

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

Name of foundation PRITZKER FOUNDATION		A Employer identification number 36-6058062	
% PRITZKER FAMILY OFFICE LLC			
Number and street (or P O box number if mail is not delivered to street address) 300 N LASALLE ST STE 1500	Room/suite	B Telephone number (see instructions) (312) 803-4540	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60654		C If exemption application is pending, 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		D 1. Foreign organizations, check here <input type="checkbox"/> 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) \$ 493,366,420	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,795,399	4,790,320		
	4 Dividends and interest from securities . . .	2,041,971	2,041,971		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,309,066			
	b Gross sales price for all assets on line 6a 73,063,116				
	7 Capital gain net income (from Part IV, line 2) . . .		18,309,066		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,841,450	3,035,461		
	12 Total. Add lines 1 through 11	28,987,886	28,176,818		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	65,000			65,000
	15 Pension plans, employee benefits	5,527			5,527
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	25,000	0	0	25,000
	c Other professional fees (attach schedule)	291,488	291,488		
	17 Interest	1,639,461	1,639,461		
	18 Taxes (attach schedule) (see instructions) . . .	576,927	144,582		
	19 Depreciation (attach schedule) and depletion . . .	4,276	4,276		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,023,769	4,902,230		7,270
	24 Total operating and administrative expenses. Add lines 13 through 23	7,631,448	6,982,037	0	102,797
	25 Contributions, gifts, grants paid	22,720,588			22,720,588
	26 Total expenses and disbursements. Add lines 24 and 25	30,352,036	6,982,037	0	22,823,385
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,364,150			
	b Net investment income (if negative, enter -0-)		21,194,781		
c Adjusted net income(if negative, enter -0-) . . .					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	78,661	130,044	130,044		
	2	Savings and temporary cash investments	413,256	2,182,466	2,182,466		
	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)					
	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)	386,816,336	411,147,368	491,053,910		
	14	Land, buildings, and equipment basis ▶ _____ 7,290 Less accumulated depreciation (attach schedule) ▶ _____ 5,526	6,040	1,764			
15	Other assets (describe ▶ _____)	10,184,983					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	397,499,276	413,461,642	493,366,420			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)	4,000,200	21,326,716			
	23	Total liabilities (add lines 17 through 22)	4,000,200	21,326,716			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> 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	14,569,496	14,569,496			
	29	Retained earnings, accumulated income, endowment, or other funds	378,929,580	377,565,430			
	30	Total net assets or fund balances (see instructions)	393,499,076	392,134,926			
31	Total liabilities and net assets/fund balances (see instructions) .	397,499,276	413,461,642				

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	393,499,076
2	Enter amount from Part I, line 27a	2	-1,364,150
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	392,134,926
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	392,134,926

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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	18,309,066
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 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	24,132,935	489,055,737	0 049346
2014	20,356,532	466,669,065	0 043621
2013	15,961,756	426,247,137	0 037447
2012	8,876,744	373,934,848	0 023739
2011	9,449,562	360,685,697	0 026199

2 Total of line 1, column (d)	2	0 180352
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 03607
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	470,933,042
5 Multiply line 4 by line 3	5	16,986,555
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	211,948
7 Add lines 5 and 6	7	17,198,503
8 Enter qualifying distributions from Part XII, line 4 ,	8	22,823,385

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	211,948
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	211,948
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	211,948
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	705,117
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	805,117
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	593,169
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 593,169 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ, CA, IL, LA, NY, NC, OK		
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► PRITZKER FAMILY OFFICE LLC Telephone no ► (312) 803-4540			

Located at ► 300 N LASALLE ST STE 1500 CHICAGO IL ZIP+4 ► 60654

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

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.

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

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>5b</p> <p>6b</p> <p>7b</p>		
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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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JULIE WILEN 300 N LASALLE ST STE 1500 CHICAGO, IL 60654	PROGRAM DIRECTOR 10 0	65,000		

Total number of other employees paid over \$50,000. ☐ Yes ☒ No

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
MONTICELLO ASSOCIATES INC 1800 LARIMER STREET SUITE 2100 DENVER, CO 80202	INVESTMENT SERVICES	165,000
CORTLAND CAPITAL MARKET SERVICES 225 W WASHINGTON STREET 21ST FLOOR CHICAGO, IL 60606	INVESTMENT SERVICES	126,488
PRICEWATERHOUSECOOPERS LLP ONE NORTH WACKER CHICAGO, IL 60606	ACCOUNTING SERVICES	25,000

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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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	14,462,917
c	Fair market value of all other assets (see instructions).	1c	463,641,694
d	Total (add lines 1a, b, and c).	1d	478,104,611
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	0
3	Subtract line 2 from line 1d.	3	478,104,611
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,171,569
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	470,933,042
6	Minimum investment return. Enter 5% of line 5.	6	23,546,652

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	23,546,652
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	211,948
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	211,948
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	23,334,704
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	23,334,704
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	23,334,704

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	22,823,385
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	22,823,385
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	211,948
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	22,611,437

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				23,334,704
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			21,621,939	
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>22,823,385</u>				
a Applied to 2015, but not more than line 2a			21,621,939	
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.				1,201,446
e Remaining amount distributed out of corpus	0			
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	0			
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				22,133,258
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	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> SEE ATTACHED SEE ATTACHED SEE ATTACHED, IL 99999			SEE ATTACHED	22,720,588
Total			▶ 3a	22,720,588
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the A
------------	-------------------------------------

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

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

Form **990-PF** (2016)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
FALCON SOVEREIGN, LTD - PARTIAL REDEMPTION	P		
HILDENE CLO EQUITY & TARP - LT	P		
NEVSKY FUND, PLC - GAIN ON REDEMPTION	P		
PERRY PARTNERS INTERNATIONAL, INC - PARTIAL REDEMPTION	P		
SANDSTONE CAPITAL OFFSHORE - PARTIAL REDEMPTION	P		
THE ALPHAGEN VOLANTIS CATALYST FUND LTD - PARTIAL REDEMPTION	P		
VENOR CAPITAL OFFSHORE LTD - GAIN ON REDEMPTION	P		
ATTESTOR VALUE FUND LIMITED - PARTIAL REDEMPTION	P	2015-12-23	2016-06-28
ABRAMS CAPITAL PARTNERS II, LP - ST	P		
FLEXPOINT SPECIAL ASSETS FUND, L P - ST	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,485,860		1,212,446	273,414
95,183			95,183
9,864,888		9,840,919	23,969
52,729		126,758	-74,029
40,350			40,350
3,411,708		2,031,669	1,380,039
6,091,091		4,169,193	1,921,898
143,971		139,000	4,971
90,226			90,226
14			14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			273,414
			95,183
			23,969
			-74,029
			40,350
			1,380,039
			1,921,898
			4,971
			90,226
			14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
INDUS JAPAN LONG ONLY FUND, LP - ST	P		
LIME ROCK PARTNERS VI, LP - ST	P		
LONE CASCADE, L P - ST	P		
M SQUARE BRAZIL VALUE LONG ONLY FUND II, LLC - ST	P		
OAKTREE POWER OPPORTUNITIES FUND IV, L P - ST	P		
PRITZKER FAMILY FOUNDATIONS, L L C - ST	P		
THE OVERLOOK PARTNERS FUND, LP - ST	P		
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS VIII LP - ST	P		
ABRAMS CAPITAL PARTNERS II, LP - LT	P		
INDUS JAPAN LONG ONLY FUND, LP - LT	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,075			6,075
57,311			57,311
		644,269	-644,269
280,164			280,164
305			305
444,289			444,289
		53,060	-53,060
		25,385	-25,385
30,351			30,351
4,131			4,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,075
			57,311
			-644,269
			280,164
			305
			444,289
			-53,060
			-25,385
			30,351
			4,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
LIME ROCK PARTNERS V, L P - LT	P		
LIME ROCK PARTNERS VI, LP - LT	P		
LONE CASCADE, L P - LT	P		
M SQUARE BRAZIL VALUE LONG ONLY FUND II, LLC - LT	P		
OVERLOOK 3G INVESTMENTS, L P - LT	P		
PRITZKER FAMILY FOUNDATIONS, L L C - LT	P		
THE OVERLOOK PARTNERS FUND, LP - LT	P		
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IV, LP - LT	P		
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS IX, L P - LT	P		
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS V, LP - LT	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
		7,901	-7,901
127,843			127,843
1,870			1,870
185,543			185,543
656			656
12,746,691			12,746,691
		159,596	-159,596
3,590			3,590
10,781			10,781
21,402			21,402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-7,901
			127,843
			1,870
			185,543
			656
			12,746,691
			-159,596
			3,590
			10,781
			21,402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
TIGER GLOBAL PRIVATE INVESTMENT PARTNERS VIII LP - LT	P		
ZP ENERGY FUND, L P - 1231 G/L	P		
ABRAMS CAPITAL PARTNERS II, LP - 1231 G/L	P		
LIME ROCK PARTNERS V, L P - 1231 G/L	P		
LIME ROCK PARTNERS VI, LP - 1231 G/L	P		
LIME ROCK PARTNERS VII, L P - 1231 G/L	P		
PRITZKER FAMILY FOUNDATIONS, L L C - 1231 G/L	P		
ABRAMS CAPITAL PARTNERS II, LP - 1256 ST	P		
ABRAMS CAPITAL PARTNERS II, LP - 1256 LT	P		
BAIN CAPITAL CREDIT MANAGED ACCOUNT (E), LP - 1256 ST	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
233,387			233,387
		111	-111
72,188			72,188
		7,807	-7,807
137,117			137,117
1,329,439			1,329,439
151,792			151,792
		379	-379
		568	-568
1,097			1,097

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			233,387
			-111
			72,188
			-7,807
			137,117
			1,329,439
			151,792
			-379
			-568
			1,097

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
BAIN CAPITAL CREDIT MANAGED ACCOUNT (E), LP - 1256 LT	P		
PRITZKER FAMILY FOUNDATIONS, L L C - 1256 ST	P		
PRITZKER FAMILY FOUNDATIONS, L L C - 1256 LT	P		
BAIN CAPITAL CREDIT MANAGED ACCOUNT (E), LP - ST	P		
INDUS JAPAN LONG ONLY FUND, LP - ST	P		
ZP ENERGY FUND, L P - ST	P		
BAIN CAPITAL CREDIT MANAGED ACCOUNT (E), LP - LT	P		
INDUS JAPAN LONG ONLY FUND, LP - LT	P		
ZP ENERGY FUND, L P - LT	P		
INDUS JAPAN LONG ONLY FUND, LP - 1256 ST	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,645			1,645
104			104
157			157
		611,104	-611,104
		483,499	-483,499
456,988			456,988
		203,011	-203,011
328,985			328,985
		20,605	-20,605
		15,026	-15,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,645
			104
			157
			-611,104
			-483,499
			456,988
			-203,011
			328,985
			-20,605
			-15,026

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
INDUS JAPAN LONG ONLY FUND, LP - 1256 LT	P		
LONE CASCADE, L.P. - GAIN ON DISPOSAL	P		
HSBC - GOLD NY SER - ST	P		2016-11-17
536,635 SHARES BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO - ST	P	2016-05-05	2016-06-06
189,238 SHARES BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO - ST	P		2016-11-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		22,538	-22,538
15,239,808		14,013,973	1,225,835
12,857,309		13,932,071	-1,074,762
5,205,345		5,203,601	2,542
1,850,733		1,830,359	20,374

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-22,538
			1,225,835
			-1,074,762
			1,744
			20,374

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
THOMAS J PRITZKER 150 N Riverside Plaza Suite 3200 CHICAGO, IL 60606	DIRECTOR & V P 0 25	0	0	0
GIGI PRITZKER PUCKER 150 N Riverside Plaza Suite 3200 CHICAGO, IL 60606				
BRYAN S TRAUBERT 300 N LASALLE ST STE 1500 CHICAGO, IL 60654	DIRECTOR & V P 0 25	0	0	0
NICHOLAS J PRITZKER 1 LETTERMAN DRIVE BULDING C SUITE 420 SAN FRANCISCO, CA 94129				
RONALD D WRAY 300 N LASALLE ST STE 1500 CHICAGO, IL 60654	V P & SECRETARY 0 25	0	0	0

TY 2016 Accounting Fees Schedule**Name:** PRITZKER FOUNDATION**EIN:** 36-6058062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRICEWATERHOUSECOOPERS, LLP	25,000			25,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Amortization Schedule

Name: PRITZKER FOUNDATION

EIN: 36-6058062

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
LEGAL COSTS	2015-09-16	7,290	1,250	1 705	4,276			5,526

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: PRITZKER FOUNDATION

EIN: 36-6058062

TY 2016 Investments - Other Schedule

Name: PRITZKER FOUNDATION
EIN: 36-6058062

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
3G SPECIAL SITUATIONS FUND IV,	FMV	8,360,875	15,277,362
ABRAMS CAPITAL PARTNERS II, LP	FMV	7,232,100	8,117,397
THE ALPHA GEN VOLANTIS CATALYS	FMV	1,960,817	3,014,775
THE ALPHA GEN VOLANTIS CATALYS	FMV	2,350,000	2,415,873
ARGENTIERE ENHANCED FUND LTD	FMV	34,073,640	30,469,936
ASTENBECK COMMODITIES	FMV	13,334,858	11,752,616
ATTESTOR VALUE FUND LIMITED	FMV	1,251,000	1,387,452
BAIN CAPITAL CREDIT MANAGED AC	FMV	7,128,720	7,811,365
BAY POND	FMV	3,081,667	6,427,577
BLACKROCK STRATEGIC INC OPP	FMV	4,465	4,499
THE CHILDREN'S FUND INTERNATIO	FMV	13,373,364	21,495,541
CONTENT PARTNERS FUND 3, LP	FMV	3,875,160	3,926,408
CUMULUS FUND	FMV	9,500,000	7,499,473
DOUBLELINE OPPORTUNISTIC FUND	FMV	83,814	129,783
FALCON SOVEREIGN, LTD	FMV	9,987,555	11,842,964
FINANCIAL SELECT SECTOR SPDR E	FMV	6,063,156	6,347,390
FLEXPOINT FUND III, LP	FMV	714,648	685,538
FLEXPOINT SPECIAL ASSETS FUND,	FMV	285,527	270,095
GES CURRENCY FUND, LP (FKA PRI	FMV	6,972,271	6,980,294
HCIF OFFSHORE, LP	FMV	14,000,000	13,624,542
HSBC PRIVATE BANK	FMV	110,145	115,330
HILDENE CLO EQUITY & TARP	FMV		
HILDENE OPPORTUNITIES OFFSHORE	FMV	2,329,324	13,107,734
HILLHOUSE FUND II FEEDER, LP	FMV	5,080,816	6,673,912
HILLHOUSE FUND III FEEDER, LP	FMV	815,004	682,546
INDUS JAPAN LONG ONLY FUND, LP	FMV	4,149,682	8,268,408
ISHARES RUSSELL 1000 VALUE	FMV	6,096,633	6,242,872
LIME ROCK PARTNERS V, LP	FMV	1,984,576	1,991,037
LIME ROCK PARTNERS VI, LP	FMV	1,783,023	3,434,859
LIME ROCK PARTNERS VII, LP	FMV	2,042,544	2,045,790

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LONE CASCADE, LP	FMV		
LR-CROWNROCK MINERALS CO-INVES	FMV	1,740,423	1,730,318
M SQUARE	FMV	6,005,757	5,368,787
M&T PRITZKER CHARITABLE FD, LL	FMV	100	100
MADISON IND HOLDINGS LLC	FMV	927,544	1,019,150
NEVSKY FUND LIMITED	FMV		
NEW VERNON INDIA	FMV	1,013,861	637,984
OAKTREE POWER OPPORTUNITIES FU	FMV	2,953,990	3,101,726
OVERLOOK 3G INVESTMENTS, L.P.	FMV	1,194,169	1,520,621
THE OVERLOOK PARTNERS FUND, LP	FMV	7,371,347	7,527,470
PATRON CAPITAL III SCOTLAND, L	FMV	5,979,932	2,670,775
PERRY PARTNERS INTERNATIONAL,	FMV	387,224	134,283
PF 2016 SPV1	FMV	2,150,725	2,256,317
PRAIRIE SHORES INC.	FMV	1,255	1,255
PRITZKER FAMILY FOUNDATION LLC	FMV	130,368,954	140,140,848
PRITZKER PUCKER CHARITABLE FD,	FMV	100	100
ROUNDTABLE HEALTHCARE PARTNERS	FMV	2,061,450	2,056,291
SANDSTONE CAPITAL INDIA OFFSHO	FMV	237,286	428,879
TCI REAL ESTATE PARTNERS FUND	FMV	800,671	831,525
TIGER GLOBAL LTD.	FMV	4,698,653	16,917,077
TIGER GLOBAL LONG OPPORTUNITIE	FMV	5,820,000	7,641,284
TIGER GLOBAL PRIVATE INVESTMEN	FMV	1,544,611	2,987,423
TIGER GLOBAL PRIVATE INVESTMEN	FMV	6,002,046	5,392,193
TIGER GLOBAL PRIVATE INVESTMEN	FMV	1,502,660	3,718,458
TIGER GLOBAL PRIVATE INVESTMEN	FMV	9,078,960	15,118,762
TIGER GLOBAL PRIVATE INVESTMEN	FMV	79,373	78,261
TIGER GLOBAL PIP VIII, LP	FMV	201,979	336,346
UNDERGROUND FESTIVAL, INC.	FMV	705,000	705,000
VENOR CAPITAL OFFSHORE LTD.	FMV		163,638
VIKING GLOBAL	FMV	2,617,802	12,077,977

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VR GLOBAL OFFSHORE FUND LTD	FMV	9,400,000	12,361,155
YCP DB MTP,LP	FMV	9,468,426	10,048,069
ZP ENERGY FUND LP	FMV		
ZP OFFSHORE ENERGY FUND LTD	FMV	14,502,686	16,157,051
ZP OFFSHORE UTILITY FUND, LTD.	FMV	14,025,000	15,601,419
OTHER INVESTMENTS	FMV	280,000	280,000

**TY 2016 Land, Etc.
Schedule****Name:** PRITZKER FOUNDATION**EIN:** 36-6058062

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEGAL COSTS	7,290	5,526	1,764	

TY 2016 Other Assets Schedule**Name:** PRITZKER FOUNDATION**EIN:** 36-6058062**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OTHER RECEIVABLE	403		
DISTRIBUTION RECEIVABLE	10,173,580		
ACCOUNTS RECEIVABLE	11,000		

TY 2016 Other Expenses Schedule**Name:** PRITZKER FOUNDATION**EIN:** 36-6058062**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
3G SPECIAL SITUATIONS FUND IV,	175,415	175,415		
ABRAMS CAPITAL PARTNERS II, LP	340			340
ABRAMS CAPITAL PARTNERS II, LP	3,824			
ABRAMS CAPITAL PARTNERS II, LP	2,155	2,155		
ABRAMS CAPITAL PARTNERS II, LP	99	99		
ABRAMS CAPITAL PARTNERS II, LP	72,647	72,647		
ABRAMS CAPITAL PARTNERS II, LP	4	4		
ADP, LLC - OTHER OFFICE/OPERAT	1,817			1,817
BAIN CAPITAL CREDIT MANAGED AC	66,420	66,420		
BANK FEES	4,612	4,612		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTENT PARTNERS FUND 3, LP -	420,111	420,111		
CONTENT PARTNERS FUND 3, LP -	191,491	191,491		
FLEXPOINT FUND III, LP - CHARI	4			4
FLEXPOINT FUND III, LP - MISC	1,482	1,482		
FLEXPOINT FUND III, LP - NONDE	4,680			
FLEXPOINT FUND III, LP - OTHER	2,680	2,680		
FLEXPOINT FUND III, LP - PORTF	95,218	95,218		
FLEXPOINT SPECIAL ASSETS FUND,	9,880	9,880		
FLEXPOINT SPECIAL ASSETS FUND,	511	511		
GES CURRENCY FUND, LP - OTHER	138,569	138,569		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HSBC PRECIOUS METALS DEPOSITOR	6,078	6,078		
HYATT WILLSHIRE LLC - MISC EXP	73	73		
INDUS JAPAN LONG ONLY FUND, LP	81,921	81,921		
INDUS JAPAN LONG ONLY FUND, LP	27	27		
INSURANCE EXPENSE	1,164			1,164
INTERACTIVE BROKERS - BANK FEE	15	15		
LIME ROCK PARTNERS V, L P - N	902			
LIME ROCK PARTNERS V, L P - P	28,426	28,426		
LIME ROCK PARTNERS V, L P - S	2,964	2,964		
LIME ROCK PARTNERS VI, LP - CH	176			176

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LIME ROCK PARTNERS VI, LP - DE	28,315	28,315		
LIME ROCK PARTNERS VI, LP - NO	879			
LIME ROCK PARTNERS VI, LP - PO	81,027	81,027		
LIME ROCK PARTNERS VI, LP - SE	222,916	222,916		
LIME ROCK PARTNERS VII, L P -	12,113	12,113		
LIME ROCK PARTNERS VII, L P -	50,864	50,864		
LIME ROCK PARTNERS VII, L P -	43			
LIME ROCK PARTNERS VII, L P -	83,512	83,512		
LIME ROCK PARTNERS VII, L P -	74,106	74,106		
LONE CASCADE, L P - PORTFOLIO	46,700	46,700		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LR-CROWNROCK MINERALS CO-INVES	8,097	8,097		
LR-CROWNROCK MINERALS CO-INVES	15,714	15,714		
LR-CROWNROCK MINERALS CO-INVES	1,498	1,498		
M SQUARE BRAZIL VALUE LONG ONL	142,216	142,216		
MADISON INDUSTRIES HOLDINGS LL	3,930	3,930		
MEALS & ENTERTAINMENT	246			246
MISCELLANEOUS EXPENSES	135			135
OAKTREE POWER OPPORTUNITIES FU	173			
OAKTREE POWER OPPORTUNITIES FU	143,320	143,320		
OVERLOOK 3G INVESTMENTS, L P	16,127	16,127		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRITZKER CHARITABLE FUNDS - MI	745			745
PRITZKER FAMILY FOUNDATIONS, L	1,821			1,821
PRITZKER FAMILY FOUNDATIONS, L	49			49
PRITZKER FAMILY FOUNDATIONS, L	266	266		
PRITZKER FAMILY FOUNDATIONS, L	70,328	70,328		
PRITZKER FAMILY FOUNDATIONS, L	103,670			
PRITZKER FAMILY FOUNDATIONS, L	166,810	166,810		
PRITZKER FAMILY FOUNDATIONS, L	17,616	17,616		
PRITZKER FAMILY FOUNDATIONS, L	1,560,213	1,560,213		
PRITZKER FAMILY FOUNDATIONS, L	21,274	21,274		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRITZKER FAMILY FOUNDATIONS, L	466	466		
POSTAGE & DELIVERY	504			504
ROUNDTABLE HEALTHCARE PARTNERS	159,798	159,798		
2016 STATE OF ILLINOIS ANNUAL	10			10
2015 STATE OF ILLINOIS FILING	15			15
TCI REAL ESTATE PARTNERS FUND	2,661	2,661		
TELEPHONE & COMMUNICATION EXPE	25			25
THE OVERLOOK PARTNERS FUND, LP	50,726	50,726		
TIGER GLOBAL PIP VIII PARTNERS	3,210	3,210		
TIGER GLOBAL PRIVATE INVESTMEN	38,270	38,270		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TIGER GLOBAL PRIVATE INVESTMEN	155,749	155,749		
TIGER GLOBAL PRIVATE INVESTMEN	26,197	26,197		
TIGER GLOBAL PRIVATE INVESTMEN	152,525	152,525		
TIGER GLOBAL PRIVATE INVESTMEN	23,750	23,750		
TRAVEL EXPENSES	219			219
YCP DB MTP, LP - PORTFOLIO DED	155,366	155,366		
ZP ENERGY FUND, L P - DEPLETI	8	8		
ZP ENERGY FUND, L P - NONDEDU	98			
ZP ENERGY FUND, L P - OTHER E	7,816	7,816		
ZP ENERGY FUND, L P - SEC 59(4	4		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PF SPV 2016 - PORTFOLIO DEDUCT	57,924	57,924		

TY 2016 Other Income Schedule

Name: PRITZKER FOUNDATION

EIN: 36-6058062

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Abrams Capital Partners II, LP - COD Income	196	196	
Abrams Capital Partners II, LP - Net R/E Income	-27,585	-27,585	
Abrams Capital Partners II, LP - MTM Gain/Loss	-24	-24	
Abrams Capital Partners II, LP - Other Income (Los	-4,359	-4,359	
Abrams Capital Partners II, LP - Sec 988 gain/loss	675	675	
Abrams Capital Partners II, LP - Ordinary Income	-3,194	-3,194	
Abrams Capital Partners II, LP - Other Portfolio i	12,472	12,472	
Abrams Capital Partners II, LP - Other rental inco	2,742	2,742	
Abrams Capital Partners II, LP - Other Income (Los	330	330	
Abrams Capital Partners II, LP - Royalties	1	1	
Bain Capital Credit Managed Account (E), LP - Othe	12,882	12,882	
Bain Capital Credit Managed Account (E), LP - Sec	-2,346	-2,346	
Content Partners Fund 3, LP - Guaranteed payments	770	770	
Content Partners Fund 3, LP - Other Portfolio inco	206,894	206,894	
Content Partners Fund 3, LP - Royalties	472,694	472,694	
Financial Select Sector SPDR ETF	29,143	29,143	
Flexpoint Fund III, LP - Ordinary Income-Passive	30,498	30,498	
Flexpoint Special Assets Fund, L P - Other income	4,323	4,323	
Flexpoint Special Assets Fund, L P - Other rental	10,486	10,486	
GES Currency Fund, LP - Sec 988 gain/loss	91,889	91,889	

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Indus Japan Long Only Fund, LP - Other Ord Inc/Los	-65,010	-65,010	
Indus Japan Long Only Fund, LP - Sec 988 gain/loss	87,661	87,661	
Lime Rock Partners V, L P - Ordinary Income	-103,155	-103,155	
Lime Rock Partners V, L P - Other income (loss)	2,845	2,845	
Lime Rock Partners V, L P - Other rental income	12	12	
Lime Rock Partners V, L P - Royalties	291	291	
Lime Rock Partners VI, LP - Ordinary Income	85,732	85,732	
Lime Rock Partners VI, LP - Other Income (PTP)	-1,691	-1,691	
Lime Rock Partners VI, LP - Other Ord Inc/Loss	177,176	177,176	
Lime Rock Partners VI, LP - Royalties	1,029	1,029	
Lime Rock Partners VII, L P - Ordinary Income	576,864	576,864	
Lime Rock Partners VII, L P - Royalties	33,229	33,229	
Lone Cascade, L P - Sec 988 gain/loss	1,003	1,003	
Lone Cascade, L P - Other income (loss)	4	4	
LR-Crownrock Minerals Co-Investment, L P - Royalt	31,633	31,633	
M Square Brazil Value Long Only Fund II, LLC - Sec	-13,281	-13,281	
Pritzker Family Foundations, L L C - COD Income	113,411	113,411	
Pritzker Family Foundations, L L C - Net R/E Inco	-491,498	-491,498	
Pritzker Family Foundations, L L C - Ordinary Inc	710,556	710,556	
Pritzker Family Foundations, L L C - Other income	223,611	223,611	

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Pritzker Family Foundations, L L C - Other Portfo	205,379	205,379	
Pritzker Family Foundations, L L C - Other rental	2,438,376	2,438,376	
Pritzker Family Foundations, L L C - Royalties	4,505	4,505	
State of California 2012 State Tax Refund	10		
State of California 2014 State Tax Refund	16,866		
State of Maine 2015 State Tax Refund	2,586		
State Street Bank and Trust Co - Expense Reimburs	12,516	12,516	
TCI Real Estate Partners Fund II, LP - Sec 988 gai	15,065	15,065	
Tiger Global PIP VIII Partners, L P - Ordinary In	-3	-3	
Tiger Global Private Investment Partners IV, LP -	9	9	
Tiger Global Private Investment Partners IX, L P	131	131	
Tiger Global Private Investment Partners V, LP - S	5	5	
YCP DB MTP, LP - Net R/E Income	-1,004,590	-1,004,590	
YCP DB MTP, LP - Ordinary Income	-21,901	-21,901	
ZP Energy Fund, L P - Net R/E Income	95	95	
ZP Energy Fund, L P - Ordinary Income	-36,523	-36,523	
ZP Energy Fund, L P - Royalties	15	15	
UNRELATED BUSINESS TAXABLE INCOME		-786,527	

TY 2016 Other Liabilities Schedule**Name:** PRITZKER FOUNDATION**EIN:** 36-6058062

Description	Beginning of Year - Book Value	End of Year - Book Value
M&T PRITZKER CHARITABLE FUND,	100	100
PRITZKER PUCKER CHARITABLE FUN	100	100
NOTE PAYABLE	4,000,000	14,000,000
INTERACTIVE BROKERS		7,326,516

TY 2016 Other Professional Fees Schedule**Name:** PRITZKER FOUNDATION**EIN:** 36-6058062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HILDENE CLO EQUITY & TARP	126,488	126,488		
MONTICELLO ASSOCIATES, INC	165,000	165,000		

TY 2016 Taxes Schedule

Name: PRITZKER FOUNDATION
EIN: 36-6058062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2015 STATE OF CALIFORNIA EXTEN	15,100			
2015 STATE OF ILLINOIS EXTENSI	50,000			
2015 STATE OF ARIZONA PRIOR YE	775			
2015 STATE OF LOUISIANA PRIOR	4,164			
2015 STATE OF MASSACHUSETTS PR	57			
2016 STATE OF CALIFORNIA STATE	311			
2015 STATE OF MASSACHUSETTS ST	765			
2015 STATE OF MAINE STATE INCO	7,618			
2015 STATE OF UTAH STATE INCOM	3,455			
2015 FEDERAL INC TAX - EXTENSI	350,000			
2015 STATE OF ILLINOIS LATE RE	100			
ABRAMS CAPITAL PARTNERS II, LP	2,892	2,892		
FLEXPOINT SPECIAL ASSETS FUND,	1	1		
INDUS JAPAN LONG ONLY FUND, LP	23,037	23,037		
LONE CASCADE, L P - FOREIGN T	292	292		
M SQUARE BRAZIL VALUE LONG ONL	7,884	7,884		
OVERLOOK 3G INVESTMENTS, L P	4,543	4,543		
PRITZKER FAMILY FOUNDATIONS, L	10,925	10,925		
THE OVERLOOK PARTNERS FUND, LP	11,130	11,130		
TIGER GLOBAL PRIVATE INVESTMEN	102	102		
YCP DB MTP, LP - FOREIGN TAXES	83,759	83,759		
ZP ENERGY FUND, L P - FOREIGN	17	17		