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Return of Private Foundation

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

OMB No. 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE NORTON SIMON FOUNDATION		A Employer identification number 95-6035908
Number and street (or P.O. box number if mail is not delivered to street address) 385 E. COLORADO BLVD.	Room/suite 240	B Telephone number 626-432-7750
City or town, state or province, country, and ZIP or foreign postal code PASADENA, CA 91101		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,348,147,456.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	0.			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,042,300.	1,960,883.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	536,752.			
	b Gross sales price for all assets on line 8a	10,639,670.			
	7 Capital gain net income (from Part IV, line 2)		868,292.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	14,777.	11,190.	875.		
12 Total. Add lines 1 through 11	2,593,829.	2,840,365.	875.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	29,508.	11,803.	0.	17,705.
	b Accounting fees	21,450.	4,660.	0.	13,850.
	c Other professional fees	89,316.	88,816.	0.	0.
	17 Interest				
	18 Taxes	23,882.	0.	0.	0.
	19 Depreciation and depletion	93,868.	840.	0.	
	20 Occupancy	35,179.	7,036.	0.	27,793.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	929,282.	118,485.	500.	800,419.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,222,485.	231,640.	500.	859,767.
	25 Contributions, gifts, grants paid	5,500,000.			5,200,000.
26 Total expenses and disbursements. Add lines 24 and 25	6,722,485.	231,640.	500.	6,059,767.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<4,128,656.>				
b Net investment income (if negative, enter -0-)		2,608,725.			
c Adjusted net income (if negative, enter -0-)			375.		

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Part II: Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	135,685.	174,904.	174,904.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 26,402.			
	Less: allowance for doubtful accounts ▶	31,984.	26,402.	26,402.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	330,118.	330,297.	330,297.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6 & 7	71,079,965.	67,687,358.	67,687,358.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 6 & 8	40,343,532.	45,287,538.	45,287,538.	
14 Land, buildings, and equipment basis ▶ Stmt 9 1,443,652.				
Less: accumulated depreciation ▶	218,719.	146,557.	146,557.	
15 Other assets (describe ▶ Stmt 10)	55,956,328.	55,956,328.	1,234,494,400.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	168,096,331.	169,609,384.	1,348,147,456.	
Liabilities	17 Accounts payable and accrued expenses	45,785.	54,545.	
	18 Grants payable		300,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 11)	286,404.	400,773.	
23 Total liabilities (add lines 17 through 22)	332,189.	755,318.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	167,764,142.	168,854,066.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	167,764,142.	168,854,066.		
31 Total liabilities and net assets/fund balances	168,096,331.	169,609,384.		

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)	1 167,764,142.
2 Enter amount from Part I, line 27a	2 <4,128,656.>
3 Other increases not included in line 2 (itemize) ▶ Stmt 12	3 5,325,082.
4 Add lines 1, 2, and 3	4 168,960,568.
5 Decreases not included in line 2 (itemize) ▶ Stmt 12	5 106,502.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 168,854,066.

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 Publicly-traded securities - Stmt 2	P	various	various
b Other - Stmt 2	P	various	various
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 10,716,959.		9,979,654.	737,305.
b 254,252.		123,265.	130,987.
c			
d			
e			

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	
a			737,305.
b			130,987.
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	868,292.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,782,068.	114,738,814.	.015532
2014	6,879,257.	120,587,436.	.057048
2013	6,416,227.	114,082,821.	.056242
2012	6,185,486.	106,201,684.	.058243
2011	6,175,420.	107,876,046.	.057246

2 Total of line 1, column (d)	2	.244311
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	.048862
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	111,753,908.
5 Multiply line 4 by line 3	5	5,460,519.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,087.
7 Add lines 5 and 6	7	5,486,606.
8 Enter qualifying distributions from Part XII, line 4	8	6,072,889.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b _____		1	26,087.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	26,087.
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	26,087.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,891.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,891.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ If Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,804.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 4,804. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) Stmt 13	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.nortonsimonfoundation.org</u>	X	
14 The books are in care of ▶ <u>Ronald H Dykhuizen</u> Telephone no. ▶ <u>6264327750</u> Located at ▶ <u>385 E. Colorado Blvd., Suite 240, Pasadena, CA</u> ZIP+4 ▶ <u>91101</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ <u>N/A</u>		
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.) <u>N/A</u>	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. ▶ <u>N/A</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) <u>N/A</u>	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

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 ☒ Nob 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 ☒ Nob 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 ☒ Nob 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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Stmt 14	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Norton Simon Art Foundation - 385 E. Colorado Blvd., Suite 240, Pasadena, CA 91101	Management services	333,000.

Total number of others receiving over \$50,000 for professional services 0**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 The Foundation maintains an art collection for charitable purposes, which it loans to public art museums for exhibition to the public.	859,767.
2 Acquisition of equipment and miscellaneous capitalized expenditures related to the maintenance of artwork.	13,122.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	112,967,279.
b	Average of monthly cash balances	1b	481,942.
c	Fair market value of all other assets	1c	6,523.
d	Total (add lines 1a, b, and c)	1d	113,455,744.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	113,455,744.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,701,836.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	111,753,908.
6	Minimum investment return. Enter 5% of line 5	6	5,587,695.

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	5,587,695.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	26,087.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	26,087.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,561,608.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,561,608.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,561,608.

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	6,059,767.
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	13,122.
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	6,072,889.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	26,087.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,046,802.

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				5,561,608.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			2,180,992.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \$ 6,072,889.				
a Applied to 2015, but not more than line 2a			2,180,992.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				3,891,897.
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.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions.		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				1,669,711.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
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				

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

- | | | |
|---|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | X |
| (2) Other assets | 1a(2) | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) Reimbursement arrangements | 1b(4) | X |
| (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					Chief Financial Officer ☒ Yes ☐ No
	 Signature of officer or trustee	11/10/2017 Date	Officer Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ If self-employed	PTIN	
	Travis L. Patton		11/08/2017		P00369623	
	Firm's name ▶ PricewaterhouseCoopers LLP				Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 13th Street NW, Suite 1000 Washington, DC 20005				Phone no. 2024141000	

THE NORTON SIMON FOUNDATION (95-6035908)
 RETURN OF PRIVATE FOUNDATION, FORM 990-PF
 NET GAIN OR (LOSS) FROM SALE OF ASSETS
 PART I, LINES 6a AND 6b
 FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 1

CAPITAL GAIN (LOSS) PER BOOKS

DESCRIPTION	PROCEEDS	COST	----- CAPITAL GAIN / (LOSS) -----		
			SHORT-TERM	LONG-TERM	TOTAL
INVESTMENT GAIN OR (LOSS) PER BOOKS					
DODGE & COX INCOME FUND	\$950,000	\$962,741	(\$4,219)	(\$8,522)	(\$12,741)
EUROPACIFIC GROWTH FUND	500,000	508,806	(8,806)	0	(8,806)
VAN ECK GLOBAL HARD ASSETS FD	400,000	457,862	0	(57,862)	(57,862)
VANGUARD INSTITUTIONAL INDEX FUND	6,640,000	6,436,178	(2,621)	206,443	203,822
VANGUARD REIT INDEX FUND	1,000,449	741,525	(7,509)	266,433	258,924
WELLINGTON CTF RESEARCH EQUITY PORTFOLIO	907,240	872,542	(3,002)	37,700	34,698
CAPITAL GAIN DISTRIBUTIONS	241,982	123,265	(194)	118,911	118,717
GAIN/(LOSS) ON INVESTMENTS PER BOOKS	\$10,639,671	\$ 10,102,919	(\$26,351)	\$563,103	\$536,752
NET GAIN OR (LOSS) FROM SALE OF ASSETS PER BOOKS	\$10,639,671	\$10,102,919	(\$26,351)	\$563,103	\$536,752

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV, LINES 1a, 1b AND 2
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 2
PAGE 1 OF 4

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

DESCRIPTION	GROSS SALES		----- CAPITAL GAIN / (LOSS) -----		
	PRICE	COST	SHORT-TERM	LONG-TERM	TOTAL
PUBLICLY TRADED SECURITIES					
DODGE & COX INCOME FUND	\$950,000	\$962,741	(\$4,219)	(\$8,522)	(\$12,741)
EUROPACIFIC GROWTH FUND	500,000	508,806	(8,806)	0	(8,806)
VAN ECK GLOBAL HARD ASSETS FD	400,000	457,862	0	(57,862)	(57,862)
VANGUARD INSTITUTIONAL INDEX FUND	6,640,000	6,436,178	(2,621)	206,443	203,822
VANGUARD REIT INDEX FUND	1,000,449	741,525	(7,509)	266,433	258,924
WELLINGTON CTF RESEARCH EQUITY PORTFOLIO	907,240	872,542	(3,002)	37,700	34,698
WELLINGTON CTF REP - ADJUST TO K-1	319,270	0	33,799	285,471	319,270
GAIN ON PUBLICLY TRADED SECURITIES (PART IV, LINE 1a)	\$10,716,959	\$9,979,654	\$7,642	\$729,663	\$737,305
OTHER					
CAPITAL GAIN DISTRIBUTIONS (SEE PAGES 2-4)	241,982	123,265	(194)	118,911	118,717
LIMITED PARTNERSHIP GAIN / (LOSS) - ADJUST TO K-1	12,270	0	(1,458)	13,728	12,270
GAIN/(LOSS) ON OTHER ASSETS (PART IV, LINE 1b)	\$254,252	\$123,265	(\$1,652)	\$132,639	\$130,987
CAPITAL GAINS/(LOSSES) FOR TAX ON INVESTMENT INCOME (PART IV, LINE 2)	\$10,971,211	\$10,102,919	\$5,990	\$862,302	\$868,292

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV, LINES 1a, 1b AND 2
FOR THE YEAR ENDED DECEMBER 31, 2016

QUANTITY/DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	--CAPITAL GAIN/(LOSS)--		LONG-TERM
					SHORT-TERM		
CAPITAL GAIN DISTRIBUTIONS							
Page 2 of 4							
DODGE & COX INCOME FUND	N/A	03/23/16	26,528	0	0		26,528
NORTHERN TRUST GOVERNMENT ASSETS PORTFOLIO	N/A	12/19/16	0	0	0		0
VANGUARD INSTITUTIONAL INDEX FUND	N/A	12/23/16	51,755	0	0		51,755
VANGUARD INTERMEDIATE-TERM TREASURY FUND	N/A	03/16/16	6,989	0	0		6,989
VANGUARD INTERMEDIATE-TERM TREASURY FUND	N/A	12/23/16	48,529	0	0		48,529
Total D&C, EuPac and Vanguard			133,801	0	0		133,801
CAPITAL GAIN DISTRIBUTIONS - PEP 2000, L.P.							
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	01/25/16	346	346	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	01/25/16	1,019	1,019	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	01/25/16	2,077	2,077	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	01/25/16	913	913	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	01/25/16	148	148	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	01/25/16	377	377	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	01/25/16	2,295	2,295	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	01/25/16	938	938	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	01/25/16	943	943	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	01/25/16	1,161	1,161	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	01/25/16	346	346	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	01/25/16	2,056	2,056	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	01/25/16	428	428	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	01/25/16	920	920	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/07	01/25/16	692	692	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/28/07	01/25/16	1,214	1,214	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	01/25/16	760	760	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	01/25/16	364	364	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/30/08	01/25/16	1,361	1,361	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/10	01/25/16	3,846	3,846	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/11	01/25/16	20	20	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/08/12	01/25/16	171	171	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/27/12	01/25/16	29	29	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/07/13	01/25/16	83	83	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/14/13	01/25/16	232	232	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/06/13	01/25/16	22	22	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/27/13	01/25/16	64	64	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/14	01/25/16	28	28	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/05/14	01/25/16	33	33	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/01/14	01/25/16	89	89	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	10/30/14	01/25/16	1,147	1,147	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	01/20/15	01/25/16	18	18	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/08/15	01/25/16	18	18	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	01/25/16	41	41	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	01/25/16	87	87	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	01/25/16	229	229	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	01/25/16	9	9	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	01/25/16	715	715	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/19/15	01/25/16	1	1	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	01/25/16	10,569	0	0		10,569
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	06/24/16	567	567	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	06/24/16	193	193	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	06/24/16	1,156	1,156	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	06/24/16	82	82	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	06/24/16	508	508	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	06/24/16	1,277	1,277	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	06/24/16	210	210	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	06/24/16	522	522	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	06/24/16	525	525	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	06/24/16	192	192	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	06/24/16	646	646	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	06/24/16	238	238	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	06/24/16	1,144	1,144	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	06/24/16	512	512	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/07	06/24/16	385	385	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/28/07	06/24/16	676	676	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	06/24/16	423	423	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	06/24/16	202	202	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/30/08	06/24/16	757	757	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/10	06/24/16	2,140	2,140	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/11	06/24/16	11	11	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/08/12	06/24/16	95	95	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	11/27/12	06/24/16	16	16	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	02/07/13	06/24/16	46	46	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/14/13	06/24/16	129	129	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	09/06/13	06/24/16	12	12	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	12/27/13	06/24/16	36	36	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/14	06/24/16	16	16	0		0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/05/14	06/24/16	18	18	0		0

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN NET INCOME, PART 1, LINE 7, COLUMN (b)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV, LINES 1a, 1b AND 2
FOR THE YEAR ENDED DECEMBER 31, 2016

QUANTITY/DESCRIPTION	DATE	DATE	PROCEEDS	COST	--CAPITAL GAIN/(LOSS)--	
	ACQUIRED	SOLD			SHORT-TERM	LONG-TERM
PRIVATE EQUITY PARTNERS 2000, L.P.	08/01/14	06/24/16	50	50	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	10/30/14	06/24/16	638	638	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	01/20/15	06/24/16	10	10	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/08/15	06/24/16	10	10	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	06/24/16	128	128	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	06/24/16	48	48	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	06/24/16	23	23	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	06/24/16	5	5	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	06/24/16	398	398	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/19/15	06/24/16	1	1	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/24/16	06/24/16	15	15	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	06/24/16	16,042	0		16,042
PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	08/10/16	0	58,621	(194)	(58,427)
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	09/06/16	794	794	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	09/06/16	270	270	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	09/06/16	1,617	1,617	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	09/06/16	115	115	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	09/06/16	711	711	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	09/06/16	293	293	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	09/06/16	1,787	1,787	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	09/06/16	734	734	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	09/06/16	730	730	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	09/06/16	904	904	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	09/06/16	269	269	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	09/06/16	334	334	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	09/06/16	1,601	1,601	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	09/06/16	716	716	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/07	09/06/16	539	539	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/28/07	09/06/16	945	945	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	09/06/16	592	592	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	09/06/16	283	283	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/30/08	09/06/16	1,060	1,060	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/10	09/06/16	2,995	2,995	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/11	09/06/16	16	16	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/08/12	09/06/16	133	133	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/27/12	09/06/16	23	23	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	02/07/13	09/06/16	65	65	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/14/13	09/06/16	180	180	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/06/13	09/06/16	17	17	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/27/13	09/06/16	50	50	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/14	09/06/16	22	22	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/05/14	09/06/16	25	25	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/01/14	09/06/16	70	70	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	10/30/14	09/06/16	893	893	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	01/20/15	09/06/16	14	14	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/08/15	09/06/16	14	14	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	09/06/16	179	179	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	09/06/16	68	68	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	09/06/16	7	7	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	09/06/16	557	557	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	09/06/16	32	32	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/19/15	09/06/16	1	1	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/24/16	09/06/16	20	20	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	09/06/16	13,717	0		13,717
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	12/19/16	229	229	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	02/01/06	12/19/16	78	78	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	03/21/06	12/19/16	466	466	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	12/19/16	33	33	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/11/06	12/19/16	205	205	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	12/19/16	85	85	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/06	12/19/16	515	515	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	12/19/16	211	211	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/12/06	12/19/16	210	210	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	12/19/16	261	261	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/08/06	12/19/16	78	78	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	12/19/16	96	96	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/06	12/19/16	461	461	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	04/23/07	12/19/16	206	206	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/07	12/19/16	155	155	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/28/07	12/19/16	272	272	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	12/28/07	12/19/16	171	171	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	05/16/08	12/19/16	82	82	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/30/08	12/19/16	305	305	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/30/10	12/19/16	863	863	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/28/11	12/19/16	4	4	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	06/08/12	12/19/16	38	38	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	11/27/12	12/19/16	7	7	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	02/07/13	12/19/16	19	19	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	08/14/13	12/19/16	52	52	0	
PRIVATE EQUITY PARTNERS 2000, L.P.	09/06/13	12/19/16	5	5	0	

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CAPITAL GAIN NET INCOME, PART 1, LINE 7, COLUMN (D)
CAP GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME, PART IV, LINES 1a, 1b AND 2
FOR THE YEAR ENDED DECEMBER 31, 2016

QUANTITY/DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	-CAPITAL GAIN/(LOSS)- SHORT-TERM	LONG-TERM
PRIVATE EQUITY PARTNERS 2000, L.P.	12/27/13	12/19/16	14	14	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	04/10/14	12/19/16	6	6	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/05/14	12/19/16	7	7	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/01/14	12/19/16	20	20	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	10/30/14	12/19/16	257	257	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	01/20/15	12/19/16	4	4	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	05/08/15	12/19/16	4	4	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	12/19/16	51	51	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	12/19/16	19	19	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	12/19/16	2	2	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	12/19/16	160	160	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/10/15	12/19/16	9	9	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	08/19/15	12/19/16	0	0	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	06/24/16	12/19/16	6	6	0	0
PRIVATE EQUITY PARTNERS 2000, L.P.	N/A	12/19/16	3,209	0	0	3,209
TOTAL PRIVATE EQUITY PARTNERS 2000, L.P.			\$108,181	\$123,265	(\$194)	(\$14,890)
TOTAL CAPITAL GAIN DISTRIBUTIONS			\$241,982	\$123,265	(\$194)	\$118,911

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
OTHER INCOME, PART I, LINE 11
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 3

OTHER INCOME	<u>Column a</u>	<u>Column b</u>	<u>Column c</u>
Limited Partnership Income	\$13,902	\$4,315	\$0
Wellington CTF - Other Port. Inc.	0	6,875	\$0
Rights & Reproductions	<u>875</u>	<u>0</u>	<u>875</u>
TOTAL	<u>\$14,777</u>	<u>\$11,190</u>	<u>\$875</u>

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
EXPENSE DETAIL, PART I, LINES 16a, 16b, 16c, 18, 19, 20, 21 AND 23
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 4

	<u>COLUMN a</u>	<u>COLUMN b</u>	<u>COLUMN c</u>	<u>COLUMN d</u>
<u>LEGAL FEES, Line 16a</u>				
Legal Matters	\$29,508	\$11,803	\$0	\$17,705
TOTAL, Line 16a	\$29,508	\$11,803	\$0	\$17,705
<u>ACCOUNTING FEES, Line 16b</u>				
Auditing and Tax Services	\$21,450	\$4,660	\$0	\$13,850
TOTAL, Line 16b	\$21,450	\$4,660	\$0	\$13,850
<u>OTHER PROFESSIONAL FEES, Line 16c</u>				
Investment Management	\$46,933	\$46,933	\$0	\$0
Investment Consulting	42,383	41,883	0	0
TOTAL, Line 16c	\$89,316	\$88,816	\$0	\$0
<u>TAXES, Line 18</u>				
Federal Excise Tax	\$23,483	\$0	\$0	\$0
Unrelated Business Income Tax	399	0	0	0
TOTAL, Line 18	\$23,882	\$0	\$0	\$0
<u>DEPRECIATION, Line 19</u>				
Depreciation	\$93,868	\$840	\$0	\$0
TOTAL, Line 19	\$93,868	\$840	\$0	\$0
<u>OCCUPANCY, Line 20</u>				
Leased Office Space	\$35,179	\$7,036	\$0	\$27,793
TOTAL, Line 20	\$35,179	\$7,036	\$0	\$27,793
<u>OTHER EXPENSES, Line 23</u>				
Art Insurance	\$395,346	\$0	\$0	\$391,740
Bank Service Charges	3,440	3,440	0	0
Insurance - Other	17,922	9,097	0	8,825
Management Fee *	333,000	65,961	500	265,900
Safekeeping / Custodian Fees	24,960	24,747	0	0
Miscellaneous - Curatorial Expenses	116,251	0	0	111,129
Miscellaneous - Office Expenses	38,363	15,240	0	22,825
TOTAL, Line 23	\$929,282	\$118,485	\$500	\$800,419

* See Note on Statement 14

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
CONTRIBUTIONS PAID, PART I, LINE 25; GRANTS PAYABLE, PART II, LINE 18;
AND CONTRIBUTIONS, PART XV, LINES 3a and 3b
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 5

<u>Name and Address of Recipient</u>	<u>Date of Contribution</u>	<u>Status of recipient</u>	<u>Purpose of grant or contribution</u>	<u>Description</u>	<u>Amount</u>
<u>Contributions made (accrual basis) during the year, Part I, line 25, column a:</u>					
Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105	04/29/16	Public Charity	Unrestricted Support of the Museum's Operations	Cash	\$5,500,000

Total Contributions made (accrual basis) during the year \$5,500,000

Contributions paid (cash basis) during the year, Part I, line 25, column d, and Part XV, line 3a:

Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105	Various	Public Charity	Unrestricted Support of the Museum's Operations	Cash	\$5,200,000
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Total Contributions paid (cash basis) during the year \$5,200,000

Contributions approved for future payment, Part II, line 18, column b, and Part XV, line 3b:

Norton Simon Museum of Art at Pasadena 411 West Colorado Boulevard Pasadena, CA 91105	Various	Public Charity	Unrestricted Support of the Museum's Operations	Cash	\$300,000
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Total Contributions approved for future payment \$300,000

THE NORTON SIMON FOUNDATION (95-6035908)
 RETURN OF PRIVATE FOUNDATION, FORM 990-PF
 INVESTMENTS, PART II, LINES 10b AND 13;
 ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES, PART III, LINE 5
 FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 6

SCHEDULE OF INVESTMENTS

<u>Description</u>	<u>End of Year Cost Basis</u>	<u>End of Year Fair Market Value (Columns b & c) PART II</u>	<u>Net Unrealized Gain/(Loss) on Investments End of Year</u>	<u>Net Unrealized Gain/(Loss) on Investments Begin. of Year</u>	<u>Change in Unrealized Gain/(Loss) on Investments For the Year PART III</u>
Line 10b, Corporate Stocks: Detail - Statement 7	\$53,072,831	\$67,687,358	\$14,614,527	\$10,364,193	\$4,250,334
Line 13, Other: Detail - Statement 8	<u>40,256,773</u>	<u>45,287,538</u>	<u>5,030,765</u>	<u>3,956,017</u>	<u>1,074,748</u>
 TOTAL	 <u>\$93,329,604</u>	 <u>\$112,974,896</u>	 <u>\$19,645,292</u>	 <u>\$14,320,210</u>	 <u>\$5,325,082</u>

(See Stmt 12)

Note: The Foundation reports investments at their fair market value in Part II.

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - CORPORATE STOCK, PART II, LINE 10b
FOR THE YEAR ENDED DECEMBER 31, 2015

Statement 7

<u>Description</u>	<u>Units or Shares Held</u>	<u>End of Year Cost Basis</u>	<u>End of Year Fair Market Value</u>
Equity Funds:			
EuroPacific Growth Fund	586,022	\$15,032,992	\$26,353,393
Van Eck - Global Hard Assets Fund	195,130	8,107,201	7,514,440
Vanguard Emerg. Markets Stock Ind. Fund	236,803	5,998,775	5,361,230
Vanguard Institutional Index Fund	84,670	15,087,653	17,258,298
Vanguard-REIT Index Fund	183,272	1,897,233	3,315,391
Wellington WTC - CTF Research Equity	701,477	6,948,977	7,884,606
Total Equity Funds		<u>\$53,072,831</u>	<u>\$67,687,358</u>
Total Line 10b, Corporate Stock		<u>\$53,072,831</u>	<u>\$67,687,358</u>

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INVESTMENTS - OTHER, PART II, LINE 13
FOR THE YEAR ENDED DECEMBER 31, 2015

STATEMENT 8

<u>Description</u>	<u>Units Held</u>	<u>End of Year Cost Basis</u>	<u>End of Year Fair Market Value</u>
<u>Line 13, Investments - Other:</u>			
Fixed Income Mutual Funds:			
Dodge & Cox Income Fund	1,382,668	\$16,882,861	\$18,790,457
Vanguard Interm - Term Treasury Fund	754,531	<u>8,682,756</u>	<u>8,367,750</u>
Total Fixed Income Mutual Funds		<u>\$25,565,617</u>	<u>\$27,158,207</u>
Short Term Investments:			
Northern Trust - Government Assets Portfolio	n/a	<u>\$16,047</u>	<u>\$16,047</u>
Total Short Term Investments		<u>\$16,047</u>	<u>\$16,047</u>
Alternative Investments:			
Private Equity Partners 2000, L.P.	219,109	\$219,109	\$157,949
Weatherlow Offshore Fund I Ltd. CL IA	10,134	10,356,000	13,224,864
Wellington USREE (Cayman)	4,100	<u>4,100,000</u>	<u>4,730,471</u>
Total Alternative Investments		<u>\$14,675,109</u>	<u>\$18,113,284</u>
Total Line 13, Investments - Other		<u>\$40,256,773</u>	<u>\$45,287,538</u>

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
DEPRECIATION, PART I, LINE 19 AND
PROPERTY AND EQUIPMENT, PART II, LINE 14
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 9

<u>Description</u>	<u>Method</u>	<u>Useful Life</u>	<u>Date of Acquisition</u>	<u>Cost Basis</u> Part II, line 14	<u>Current Year Depreciation Expense</u> Part I, line 19 column (a)	<u>Accumulated Depreciation</u> Part II, line 14	<u>Ending Book Value</u> Part II, line 14 column (b) and column (c)
Security / Fire Equipment	S/L	5/10 Years	1997-2014	\$508,196	\$55,821	\$444,027	\$64,169
Lighting Fixtures	S/L	10 Years	1998-2016	278,156	11,660	262,866	15,290
Documentary Film	S/L	10 Years	2001-2002	159,319	0	159,319	0
Art Displays / Fixtures	S/L	3-10 Years	1995-2016	244,630	22,947	202,321	42,309
Other	S/L	3-10 Years	1999-2016	253,351	3,440	228,562	24,789
TOTAL				\$1,443,652	\$93,868	\$1,297,095	\$146,557

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
DESCRIPTION OF OTHER ASSETS, PART II, LINE 15
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 10

<u>Description of Other Assets</u>	<u>End of Year Book Value</u>	<u>End of Year Fair Market Value</u>
Collection of Art	\$55,813,744	\$1,233,255,350
Frames	<u>142,584</u>	<u>1,239,050</u>
TOTAL	<u><u>\$55,956,328</u></u>	<u><u>\$1,234,494,400</u></u>

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
OTHER LIABILITIES, PART II, LINE 22
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 11

OTHER LIABILITIES	<u>Beginning of Year</u> (column a)	<u>End of Year</u> (column b)
Deferred federal excise tax	\$286,404	\$392,906
Federal excise tax payable	<u>0</u>	<u>7,867</u>
TOTAL	<u>\$286,404</u>	<u>\$400,773</u>

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
ANALYSIS OF CHANGES IN NET ASSETS OR FUND BALANCES, PART III, LINES 3 & 5
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 12

Other increases in net assets (Part III, Line 3):

Change in unrealized gain/(loss) on investments - see Statement 6

\$5,325,082

Other decreases in net assets (Part III, Line 5):

Change in provision for deferred federal excise tax payable

(\$106,502)

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
TRANSFERS TO/FROM CONTROLLED ENTITIES
PART VII-A, LINE 11
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 13

Transfers to controlled entities:

<u>Name/Address of Controlled Entity</u>	<u>EIN</u>	<u>Description of Transfer</u>	<u>Amount of Transfer</u>
Norton Simon Art Foundation 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	95-6038921	Payment to the Norton Simon Art Foundation of a management fee for management services provided to The Norton Simon Foundation.	\$333,000

THE NORTON SIMON FOUNDATION (95-6035908)
RETURN OF PRIVATE FOUNDATION, FORM 990-PF
INFORMATION ABOUT OFFICERS AND TRUSTEES, PART VIII, LINE 1
FOR THE YEAR ENDED DECEMBER 31, 2016

STATEMENT 14

(A) NAME AND ADDRESS	(B) TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	(C) COMPENSATION	(D) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS & DEFERRED COMPENSATION	(E) EXPENSE ACCOUNT AND OTHER ALLOWANCES
Sara Campbell Abdo 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Assistant Secretary; Trustee - 1 hr.	None	None	None
Ronald H. Dykhuizen 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Vice President; Treasurer; Chief Financial Officer 6 hrs.	None (1)	None (1)	None
Luis Li 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee 1 hr.	None	None	None
Thomas L. Pfister 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Dr. Michael E. Phelps 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Chairman; Trustee - 1 hr.	None	None	None
Nancy Shelmon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Donald Simon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Eric Simon 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
Walter W. Timoshuk 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	President; Trustee 6 hrs.	None (1)	None (1)	None
Stephanie R. Villasenor 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Secretary 7.5 hrs.	None (1)	None (1)	None
Robert H. Walker 385 E. Colorado Blvd., Suite 240 Pasadena, CA 91101	Trustee - 1 hr.	None	None	None
COLUMN TOTALS		\$0	\$0	\$0

(1) The Norton Simon Foundation received support services from the Norton Simon Art Foundation (a 501(c)(3) organization) (Tax ID 95-6038921) during calendar year 2016 pursuant to an employee lease arrangement. The Norton Simon Foundation paid the Norton Simon Art Foundation \$63,750 related to compensation and \$5,413 related to benefits for services provided by Walter W. Timoshuk, \$30,600 related to compensation and \$4,997 related to benefits for services provided by Ronald H. Dykhuizen, and \$25,406 related to compensation and \$3,334 related to benefits for services provided by Stephanie R. Villasenor under this lease arrangement. All of these amounts are included in the "Management Fee" which is reported on Statement 4 under "OTHER EXPENSES, Line 23". The Norton Simon Foundation does not have a payroll.