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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

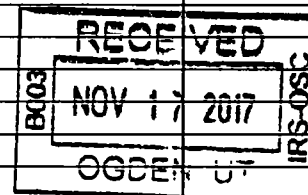
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Name of foundation BEZOS FAMILY FOUNDATION		A Employer identification number 91-2073258
Number and street (or P O box number if mail is not delivered to street address) 7683 SOUTHEAST 27TH STREET	Room/suite #224	B Telephone number (see instructions) (206) 275-2048
City or town, state or province, country, and ZIP or foreign postal code MERCER ISLAND, WA 98040		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization: <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		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 45,783,685.		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)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	20,123,375.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	1,310.	1,310.		ATCH 1
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	1,287,116.			
b Gross sales price for all assets on line 6a	9,944,224.			
7 Capital gain net income (from Part IV, line 2)		9,944,039.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	21,411,801.	9,945,349.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 2	293,729.			293,729.
b Accounting fees (attach schedule) ATCH 3	7,500.			
c Other professional fees (attach schedule) [4]	419,572.			419,572.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	220,025.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	9,283.			9,283.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	6,003,987.			6,003,362.
24 Total operating and administrative expenses. Add lines 13 through 23.	6,954,096.			6,725,946.
25 Contributions, gifts, grants paid	23,480,257.			23,480,257.
26 Total expenses and disbursements. Add lines 24 and 25	30,434,353.	0.	0.	30,206,203.
27 Subtract line 26 from line 12	-9,022,552.			
a Excess of revenue over expenses and disbursements		9,945,349.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

SCANNED NOV 17 2017

Revenue
Operating and Administrative Expenses

938

9

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			
2	Savings and temporary cash investments	6,210,805.	2,108,154.	2,108,154.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	47,913,166.	43,306,521.	43,306,521.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)		369,010.	369,010.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	54,123,971.	45,783,685.	45,783,685.

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 ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	54,123,971.	45,783,685.	
30	Total net assets or fund balances (see instructions)	54,123,971.	45,783,685.	
31	Total liabilities and net assets/fund balances (see instructions)	54,123,971.	45,783,685.	

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	54,123,971.
2	Enter amount from Part I, line 27a	2	-9,022,552.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	682,266.
4	Add lines 1, 2, and 3	4	45,783,685.
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	45,783,685.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	9,944,039.	
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	0.	

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	24,768,005.	34,265,656.	0.722823
2014	27,697,479.	29,706,048.	0.932385
2013	20,879,756.	29,625,931.	0.704780
2012	15,374,767.	35,921,361.	0.428012
2011	11,967,713.	43,601,362.	0.274480
2 Total of line 1, column (d)			2 3.062480
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 0.612496
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 46,650,876.
5 Multiply line 4 by line 3.			5 28,573,475.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 99,453.
7 Add lines 5 and 6.			7 28,672,928.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 30,206,203.

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)		1	99,453.
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			
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	99,453.
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	99,453.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	171,410.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	120,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	291,410.	
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	191,957.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> 191,957. Refunded <input type="checkbox"/> <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?		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 <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? 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) <input type="checkbox"/> NY, WA, <input type="checkbox"/>		
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)

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	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEZOSFAMILYFOUNDATION.ORG	13	X	
14	The books are in care of 7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA Telephone no 98040 Located at 7683 SOUTHEAST 27TH #224 MERCER ISLAND, WA ZIP+4 98040			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country 16	Yes	No	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.**

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 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 <input type="checkbox"/>	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? If "Yes," list the years 2a	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
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			
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.) 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0.	0.	0.

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		293,729.
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 VROOM (SEE ATTACHMENT A)	
	2,219,089.
2 BEZOS SCHOLARS PROGRAM (SEE ATTACHMENT A)	
	269,758.
3 STUDENTS REBUILD (SEE ATTACHMENT A)	
	15,868.
4 MIND IN THE MAKING (SEE ATTACHMENT A)	
	136,782.

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	44,042,595.
b	Average of monthly cash balances	1b	3,083,316.
c	Fair market value of all other assets (see instructions).	1c	235,384.
d	Total (add lines 1a, b, and c)	1d	47,361,295.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	47,361,295.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	710,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,650,876.
6	Minimum investment return. Enter 5% of line 5	6	2,332,544.

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

1	Minimum investment return from Part X, line 6	1	2,332,544.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	99,453.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	99,453.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,233,091.
4	Recoveries of amounts treated as qualifying distributions	4	150,000.
5	Add lines 3 and 4.	5	2,383,091.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,383,091.

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	30,206,203.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,206,203.
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	99,453.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,106,750.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,383,091.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011	9,815,787.			
b From 2012	13,624,917.			
c From 2013	19,492,657.			
d From 2014	26,364,385.			
e From 2015	23,284,966.			
f Total of lines 3a through e	92,582,712.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>30,206,203.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2016 distributable amount.				2,383,091.
e Remaining amount distributed out of corpus.	27,823,112.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	120,405,824.			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	9,815,787.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	110,590,037.			
10 Analysis of line 9:				
a Excess from 2012	13,624,917.			
b Excess from 2013	19,492,657.			
c Excess from 2014	26,364,385.			
d Excess from 2015	23,284,966.			
e Excess from 2016	27,823,112.			

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

NOT APPLICABLE

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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

N/A

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

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

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

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**

Recipient		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
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHMENT 14					23,480,257.
Total ▶ 3a					23,480,257.
b <i>Approved for future payment</i>					
Total ▶ 3b					

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) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1,310.	
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	1,287,116.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue. a _____					
b	ATCH 13 _____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				1,288,426.	
13	Total. Add line 12, columns (b), (d), and (e)					1,288,426.

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

[illegible]

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

OMB No 1545-0047

2016

▶ 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.

Name of the organization

BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization **BEZOS FAMILY FOUNDATION**

Employer identification number

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MIGUEL AND JACKLYN BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	\$ 20,123,375.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="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.)
		\$	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

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

[illegible]

Name of organization BEZOS FAMILY FOUNDATION

Employer identification number

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(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 - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,980,066.		3,600 SHS AMZN PROPERTY TYPE: SECURITIES 47.				D	VARIOUS 1,980,019.	03/28/2016
1,013,663.		1,400 SHS AMZN PROPERTY TYPE: SECURITIES 18.				D	VARIOUS 1,013,645.	06/06/2016
3,003,292.		4,200 SHS AMZN PROPERTY TYPE: SECURITIES 55.				D	VARIOUS 3,003,237.	06/24/2016
2,414,058.		3,000 SHS AMZN PROPERTY TYPE: SECURITIES 39.				D	VARIOUS 2,414,019.	09/27/2016
1,533,145.		2,000 SHS AMZN PROPERTY TYPE: SECURITIES 26.				D	VARIOUS 1,533,119.	12/09/2016
TOTAL GAIN(LOSS)							<u>9,944,039.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	1,310.	1,310.
TOTAL	<u>1,310.</u>	<u>1,310.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PERKINS COIE, LLP	134,709.			134,709.
ACTIVITIES LISTED IN PART IX-A	159,020.			159,020.
TOTALS	<u>293,729.</u>			<u>293,729.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PIONEER SQUARE ADVISORS LLC	7,500.			
TOTALS	<u>7,500.</u>			

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
HAMILTON PLACE STRATEGIES-ADVS ACTIVITIES LISTED ON PART IX-A	403,572. 16,000.	403,572. 16,000.
TOTALS	<u>419,572.</u>	<u>419,572.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
WA STATE FILING FEES	25.
FEDERAL TAXES	220,000.
TOTALS	<u>220,025.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BANK FEES	625.	
SERVICE EXPENSE	1,986,633.	1,986,633.
MARKETING EXPENSE	34,548.	34,548.
EVENT SPONSORSHIP	15,000.	15,000.
MEMBERSHIP	18,500.	18,500.
INSURANCE EXPENSE	5,320.	5,320.
OTHER EXPENSE	1,476,883.	1,476,883.
ACTIVITIES LISTED IN PART IX-A	2,466,478.	2,466,478.
TOTALS	<u>6,003,987.</u>	<u>6,003,362.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

AMAZON COM, INC.

43,306,521.

43,306,521.

TOTALS

43,306,521.

43,306,521.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MITM - INTANGIBLE ASSETS	269,010.	269,010.
SHORT-TERM LOAN TO KP LLC	100,000.	100,000.
TOTALS	<u>369,010.</u>	<u>369,010.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS (AMZN STOCK)	532,266.
PRIOR PERIOD ADJ. - KP LLC ST LOAN	150,000.
TOTAL	<u>682,266.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MIGUEL A. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
JACKLYN G. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
CHRISTINA BEZOS POORE 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
MARK S. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
LISA BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHEN S. POORE 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PERKINS COIE LLP 1201 THIRD AVENUE, STE 4800 SEATTLE, WA 98101-3099	LEGAL	293,729.
TOTAL COMPENSATION		<u>293,729.</u>

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MIGUEL A. BEZOS, JACKLYN G. BEZOS, JEFFREY P. BEZOS,
AND MACKENZIE BEZOS

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS REIMBURSEMENT			41		

TOTALS

BEZOS FAMILY FOUNDATION

STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2016

91-2073258

CAGE	Date of Contribution	Name of Recipient	Address	501(c)(3)?	Purpose of Grant or Contribution	Value of Contribution
	2/1/2016	DiscoverU	P O Box 4059, Houston, TX 77210	Yes	General Support	\$55,000
	2/8/2016	Central High School	1530 Monmouth St., Independence, OR 97351	Yes	General Support	\$1,000
	2/8/2016	Shaker Heights High School	15600 Farland Drive, Shaker Heights, OH 44120	Yes	General Support	\$1,000
	2/18/2016	Regents of the University of California	2195 Hearst Ave, Rm 110F Mail Code 1103, University of California, Berkeley, Berkeley, CA 94720-1103	Yes	General Support	\$47,637
	2/18/2016	Regents of the University of Minnesota	NW 5957, PO Box 1450, Minneapolis, MN 55485-5957	Yes	General Support	\$49,800
	2/18/2016	National League of Cities Institute	1301 Pennsylvania Ave NW, Suite 550, Washington, DC 20004	Yes	General Support	\$50,000
	2/18/2016	Thrive Washington	1111 Third Ave, #201, Seattle, WA 98101	Yes	General Support	\$10,000
	2/25/2016	Alea High School	98-1276 Ulune Street, Alea, HI 96706	Yes	General Support	\$1,000
	3/1/2016	Alliance for Education	509 Olive Way, Suite 500, Seattle, WA 98101-2556	Yes	General Support	\$10,000
	3/1/2016	LEV Foundation	2734 Westlake Ave N, Seattle, WA 98109	Yes	General Support	\$50,000
	3/1/2016	Televisa Foundation	Av Vasco de Quiroga, Col Santa Fe, C P 01210	Yes	General Support	\$144
	3/2/2016	World Science Festival	475 Riverside Drive, Suite 950 New York NY 10115	Yes	General Support	\$44,027
	3/28/2016	Child Care Aware of America	11th Floor, 1515 N Courthouse Rd., Arlington, VA 22201	Yes	General Support	\$275,000
	5/3/2016	The Fred Rogers Company	2100 Wharton St., Suite 700, Pittsburgh, PA 15203	Yes	General Support	\$37,280
	5/13/2016	Teach for America	210 S Hudson St., Suite 307, Seattle, WA 98134	Yes	General Support	\$18,000
	5/17/2016	The University of British Columbia	University of British Columbia 2255 Weebrook Mall, Room G842, Vancouver, BC V6T 2A1	No	General Support	\$100,000
	6/2/2016	Stanford University	3160 Porter Drive, Ste 100, Palo Alto 94304-8445	Yes	General Support	\$50,000
	6/17/2016	Georgetown University	Box 571444 3300 Whitehaven St NW #5000, Washington, DC 20057	Yes	General Support	\$38,792
	7/8/2016	Child Care Aware of America	11th Floor, 1515 N Courthouse Rd., Arlington, VA 22201	Yes	General Support	\$5,000
	8/1/2016	Washington State Public Health Association	419 Third Avenue West, Seattle, WA 98119	Yes	General Support	\$10,000
	8/5/2016	KnowledgeWorks Foundation	One West Fourth Street, Suite 200 Cincinnati, OH 45202	Yes	General Support	\$4,050
	8/5/2016	Leadership Tomorrow	1301 5th Avenue, Suite 1500, Seattle WA 98101	Yes	General Support	\$2,500
	8/8/2016	National Head Start Association	1631 Prince St., Alexandria, VA 22314	Yes	General Support	\$37,133
	8/8/2016	Temple University	7301 Dwyer Rd., New Orleans, LA 70126	Yes	General Support	\$1,000
	8/8/2016	Collegiate Academics	21238 8th Avenue South, Kent, WA 98032-1909	Yes	General Support	\$8,500
	8/8/2016	Washington First Robotics	2100 Wharton St., Suite 700, Pittsburgh, PA 15203	Yes	General Support	\$275,000
	8/26/2016	The Fred Rogers Company	16 Hurd Rd, Brookline, MA 02445	Yes	General Support	\$50,000
	9/12/2016	Facing History and Ourselves	2100 Wharton St., Suite 700, Pittsburgh PA 15203	Yes	General Support	\$275,000
	9/9/2016	The Fred Rogers Company	11th Floor, 1515 N Courthouse Rd Arlington, VA 22201	Yes	General Support	\$40,997
	10/4/2016	Child Care Aware of America	1900 Grant Street, Suite 400, Denver, CO 80203	Yes	General Support	\$14,025
	10/11/2016	Nurse Family Partnership	700 New Hampshire Ave, NW, Apt 1021 Washington, DC 20037	Yes	General Support	\$25,000
	10/11/2016	Conrad Family Foundation	Box 571444 3300 Whitehaven St NW #5000, Washington, DC 20057	Yes	General Support	\$50,000
	11/8/2016	Georgetown University	250 Greenwich St New York, NY 10007-2157	Yes	General Support	\$56,000
	11/10/2016	New York Academy of Sciences	19 West 21st St, 8th floor, New York, NY 10010	Yes	General Support	\$20,000
	11/10/2016	Do Something, Inc	PO Box 7408, New York, NY 10150	Yes	General Support	\$1,000
	11/29/2016	African Leadership Foundation	2601 NE 151st Street, North Miami FL 33160	Yes	General Support	\$1,000
	11/29/2016	Alonzo & Tracy Mourning High School	857 Forbes Street, East Hartford, CT 06084	Yes	General Support	\$1,000
	11/29/2016	Connecticut IB Academy	301 East Parker, Elkhart, TX 75839	Yes	General Support	\$1,000
	11/29/2016	Elkhart High School	102 N 5th Avenue, Highland Park, NJ 08904	Yes	General Support	\$1,000
	11/29/2016	Idea Quest College Preparatory	14001 N Rooth Road, Edinburg, TX 78541	Yes	General Support	\$1,000
	11/29/2016	James Madison MEM HS	201 S Gannon Road, Madison, WI 53717	Yes	General Support	\$1,000
	11/29/2016	New Rochelle High School	1415 Beatties Ford Road, Charlotte NC 28216	Yes	General Support	\$1,000
	11/29/2016	Northwest School of the Arts	1776 Titan Drive NW, Salem, OR 97304	Yes	General Support	\$1,000
	11/29/2016	West Salem High School	8414 Greenwood Ave N., Seattle, WA 98103	Yes	General Support	\$1,000
	12/8/2016	Greater Sea Bur Fearless Ideas	605 SW 108th St, Seattle, WA 98146	Yes	General Support	\$10,000
	12/8/2016	Technology Access Foundation	21650 TX-494 Loop, New Caney, TX 77357	Yes	General Support	\$20,000
	12/8/2016	New Caney High School	6901 Sand Point Way NE, Suite 200 Seattle, WA 98115	Yes	General Support	\$1,000
	12/8/2016	Seattle Children's Hospital & Research Foundation	PO Box 2648, Frederickburg, Texas 78624	Yes	General Support	\$20,000
	12/8/2016	SystemQ	1250 Broadway, 30th Floor, New York NY 10001	Yes	General Support	\$500,000
	12/12/2016	New Classroom	1301 Roosevelt Avenue, Detroit Lakes, MN 56501	Yes	General Support	\$1,000
	12/15/2016	Detroit Lakes High School	6702 Wandermere Dr, San Diego, CA 92120	Yes	General Support	\$1,000
	12/15/2016	Patrick Henry HS	250 W 5th St, San Pedro, CA 90731	Yes	General Support	\$1,000
	12/15/2016	Port of Los Angeles High School	201 N Impala Dr, Fort Collins, CO 80521	Yes	General Support	\$1,000
	12/15/2016	Poudre High School	25 NE 2nd St, Miami, FL 33132	Yes	General Support	\$1,000
	12/15/2016	School for Advanced Studies - Wolfson	1111 W Century Blvd, Lodi, CA 95240	Yes	General Support	\$1,000
	12/15/2016	Tokay High School	241 N 300 W, Salt Lake City, UT 84103	Yes	General Support	\$1,000
	12/22/2016	West High School	222 West 134th St, New York, NY 10030	Yes	General Support	\$1,000
	12/22/2016	Democracy Prep Charter High School	11th Floor, 1515 N Courthouse Rd Arlington, VA 22201	Yes	General Support	\$63,908
	12/27/2016	Child Care Aware of America		Yes	General Support	\$63,908

\$2,365,793

SCHEDULE OF CHARITABLE DISTRIBUTIONS

BEZOS FAMILY FOUNDATION, INC. STATEMENT ATTACHED TO FORM 990PF FOR Y/E 12/31/2016

91-2073258

NON-CASH	Date of Contribution	Name of Recipient	Address	501(c)(3) Purpose of Grant or Contribution	Fair Market Value of Contribution	Book Value of Contribution	Description
	02/22/16	Mentor	30 Broad Street, 9th Floor, New York, NY 10004	Yes	\$100,289	\$121,592	182 Shares AMZN
	02/22/16	Alliance for Education	509 Olive Way, Suite 500, Seattle, WA 98101-2556	Yes	\$90,354	\$109,567	164 Shares AMZN
	02/22/16	Arizona State University	PO Box 2260, Tempe, AZ 85280-2260	Yes	\$500,358	\$606,626	908 Shares AMZN
	02/22/16	Common Sense Media	650 Townsend St., Suite 375, San Francisco, CA 94103-6221	Yes	\$459,024	\$556,519	833 Shares AMZN
	02/22/16	Harvard Center on the Developing Child	20 Church St., Cambridge, MA 02138	Yes	\$596,260	\$722,873	1082 Shares AMZN
	02/22/16	Turnaround for Children	25 West 45th St., 6th Floor, New York, NY 10036	Yes	\$500,358	\$606,626	908 Shares AMZN
	02/22/16	BUILD	2385 Bay Road Redwood, City, CA 94063	Yes	\$300,495	\$363,441	544 Shares AMZN
	02/22/16	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes	\$46,264	\$56,120	84 Shares AMZN
	02/22/16	Tides Foundation	P O Box 29189, San Francisco, CA 94129	Yes	\$125,067	\$151,656	227 Shares AMZN
	02/22/16	School of Leadership Afghanistan	P O Box #603253, Providence, RI 02906	Yes	\$119,593	\$144,976	217 Shares AMZN
	02/25/16	Save the Children	475 Kings Highway East, Suite 400, Fairfield, CT 06425	Yes	\$463,199	\$440,271	659 Shares AMZN
	02/25/16	Science Festival Foundation	134 W 37th St., 11th Floor, New York, NY 10018	Yes	\$99,856	\$119,588	179 Shares AMZN
	03/01/16	DonorChoose.org	5 Vaughn Drive, Suite 300, Princeton, New Jersey 08540	Yes	\$250,257	\$288,615	432 Shares AMZN
	03/03/16	Woodrow Wilson National Fellowship Foundation	122 East 42nd Street, New York, NY 10168-1289	Yes	\$500,373	\$606,399	749 Shares AMZN
	05/03/16	International Rescue Committee	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes	\$100,270	\$100,214	150 Shares AMZN
	05/03/16	University of Washington	Washington, Seattle, WA 98195-7988	Yes	\$339,370	\$339,390	508 Shares AMZN
	05/03/16	Global Nomads Group	112 Nassau St., Suite 822, New York, NY 10038	Yes	\$453,607	\$453,633	679 Shares AMZN
	05/03/16	Washington STEM	210 South Hudson Street, Seattle, WA 98134	Yes	\$100,214	\$100,214	150 Shares AMZN
	05/03/16	Tides Center	P O Box 29907, San Francisco, CA 94129-0907	Yes	\$75,486	\$75,494	113 Shares AMZN
	05/03/16	Stand Washington	3240 Eastlake Ave E, Suite 100 Seattle, WA 98102	Yes	\$75,486	\$75,494	113 Shares AMZN
	06/02/16	Cincinnati Children's Hospital Medical Center	3333 Burnet Ave M/C 3005, Cincinnati, OH 45229-3026	Yes	\$92,188	\$92,196	138 Shares AMZN
	06/02/16	Character Lab	3701 Market St., 2nd Floor, Suite 216, Philadelphia 19104	Yes	\$750,047	\$694,146	1039 Shares AMZN
	06/02/16	Leading Educators	1824 Orefa Castle Haley Blvd., New Orleans 70113	Yes	\$350,121	\$324,024	485 Shares AMZN
	06/02/16	Mentor	30 Broad Street, 9th Floor, New York, NY 10004	Yes	\$100,346	\$92,865	139 Shares AMZN
	06/17/16	Harvard Center on the Developing Child	30 Church St., Cambridge, MA 02138	Yes	\$100,247	\$92,451	140 Shares AMZN
	06/17/16	Save the Children	501 Kings Highway East, Suite 400, Fairfield, CT 06425	Yes	\$42,962	\$39,004	60 Shares AMZN
	06/17/16	Tides Foundation	P O Box 29189, San Francisco, CA 94129	Yes	\$125,309	\$115,834	175 Shares AMZN
	06/21/16	Collaborative for Children	1111 North Loop West, Suite 600, Houston, TX 77008	Yes	\$50,073	\$52,533	70 Shares AMZN
	06/21/16	Council for a Strong America	1212 New York Ave NW, Suite 300, Washington, D C 20005	Yes	\$123,076	\$52,910	172 Shares AMZN
	06/21/16	Mentor	30 Broad Street, 9th Floor, New York, NY 10004	Yes	\$500,154	\$422,286	699 Shares AMZN
	06/22/16	Aspen Institute	One Dupont Circle, NW, Suite 700, Washington, DC 20036	Yes	\$1,246,548	\$538,326	1750 Shares AMZN
	08/05/16	Newschools Venture Fund	1970 Broadway, Suite 350, Oakland, CA 94612	Yes	\$1,000,091	\$401,170	1106 Shares AMZN
	08/05/16	KABOOM!	4301 Connecticut Ave NW, Suite M-1, Washington, DC	Yes	\$600,359	\$241,170	784 Shares AMZN
	08/05/16	King County	401 5th Ave, Suite 1300, Seattle, WA 98104	Yes	\$70,148	\$28,301	92 Shares AMZN
	08/05/16	Save the Children	501 Kings Highway East, Suite 400, Fairfield, CT 06425	Yes	\$100,312	\$40,298	131 Shares AMZN
	08/23/16	NYU Medical Center	550 First Ave, New York, NY 10016	Yes	\$1,000,119	\$405,129	1317 Shares AMZN
	08/23/16	International Rescue Committee	122 East 42nd Street, New York, NY 10168-1289	Yes	\$100,257	\$40,605	132 Shares AMZN
	08/23/16	Aspen Institute	One Dupont Circle, NW, Suite 700, Washington, DC 20036	Yes	\$333,417	\$135,043	439 Shares AMZN
	08/23/16	Teach For America	11th Floor 1315 N. Courthouse Rd., Arlington, VA 22201	Yes	\$150,386	\$60,908	198 Shares AMZN
	08/23/16	Child Care Aware of America	11th Floor 1315 N. Courthouse Rd., Arlington, VA 22201	Yes	\$396,642	\$158,729	516 Shares AMZN
	08/23/16	Sapling Foundation	250 Hudson St. 1002 New York, NY 10013	Yes	\$300,763	\$121,816	396 Shares AMZN
	08/25/16	Harvard Center on the Developing Child	50 Church St., Cambridge, MA 02138	Yes	\$358,974	\$143,656	467 Shares AMZN
	09/05/16	Turnaround for Children	25 West 45th St., 6th Floor, New York, NY 10036	Yes	\$750,435	\$299,617	974 Shares AMZN
	09/21/16	Parents as Teachers	2228 Ball Drive, St. Louis, MO 63146	Yes	\$240	\$240	60 Reusable bags
	09/22/16	NYU Medical Center	550 First Ave, New York, NY 10016	Yes	\$500,050	\$192,259	625 Shares AMZN
	11/08/16	University of Washington	Fisheries Center Building Box 375988 University of Washington, Seattle, WA 98195-7988	Yes	\$2,204,781	\$2,308,554	2868 Shares AMZN
	11/08/16	Global Nomads Group	132 Nassau St. Suite 822, New York, NY 10038	Yes	\$112,910	\$118,325	147 Shares AMZN
	11/08/16	Global Nomads Group	132 Nassau St. Suite 822, New York, NY 10038	Yes	\$453,486	\$474,912	590 Shares AMZN
	11/08/16	National League of Cities Institute	1301 Pennsylvania Ave NW, Suite 550, Washington, DC 20004	Yes	\$375,069	\$392,808	488 Shares AMZN
	11/08/16	Center for the Study of Social Policy	1575 Eye Street NW, Suite 500, Washington, DC 20005	Yes	\$375,069	\$392,808	488 Shares AMZN
	11/08/16	Aspen Institute	One Dupont Circle, NW, Suite 700, Washington, DC 20036	Yes	\$1,018,551	\$1,066,539	1325 Shares AMZN
	11/08/16	Pahara Institute	1790 Third Street, Suite A, Napa, CA 94559	Yes	\$400,298	\$419,171	521 Shares AMZN
	11/21/16	New York University	550 First Ave New York, NY 10016	Yes	\$750,321	\$781,592	971 Shares AMZN
	11/21/16	Tides Center	P O Box 29189 San Francisco, CA 94129	Yes	\$150,752	\$156,962	195 Shares AMZN
	11/21/16	President and Fellows of Harvard College	50 Church St Cambridge, MA 02138	Yes	\$150,752	\$156,962	195 Shares AMZN
	12/06/16	Reach Out and Read Washington	PO Box 15967 Seattle, WA 98115	Yes	\$65,647	\$69,224	86 Shares AMZN
	12/06/16	School of Leadership Afghanistan	P O Box #603253, Providence, RI 02906	Yes	\$55,708	\$58,760	76 Shares AMZN
	12/06/16	Westchester Jewish Community Services	141 North Central Ave, Hartsdale, NY 10530	Yes	\$100,705	\$106,251	132 Shares AMZN
	12/06/16	FIRST	200 Bedford St., Manchester, NH 03101	Yes	\$60,027	\$62,785	78 Shares AMZN
	12/06/16	International FIRST Committee Association	340 Commercial St., Manchester, NH 03101	Yes	\$500,656	\$528,037	656 Shares AMZN
TOTAL CHARITABLE DISTRIBUTIONS					\$21,114,463	\$	17,782,300
					\$23,480,287		

* The Fair Market Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date of distribution
 ** The Book Value of the distributed property (shares of AMZN) is determined by taking the average of the high and low price on the date the property was contributed to the foundation

STATEMENT ATTACHED TO AND MADE A PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2016

PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

- 1.) Vroom was born out of a need for creative tools and materials that will provide parents and caregivers with ways to boost early learning, typically during ages zero to five. It was developed with thoughtful input from parents, early childhood experts, neuroscientists and community leaders. The Bezos Family Foundation provided the funding because it believes that all parents have the potential to create a brighter future for their children. The goal is to ultimately share the science of early brain development in new ways so that all children have the chance to become thriving adults.

Vroom launched its first pilot project in a community near Seattle, WA, in Southwest King County. The pilot is expected to grow into a national campaign.

A "Vroom" is a daily lesson designed to teach parents to talk and interact with their babies and to make use of everyday moments to build brain connections. The lessons are delivered through posters, cue cards, a website and a mobile app, called, Daily Vroom. The app serves up a "Vroom" (a simple brain activity) providing parents with a daily brain-building activity to complete with their child.

- 2.) Launched in 2005, the Bezoz Scholars Program is a collaboration with the Aspen Institute that cultivates the next generation of leaders. It is a leadership development opportunity and all-expenses-paid scholarship open to public high school juniors and educators. The Bezoz Scholars Program inspires and challenges young people to act on their passions and collaborate to address community needs. Scholars are teams of rising high school seniors and educators who have demonstrated accomplishment, embraced new challenges, and aspire to lead change in their community.

- 3.) **Students Rebuild** is a collaborative program of the Bezos Family Foundation that inspires young people worldwide to connect, learn and take action on critical global issues. Our current Youth Uplift Challenge, in partnership with Save the Children and Global Nomads Group, will help to support programs empowering youth in Nicaragua and Indonesia.

Created in January 2010 in response to the devastating Haiti earthquake, Students Rebuild has mobilized thousands of young people in 83 countries and all 50 United States and raised more than \$3 million in matching funds for rebuilding schools in Haiti, aiding disaster recovery efforts in Asia and supporting livelihoods in Africa.

Every year Students Rebuild invites young people to respond to a "Challenge." The Challenges offer a creative call to action that invites young people to create and send a simple, symbolic object which the Bezos Family Foundation matches with funding towards a critical global issue. Alongside each Challenge, the Students Rebuild team also provides dynamic learning content including video, webcasts, learning resources, and curriculum to support transformative learning and connections between students. The Challenges allow students of all ages, socio-economic backgrounds, and from countries all around the world to take action and impact critical global issues.

- 4.) **Mind in the Making** ("MITM") is a national initiative to share research on the development of young children, including the importance of life skills that build on and promote executive functions. MITM brings this research to the general public, families and professionals who work with children, through a series of training modules and other resources.

MITM has been a partner of Vroom, and initiative of the Bezos Family Foundation, since its inception, including overseeing the writing of Vroom Tips. On April 15, 2016, MITM officially became a Bezos Family Foundation program.

MITM is an unprecedented effort to share the science of children's learning with the general public, families, and professionals who work with children

and their families and to translate this research into action. The overall goal of MITM and its partner Vroom is to use the knowledge from developmental research to promote engaged learning and executive function based life skills in adults and children.