Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation: OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

A Employer identification number: 26-4377643

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
100 AVE OF THE AMERICAS, 16TH FL

B Telephone number (see instructions): (212) 775-6661

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10013

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 391,722,556.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	50,000,000.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	14,199.	14,199.		ATCH 1
	4	Dividends and interest from securities	43,712,913.	90,349.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3		49,382,227.		
	12	**Total.** Add lines 1 through 11	93,727,112.	49,486,775.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 4	6,183.			6,183.
	b	Accounting fees (attach schedule) ATCH 5	36,525.	21,915.		14,610.
	c	Other professional fees (attach schedule) [6]	1,072,918.	2,197.		1,070,721.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [7]	2,405,000.			
	19	Depreciation (attach schedule) and depletion	1,553.			ATCH 15
	20	Occupancy				
	21	Travel, conferences, and meetings	136,980.			136,980.
	22	Printing and publications	215.			215.
	23	Other expenses (attach schedule) ATCH 8	63,485.			63,485.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,722,859.	24,112.		1,292,194.
	25	Contributions, gifts, grants paid	20,635,360.			20,635,360.
	26	Total expenses and disbursements Add lines 24 and 25	24,358,219.	24,112.	0.	21,927,554.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	69,368,893.			
	b	**Net investment income** (if negative, enter -0-)		49,462,663.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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	-863,753.	-2,711,232.	-2,711,232.
	2	Savings and temporary cash investments	86,154,671.	107,328,028.	107,328,028.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	230,654,272.	287,098,570.	287,098,570.
	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)			
	14	Land, buildings, and equipment basis ▶ ATCH 15 9,167.			
		Less accumulated depreciation (attach schedule) ▶ 1,977.	5,945.	7,190.	7,190.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	315,951,135.	391,722,556.	391,722,556.
Liabilities	17	Accounts payable and accrued expenses	3,403.	3,583.	
	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)	3,403.	3,583.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	315,947,732.	391,718,973.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	315,947,732.	391,718,973.	
	31	Total liabilities and net assets/fund balances (see instructions)	315,951,135.	391,722,556.	

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	315,947,732.
2	Enter amount from Part I, line 27a	2	69,368,893.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	6,402,348.
4	Add lines 1, 2, and 3	4	391,718,973.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	391,718,973.

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				
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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	13,961,745.	263,424,038.	0.053001
2014	7,636,732.	196,669,110.	0.038830
2013	3,853,989.	132,082,655.	0.029179
2012	949,464.	30,332,458.	0.031302
2011	453,790.	439,161.	1.033311

2	Total of line 1, column (d)	2	1.185623
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	0.237125
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	336,728,622.
5	Multiply line 4 by line 3.	5	79,846,774.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	494,627.
7	Add lines 5 and 6.	7	80,341,401.
8	Enter qualifying distributions from Part XII, line 4	8	21,927,554.

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

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	989,253.
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	989,253.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	989,253.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 2,261,844.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,261,844.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	1,272,591.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 620,000. **Refunded** ▶		11	652,591.

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ATCH 11	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://OVERDECK.ORG

14 The books are in care of ▶ TANYA M. SHEEHAN Telephone no ▶ 212-625-5700

Located at ▶ 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY ZIP+4 ▶ 10013

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶	N/A		

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No	SEE	FOOT	NOTE
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No	SEE	FOOT	NOTE
	(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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ N/A			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ N/A			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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

*Overdeck Family Foundation received management services from Two Sigma Investments, LP ("TSI") through a management contract agreement that the Foundation has with TSI. The Foundation pays TSI for professional services provided by certain TSI employees, including three that are also officers of the Foundation. All such payments are for the portions of the direct compensation of such TSI employees attributable to the portions of their time for which they rendered services to the Foundation in accordance with Treasury Regulation Section 53.4941(d)-3. Nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. The Foundation receives all other such goods, services, and the use of facilities from TSI free of charge.

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

		Yes	No
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)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here . . . . N/A . . . ▶ ☐		
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? . . ATCH 12 . . . . ☒ 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? **6b**		X
	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? **7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		287,446.	15,755.	0.

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

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

Total number of other employees paid over $50,000 . . . . ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL, NEW YORK, NY 10013	PROF. SERVICES	972,108.
HORN ED, LLC 8 ANTHONY ROAD, LEXINGTON, MA 02420	CONSULTING SVCS.	59,500.
Total number of others receiving over $50,000 for professional services . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

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

*The amount above paid in 2016 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2016 to TSI is for services performed during 2015 and the first three quarters of 2016 by such TSI employees.

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	341,738,606.
b	Average of monthly cash balances	1b	117,863.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	341,856,469.
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	341,856,469.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,127,847.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	336,728,622.
6	**Minimum investment return.** Enter 5% of line 5	6	16,836,431.

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	16,836,431.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	989,253.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	989,253.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	15,847,178.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	15,847,178.
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	15,847,178.

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	21,927,554.
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	21,927,554.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,927,554.

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				15,847,178.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015 690,183.				
f Total of lines 3a through e	690,183.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 21,927,554.				
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				15,847,178.
e Remaining amount distributed out of corpus	6,080,376.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,770,559.			
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)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	6,770,559.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015 690,183.				
e Excess from 2016 6,080,376.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a 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))

JOHN A. OVERDECK

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

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
ATTACHMENT 14				20,635,360.
Total ▶ **3a**				20,635,360.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a N/A					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,199.	
4 Dividends and interest from securities			14	43,712,913.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				43,727,112.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 43,727,112.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] | 11/6/17 | ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLI ARCHIBALD	Kelli H Archibald	11/06/17		P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 2 N CENTRAL AVE, SUITE 2300 PHOENIX, AZ 85004 — Phone no 602-322-3000

JSA
6E1493 1 000
7534IC 0114

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	**Employer identification number**
OVERDECK FAMILY FOUNDATION, INC. C/O TANYA M. SHEEHAN	26-4377643

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN A. OVERDECK 100 AVE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10013	$ 50,000,000.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	INTEREST IN THOMPSON STRATEGIES LTD	$ 50,000,000.	12/31/2016

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

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

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

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

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

Name of organization OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		14,199.	14,199.
	TOTAL	14,199.	14,199.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THOMPSON STRATEGIES - DIVIDEND INCOME	43,622,564.	
VANGUARD 500 INDEX FUND - DIVIDEND INCOME	90,349.	90,349.
TOTAL	43,712,913.	90,349.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUBPART F INCOME-THOMPSON STRATEGIES LTD		49,382,227.
TOTALS		49,382,227.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SEWARD & KISSEL, LLP	5,863.			5,863.
DECHERT, LLP	320.			320.
TOTALS	6,183.			6,183.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	36,525.	21,915.		14,610.
TOTALS	36,525.	21,915.		14,610.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TSI SERVICE COSTS*	972,108.	2,197.		969,911.
CONSULTING FEES	93,030.			93,030.
OUTSIDE CONTRACT SERVICES	4,000.			4,000.
RECRUITMENT	1,980.			1,980.
COACHING	1,800.			1,800.
TOTALS	1,072,918.	2,197.		1,070,721.

*The amount above paid in 2016 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payents are generally made quarterly in arrears, the amount reported above paid in 2016 to TSI is for services performed during 2015 and the first three quarters of 2016 by such TSI employees.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES PAID	2,405,000.
TOTALS	2,405,000.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SOFTWARE	42,592.			42,592.
PROFESSIONAL DEVELOPMENT	8,884.			8,884.
EQUIPMENT AND SUPPLIES	4,786.			4,786.
BOOKS AND SUBSCRIPTIONS	2,625.			2,625.
ANNUAL STATE FILING FEES	1,911.			1,911.
POSTAGE	1,706.			1,706.
MEMBERSHIP DUES	670.			670.
MISCELLANEOUS EXPENSES	311.			311.
TOTALS	63,485.			63,485.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD 500 INDEX FUND - ADMIRAL	4,534,995.	4,534,995.
THOMPSON STRATEGIES LTD.	282,563,575.	282,563,575.
TOTALS	287,098,570.	287,098,570.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
THOMPSON STRATEGIES - CASH TO TAXABLE INCOME ADJUSTMENT	5,759,663.
VANGUARD - CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION ON INVESTMENTS	392,875.
THOMPSON STRATEGIES - BOOK VERSUS TAXABLE INCOME	201,410.
PRIOR PERIOD BOOK ADJUSTMENT	48,400.
TOTAL	6,402,348.

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT 43,622,564.

CONTROLLED ENTITY'S NAME:	THOMPSON STRATEGIES LTD.
CONTROLLED ENTITY'S ADDRESS:	LIMITED 190 ELGIN, GEORGE TOWN
SECOND LINE ADDRESS:	GRAND CAYMAN KY1-9005
EIN:	98-1029954
TRANSFER AMOUNT:	43,622,564.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

DIVIDEND/DISTRIBUTION

ATTACHMENT 12

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: EXPII, INC.
GRANTEE'S ADDRESS: 260 ATWOOD STREET
CITY, STATE & ZIP: PITTSBURGH, PA 15213
GRANT DATE: 10/07/2016
GRANT AMOUNT: 20,000.
GRANT PURPOSE: TO BUILD A FREE PLATFORM FOR PERSONALIZED LEARNING USING OPENLY LICENSED EDUCATIONAL CONTENT
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/12/2017
VERIFICATION DATE: 06/12/2017
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDUCATIONFIRST CONSULTING LLC
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 11/22/2016
GRANT AMOUNT: 15,000.
GRANT PURPOSE: TO SUPPORT THE FAMILY MATH FLUENCY CONVENING THAT OCCURED NOVEMBER 16-18, 2016 IN CHICAGO
AMOUNT EXPENDED: 15,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/7/2017
VERIFICATION DATE: 06/07/2017
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: PUBLIC IMPACT
GRANTEE'S ADDRESS: 405 E MAIN ST
CITY, STATE & ZIP: CARRBORO, NC 27510
GRANT DATE: 11/11/2016
GRANT AMOUNT: 300,000.
GRANT PURPOSE: TO IMPROVE LEADERSHIP CAPABILITIES OF SCHOOL DISTRICT ADMINISTRATORS AND TEACHERS
AMOUNT EXPENDED: 58,127.
ANY DIVERSION? NO
DATES OF REPORTS: 2/24/17
VERIFICATION DATE: 02/24/2017
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: CITYBRIDGE FOUNDATION
GRANTEE'S ADDRESS: 600 NEW HAMPSHIRE AVENUE NW, 9TH FLOOR

CONT'D ON NEXT PAGE

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP:	WASHINGTON, DC 20037
GRANT DATE:	06/15/2016
GRANT AMOUNT:	250,000.
GRANT PURPOSE:	TO ASSIST IN UNDWRITING THE OPERATIONAL COSTS OF THE BREAKTHROUGH SCHOOLS
AMOUNT EXPENDED:	250,000.
ANY DIVERSION?	NO
DATES OF REPORTS:	04/30/2017
VERIFICATION DATE:	04/30/2017

RESULTS OF VERIFICATION:

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN A. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/PRESIDENT 5.00	0.	0.	0.
LAURA B. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/CHAIR 5.00	0.	0.	0.
TANYA M. SHEEHAN* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	TREASURER 2.00	0.	0.	0.
JAMES MARION* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	SECRETARY 21.00	0.	0.	0.
ANU MALIPATIL* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	VICE PRESIDENT 50.00	0.	0.	0.
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013		287,446.	15,755.	0.
	GRAND TOTALS	287,446.	15,755.	0.

*The individuals identified above are employees of Two Sigma Investments, LP ("TSI") and are paid for the services they provide to the Foundation through a services agreement the Foundation has with TSI. Payments by the Foundation for such services of these officers are made to TSI quarterly in arrears. All such payments are for the portion of the direct compensation of such officers attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2016 to TSI is for services performed during 2015 and the first 3 quarters of 2016 by the Foundation officers named above.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Afterschool Alliance 1616 H St. NW No. 820 Washington, DC 20006	PC	To support quality afterschool programs for children and youth	300,000
American Institutes for Research 1000 Thomas Jefferson St., NW Washington, DC 20007	PC	To use the best science available to bring the most effective ideas and approaches to enhancing everyday life.	59,500
Art Of Problem Solving Foundation 1150 Ave. of the Americas, 6th Fl. New York, NY 10163	PC	To advance mathematics education by promoting opportunities for advanced study	10,000
Battelle Education 505 King Avenue Columbus, Ohio	PC	To promote "STEM" education	10,000
Bright Beginnings 128 M Street, NW Suite 150 Washington, DC 20001	PC	To provide education and support to children	285,000
Carnegie Foundation For Advancement Teaching 51 Vista Ln. Stanford, CA 94305	POF	2017 Carnegie Summit Premier Sponsorship	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Change the Equation Inc. 1101 K ST. NW Ste 610 Washington, DC 20005	PC	To promote "STEM" education	251,100
Character Lab Inc. 266 West 37th St., 23rd Fl. New York, NY 10018	PC	Support mission of developing, disseminating, and supporting well-designed, research-based approaches to character development that enable kids to learn and flourish	500,000
Charter Fund Inc. 10901 West 120th Ave., No. 405 Broomfield, CO 80021	PC	To support charter schools	500,000
CityBridge Foundation 600 New Hampshire Ave. NW Washington, DC 20037	PF	To support the building of a citywide system of high-performing schools in Washington, DC	250,000
Common Sense Media 650 Townsend St., No. 435 San Francisco, CA 94103	PC	To support mission to provide trustworty information, education, and independent media to kids and families	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Council Of New Jersey Grantmakers Inc. 101 West State St. Trenton, NJ 08608	PC	2017 General Operating Support	10,455
Digital Promise 1001 Connecticut Ave. NW 830 Washington, DC 20036	PC	Year 1 Grant to accelerate innovation in education	250,000
DonorsChoose.org 134 West 37th St. Fl. 11 New York, NY 10018	PC	To support classroom project funding	285,000
Drew University 36 Madison Ave. Madison, NJ 07940	PC	Governor's School in the Sciences	94,748
East Bay Innovation Academy 3400 Malcolm Ave. Oakland, CA 94605	PC	Support for California charter school	75,000
EducationFirst Consulting LLC PO Box 22871 Seattle, WA 98122	NC	Family Math Fluency Convening	15,000
Education Northwest 101 SW Main St., No. 500 Portland, OR 97204	PC	To support research and development assistance to education	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Education Resource Strategies Inc. 480 Pleasant St., Ste. C-200 Watertown, MA 02472	PC	To transform urban schools and improve student learning	130,000
Educause 282 Century Pl., Ste. 5000 Louisville, CO 80027	PC	Carnegie Hill Chill & Carnegie DC Educators	10,244
Empower Schools Inc. 24 School St., 3rd Fl. Boston, MA 02108	PC	To support empowerment zones to connect schools and communities	299,477
Envision Excellence In STEM Education 2018 Lamberton Rd. Cleveland Heights, OH 44118	PC	STEM Funders Network general operating support	643,743
Expanded Schools Inc. 1440 Broadway, 16th Fl. New York, NY 10018	PC	NYC STEM Grant & Design2Learn Grant	156,150
Expii Inc. 260 Atwood St. Pittsburgh, PA 15213	NC	Build free platform for personalized learning	200,000
FSG Inc. 500 Boylston St., Ste. 600 Boston, MA 02116	PC	To support consulting firm supporting leaders in creating large-scale, lasting social change	90,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Fund for the City of New York Inc. 101 Central Park West, #18F New York, NY 10023	PC	100K in 10 Carnegie Grant & SSN Grant	86,600
Grantmakers For Education 720 SW Washington St., Ste. 605 Portland, OR 97205	PC	General Grant Support	2,500
The Highlander Institute 65 Atlantic Ave. Providence, RI 02907	PC	To improve the educational experience of all learners	220,000
Iridescent 532 West 22nd St. Los Angeles, CA 90007	PC	To support and empower children through education	139,455
Jobs for the Future Inc. 88 Broad St., No 8th Fl. Boston, MA 02110	PC	To accelerate the education and advancement of young people	375,000
Johns Hopkins University 3400 N. Charles St. Baltimore, MD 21218	PC	Center for Talented Youth Grant and Bedtime Math Study, Yr 3	491,360
Khan Academy Inc. Po Box 1630 Mountain View, CA 94042	PC	To support education	501,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Kindling Group NFP 4021 N. Broadway St. Chicago, IL 60613	PC	No Small Matter engagement efforts and impact measurement	100,000
Leading Educators Inc. 1824 Oretha Castle Haley Blvd. New Orleans, LA 70113	PC	To support the professional development of teachers in high-need schools	250,000
Liberty Science Center Inc. 222 Jersey City Blvd. Jersey City, NJ 07305	PC	To support science programming	100,000
Museum Of Mathematics 134 West 26th St., 4th Fl. New York, NY 10001	PC	To support efforts to enhance the public understanding of mathematics	555,530
National Academy Foundation 218 West 40th St., 5th Fl. New York, NY 10018	PC	Support mission to solve some of the biggest challenges facing education and the economy by bringing education, business, and community leaders together to transform the high school experience	150,000
National Center For Civic Innovation 121 Ave. of the Americas, 6th Fl. New York, NY 10013	PC	100k in 10 Grant	60,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
National Public Education Support Fd 1825 K St. NW, Ste. 400 Washington, DC 20006	PC	Education Funder Strategy Group Support	25,000
New Classrooms Innovation Partners 1250 Broadway, 30th Fl. New York, NY 10001	PC	Research & development towards improvements in achievement and cost	279,400
New Venture Fund 1201 Connecticut Ave. NW, Ste. 300 Washington, DC 20036	PC	Teacher Prep Data RFP Grant & Early Learning Lab Grant	550,000
New Visions for Public Schools Inc. 320 W 13th St., #6 New York, NY 10014	PC	Data Warehouse & i3 grant match	200,000
New York University One Park Ave., 17th Fl. New York, NY 10016	PC	Support for ParentCorps program within Langone	759,200
Nurse Family Partnership 1900 Grant St., Ste. 400 Denver, CO, 80203	PC	National Service Office general operating support	350,000
Pingry Corporation 131 Martinsville Rd. Basking Ridge, NJ 07920	PC	Pingry Fund for Financial Aid and General Operating Support	280,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
President and Fellows of Harvard College 1280 Massachusetts Ave. Cambridge, MA 02138	PC	EdLabs research	400,000
The Providence Plan 10 Davol Square No 300 Providence, RI 02903	PC	To promote the economic and social welfare of Providence	120,000
Public Impact 405 E Main St. Carrboro, NC 27510	NC	To improve leadership capabilities of school district administrators and teachers	300,000
Rector & Visitors of UVA 210 Spring Ln. Charlottesville, VA 22903	PC	Tai Grant & DC Leap Grant	315,500
Relay Graduate School Of Education 40 W. 20th St., 7th Fl. New York, NY 10011	PC	Novice Teachers Program & National Principals Academy Fellowship	500,000
Rhode Island College Foundation 600 Mount Pleasant Ave. Providence, RI 02908	PC	To support public education and ehance educational excellence at Rhode Island College	130,000
Rhode Island Mayoral Academics 160 Westminster St. No 202 Providence, RI 02903	PC	To support Rhode Island public schools	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Robin Hood Foundation 826 Broadway, 9th Fl. New York, NY 10003	PC	Early Childhood Fund Grant, Board Grant & Early Childhood Research Initiative Grant	3,250,000
Sesame Workshop One Lincoln Plaza New York, NY 10023	PC	Sesame Street in Communities project in the US	250,000
Silicon Schools Fund Inc. 5858 Horton St., Ste. 451 Emeryville, CA 94608	PC	Support mission of providing seed funding for blended learning schools that use innovative education models and technology to personalize learning	500,000
Stanford University 326 Galvez Street Stanford, CA 94305	PC	To support Stanford academics	1,000,000
Summit Public Schools 325 Camille Court Mountain View, CA 94040	PC	To support public education	300,000
Teach For America Inc. 315 W 36th St., 7th Fl. New York, NY 10018	PC	To support educational equity and excellence	200,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
Teaching Lab 3828 Georgia Ave. NW Apt 544 Washington, DC 20011	PC	To support the development of teacher-leaders	150,000
The Exploratorium Pier 17, Ste. 100 San Francisco, CA 94111	PC	Making in Out-of-School-Time Settings Phase II	249,938
The Florida State University Research Foundation 2000 Levy Ave., Ste. 351 Tallahassee, FL 32310	PC	To support research and training for faculty, staff, and students at Florida State University	25,000
The Oakland Public Education Fund PO Box 27148 Oakland, CA 94602	PC	To support public education & the Escuelita Grant	231,950
The Pingry Corporation 131 Martinsville Rd. Basking Ridge, NJ 07920	PC	To promote education	150,000
Tides Foundation 1014 Torney Ave. San Francisco, CA 94129	PC	To promote progressive philanthropic social change	93,480
Trustees Of Princeton University 41 William St. Princeton, NJ 08540	PC	Overdeck Educational Research Initiative Fund Yr 2 & general support	512,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
University Of Chicago 6030 South Ellis Ave., Room ED-114 Chicago, IL 60637	PC	Bedtime Math Study Year 4	818,859
University of Washington Foundation 407 Gerberding Hall Seattle, WA 98195	PC	To support the University of Washington	207,000
Visiting Nurse Service of New York 107 E 70th St., Fl. 5 New York, NY 10021	SO III FI	Nurse Family Partnership program	125,000
Woodrow Wilson National Fellowship Foundation 5 Vaughn Dr., Ste. 300 Princeton, NJ 08540	PC	STEM teacher-training fellowship in New Jersey	570,171
		Total	20,635,360

FORM 990PF, PARTS I AND II - DEPRECIATION

ATTACHMENT 15

Fixed Assets Date	Purchase Amount	2016 Beginning Book Value	Purchases	Depreciation Expense	Accumulated Depreciation	2016 Ending Book Value
08/31/2015	6,369	5,945	-	1,313	1,737	4,632
05/11/2016	1,499	-	1,499	175	175	1,324
09/21/2016	1,299	-	1,299	65	65	1,234
Total	9,167	5,945	2,798	1,553	1,977	7,190