insurance Holdings Inc	C					No
(10) Dentegra Seguros Dentales SA Insurgentes Sur 826 Piso 15 Col del Valle, FC DF 01300 MX	Insurance Company	MX	Dentegra Insurance Company	C					No
(11) Delta Dental of Puerto Rico 14 Calle 2 Suite 200 Guaynabo 00968 RQ 66-0436769	Insurance Company	RQ	Delta Dental of California	C					No
(12) Servicios Dentales Dentegra SA de CV Insurgentes Sur 826 Piso 15 Col del Valle, FC DF 01300 MX	Insurance Administration	MX	Dentegra Insurance Company	C					No
(13) Delta Dental Insurance Company 100 First Street San Francisco, CA 94105 94-2761537	Insurance Company	DE	DDC Insurance Holdings Inc	C			0 120 %		No
(14) DDC Insurance Holdings Inc 100 First Street san Francisco, CA 94105 27-4251930	Holding Company	DE	DELTA DENTAL OF California	C					No

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	Delta Dental of Delaware Inc	L	4,246,392	
(1)	PACA Management LLC	Q	33,698,040	
(2)	Delta Dental of West Virginia Inc	L	2,547,722	
(3)	PACA Management LLC	M	9,820,112	
(4)	Delta Dental Insurance Company	M	1,384,663	
(5)	Delta Dental of California	M	14,630,645	
(6)	delta Dental of New York	Q	552,839	
(7)	delta dental of California	L	11,615,278	
(8)	Delta dental of California	P	18,546,064	
(9)	delta dental of California	Q	1,175,358	
(10)	Dentegra Insurance Company	P	91,160	