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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE SAMUELI FOUNDATION		A Employer identification number 33-0758237
Number and street (or P.O. box number if mail is not delivered to street address) 2101 E. COAST HIGHWAY		B Telephone number 949-760-4300
Room/suite 300		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code CORONA DEL MAR, CA 92625		D 1. Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 50,162. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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))		(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	776,233.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	123.	123.		SEE STATEMENT 2
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-981.			SEE STATEMENT 1
	b Gross sales price for all assets on line 6a	775,252.			
	7 Capital gain net income (from Part IV, line 2)		666,669.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	775,375.	666,792.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	84,806.			67,845.
	14 Other employee salaries and wages	171,908.	0.		137,526.
	15 Pension plans, employee benefits	25,296.	0.		20,236.
	16a Legal fees				
	b Accounting fees STMT 3	6,500.	1,625.		2,600.
	c Other professional fees STMT 4	32,246.	4,800.		20,246.
	17 Interest				
	18 Taxes STMT 5	39,728.	0.		16,899.
	19 Depreciation and depletion	4,186.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	114,415.	0.		94,369.
	22 Printing and publications	367.	0.		0.
	23 Other expenses STMT 6	30,007.	0.		13,238.
	24 Total operating and administrative expenses. Add lines 13 through 23	509,459.	6,425.		372,959.
	25 Contributions, gifts, grants paid	533,850.			533,850.
26 Total expenses and disbursements. Add lines 24 and 25	1,043,309.	6,425.		906,809.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-267,934.				
b Net investment income (if negative, enter -0-)		660,367.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,947.	34,348.	34,348.
	2 Savings and temporary cash investments	110,370.	10.	10.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 69,861.				
Less accumulated depreciation STMT 7 ▶ 64,057.		3,779.	5,804.	5,804.
15 Other assets (describe ▶ OTHER RECEIVABLE)		0.	10,000.	10,000.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		118,096.	50,162.	50,162.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DUE TO SHILOH TRUST)	0.	200,000.	
23 Total liabilities (add lines 17 through 22)	0.	200,000.		
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	118,096.	-149,838.	
	30 Total net assets or fund balances	118,096.	-149,838.	
31 Total liabilities and net assets/fund balances	118,096.	50,162.		

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	118,096.
2 Enter amount from Part I, line 27a	2	-267,934.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	-149,838.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-149,838.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 17,500 SHRS ANTERO RESOURCES CORPORATION	D	09/25/08	07/21/16
b 5,837 SHRS WAGEWORKS INC.	D		04/26/16
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 460,342.		71,109.	389,233.
b 314,910.		37,474.	277,436.
c			
d			
e			

(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			389,233.
b			277,436.
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	666,669.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	870,175.	383,397.	2.269645
2014	896,190.	269,260.	3.328344
2013	1,380,881.	217,072.	6.361396
2012	1,108,871.	396,697.	2.795259
2011	984,858.	335,610.	2.934531

2 Total of line 1, column (d)	2	17.689175
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	3.537835
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	354,973.
5 Multiply line 4 by line 3	5	1,255,836.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,604.
7 Add lines 5 and 6	7	1,262,440.
8 Enter qualifying distributions from Part XII, line 4	8	906,809.

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 <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	13,207.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,207.
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	13,207.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	12,230.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,030.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	823.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	823.	

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		x
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		x
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.SAMUELI.ORG	x	
14 The books are in care of MICHAEL SCHULMAN Telephone no. 949-760-4300 Located at 2101 E. COAST HIGHWAY, SUITE 300, CORONA DEL MAR, CA ZIP+4 92625-1941		
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		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		x

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b		x
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 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) N/A 3b		
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN SAMUELI	PRESIDENT			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	5.00	0.	0.	0.
HENRY SAMUELI	SECRETARY			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	1.00	0.	0.	0.
MICHAEL SHULMAN	DIRECTOR			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	1.00	0.	0.	0.
GERALD SOLOMON	EXECUTIVE DIRECTOR			
2101 E. COAST HIGHWAY, SUITE 300				
CORONA DEL MAR, CA 92625-1941	8.00	84,806.	2,431.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHELLE FREEMAN - 2101 E. COAST HWY	PROGRAM MANAGER			
# 300, CORONA DEL MAR, CA 92625	40.00	106,754.	3,739.	0.
KATRINA GAUDIER - 2101 E. COAST HWY	EXECUTIVE ASSISTANT			
# 300, CORONA DEL MAR, CA 92625	40.00	65,574.	2,462.	0.

Total number of other employees paid over \$50,000**0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 0.
b	Average of monthly cash balances	1b 344,575.
c	Fair market value of all other assets	1c 15,804.
d	Total (add lines 1a, b, and c)	1d 360,379.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 360,379.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 5,406.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5 354,973.
6	Minimum investment return Enter 5% of line 5	6 17,749.

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 17,749.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 13,207.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 13,207.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 4,542.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 4,542.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 4,542.

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 906,809.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 906,809.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 906,809.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				4,542.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	969,031.			
b From 2012	1,104,640.			
c From 2013	1,388,059.			
d From 2014	888,102.			
e From 2015	862,906.			
f Total of lines 3a through e	5,212,738.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	906,809.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				4,542.
e Remaining amount distributed out of corpus	902,267.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,115,005.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	776,233.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	192,798.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,145,974.			
10 Analysis of line 9:				
a Excess from 2012	1,104,640.			
b Excess from 2013	1,388,059.			
c Excess from 2014	888,102.			
d Excess from 2015	862,906.			
e Excess from 2016	902,267.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

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				
ACADEMY OF INTEGRATIVE HEALTH & MEDICINE 6919 LA JOLLA BLVD LA JOLLA, CA 92307	NONE	PC	HEALTH	10,000.
ADMINISTRATORS OF THE TULANE EDUCATION FUND 1555 POYDRAS ST. STE 1000 NEW ORLEANS, LA 70112	NONE	PC	EDUCATION	10,000.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138-1996	NONE	PC	EDUCATION	5,000.
AMERICAN SUPPORT FOR ISRAEL, INC, P.O. BOX 3263 WASHINGTON DC, DC 20010	NONE	PC	RELIGION	10,000.
ANAHEIM YMCA 240 S. EUCLID ST ANAHEIM, CA 92802	NONE	PC	SOCIAL	15,000.
Total	SEE CONTINUATION SHEET(S)		▶ 3a	533,850.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
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	123.		
4 Dividends and interest from securities						
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			18	-981.		
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)		0.		-858.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13		-858.

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

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

[illegible]

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BIG BROTHERS/BIG SISTERS OF OC 14131 YORBA ST., STE 200 TUSTIN, CA 92780	NONE	PC	SOCIAL	1,000.
BOYS AND GIRLS CLUB OF SANTA ANA INC 250 N. GOLDEN CIRCLE DRIVE SUITE 104 SANTA ANA, CA 92705	NONE	PC	SOCIAL	5,000.
BOYS TOWN CALIFORNIA 2223 EAST WELLINGTON AVE SUITE 350 SANTA ANA, CA 92701	NONE	PC	SOCIAL	10,000.
BRACKEN'S KITCHEN 15554 PRODUCER LANE HUNTINGTON BEACH, CA 92649	NONE	PC	SOCIAL	10,000.
BUILD FUTURES 19036 STONEHURST LANE HUNTINGTON BEACH, CA 92648	NONE	PC	SOCIAL	10,000.
CA-NEVADA EXCHANGE CLUBS CHARITABLE FOUNDATION 1117 FRANKLIN ST SANTA MONICA, CA 90403-2323	NONE	PC	SOCIAL	1,000.
CALIFORNIA SCIENCE TEACHERS ASSOCIATION 950 GLENN DR., SUITE 150 FOLSOM, CA 95630	NONE	PC	EDUCATION	5,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PC	EDUCATION	5,000.
CHILD GUIDANCE CENTER 525 N. CABRILLO PARK DR. #300 SANTA ANA, CA 92701	NONE	PC	SOCIAL	10,000.
CHILDREN NOW 1404 FRANKLIN ST, SUITE 700 OAKLAND, CA 94612	NONE	PC	SOCIAL	5,000.
Total from continuation sheets				483,850.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COALITION OF OC COMMUNITY HEALTH CTRS 515 CABRILLO PARK DR., SUITE 250 SANTA ANA, CA 92701	NONE	PC	HEALTH	11,000.
ENVISION EXCELLENCE IN STEM 2108 LAMBERTON RD CLEVELAND HEIGHTS, OH 44118	NONE	PC	EDUCATION	17,000.
FREEDOM WRITERS P.O. BOX 41505 LONG BEACH, CA 90853	NONE	PC	SOCIAL	5,000.
FRIENDS OF YEMIN ORDE 4340 EAST-WEST HWY., #202 BETHESDA, MD 20814	NONE	PC	RELIGIOUS	5,000.
GAY & LESBIAN COMMUNITY SERVICES CTR OF ORANGE COUNTY 1605 N. SPURGEON STREET SANTA ANA, CA 92701	NONE	PC	SOCIAL	15,000.
GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULINO AVE, SUITE D-290 COSTA MESA, CA 92626	NONE	PC	SOCIAL	5,000.
GRANTMAKERS FOR HEALTH 1100 CONNECTION AVE. NW, SUITE 1200 WASHINGTON DC, DC 20036-4110	NONE	PC	HEALTH	500.
GRANTMAKERS OF EDUCATION 720 SW WASHINGTON ST SUITE 605 PORTLAND, OR 97205	NONE	PC	EDUCATION	250.
HOAG HOSPITAL FOUNDATION PO BOX 6100 NEWPORT BEACH, CA 92658-6100	NONE	PC	HEALTH	500.
ILLUMINATION FOUNDATION 2691 RICHTER AVE., STE. 107 IRVINE, CA 92606	NONE	PC	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INDIANA AFTERSCHOOL NETWORK 445 N. PENNSYLVANIA ST., SUITE 945 INDIANAPOLIS, CA 46208	NONE	PC	EDUCATION	5,000.
JDFR 2 CORPORATE PARK, STE. 106 IRVINE, CA 92606	NONE	PC	HEALTH	500.
JEWISH FEDERATION & FAMILY OF OC 1 FEDERATION WAY, SUITE 210 IRVINE, CA 92603	NONE	PC	RELIGIOUS	20,000.
KRISTIE'S FOUNDATION 19744 BEACH BLVD, SUITE 294 HUNTINGTON BEACH, CA 92648	NONE	PC	SOCIAL	10,000.
LAND OF THE FREE FOUNDATION 13191 CROSSROADS PARKWAY NORTH, 6TH FL CITY OF INDUSTRY, CA 91746-3497	NONE	PC	SOCIAL	1,000.
LATINO HEALTH ACCESS 1701 N MAIN STREET, SUITE 200 SANTA ANA, CA 92706	NONE	PC	SOCIAL	10,000.
LAUREL HOUSE INC 1 HOPE DRIVE TUSTIN, CA 92782	NONE	PC	SOCIAL	10,000.
LONG BEACH OPERA TOTAL 507 PACIFIC AVE LONG BEACH, CA 90802	NONE	PC	ARTS	7,500.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVE #340 PALO ALTO, CA 94301	NONE	PC	HEALTH	1,000.
M.I.N.D. INSTITUTE 111 ACADEMY, SUITE 100 IRVINE, CA 92617	NONE	PC	EDUCATION	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MIRACLES FOR KIDS 3002 DOW AVENUE, SUITE 126 TUSTIN, CA 92780	NONE	PC	SOCIAL	10,000.
MISSION EDGE PO BOX 12319 SAN DIEGO, CA 92112	NONE	PC	SOCIAL SERVICES	25,000.
MOM'S ORANGE COUNTY 1128 W. SANTA ANA BOULEVARD SANTA ANA, CA 92703	NONE	PC	SOCIAL SERVICES	5,000.
MUSEUM OF LATIN AMERICAN ART IN LB 628 ALAMITOS AVE LONG BEACH, CA 90802	NONE	PC	ART	2,500.
OC COMMUNITY FOUNDATION 4041 MACARTHUR BLVD, SUITE 510 NEWPORT BEACH, CA 92660	NONE	PC	SOCIAL SERVICES	2,500.
ONEOC 1901 E FOURTH STREET, SUITE 100 SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	29,000.
ORANGE COUNTY HIGH SCHOOL OF THE ARTS 1010 N. MAIN STREET SANTA ANA, CA 92701	NONE	PC	EDUCATION	20,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 EAST 17TH STREET SANTA ANA, CA 92705	NONE	PC	SOCIAL SERVICES	5,000.
PARENT INSTITUTE FOR QUALITY E 22 WEST 35TH ST., SUITE 201 NATIONAL CITY, CA 91950	NONE	PC	EDUCATION	10,000.
PATHWAYS TO HOPE P.O. BOX 23148 SANTA ANA, CA 92711-3148	NONE	PC	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PHILANTHROPY ROUNDTABLE 1730 M STREET, NW SUITE 601 WASHINGTON DC, DC 20036	NONE	PC	EDUCATION	500.
PROGRAM FOR TORTURE VICTIMS 3550 WILSHIRE BLVD, STE 1906 LOS ANGELES, CA 90010	NONE	PC	SOCIAL SERVICES	10,000.
QUAN AM BUDDHIST MEDITATION 12670 18TH STREET REDLANDS, CA 92373	NONE	PC	RELIGIOUS	2,000.
REGENTS OF UNIVERSITY OF CALIFORNIA UCI 1328 CRAWFORD HALL IRVINE, CA 92697	NONE	PC	EDUCATION	1,000.
ROSE HILL CENTER 5130 ROSE HILL BLVD HOLLY, MI 48442	NONE	PC	SOCIAL SERVICES	10,000.
SAFE ALTERNATIVES FOR EVERYONE 28910 PUJOL STREET TEMECULA, CA 92590	NONE	PC	SOCIAL SERVICES	1,000.
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N. STREET NW WASHINGTON DC, DC 20036	NONE	PC	EDUCATION	25,000.
SOUTHERN CALIFORNIA JEWISH SPORTS HALL OF FAME PO BOX 6697 BEVERLY HILLS, CA 90212	NONE	PC	SOCIAL SERVICES	1,500.
ST. MARGARET OF SCOTLAND EPISCOPAL SCHOOL 31641 LA NOVIA AVE. SAN JUAN CAPISTRANO, CA 92675	NONE	PC	EDUCATION	25,000.
STAND UP FOR KIDS PO BOX 14398 IRVINE, CA 92623	NONE	PC	SOCIAL SERVICES	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
STARS AND STRIPES CHILDREN'S FOUNDATION PO BOX 7572 LAGUNA NIGUEL, CA 92067	NONE	PC	SOCIAL SERVICES	25,000.
THE "1939" CLUB 8950 W OLYMPIC BLVD, SUITE 437 BEVERLY HILLS, CA 90211	NONE	PC	RELIGIOUS	650.
THE NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET-NW WASHINGTON DC, DC 20001	NONE	PC	EDUCATION	10,000.
THINK TOGETHER 2101-A E. FOURTH STREET SANTA ANA, CA 92705	NONE	PC	EDUCATION	5,000.
UCI FOUNDATION 1034 HEWITT HALL IRVINE, CA 92697-5850	NONE	PC	HEALTH	5,000.
UCLA FOUNDATION P.O. BOX 24044 LOS ANGELES, CA 90024-0044	NONE	PC	EDUCATION	34,700.
UNIVERSITY OF CA, BERKELEY 2080 ADDISON STREET BERKELEY, CA 94720	NONE	PC	EDUCATION	250.
USA HOCKEY FOUNDATION 1775 BOB JOHNSON DRIVE COLORADO SPRINGS, CO 80906	NONE	PC	SOCIAL SERVICES	1,000.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVE, STE 200 TUSTIN, CA 92780-7803	NONE	PC	SOCIAL SERVICES	1,000.
Total from continuation sheets				

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

THE SAMUELI FOUNDATION

33-0758237

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).

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

Name of organization THE SAMUELI FOUNDATION	Employer identification number 33-0758237
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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	H&S INVESTMENTS L.P. 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 311,170.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	HS MANAGEMENT L.P. 2101 E. COAST HIGHWAY, SUITE 300 CORONA DEL MAR, CA 92625-1941	\$ 465,063.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

33-0758237

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	5,837 SHRS WAGEWORKS	\$ 311,170.	04/25/16
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	17,500 SHRS ANTERO RESOURCES CORPORATION	\$ 465,063.	07/20/16
(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 THE SAMUELI FOUNDATION	Employer identification number 33-0758237
---	---

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
17,500 SHRS ANTERO RESOURCES CORPORATION		09/25/08	07/21/16	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
460,342.	465,063.	0.	0.	-4,721.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
5,837 SHRS WAGeworks INC.			04/26/16	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
314,910.	311,170.	0.	0.	3,740.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A -981.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	123.	123.	
TOTAL TO PART I, LINE 3	123.	123.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	1,625.		2,600.
TO FORM 990-PF, PG 1, LN 16B	6,500.	1,625.		2,600.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	12,000.	4,800.		0.
CONSULTING FEES	20,246.	0.		15,246.
OUTSIDE SERVICES	0.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16C	32,246.	4,800.		20,246.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX & LICENSE	105.	0.		0.
PAYROLL TAX	21,123.	0.		16,899.
FEDERAL TAX	18,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	39,728.	0.		16,899.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE	3,429.	0.		0.
BENEFIT PLAN ADMINISTRATION	2,335.	0.		1,868.
TELEPHONE AND INTERNET	8,307.	0.		4,653.
INSURANCE	8,180.	0.		0.
PAYROLL PROCESSING	2,771.	0.		2,217.
DUES AND SUBSCRIPTIONS	4,250.	0.		4,250.
POSTAGE	235.	0.		0.
CUSTODIAL FEES	500.	0.		250.
TO FORM 990-PF, PG 1, LN 23	30,007.	0.		13,238.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
SOFTWARE - WEBSITE	14,700.	14,700.	0.	0.
SOFTWARE - CRM	10,800.	10,800.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	5,400.	5,400.	0.	0.
SOFTWARE - CRM	8,615.	8,615.	0.	0.
LAPTOP	1,265.	1,265.	0.	0.
SOFTWARE - IOS APP	6,000.	6,000.	0.	0.
COMPUTER (DESKTOP)	1,546.	1,546.	0.	0.
LAPTOP	1,109.	1,109.	0.	0.
GRANTMAKING WEBSITE	3,500.	3,500.	0.	0.
GRANTMAKING WEBSITE	3,695.	3,695.	0.	0.
LAPTOP	1,620.	855.	765.	765.
LAPTOP	1,273.	389.	884.	884.
LAPTOP	1,205.	368.	837.	837.
LAPTOP	1,081.	120.	961.	961.
LAPTOP	2,652.	295.	2,357.	2,357.
TO 990-PF, PART II, LN 14	69,861.	64,057.	5,804.	5,804.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

SUSAN SAMUELI
HENRY SAMUELI

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	SOFTWARE - WEBSITE	01/11/08	SL	3.00		16	14,700.				14,700.	14,700.		0.	14,700.
12	SOFTWARE - CRM	01/15/08	SL	3.00		16	10,800.				10,800.	10,800.		0.	10,800.
13	SOFTWARE - CRM	01/15/08	SL	3.00		16	5,400.				5,400.	5,400.		0.	5,400.
14	SOFTWARE - CRM	02/01/08	SL	3.00		16	5,400.				5,400.	5,400.		0.	5,400.
15	SOFTWARE - CRM	09/26/08	SL	3.00		16	8,615.				8,615.	8,615.		0.	8,615.
16	LAPTOP	05/27/11	SL	3.00		16	1,265.				1,265.	1,265.		0.	1,265.
18	SOFTWARE - IOS APP	12/01/12	SL	3.00		16	6,000.				6,000.	6,000.		0.	6,000.
29	COMPUTER (DESKTOP)	01/01/13	SL	3.00		16	1,546.				1,546.	1,546.		0.	1,546.
30	LAPTOP	08/08/13	SL	3.00		16	1,109.				1,109.	894.		215.	1,109.
31	(D)COMPUTER (DESKTOP)	08/12/13	SL	3.00		16	2,371.				2,371.	1,909.		462.	2,370.
32	GRANTMAKING WEBSITE	09/30/13	SL	3.00		16	3,500.				3,500.	2,626.		874.	3,500.
33	GRANTMAKING WEBSITE	10/03/13	SL	3.00		16	3,695.				3,695.	2,772.		923.	3,695.
44	LAPTOP	06/14/15	SL	3.00		16	1,620.				1,620.	315.		540.	855.
55	LAPTOP	01/29/16	SL	3.00		16	1,273.				1,273.			389.	389.
56	LAPTOP	02/24/16	SL	3.00		16	1,205.				1,205.			368.	368.
57	LAPTOP	08/23/16	SL	3.00		16	1,081.				1,081.			120.	120.
58	LAPTOP	09/12/16	SL	3.00		16	2,652.				2,652.			295.	295.
* TOTAL 990-PF PG 1 DEPR							72,232.				72,232.	62,242.		4,186.	66,427.

928111 04-01-16

(D) - Asset disposed

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

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						66,021.			0.	66,021.	62,242.			65,255.
	ACQUISITIONS						6,211.			0.	6,211.	0.			1,172.
	DISPOSITIONS						2,371.			0.	2,371.	1,909.			2,370.
	ENDING BALANCE						69,861.			0.	69,861.	60,333.			64,057.
	ENDING ACCUM DEPR LESS DISPOSITIONS											64,057.			
	ENDING BOOK VALUE											5,804.			

628111 04-01-16

(D) - Asset disposed

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