

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.

2016

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

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: **Bayer USA Foundation**

Number and street (or P O box number if mail is not delivered to street address): **100 Bayer Road**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **Pittsburgh, PA 15205-9741**

A Employer identification number
25-1508079

B Telephone number (see instructions)
412-777-2000

C If exemption application is pending, check here.

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

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

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

G Check all that apply

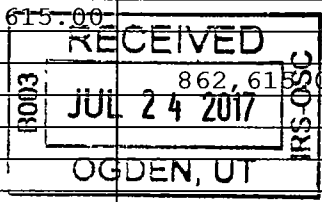
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 42,746,166.00**

J Accounting method Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	10,166.00			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	624,496.00	624,496.00		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	862,615.00			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		862,615.00		
8	Net short-term capital gain				
9	Income modifications			0.00	
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	0.00	0.00		
12	Total. Add lines 1 through 11	1,497,277.00	1,487,111.00	0.00	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	2,315.00		2,315.00	2,315.00
17	Interest				
18	Taxes (attach schedule) (see instructions) *	26,890.00			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) *	43,726.00	43,726.00		
24	Total operating and administrative expenses. Add lines 13 through 23	72,931.00	43,726.00	2,315.00	2,315.00
25	Contributions, gifts, grants paid	1,908,270.00			1,908,270.00
26	Total expenses and disbursements. Add lines 24 and 25	1,981,201.00	43,726.00	0.00	1,910,585.00
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-483,924.00			
b	Net investment income (if negative, enter -0-)		1,443,385.00		
c	Adjusted net income (if negative, enter -0-)			0.00	



SCANNED JUL 26 2017

Revenue
Operating and Administrative Expenses

991 15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1, Cash - non-interest-bearing	506,271.00	120,079.00	120,079.00
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable.			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use.			
	9 Prepaid expenses and deferred charges		41,706.00	41,706.00
	10a Investments - U S and state government obligations (attach schedule).			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule).			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans.			
	13 Investments - other (attach schedule) . Stmt. 2	41,839,558.00	42,584,381.00	42,584,381.00
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	42,345,829.00	42,746,166.00	42,746,166.00	
Liabilities	17 Accounts payable and accrued expenses	150,969.00	0.00	
	18 Grants payable.			
	19 Deferred revenue.			
	20 Loans from officers, directors, trustees, and other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	150,969.00	0.00		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	42,194,860.00	42,746,166.00	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	42,194,860.00	42,746,166.00		
31 Total liabilities and net assets/fund balances (see instructions)	42,345,829.00	42,746,166.00		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	42,194,860.00
2 Enter amount from Part I, line 27a	2	-483,924.00
3 Other increases not included in line 2 (itemize) ▶ Statement 3	3	1,035,230.00
4 Add lines 1, 2, and 3	4	42,746,166.00
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,746,166.00

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a Various investments			Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a Available upon request			862,615.00	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			862,615.00	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	862,615.00
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	2,202,079.00	42,795,461.00	0.0515
2014	2,050,997.00	42,461,942.00	0.0483
2013	8,235,450.00	39,650,396.00	0.2077
2012	6,768,060.00	36,817,246.00	0.1838
2011	9,579,789.00	35,350,668.00	0.2710
2 Total of line 1, column (d)			2 0.7623
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.1525
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 41,816,388.00
5 Multiply line 4 by line 3.			5 6,376,999.00
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 14,434.00
7 Add lines 5 and 6.			7 6,391,433.00
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,910,585.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	28,868.00
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3 Add lines 1 and 2	3	28,868.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	28,868.00
6 Credits/Payments		
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	70,574.00
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.00
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	70,574.00
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	41,706.00
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 41,706.00 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>None</u> (2) On foundation managers ▶ \$ <u>None</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>None</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>PA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>http://www.bayerus.com/foundation/foundation_home.aspx</u>	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
14	The books are in care of ▶ <u>Sarah Toulouse</u> Telephone no ▶ <u>(412) 777-2000</u> Located at ▶ <u>100 Bayer Road Pittsburgh</u> ZIP+4 ▶ <u>15205-9741</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	x

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	x
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 4				

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

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

Total number of other employees paid over \$50,000. None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
Total. Add lines 1 through 3	None

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	42,360,032.00
b	Average of monthly cash balances	1b	51,448.00
c	Fair market value of all other assets (see instructions).	1c	41,706.00
d	Total (add lines 1a, b, and c)	1d	42,453,186.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	42,453,186.00
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	636,798.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,816,388.00
6	Minimum investment return. Enter 5% of line 5	6	2,090,819.40

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

1	Minimum investment return from Part X, line 6	1	2,090,819.40
2a	Tax on investment income for 2016 from Part VI, line 5	2a	28,868.00
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,868.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,061,951.40
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,061,951.40
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,061,951.40

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,910,585.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,910,585.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,910,585.00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,061,951.40
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	7,838,416.00			
b From 2012	4,948,157.00			
c From 2013	6,279,622.00			
d From 2014	0.00			
e From 2015	243,732.00			
f Total of lines 3a through e	19,309,927.00			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,910,585.00</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				2,061,951.40
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	151,366.00			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	19,158,561.00			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	7,687,050.00			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	11,471,511.00			
10 Analysis of line 9				
a Excess from 2012	4,948,157.00			
b Excess from 2013	6,279,622.00			
c Excess from 2014	None			
d Excess from 2015	243,732.00			
e Excess from 2016	0.00			

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling N/A
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

Sarah Toulouse 100 Bayer Road Pittsburgh PA 15205-9741 (412) 777-2000

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

Written Proposal should include purpose of organization and grant request amount.

c Any submission deadlines

None

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

None

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Education & Workforce Development				1,558,270.00
Culture & Social Service Health & Welfare				195,000.00
Environment & Sustainability				155,000.00
Total			▶ 3a	1,908,270.00
b Approved for future payment				
Total			▶ 3b	NONE

Bayer USA Foundation
25-1508079
Attachment to 2016 Form 990-PF
Page 1, Part 1

Line 16c, Other Professional Fees Administrative Services	<u>2,315</u>
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Line 18, Taxes Federal Excise Taxes	<u>26,890</u>
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Line 23, Other Expenses Investment advisory services	38,155
Custodian services	<u>5,571</u>
	<u>43,726</u>

Bayer USA Foundation
25-1508079
Attachment to 2016 Form 990-PF
Page 2 Part II

	Beginning of Year	End of year
Line 13 Investments- Other		
State Street Global Advisors US Aggregate Bond Index NL CTF	16,537,560	17,105,151
Mellon Capital Management EB DV Stock Index Fund	25,301,998	25,479,230
Total	<u>41,839,558</u>	<u>42,584,381</u>

Bayer USA Foundation
25-1508079
Attachment to 2016 Form 990-PF
Page 2, Part III

Line 3
Unrealized gains (losses) on investments 1,035,230

Bayer USA Foundation
25-1508079
Attachment to 2016 Form 990-PF
Page 6, Part VIII

Bayer USA Foundation (NON-PROFIT)

BAG Legal Entity Code: None - The Bayer Foundation

Management Board:

Name	Office Title	Start Date	End Date
Daniel J. Cella	Board of Director, Chair Directors	04/01/2017	
Michael J. McDonald	Board of Director Directors	09/04/2012	
Guru Ramamurthy	Board of Director Directors	01/01/2017	
James D. Wallis	Board of Director Directors	01/01/2017	
Tracy E. Spagnol	Officer President	10/04/2016	
Richard K. Heller	Officer Vice President Tax	10/04/2016	
James E. McBride	Officer Vice President Tax Operations	10/04/2016	
James Martin	Officer Treasurer	09/01/2012	
Darcey Rhoades *@	Officer Secretary	01/01/2015	

Bayer USA Foundation

25-1508079

Page 11, Part XV, Line 3a

Grants and Contributions Paid during the Year of Approved for Future Payments

<u>Company/Site</u>	<u>Charitable Organization</u>	<u>Address</u>	<u>Federal Tax ID</u>	<u>Program Description</u>	<u>Request Foundation Category</u>	<u>Check Number</u>	<u>Total Amount</u>	<u>Payment Date</u>
Bayer USA Foundation	Air & Waste Management Association	One Gateway Center Third Floor 420 Fort Duquesne Blvd Pittsburgh, PA 15222	25-6048614	Funding for the Air & Waste Management Association's annual conference and exhibition	Education & Workforce Development	009569	5,000	12/9/2016
Bayer USA Foundation	East Bay Economic Alliance Foundation	1221 Oak Street, Suite 555 Oakland, CA 94612	45-2995360	STEM Employer Engagement Program	Education & Workforce Development	009566	75,000	12/6/2016
Bayer USA Foundation	PLTW	3939 Priority Way South Drive Suite 400 Indianapolis, IN 46240	14-1816385	Project Lead The Way Biomedical Science High School Grant Program	Education & Workforce Development	009556	45,000	10/19/2016
Bayer USA Foundation	North Carolina Theatre	One E South Street Raleigh, North Carolina 27601	56-1072874	Theatre4Change improving science education and career readiness through the creation of high quality instructional materials	Arts, Culture & Social Services	009558	12,500	10/19/2016
Bayer USA Foundation	Achieve Inc	1400 16th Street, N W Suite 510 Washington, DC 20036	52-2006429	The purchase of a used tractor for use on our farms	Education & Workforce Development	009549	100,000	10/19/2016
Bayer USA Foundation	America's Grow-A-Row, Inc	150 Pritstown Road Pittstown, NJ 08867	26-2569598	Spreading Birthday Cheer 365 Days a Year	Arts, Culture & Social Services	009550	15,000	10/19/2016
Bayer USA Foundation	Beverly's Birthdays	31 Robbins Station Road North Huntingdon, PA 15642	45-4248006	General Operating Funding Support	Arts, Culture & Social Services	009551	5,000	10/19/2016
Bayer USA Foundation	Girls Hope of Pittsburgh, Inc	1005 Beaver Grade Road, Suite 103 Coraopolis, Pennsylvania 15108	25-1625524	Support of Underperforming NJ Students Using the Progress Science Initiative (PSI) and Progressive Mathematics Initiative (PMI)	Education & Workforce Development	009552	2,500	10/19/2016
Bayer USA Foundation	New Jersey Center for Teaching and Learning Inc	180 West State Street PO BOX ADDRESS P O Box 1211 Trenton, NJ 08607-1211 Trenton, NJ 08607	77-0667571	Passage Home Urban Agriculture Program	Education & Workforce Development	009557	75,000	10/19/2016
Bayer USA Foundation	Passage Home, Inc Pennsylvania State University	P O Box 28165 Raleigh, NC 27611	56-1765360	Upward Bound Math and Science - Pittsburg	Education & Workforce Development	009553	100,000	10/19/2016
Bayer USA Foundation	Philanthropic Fund	408 Old Main University Park, PA 16802	27-4628784	Good To Grow program	Education & Workforce Development	009554	75,000	10/19/2016
Bayer USA Foundation	Powell Gardens Inc Reading is Fundamental Pittsburgh	1609 NW US Hwy 50 Kingsville, MO 64061	43-1483357	Books for Keeps "Math and Science" Program	Education & Workforce Development	009555	10,000	10/19/2016
Bayer USA Foundation		10 Children's Way, Suite 300 Pittsburgh, Pennsylvania 15212	25-1558336		Education & Workforce Development	009559	5,000	10/19/2016

Bayer USA Foundation	Shepherd's Table Soup Kitchen Inc	121 Hillsborough Street Raleigh, NC 27603	56-1423190	To provide meals to the hungry and those in need of food Black Emerging Adolescent Males (BEAM) Addressing systemic problems by developing a family plan of action to serve black adolescent males who are having challenges in the community and school environment Building a Model for Change in STEM education	Arts, Culture & Social Services	009560	15,000	10/19/2016
Bayer USA Foundation	Small Seeds Development, Inc	6033 Broad Street Pittsburgh, PA 15206	25-1834826		Arts, Culture & Social Services	009561	10,000	10/19/2016
Bayer USA Foundation	Students 2 Science Inc	66 Deforest Avenue East Hanover, New Jersey 07936	26-4531439		Education & Workforce Development	009562	100,000	10/19/2016
Bayer USA Foundation	Sustainable Jersey Inc	The College of New Jersey 2000 Pennington Road - Forcina Hall - 3rd Floor PO Box 7718 Ewing, New Jersey 08628	45-3848336	Sustainable Jersey for Schools program Sustainability programs that improve performance and reduce costs for regional businesses, municipalities, schools and institutions in the Pittsburgh region	Education & Workforce Development	009563	10,000	10/19/2016
Bayer USA Foundation	Sustainable Pittsburgh Women's Center and Shelter of Greater Pittsburgh	307 Fourth Avenue, Suite 1500 Pittsburgh, PA 15219	20-3575951	Services for Victims of Domestic Violence	Environment & Sustainability	009564	10,000	10/19/2016
Bayer USA Foundation	The Sprout Fund	PO Box 9024 Pittsburgh, PA 15224	25-1264376		Arts, Culture & Social Services	009565	5,000	10/19/2016
Bayer USA Foundation	National Merit Scholarship Corporation	5423 Penn Avenue Pittsburgh, PA 15206	20-4077513	Rec2Tech program	Education & Workforce Development	009548	5,000	8/18/2016
Bayer USA Foundation	National Congress of Parents and Teachers	1560 Sherman Avenue Suite 200 (Mailing address for check P O Box 99389, Chicago 60693) Evanston, IL 60201-4897	36-2307745	funding for scholarship program	Education & Workforce Development	009547	193,295	8/1/2016
Bayer USA Foundation	Greater Pittsburgh Community Food Bank	1250 N Pitt Street Alexandria, VA 22314	36-2169155	Filling a Gap In STEM Education Engaging Families Through PTA	Education & Workforce Development	009542	125,530	6/13/2016
Bayer USA Foundation	Pittsburgh Botanic Garden	1 N Linden Street Duquesne, PA 15110	25-1420599	Hunger-free Southwestern Pennsylvania	Arts, Culture & Social Services	009543	10,000	6/13/2016
Bayer USA Foundation	Food Bank of Central & Eastern North Carolina	799 Pinkerton Run Road Oakdale, PA 15071	25-1648405	Funding for creation of a Welcome Center	Environment & Sustainability	009540	100,000	5/17/2016
Bayer USA Foundation	Cal State East Bay Educational Foundation	3808 Tarheel DriveRaleigh, NC 27609	56-1283426	Bayer Weekend Power Pack Program Partnership Institute for STEM Education/STEM Education 2.0 Strengthening Science Education and Workforce Supply Chains Through Multi-Stakeholder Collaboration	Arts, Culture & Social Services	009539	100,000	5/17/2016
Bayer USA Foundation	Cal State East Bay Educational Foundation	25800 Carlos Bee Blvd SA4700 Hayward, CA 94542	94-6128893		Education & Workforce Development	009537	200,000	4/21/2016

Bayer USA Foundation	The Pittsburgh Promise	1901 Centre Avenue Suite 204 Pittsburgh, PA 15219	26-1982661	Funding for the Pittsburgh Promise Initiative	Education & Workforce Development	009538	50,000	4/21/2016
Bayer USA Foundation	Carnegie Institute	Carnegie Science Center One Allegheny Avenue Pittsburgh, Pennsylvania 15212	25-0965280	Chevron Center for STEM Education and Career Development - Founding Partner	Education & Workforce Development	009534	50,000	3/2/2016
Bayer USA Foundation	University Of Colorado Foundation	4740 Walnut Street Boulder, CO 80301-2538	84-6049811	Bayer International Science Teens Camp	Education & Workforce Development	009536	30,000	3/2/2016
Bayer USA Foundation	Agricultural Hall of Fame	630 N 126th Street Bonner Springs, KS 66012-9045	44-0625575	Children's Agriculture Science Center The Backpack Project providing needy children with school supplies so they can focus on their education and build a strong educational foundation rather than being distracted by financial hardships	Education & Workforce Development	009530	50,000	2/23/2016
Bayer USA Foundation	Allegheny County Bar Foundation	400 Koppers Building 436 7th Avenue Pittsburgh, PA 15219	25-1383622	ASSET Systemically Improving STEM Education	Education & Workforce Development	009525	6,945	2/23/2016
Bayer USA Foundation	ASSET Inc	2403 Sidney Street, Suite 800 Pittsburgh, PA 15203	25-1742923	Year-long field trips to the Museum's Garden Exhibit for local, title-one schools	Education & Workforce Development	009526	200,000	2/23/2016
Bayer USA Foundation	Children's Museum Of Pittsburgh	10 Children's Way Pittsburgh, PA 15212	25-1379704	Education Outside's 2016/2017 San Francisco Expansion A New Frontier in K-5 Science Education & Environmental Sustainability	Education & Workforce Development	009527	7,500	2/23/2016
Bayer USA Foundation	Education Outside	135 Van Ness Avenue Suite 408 San Francisco, California 94102	46-0590185	Supporting domestic and international public health improvement programs	Education & Workforce Development	009528	25,000	2/23/2016
Bayer USA Foundation	Global Links Rutgers, The State University of New Jersey	700 Trumbull Drive Pittsburgh, PA 15205	52-1629060	Waksman Student Scholars Program	Arts, Culture & Social Services	009529	15,000	2/23/2016
Bayer USA Foundation	United Methodist Church Union	7 College Avenue New Brunswick, NJ 08901	23-7318742	Operation At-Risk	Education & Workforce Development	009531	50,000	2/23/2016
Bayer USA Foundation	Whippany River Watershed Acton Committee Inc	971 Beech Ave Pittsburgh, PA 15233	25-0965431	Advancing the Mission of the WRWAC	Arts, Culture & Social Services	009533	5,000	2/23/2016
Bayer USA Foundation		P O Box 223 (The WRWAC does not have a physical office This saves significant overhead expense) Morristown, NJ 07960-0223	22-3692288		Environment & Sustainability	009532	10,000	2/23/2016
TOTAL							1,908,270	