



Department of the Treasury

# EXTENDED TO NOVEMBER 15, 20 Return of Private Foundation

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

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

Go to www.irs gov/Form990PF for instructions and the latest information

For	calen	dar year 2017 or tax year beginning		, and ending	<u> </u>		
		foundation	,	,-	A Employer identification number		
		SPANX BY SARA BLAKELY	FOUNDATION,				
-	<u>NC</u>	,			20-5088833		
		nd street (or P O box number if mail is not delivered to street a	•	Room/suite	<b>B</b> Telephone number		
_		5 PEACHTREE RD NE, STE				/	
		own, state or province, country, and ZIP or foreign p	ostal code		C If exemption application is pe	ending check here	
_ <u>A</u>	TL	ANTA, GA 30305 '				_	
G (	heck	all that apply Initial return	Initial return of a f	ormer public charity	D 1. Foreign organizations	, check here	
		Final return	Amended return	,	2 Foreign organizations may	ating the 85% test	
		Address change	Name change		Foreign organizations med check here and attach cor	mputation	
Н_(	_	type of organization X Section 501(c)(3) ex		(c)	E If private foundation stat	us was terminated	
			Other taxable private founda		under section 507(b)(1)	(A), check here	
		arket value of all assets at end of year   J   Account	-	Accrual	F If the foundation is in a 6		
			ther (specify)	- )	under section 507(b)(1)	(B), check here	
	\$	24,307,090. (Part I, colur	nn (d) must be on cash basi	S.)		/ 1)	
₹ <b>1</b> %	irt:l	(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)	
,	1	Contributions, gifts, grants, etc., received	102,616.	AND THE RESERVED		TEMPERATURE TO THE	
	2	Check, if the foundation is not required to attach Sch. B		Navigue Calenda	持造品的代数够纯的	Banka Berlebberthalbert	
	3	Interest on savings and temporary cash investments	110,567.			MELLE METERS HERE	
	4	Dividends and interest from securities	369,145.	` 457,666.		New York Control of the Control of t	
	5a	Gross rents			KEC	EVED THE LAND	
	Ь	Net rental income or (loss)	<b>产产品设备的地位</b>	<b>的对象的对象的</b>	THE CONTRACTOR	West and the second	
4	6a	Net gain or (loss) from sale of assets not on line 10	747,507.	THE THE THE PROPERTY.	のMidNews 18一番	1 2000 19 S	
Revenue	b	Gross sales price for all assets on line 6a 12,612,421.	MEGIFARMAN	North Control of the		質の高いのは、大学は	
	7	Capital gain net income (from Part IV line 2)	的复数状态性致制	768,546.	and Maria and a		
	8	Net short-term capital gain			L AGOE	NEWTAXAVEREN	
,	9,	Income modifications Gross sales less returns					
	10a	and allowances		MARTIN CHARLES			
	b	Less Cost of goods sold					
	C	Gross profit or (loss)	5 224	<b>基本的特殊的基本</b>			
	11	Other income	6,984.	62,308.	0.	STATEMENT 10	
	12	Total Add lines 1 through 11	1,336,819.	1,288,520.	0.		
	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14	Other employee salaries and wages					
v	15	Pension plans, employee benefits					
oenses	108	Legal fees Accounting fees STMT 2	2,000.	1,000.	0.	1,000.	
		and a second sec	138,373.	138,373.	0.		
Administrative Ex	17	Other professional fees STMT 3 Interest	130,373.	130,373.	<del></del>	0.	
Ž	18	Taxes STMT 4	7,500.	9,537.	0.	0.	
stra	19	Depreciation and depletion	7,3001	,			
Ē	20	Occupancy			<u></u>	Billiand 1884 to enthantionalist and share and state of	
Ådn	21	Travel, conferences, and meetings					
and /	22	Printing and publications	1			<del>, , , , , , , , , , , , , , , , , , , </del>	
	۱	Other expenses STMT 5	37,105.	1,294.	0.	34,749.	
Ţ,	24	Total operating and administrative					
perating		expenses Add lines 13 through 23	184,978.	150,204.	0.	35,749.	
ŏ		Contributions, gifts, grants paid	954,166.	WANTE CALL OF THE PARTY.	<b>次的证明的第三人称形式</b>	35,749. 954,166.	
	26	Total expenses and disbursements					
	Ĺ	Add lines 24 and 25	1,139,144.	150,204.	0.	989,915.	
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	197,675.		HADATA ARABAN KAN		
_	b	Net investment income_(if negative enter -0-)		1,138,316.			
	C	Adjusted net income (if negative, enter -0-)	HUMANANA	30000000000000000000000000000000000000	0.	PRESIDENCE SERVICES	

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions.

rom	990	-PF (2017) -INC	···	20-	-3066633 Page 2
Pai	rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year		of year
<del></del>		colonial stated as for the or year united its only	(a) Book Value	(b) Book Value	(c) Fair Market Value
į.		Cash - non-interest-bearing		,	
	2 3	Savings and temporary cash investments	1,413,812.	488,286.	488,286.
	3 /	Accounts receivable 🟲	HAT DIE MEEL		
	l	ess allowance for doubtful accounts 🕨			
	4 F	Pledges receivable		TOTAL CONTROL FOR	CANCEL STREET,
		ess allowance for doubtful accounts		Children of the company of the compa	4
		Grants receivable			
	-	Receivables due from officers, directors, trustees, and other		,	
		disqualified persons	•	<b>'</b>	•
		Diher notes and loans receivable	Phichicalism acadim-y		
1		Less allowance for doubtful accounts			
		nventories for sale or use	1	,	<del> </del>
Assets			· · · · · · · · · · · · · · · · · · ·		
Ass		Prepard expenses and deferred charges -			+
ין		nvestments'- U.S. and state government obligations	10 451 220	12 041 001	15 460 610
		nvestments - corporate stock STMT 7			15,469,619.
		nvestments - corporate bonds STMT 8	4,840,238.		
1	•	nvestments land buildings and equipment basis			
	ι	ess accumulated depreciation			
1	2	nvestments - mortgage loans			
1	3	nvestments - other STMT 9	4,457,060.	3,592,297.	3,900,322.
1	4 l	and, buildings, and equipment basis	Path and Tarking		
	i	ess accumulated depreciation			
. 1	5 (	Other assets (describe )			· · ·
1		Total assets (to be completed by all filers - see the		,	•
- [ '		nstructions. Also, see page 1, item I)	21.162.340.	21,363,015.	24,307,090.
<u> </u>	_	Accounts payable and accrued expenses	22/202/0101		ACCUPATION OF THE PROPERTY.
1		Grants payable	<u> </u>		
		Deferred revenue		·····	
se 1	-	,		· · · · · · · · · · · · · · · · · · ·	
7		oans from officers directors, trustees, and other disqualified persons	•		
		Mortgages and other notes payable			
7 2	2 (	Other liabilities (describe >)	•	<del></del>	
		•	٠ .		
<del> 2</del>		Total liabilities (add lines 17 through 22)	· 0.	• • 0.	
1	1	Foundations that follow SFAS 117, check here	· · · · ·	_	
	1	and complete lines 24 through 26, and lines 30 and 31			
Sec 2	4 (	Jnrestricted	<u></u>		
	5	Temporarily restricted •			
Fund Bala	6	Permanently restricted			
힏	1	Foundations that do not follow SFAS 117, check here			
리		and complete lines 27 through 31			
ہ اۃ		Capital stock, trust principal, or current funds	22,461,797.	21,162,340.	
Assets		Paid-in or capital surplus, or land, bldg., and equipment fund	0.	r 0.	
ASS		Retained earnings, accumulated income, endowment, or other funds	-1,299,457.	200,675.	
		Total net assets or fund balances	21,162,340.	21,363,015.	
Z	v	iotal not assets of feme balances			
١,		Total liabilities and net assets/fund balances	21,162,340.	21,363,015.	
=				21,303,013.	PROGRAMMENT AND MAN MAN MAN AND AND AND THE PROGRAM CONT.
Pai	rt'll	Analysis of Changes in Net Assets or Fund B	alances	•	
4 To	. tal 4	not appets or fund helphone at heginning of year. Part II. golumn (a) line	20		<del>                                     </del>
		net assets or fund balances at beginning of year - Part II, column (a), line	30		21,162,340.
		agree with end-of-year figure reported on prior year's return)		1-1	
		amount from Part I, line-27a	,	2	197,675.
		increases not included in line 2 (itemize)	SEE_ST	PATEMENT 6 3	
		nes 1, 2, and 3		· <u>4</u>	<del></del>
		ases not included in line 2 (itemize)			
6 _ To	<u>ital r</u>	net assets or fund balances at end of year (line 4 minus line 5) - Part II, c	olumn (b), line 30	<u> </u>	
		<b>4</b>			Form <b>990-PF</b> (2017)

Form 990-PF (2017) INC 20-5088833 Page 3 Capital Gains and Losses for Tax on Investment Income Part IV (b) How acquired P - Purchase (a) List and describe the kind(s) of property sold (for example, real estate, (c) Date acquired (d) Date sold 2-story brick warehouse, or common stock, 200 shs. MLC Co.) (mo., day, yr.) (mo., day, yr.) D - Donation WELLS FARGO GAIN/LOSSES **VARIOUS** Ρ VARIOUS TOTAL CAPITAL GAIN DISTRIBUTION P VARIOUS VARIOUS GAIN/LOSSES P VARIOUS VARIOUS đ е (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale ((e) plus (f) minus (g)) 12,612,421 0. 11,885,330. 730,356. 40,738. 0. 40,738. b 0. 2,548 -2,548. C đ е 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 (k) Excess of col. (i) (j) Adjusted basis (i) FMV as of 12/31/69 Losses (from col (h)) as of 12/31/69 over col. (j), if any <u>730,356.</u> 40,738. b -2,548. d е If gain, also enter in Part I, line 7 768,546. 2 Capital gain net income or (net capital loss) 2 If (loss), enter -0- in Part I, line 7 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). 0. If (loss), enter -0- in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income (For optional use by demostic private foundations subject to the section 4940(a) tax on nct investment income.) If section 4940(d)(2) applies, leave this part blank. Yes 🗶 Nu Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year, see the instructions before making any entries. (d) Distribution ratio (b) (c) Base period years Adjusted qualifying distributions Net value of noncharitable-use assets (col. (b) divided by col. (c)) Calendar year (or tax year beginning in) 1,186,201 21,647,588 .054796 2016 1,160,716. 22,761,612 .050994 2015 962,373. 23,342,382 041229 2014 609,592. 19,184,959 .031774 2013 576. 16.326.946 .031333 511. 2012 .210126 2 Total of line 1, column (d) 2 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years .042025 the foundation has been in existence if less than 5 years 3 23,141,664. 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 <u>972,528.</u> 5 Multiply line 4 by line 3 5 11,383. 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 983,911. 7 Add lines 5 and 6 7 989,915. 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. Form 990-PF (2017) 723521 01-03-18

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	990-PF (2017) INC	Δ\ A	040/b) 4040/a) a=			5088		Page	4
	T VI Excise Tax Based on Investment Income (Section 4940			494	+o -	see in	STRUCTION	ons)	<del></del> 1
•	Exempt operating foundations described in section 4940(d)(2), check here 🕨 🔛 and er			13				718H	1
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)							EAGE	2
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🗶 and enter 1%					1. (.111) (6)	11	383.	<u>-</u> -
	of Part I, line 27b			3					j)
C	: All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).								M.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, oth	er -0-)	Ļ	2			0.	_	
	Add lines 1 and 2			L	3		11	383.	<u>-</u>
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, other	iers, en	ter -0-)	Ļ	4			0.	_
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			L	5		11	<u>, 383.</u>	<u>,                                     </u>
6	Credits/Payments:				Villani Villani				
а	2017 estimated tax payments and 2016 overpayment credited to 2017	<u>6a</u>	12,229	. 3					
b	Exempt foreign organizations - tax withheld at source	6b		<u>) . </u>	1				4
C	Tax paid with application for extension of time to file (Form 8868)	6c	8,000	_		R. M.		世界的	
d	Backup withholding erroneously withheld	6d	(	).					A
7	Total credits and payments Add lines 6a through 6d			L	7		20	229.	<u>-</u>
	Enter any <b>penalty</b> for underpayment of estimated tax. Check here 🔲 if Form 2220 is attac	hed		L	8			0.	<u>-</u>
	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		8,	<u>,846.</u>	
	Enter the amount of line 10 to be: Credited to 2018 estimated tax		8,846. Refunded	<u> </u>	11			0.	<u>-</u>
·	t:VII-A Statements Regarding Activities						la (1 <b>5.6</b>		_
	During the tax year, did the foundation attempt to influence any national, state, or local legisla	ation or	did it participate or intervi	ene II	า		製が+特 A	es No	_
	any political campaign?						1a	X	_
	Did it spend more than \$100 during the year (either directly or indirectly) for political purpos			efiniti	on		1b	X	_
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies o	апу т	aterials published or					HILL.	1
	distributed by the foundation in connection with the activities.								<b>H</b> .
C	Did the foundation file Form 1120-POL for this year?						1c	X	=
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the						No. No. No.		H
	(1) On the foundation $\blacktriangleright$ \$ 0 . (2) On foundation managers			<u>.</u>			議治家		9
е	Enter the reimbursement (if any) paid by the foundation during the year for political expendit	ure tax	imposed on foundation	•					3
	managers ► \$O.						24. E. 14		뙲
2	Has the foundation engaged in any activities that have not previously been reported to the IR	S?					2	X	_
	If "Yes," attach a detailed description of the activities.								
3	Has the foundation made any changes, not previously reported to the IRS, in its governing in	strume	nt, articles of incorporation	n, or					31
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes						3	X	_
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year	7			v		4a	X	_
þ	If "Yes," has it filed a tax return on Form 990-T for this year?				N	/A	46		_
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?						5	X	্যু
	If "Yes," attach the statement required by General Instruction T						推设在		1
	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied eit	ner							
	By language in the governing instrument, or								iğ 💮
	ullet By state legislation that effectively amends the governing instrument so that no mandatory	direction	ons that conflict with the s	tate I	aw				1
	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," compl	ete Pari	II, col. (c), and Part XV				7 7	X	=
									4
8a	Enter the states to which the foundation reports or with which it is registered. See instruction	ıs. 🕨					(表表) A		d
	GA								Š.
	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the At	orney (	General (or designate)						3
	of each state as required by General Instruction G? If "No," attach explanation							X I	<u> </u>
	ls the foundation claiming status as a private operating foundation within the meaning of sec			alen	dar				# <u>'</u>
	year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," comp						9	<u> </u>	_ (/
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedul	listing t	heir names and addresses				10	X_	_
						Fo	rm <b>990-l</b>	<b>거</b> 타 (2017	/)

Part VII-A  Statements Regarding Activities (continued)  11 At any time during the year, add the foundation, directly or siderectly, own a controlled entity within the meaning of section 512(b) (137)? If Yes, attach schedule, See instructions  12 Did to be foundation make a detrinicion to a doner advased into view which the foundation or a disqualified person had advisory privileges? If Yes, attach statement, See instructions  12 Did to be foundation comply with the public inspection requirements for its animal returns and exemption application?  Website address   WWW. SARABLARELYPOUNDATION.COM  11 The books are in curre of   EMILY LUKE  12 Located at   >3.03.5 PBACHTREE ROAD NE, SUTTE 2.00, ATLANTA, GA   70.44   >30.30.5 Section 4947(a)(1) in nearestic pretails brustals fings from 99.0F in leg of from 1641 - check for an enter the amount of tax-bempt interest received as accrued during they are addressed and enter the amount of tax-bempt interest received as accrued during they are addressed an enter the amount of tax-bempt interest received as accrued during they are addressed an enter the amount of tax-bempt interest received as accrued during hay are addressed to the foundation of other financial account in a foreign country?  13 Expert VII-BIS 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.  14 Depart VII-BIS 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.  15 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  16 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  17 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  18 Form 4720 item 4720 if any item is checked in the "Yes" column, unless an exception applies.  19 Form 4720 item 4720	Form	1 990-PF (2017) INC 20 - 508	38833		Page 5
11 Aza y time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section \$172(0)(3)? If Yes, a state-statement, See instructions in SEE STATEMENT 10  12 Out the foundation make a distribution to a donor advised fund over which the foundation or a dequalified person had advisory privilegies?  13 Did the foundation comply with the public inspection requirements for its anough returns and exemption application?  14 The books are in cars of   SEINLY LUKE   STATEMENT 10  15 Section 497(4)(1) founexempt charitable busts line form 990-Fir in level of Form 1041 - check there and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year of their funding clients year 2017, 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?  15 A ray time disring clients year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  16 Part VII-B) Statements Regarding Activities for Which Form 4720 May Be Required  17 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  18 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  10 Flee Form 4720 if any items is checked in the "Yea" column in the sale of exch	:Pa	artiVIII-A Statements Regarding Activities (continued)			
11 Aza y time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section \$172(0)(3)? If Yes, a state-statement, See instructions in SEE STATEMENT 10  12 Out the foundation make a distribution to a donor advised fund over which the foundation or a dequalified person had advisory privilegies?  13 Did the foundation comply with the public inspection requirements for its anough returns and exemption application?  14 The books are in cars of   SEINLY LUKE   STATEMENT 10  15 Section 497(4)(1) founexempt charitable busts line form 990-Fir in level of Form 1041 - check there and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year of their funding clients year 2017, 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?  15 A ray time disring clients year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  16 Part VII-B) Statements Regarding Activities for Which Form 4720 May Be Required  17 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  18 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  19 Flee Form 4720 if any items is checked in the "Yea" column, unless an exception applies.  10 Flee Form 4720 if any items is checked in the "Yea" column in the sale of exch			1000	Yes	No
section 512(b) (13)2 I I Yes, a trained schedule. See instructions  10 did the linealization make a distribution is a abone adversed unit over which the foundation one at a distribution is a 30 proximate of the foundation one and in the section of the foundation one and in the foundation one and in the foundation one of the foundation have an interest or or a segurative or other authority over a bank, section 4947(a)(1) one semple interest received on a curved during the year.  15 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, section 4947(a)(1) one of the financial accounts?  15 Section 4947(a)(1) one of the financial accounts if not form 994Per in lieu of Form 1414. If 'Yes,' enter the raime of the open country.  15 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, section 4947(a)(1) one of the financial accounts?  15 Section 4947(a)(1) one of the foundation of the foundation have an interest in or a signature or other authority over a bank, section 4947(a)(1) one of the foundation have an interest in or a signature or other authority over a bank, section 4947(a)(1) one of the foundation have an interest or or signature or other authority over a bank, section 4947(a)(1) one of the foundation of the foundation of the foundation of individual interest. In order the foundation of the foundation of the foundation of calendary terms of the foundation of the foundation of calendary terms of the foundation of the foundation of the foundation of the calendary of the foundation of the foundation of the acts of section 4942(a)(b) or 4942(b)(b) or 4942(b)(b) or 4942(b)(	`11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			$\vdash$
12 Dut the foundation make a distribution to a above adversed mind over which the foundation or a dequalified person had advisably privileges?  13 In the foundation comply with the public inspection requirements for its annual returns and exemption application?  13 Website address > WWW. SARABILAKELYFOUNDATION.COM  14 The books are in curst of > EMILY LUKE  15 Section 497((1)) timesempt charitable trusts filling form 990-PF in fleu of Form 1041 - check there and enter the amount of tax-exempt interest received or accused during the year 30 35 PEACHTREE ROAD NIE. SUITE 200, ATLANTA, GA 21P-4 > 3035  5 Section 497((1)) timesempt charitable trusts filling form 990-PF in fleu of Form 1041 - check there and enter the amount of tax-exempt interest received or accused during the year  5 At any time during cleanery year 217, did the foundation have an interest in or a synature or other authority over a bank, securities, or other financial account in a foreign country?  5 Seth is instructions for exceptions and filling requirements for incCEN Form 114. If "Yes," enter the name of the party III-By I 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, do the foundation (either directly or indirectly)  13 Surmsh goods, services, or facilities to for accept them from) a disqualited person?  14 Person Head of Person?  15 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year, do the foundation (either directly or indirectly)  15 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year, do the foundation (either directly or indirectly)  15 Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year is the year of the sale of acception of the sale and the year is the year of the sale of acception of the year is the year of the year is the year is the year is the year o			11		x
If Yes, a flactor statement. See instructions SEE STATEMENT 10  ID did the foundation comply with the public inspection requirements for its animal returns and exemption application?  Wishers address ► WWW. SARABLAKELYFOUNDATION.COM  14 The books are in care of ► EMILY LUKE Located at ► 3035 PEACHTREE ROAD NE, SUITE 200, ATLANTA, GA  ZIP+4 ► 303305  15 Section 4947(a)(1) on onexempt charitable trusts filing form 990-PF in like of Form 1041 - check here and enter the amount of tax-exempt interest received or account duming the year  16 At any time during claindary year 2017, 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 ►  Pert VII-Bi Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any term is checked in the "Yes" column, unless an exception applies.  1a Jump the year, did the foundation of lefter directly or indirectly)  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise seed needed to for accept it from)  a disqualified person?  (3) Furnish poods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation in, or pay or reminibures the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person?  (6) Agree to pay money or property to a government official? (Exception, Check 'No'  if the foundation angreed or make a given to or the official or a period after termination of government service, if terminating within 90 days.)  16) If any a narries is Yes' to 11(1)(6), did any of the acts fast to quality under the exceptions described in Regulations section 53 491(6)-3 or in a current notice regarding dissater assistance? See mistructions  Organizations relying on a current notice regarding dis	12		'''-		<del></del>
13   X			12	x	
With Shard address     With   SARABLAKELYFOUNDATION COM	12	,			<del></del>
14 The books are in case of   ■ EMILY LUKE   Telephone no   ●678 -500-1278   Located at   № 3035 PSACHTREE ROAD NE   SUITE 200, ATLANTA, GA   ZIP-4   >3030305    15 Section 4347(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tra-exempt interest received or accrued during the year	13		[ 13 ]	Λ	Ь
Located at \$\insert 3035 PEACHTREE ROAD NE, SUTTE 200, ATLANTA, GA  2IP-4 \$\insert 30305			00 1	270	
15 Section 4947(a)(1) nonexempt charizable trusts fling Form 990-PF in leu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year 15 A lany time during catendar year 2017, 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 fling requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country.  Part VIII-B; Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720' any item is checked in the "Yes" column, unless an exception applies.  1a During the year, did the foundation (alther directly or indirectly)  (1) Engage in the Sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remibures the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualided person for make any of either available for the benefit or use of a disqualified person for make any either available for the benefit or use of a disqualified person?  (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 direct termination of government official? (Exception, Check No" if the foundation agreed to make a grant to or to employ the official for a period direct termination of government official? (Exception, Check No" if the foundation agreed to make a grant to or to employ the official for a period direct termination of government official? (Exception, Check No" if the foundation of the acceptions disaster assistance, Ceck to the control of the person after th	14			2/0	
An an enter the amount of tax-exempt interest received or account during the year  At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, secretics, 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! ▶  Part VII-By 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)  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lean money for, or identines sevendir credit to (or accept it from) a disqualified person?  (3) Furnsh pods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for make any of either available for the benefit or use of a disqualified person for the control of the available for the person after the available for the person and the available for the person after the available for the person	4-		30303		<del></del>
Securities, or other financial account in a foreign country	15			<i>,</i> ,,▶	•
Sec the instructions for exceptions and filing requirements for FinCEN Form 114. It "Yes," enter the name of the foreign country! >>    Part VII. 69  Statements Regarding Activities for Which Form 4720 May Be Required    File Form 4720 if any them is checked in the "Yes" column, unless an exception applies.		· · · · · · · · · · · · · · · · · · ·	N		
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country.    Part VII-Pi  Statements Regarding Activities for Which Form 4720 May Be Required	16			Yes	<del></del>
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Part VII-B    Statements Regarding Activities for Which Form 4720 May Be Required   File Form 4720 if any tem is checked in the "Yes" column, unless an exception applies.   1a During the year, did the foundation (either directly or indirectly)   11] Engage in the sale or exchange, or leasing of property with a disqualified person?					
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(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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)?  (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.)  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 53 491(d)-3 or in a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assistance? See instructions  Organizations relying on a current notice regarding disaster assis	1a		要控制	赞流	
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for the benefit or use of a disqualified person)?  (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.)  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  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 2017?  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(n)(3) or 4942(n)(5))  a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?  If "Yes," list the years \(\bigcit{\text{No}}\)  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")  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
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Form 4720, to determine if the foundation had excess business holdings in 2017.)  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 2017?  4b X			Paff.	<b>1935</b>	
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 2017?  4b X			SP STORY:	ببتائد نادة	لتتنظفت
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 2017?  4b X	4.	· · · · · · · · · · · · · · · · · · ·			Y
had not been removed from jeopardy before the first day of the tax year beginning in 2017?  4b X					<b>表報報</b>
	U		sheets settings	- Francisco	Y
	_			)-PF	

THE SPAN BY SARA BLAKELY	Y FOUNDATION,			
Form 990-PF (2017) INC			20-50888	33 Page 6
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be R	equired (contin	ued)	
5a During the year, did the foundation pay or incur any amount to			Ś.	Yes No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Y	es 🗶 No 🏻 💢	
(2) Influence the outcome of any specific public election (see section 4955), or	r to carry on, directly or indire	ectly,	્યું	
any voter registration drive?		Y	es 🗶 No 🤾	
(3) Provide a grant to an individual for travel, study, or other similar purposes	7	Y	es 🗓 No 🧗	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section		of the state of th	翻字線時間
4945(d)(4)(A)? See instructions		Y	es 🗓 No 🎚	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	or		
the prevention of cruelty to children or animals?		Y	es 🗓 No 🚆	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unc	fer the exceptions described i	n Regulations	ي الله الله الله الله الله الله الله الل	
section 53.4945 or in a current notice regarding disaster assistance? See instru	ctions		N/A	5b
Organizations relying on a current notice regarding disaster assistance, check h	ere			<b>经上生的基础</b>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	om the tax because it maintai	ned	1,4	
expenditure responsibility for the grant?	$\nu$	[/A 🔲 Y	es 🔲 No 👒	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			4	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on			別な制造
a personal benefit contract?		Y	es 🗶 No 🖺	
<b>b</b> Did the foundation, during the year, pay promiums, directly or indirectly, on a pi	ersonal benefit contract?			ib X
If "Yes" to 6b, file Form 8870			. 4	
7a At any time during the tax year, was the foundation a party to a prohibited tax si	holter transaction?	Y		mado o circular a la california
b if "Yos," did the foundation receive any proceeds or have any net income attribut			N/V	7 <b>b</b> .
Part VIII Information About Officers, Directors, Truste	es, Foundation Mar	nagers, Highly		
Paid Employees, and Contractors	· · · · · · · · · · · · · · · · · · ·			<del></del>
1 List all officers, directors, trustees, and foundation managers and th		I (a) Componentian	(d) Contabutions to	4 > 5
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid.	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
	to position	(If not paid, enter -0-)	compensation	allowances
GDD GDA GDAGDAYM 11			ا م	•
SEE STATEMENT 11		0.	0.	0.
			l	
		,		
2 Compensation of five highest-paid employees (other than those incl	udad an line 1) If name	nter (NONE )	<u> </u>	
2 Odinpensation of five ingliest-paid employees (other trial triose incr	(b) Title, and average	enter NONE.	(d) Contributions to	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred	account, other
NONE	devoted to position	<del></del>	compensation	allowances
NONE		,		
		_		
		ļ		<del> </del>
		1		
			ļ	

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

Form 990-PF (2017) INC	20-508	8833 Page 7
Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	lation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, ent	ter "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLS FARGO - 420 MONTGOMERY STREET, SAN	(ду гург от остан	(0) 000
FRANCISCO, CA 94104	INVESTMENT MANAGER	138,373.
		230,3731
Table number of others recovered over \$50,000 for vertical and any		0
Total number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities	·····	<u> </u>
List the foundation's four largest direct charitable activities during the tax year. Include relevant stanumber of organizations and other beneficiaries served, conferences convened, research papers pr		Expenses
1 SEE ATTACHED STATEMENT - ATCH 13	554554, 616.	
		16,842.
2		
3 _		
4		
D. A. IV. D. L.		
Part IX-B Summary of Program-Related Investments	on bose 1 and 2	America
Describe the two largest program-related investments made by the foundation during the tax year of N/A	on lines 1 and 2.	Amount
1		
2		
		···
All other program-related investments. See instructions.		
3		
	-	
		······································
Total, Add lines 1 through 3	<b>▶</b>	Λ.

Form 990-PF (2017) INC 20-5088833 Page 8 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Part X 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 22,975,954. 1a 518,121 b Average of monthly cash balances 1b c Fair market value of all other assets 10 23,494,075. d Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 2 494,075. Subtract line 2 from line 1d 3 352,411. Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 23,141,664. Minimum investment return Enter 5% of line 5 1,157,083. 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.) Minimum investment return from Part X, line 6 1,157,083. 11,383. 2a Tax on investment income for 2017 from Part VI, line 5 b Income tax for 2017 (This does not include the tax from Part VI.) 2b <u>11,383</u>. c Add lines 2a and 2b 2¢ 1,145,700. 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 3,000. Recoveries of amounts treated as qualifying distributions 4 148,700. Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 0. 6 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 148 700. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 989,915. a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 1a 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) 3Ь 989,915. Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment <u>11,383.</u> income Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 6

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

Form 990-PF (2017)

4940(e) reduction of tax in those years

Ι	NC
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20-5088833

Page 9

Part XIII Undistributed Income (	see instructions)			
	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,148,700.
2 Undistributed income, if any, as of the end of 2017		<del></del>		1,140,700.
a Enter amount for 2016 only			978,435.	
b Total for prior years:			370,433.	<del></del>
2015 , 2014 , 2013		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013	1			
c From 2014	1			
d From 2015	1			
e From 2016	1			
f Total of lines 3a through e	ō.			
4 Qualifying distributions for 2017 from				
Part XII, line 4 ► \$ 989, 915.				
<del></del>	1			
a Applied to 2016, but not more than line 2a			978,435.	
<b>b</b> Applied to undistributed income of prior		0		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			11 100
d Applied to 2017 distributable amount				11,480.
e Remaining amount distributed out of corpus	0.			<del></del>
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	···
f Undistributed income for 2017 Subtract				
lines 4d and 5 from line 1. This amount must				1 125 000
be distributed in 2018	· · · · · · · · · · · · · · · · · · ·			1,137,220.
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 2012				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015		ł		
d Excess from 2016				
e Excess from 2017	<u> </u>			
				5 000 DE (0043)

Form 990-PF (2017) INC				20-50	88833 Page 10
Part XIV Private Operating I	oundations (see in	nstructions and Part V	I-A, question 9)	N/A	
, 1 a If the foundation has received a ruling	or determination letter tha	at it is a private operating			
foundation, and the ruling is effective f	or 2017, enter the date of	the ruling	<b>▶</b>		
<b>b</b> Check box to indicate whether the four	id <u>ation is a private operat</u> i	ing foundation described	ın section	4942(j)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		_
income from Part I or the minimum	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
investment return from Part X for					
each year listed	$\downarrow$				
<b>b</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	1				
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)		<u> </u>			
(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 Info			if the foundatior	n had \$5,000 or mor	e in assets
at any time during	the year-see instr	ructions.)			
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation w			ributions received by th	e foundation before the close	of any tax
year (but only if they have contributed	more than \$5,000). (See s	section 507(d)(2).)			
SARA BLAKELY					
<b>b</b> List any managers of the foundation w			(or an equally large por	tion of the ownership of a par	tnership or
other entity) of which the foundation h	as a 10% or greater intere	est			
NONE					
2 Information Regarding Contribut	tion, Grant, Gift, Loan	, Scholarship, etc., Pi	ograms:		
Check here 🕨 🗓 if the foundation					sts for funds. If
the foundation makes gifts, grants, etc	, to individuals or organiz	ations under other condi-	tions, complete items 2	a, b, c, and d	
a The name, address, and telephone nun	nber or email address of t	he person to whom appli	cations should be addre	ssed	
b The form in which applications should	be submitted and informa	ation and materials they s	hould include.		
c Any submission deadlines	<del>-</del>				
2004					
d Any restrictions or limitations on awar	ds, such as by geographic	al areas, charitable fields	, kınds of ınstitutions, o	r other factors:	

Form 990-PF (2017) INC  Part XV Supplementary Information		OUNDATION,	20-508	8833 Page 11
			<del></del>	<del> </del>
3 Grants and Contributions Paid During the You Recipient	If recipient is an individual,	Payment Foundation	Purpose of grant or	
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
2017 GIFTS- SEE ATTACHMENT - ATCH 12	NONE	VARIOUS	GENERAL	
VARIOUS, VA 00000				954,166.
			<u> </u>	
Total			<b>▶</b> 3a	954,166.
Approved for future payment				
NONE		,		

Form 990-PF (2017)

Total

т١	١.	~
	N	_

Enter gross amounts unless otherwise indicated.	Unrelated b	usiness income	Excluded b	y section 512, 513, or 514	(e)
	(a) Business	(b)	(C) Exclu- sion	(d)	Related or exempt
1 Program service revenue	code	Amount	code	Amount	function income
a	_				
b	_		$\rightarrow$		<del></del> .
c	_   `   _				
d	- <del>                                    </del>				
	<del>-</del>		<del></del>		
g Fees and contracts from government agencies		-	+		<del></del>
g Fees and contracts from government agencies  Membership dues and assessments		<del> </del>	<del>-   -   -  </del>		<del></del>
Interest on savings and temporary cash			<del>                                     </del>		
investments			14	110,567.	
Dividends and interest from securities			14	369,145.	
Net rental income or (loss) from real estate:				, , , , , , , , , , , ,	
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property					
Other investment income			14	6,984.	_
Gain or (loss) from sales of assets other					
than inventory			18	747,507.	
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					··
Other revenue					
a			+		
b	_				
<u> </u>	1 1		+		
d					
Subtotal Add columns (b), (d), and (e)	_	0	<del>) .   -   -</del>	1,234,203.	
Total Add line 12, columns (b), (d), and (e)		<del>-</del>	<u> </u>	13	1,234,20
see worksheet in line 13 instructions to verify calculations.	)				
Part XVI-B Relationship of Activities		nlichment of E	vomnt Du	rnococ	
Relationship of Activities	to the Accom	hiisiiilielit oi E	.xempt Pu	rposes	
ine No Explain below how each activity for which in	icome is reported in c	olumn (e) of Part XV	I-A contributed	importantly to the accomp	lishment of
▼ the foundation's exempt purposes (other the	an by providing funds	for such purposes).			
			<del> </del>		
			<del> </del>		
	<u> </u>				
			· ·		
					· · · · · · · · · · · · · · · · · · ·
				-	
			· · · · · · · · · · · · · · · · · · ·		

Form 99	0-PF (2	017) INC						20-	508883	<b>3</b> P.	age 13
Part :	XVII	Information Re		sfers to a	nd Transacti	ons an	d Relationsh				
		Exempt Organ	izations								
1 Dic	the or	ganization directly or indi	rectly engage in any	of the following	ng with any other o	rganization	described in sec	tion 501(c)		Yes	No
(ot	her tha	n section 501(c)(3) organ	iizations) or in sectio	ın 527, relatınç	g to political organ	zations?					1
<b>a</b> Tra	ınsfers	from the reporting founda	ation to a noncharital	ble exempt or	ganization of				.		
	Cash								1a(1	)	X
	Other								1a(2	9	Х
		sactions									
		of assets to a noncharital							1b(1	1	X
. ,		ases of assets from a no	*	rganization					1b(2		X
		l of facilities, equipment,							1b(3		X
		oursement arrangements							1b(4		X
		or loan guarantees							16(5	ĭ	X
		rmance of services or me	·	•					15(6	<u> </u>	X
	_	facilities, equipment, ma	-						<u>1c</u>		X
		ver to any of the above is								ssets,	
		s given by the reporting for			ed less than fair m	arket value	in any transaction	n or snaring arrange	ment, snow in		
		) the value of the goods, (b) Amount involved			e exempt organizat		(4) 5				
(a) Line n	-	(b) Amount mvolveo	(c) Name of		exempt organizat	1011	(U) Description	n of transfers, transaction	ons, and sharing a	rrangeme	nts
	+		<del> </del>	N/A			<del></del>				
	_		<u> </u>				<del> </del>				
	+		<del> </del>		<del> </del>		<del>                                     </del>				—
			<del></del>				<del> </del>				
		• • • •					<del> </del>				
	+				<del></del>		+				—
	+	····	,				<del> </del>	<del>_</del> _			
	+				<del>.</del>		<del>                                     </del>	<del></del>			
	+			<del></del>			<del>                                     </del>				—
	<del></del>						<del> </del>				
							1				
	<del>  -</del>						<del></del>				
20 ls t	he four	idation directly or indirect	tly affiliated with or	related to one	or more tay-even	nt organiza	tions described				
		501(c) (other than section	-		Of HIGH CAX-CACII	pt organiza	ations described		Ye	, TX	No
		mplete the following schi		CHOIL OF !					<u></u>	J	
	. 00, 00	(a) Name of org			(b) Type of orga	nization		(c) Description of r	elationship		
	-	N/A			,,,,			· · · · · · · · · · · · · · · · · · ·	<u>-</u>		
		penalties of perjury, I declare t							May the IRS	diecues	bie
Sign	and be	lief, it is true, correct, and com	iplete Declaration of pre	parer (other than	taxpayer) is based on	all information	on of which preparer i	nas any knowledge	return with shown belo	he prepar	er
Here		Bergerli me	· Men		111131	2018	) CFO		XY		_ No [
	Sign	ature of officer or trustee	<del>- 1°</del>		Date		Title				
		Print/Type preparer's na	ime	Preparer's s	ignature		Date	Check if	PTIN		
							l	self- employed			
Paid		RICHARD S	WAGMAN	RO	S V		11/02/2018		P0030	0566	
Prepa		Firm's name ► PRI	CEWATERHO	USECOO:	PERS KLP			Firm's EIN ▶ 1			
Use (	Only										
		Firm's address ► 10			REET, SU	ITE 2	600			-	
		7 T	בא בידות בידו	30309				Dhone no 67	8-419-	3 1 N /	

Form 990-PF (2017)

#### Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

#### **Schedule of Contributors**

Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

Employer identification number

2017

THE SPANX BY SARA BLAKELY FOUNDATION, INC 20-5088833 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 X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions General Rule X 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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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-FF), 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2017) Name of organization THE SPANX BY SARA BLAKELY FOUNDATION, INC

Employer identification number

20-5088833

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional	I space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VANESSA CARLTON  235 PARK AVENUE SOUTH - 9TH FLOOR  NEW YORK, NY 10003	\$5,000.	Person X Payroll  Noncash  (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	SPANX, INC.  3035 PEACHTREE RD NE, STE 200  ATLANTA, GA 30326	\$ 97,116.	Person X Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Occash (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Occash (Complete Part II for noncash contributions )

Schedule B (Form 990, 990-EZ, or 990-PF) (2017) Page 3 Name of organization Employer identification number THE SPANX BY SARA BLAKELY FOUNDATION, INC 20-5088833 Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed (a) (c) No. (b) (d) FMV (or estimate) Description of noncash property given from Date received (See instructions.) Part I (a) (c) No. (b) (d) FMV (or estimate) Description of noncash property given from Date received (See instructions.) Part I

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

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

723453 11-01-17

	(Form 990, 990-EZ, or 990-PF) (2017)	<del></del>	······································	Pa					
ame of orga		TATO A MIT ON		Employer identification number					
ne sp NC	ANX BY SARA BLAKELY FO	JNDATION,		20-5088833					
Part III	Exclusively religious, charitable, etc., conf	ributions to organizations described i	n section 501(c)(7), (8), or (	10) that total more than \$1 000 for					
	the year from any one contributor. Complete completing Pert III, enter the total of exclusively religiou	columns (a) through (e) and the follow	ving line entry. For organizations	3					
	Use duplicate copies of Part III if addition		ess for the year (Enterthis into once	) • •					
a) No.									
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desc	ription of how gift is held					
				· · · · · · · · · · · · · · · · · · ·					
				·					
-		<u></u>		<del> </del>					
		(e) Transfer of gift							
	Transferrale name address	- d 7ID + 4	Dalakianak add						
-	Transferee's name, address, a	nd ZIP + 4	Relationship of tran	sferor to transferee					
				, <u>-</u>					
a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Doso	ription of how gift is held					
Part I	(b) Ful pose of gift	(c) Ose of gift	(d) Desci	ription of now gift is neid					
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	<del></del>								
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-	(e) Transfer of gift								
		(e) transfer of girt							
	Transferee's name, address, a	nd ZIP + 4	Relationship of tran	sferor to transferee					
a) No.			<del></del>						
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desci	ription of how gift is held					
rart 1									
L									
1		(e) Transfer of gift							
-	Transferee's name, address, a	nd ZIP + 4	Relationship of tran	sferor to transferee					
a) No.			T T						
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Desci	ription of how gift is held					
				·					
		(e) Transfer of gift							
		(e) Transfer of gift							
-	Transferee's name, address, a			sferor to transferee					

FORM 990-PF	OTHER :	INCOME	S	TATEMENT 1
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	_	6,984.	62,308.	0
TOTAL TO FORM 990-PF, PART I,	LINE 11 =	6,984.	62,308.	0.
FORM 990-PF	ACCOUNT	ING FEES	S	TATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
PRICEWATERHOUSECOOPERS LLP	2,000	1,000	0.	1,000
TO FORM 990-PF, PG 1, LN 16B	2,000	1,000	0.	1,000
FORM 990-PF 0	THER PROFES	SSIONAL FEES	S	TATEMENT 3
	(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABLE
DESCRIPTION INVESTMENT MANAGEMENT FEES	(A)	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D)
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME  138,373	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DESCRIPTION	(A) EXPENSES PER BOOKS 138,373	(B) NET INVEST- MENT INCOME  138,373	(C) ADJUSTED NET INCOME  0.	(D) CHARITABLE PURPOSES
DESCRIPTION  INVESTMENT MANAGEMENT FEES  TO FORM 990-PF, PG 1, LN 16C	(A) EXPENSES PER BOOKS 138,373	(B) NET INVEST- MENT INCOME  . 138,373 . 138,373  KES  (B) NET INVEST-	(C) ADJUSTED NET INCOME  0.  0.  CO ADJUSTED	(D) CHARITABLE PURPOSES 0
DESCRIPTION  INVESTMENT MANAGEMENT FEES  TO FORM 990-PF, PG 1, LN 16C  FORM 990-PF	(A) EXPENSES PER BOOKS  138,373  138,373  TAX	(B) NET INVEST- MENT INCOME  . 138,373 . 138,373 . EXES  (B) NET INVEST- MENT INCOME . 0	(C) ADJUSTED NET INCOME  0.  0.  C) ADJUSTED NET INCOME  NET INCOME	(D) CHARITABLI PURPOSES  0  0  TATEMENT 4  (D) CHARITABLI

FORM 990-PF	OTHER EXPENSES			ST	ATEMENT 5
DESCRIPTION	(A) (B) EXPENSES NET IN PER BOOKS MENT IN	EST-			(D) CHARITABLE PURPOSES
LEGAL FEES	5,525.	0.		0.	5,525
K-1 EXPENSES	0.	600.		0.	0.
GRANT ADMIN FEES OTHER INVESTMENT EXPENSES	12,382. 2,356.	0. 694.		0. 0.	12,382
PROGRAM EXPENSES	16,842.	0.		0.	16,842
TO FORM 990-PF, PG 1, LN 23	37,105.	.,294.		0.	34,749
*THIS FIGURE INCLUDES \$16,8 THE FOUNDATION - SEE PART II  FORM 990-PF OTHER INCREASE					ATEMENT 6
				/	
					AMOUNT
DESCRIPTION					AMOUNT
RECOVERY OF AMOUNTS TREATED	AS QUALIFYING DISTRI	BUTION	IIN		<del></del>
DESCRIPTION		BUTION	IIN		3,000.
RECOVERY OF AMOUNTS TREATED PRIOR YEARS TOTAL TO FORM 990-PF, PART I	II, LINE 3	BUTION	IIN		3,000
RECOVERY OF AMOUNTS TREATED PRIOR YEARS			IIN	ST	3,000
RECOVERY OF AMOUNTS TREATED PRIOR YEARS TOTAL TO FORM 990-PF, PART I	II, LINE 3	,	I IN		3,000
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I	II, LINE 3	ВОС		FA:	3,000  3,000  ATEMENT 7  IR MARKET VALUE
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I	CORPORATE STOCK	BOC 12	OK VALUE	FA	3,000 3,000 ATEMENT 7 IR MARKET VALUE
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I	CORPORATE STOCK	BOC 12	OK VALUE 2,841,001.	FA	3,000 3,000 ATEMENT 7 IR MARKET VALUE
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I	CORPORATE STOCK	BOC 12	OK VALUE 2,841,001.	FA	3,000 3,000 ATEMENT 7 IR MARKET
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I  FORM 990-PF  DESCRIPTION  WELLS FARGO  TOTAL TO FORM 990-PF, PART I	CORPORATE STOCK	B000	OK VALUE 2,841,001.	FA	3,000 3,000 ATEMENT 7 IR MARKET VALUE 15,469,619
RECOVERY OF AMOUNTS TREATED PRIOR YEARS  TOTAL TO FORM 990-PF, PART I  FORM 990-PF  DESCRIPTION WELLS FARGO TOTAL TO FORM 990-PF, PART I	CORPORATE STOCK	BOC 12	OK VALUE 2,841,001. 2,841,001.	FA	3,000 3,000 ATEMENT 7 IR MARKET VALUE 15,469,619 ATEMENT 8 IR MARKET

FORM 990-PF OTHER	INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO	COST	3,592,297.	3,900,322.
TOTAL TO FORM 990-PF, PART II, LINE 1	3	3,592,297.	3,900,322.

FORM 990-PF	EXPLANATION OUALIEY	CONCERNING	•	12	STATEMENT 10	_
	20		 	 		_

#### EXPLANATION

DURING ITS 2017 TAX YEAR, THE SPANX BY SARA BLAKELY FOUNDATION MADE A \$315,000 GRANT TO A DONOR ADVISED FUND OVER WHICH A DISQUALIFIED PERSON HAS ADVISORY PRIVILEGES. THE GRANT HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION ON THIS RETURN. DISTRIBUTIONS WILL BE MADE FROM THE DONOR ADVISED FUND IN FURTHERANCE OF THE FOUNDATION'S SECTION 170(C)(2)(B) PURPOSES.

FORM 990-PF	PART VIII - LIST TRUSTEES AND 1	OF OFFICERS, DI FOUNDATION MANAG		STAT	EMENT 11
NAME AND ADDRESS		TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
SARA BLAKELY 3035 PEACHTREE RD ATLANTA, GA 30305		DIRECTOR & PRES	IDENT 0.	0.	0.
JOHN BLAKELY 3035 PEACHTREE RD ATLANTA, GA 30305		DIRECTOR & VICE 0.01	PRESIDENT 0.	0.	0.
KIM JONES 3035 PEACHTREE RD ATLANTA, GA 30305	NE, STE 200	CFO 2.00	0.	0.	0.
MICHELLE WOO 3035 PEACHTREE RD ATLANTA, GA 30305		EXECUTIVE DIRECT	TOR 0.	0.	0.
BASSIMA MROUE 3035 PEACHTREE RD ATLANTA, GA 30305	NE, STE 200	DIRECTOR 0.01	0.	0.	0.
TOTALS INCLUDED OF	N 990-PF, PAGE 6,	PART VIII	0.	0.	0.

#### FORM 990 PF, PART IX-A ATTACHMENT

In 2017, the Spanx by Sara Blakely Foundation continued to pursue its mission to elevate High School women through the development of an educational program. Resources were dedicated to this end through the services of a web development agency servicing the back-end programming, and through the consulting services of an education specialist who conducted industry research, and provided a review and recommendation of the program's content

### FEDERAL FOOTNOTES

FORM 990 PF, PART VII-B, LINE 1A(3)

THE SPANX BY SARA BLAKELY FOUNDATION RECEIVES USE OF FACILITIES LEASED BY SPANX, INC., A SUBSTANTIAL CONTRIBUTOR. HOWEVER, BECAUSE SPANX, INC. PROVIDES THIS SPACE WITHOUT CHARGE TO THE SPANX BY SARA BLAKELY FOUNDATION, THERE IS NO SELF-DEALING AND FORM 4720 IS NOT REQUIRED TO BE FILED.