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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury

Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 01-01-2017 , and ending 12-31-2017

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

TUFTS HEALTH PLAN INC

% UMESH KURPAD

Doing business as

Number and street (or P O box if mail is not delivered to street address)

Room/suite

705 MOUNT AUBURN STREET

City or town, state or province, country, and ZIP or foreign postal code

WATERTOWN, MA 024721508

F Name and address of principal officer

EDWARD TEXERIA

705 MOUNT AUBURN STREET

WATERTOWN, MA 024721508

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.TUFTSHEALTHPLAN.COM

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2016

M State of legal domicile MA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

TUFTS HEALTH PLAN, INC (THPI)'s purpose IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO (continue on sch o)

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

EDWARD TEXERIA VP & CONTROLLER

Type or print name and title

2018-11-13

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶ ERNST & YOUNG US LLP

Firm's EIN ▶

Firm's address ▶ 2100 ONE PPG PLACE

Phone no (412) 644-7800

PITTSBURGH, PA 15222

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2017)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission

As described in further detail in Part I, Line I, THPI's activities include supervising, overseeing, and approving strategic planning for TAHMO, THPP, and the other entities in the Tufts Health Plan enterprise

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 12,134,456 including grants of \$) (Revenue \$)
See Additional Data














4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 12,134,456

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> 	11a	No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> 	11d	Yes
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	11e	No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		No
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		No
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		No
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		No
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	Yes	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		No
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	Yes	
b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: MA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records:
►UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 024721508 (617) 972-9400

Check if Schedule O contains a response or note to any line in this Part VII ☒

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

Form **990** (2017)

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0	13,094,477	2,033,177

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	Yes	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
NONE,		
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0		

Part VIII **Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII ☐

Contributions, Gifts, Grants
and Other Similar Amounts

	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
1a Federated campaigns	1a			
b Membership dues	1b			
c Fundraising events	1c			0
d Related organizations	1d			
e Government grants (contributions)	1e			
f All other contributions, gifts, grants, and similar amounts not included above	1f			
g Noncash contributions included in lines 1a-1f \$	0			
h Total. Add lines 1a-1f	0			

Program Service Revenue

	Business Code			
2a				
b				
c				
d				
e				
f All other program service revenue				0
g Total. Add lines 2a-2f				0

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts)		161,078			161,078
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)	0	0			
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses					
c Gain or (loss)					
d Net gain or (loss)			0		
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a	0			
b Less direct expenses	b	0			
c Net income or (loss) from fundraising events			0		
9a Gross income from gaming activities See Part IV, line 19	a	0			
b Less direct expenses	b	0			
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a	0			
b Less cost of goods sold	b	0			
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d			0		
12 Total revenue. See Instructions			161,078		161,078

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	0	0		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	0	0		
4 Benefits paid to or for members.	0	0		
5 Compensation of current officers, directors, trustees, and key employees.	0	0	0	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0	0	0	0
7 Other salaries and wages.	0	0	0	0
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	0	0	0	0
9 Other employee benefits.	0	0	0	0
10 Payroll taxes.	0	0	0	0
11 Fees for services (non-employees):				
a Management.	0	0	0	0
b Legal.	0	0	0	0
c Accounting.	0	0	0	0
d Lobbying.	0	0	0	0
e Professional fundraising services. See Part IV, line 17.	0			0
f Investment management fees.	0	0	0	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12 Advertising and promotion.	0	0	0	0
13 Office expenses.	0	0	0	0
14 Information technology.	0	0	0	0
15 Royalties.	0	0	0	0
16 Occupancy.	0	0	0	0
17 Travel.	0	0	0	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0	0	0	0
19 Conferences, conventions, and meetings.	0	0	0	0
20 Interest.	0	0	0	0
21 Payments to affiliates.	0	0	0	0
22 Depreciation, depletion, and amortization.	0	0	0	0
23 Insurance.	0	0	0	0
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a EQUITY IN SUBSIDIARIES	12,134,456	12,134,456	0	0
b				
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e.	12,134,456	12,134,456	0	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		0	1	100,000
	2	Savings and temporary cash investments		0	2	0
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		0	9	0
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D.	10a			
	b	Less: accumulated depreciation	10b	0	10c	0
	11	Investments—publicly traded securities		0	11	0
	12	Investments—other securities. See Part IV, line 11		0	12	29,949,506
	13	Investments—program-related. See Part IV, line 11		0	13	0
	14	Intangible assets		0	14	36,954,590
	15	Other assets. See Part IV, line 11		0	15	985,737,619
16	Total assets. Add lines 1 through 15 (must equal line 34)		0	16	1,052,741,715	
Liabilities	17	Accounts payable and accrued expenses		0	17	0
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		0	25	0	
26	Total liabilities. Add lines 17 through 25		0	26	0	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		0	27	1,052,741,715
	28	Temporarily restricted net assets		0	28	0
	29	Permanently restricted net assets		0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
33	Total net assets or fund balances		0	33	1,052,741,715	
34	Total liabilities and net assets/fund balances		0	34	1,052,741,715	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	161,078
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,134,456
3	Revenue less expenses Subtract line 2 from line 1	3	-11,973,378
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,064,715,093
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,052,741,715

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990 (2017)

Form 990, Part III, Line 4a:

TUFTS HEALTH PLAN, INC (THPI) IS A MASSACHUSETTS NONPROFIT CORPORATION THAT WAS SET UP TO BE THE NONPROFIT CORPORATE PARENT OF TWO SECTION 501 (C)(4) ORGANIZATIONS THAT OFFER PREPAID HEALTH PLANS THROUGHOUT THE COMMONWEALTH OF MASSACHUSETTS TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC (TAHMO) AND TUFTS HEALTH PUBLIC PLANS, INC (THPP) See Schedule O

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Susan Windham-Bannister director	0 0 4 0	X						0	54,500	0
Eileen Auen Director	0 0 3 0	X						0	45,000	0
Peter Drotch Director	0 0 5 0	X						0	59,000	0
Michael J McColgan Director (from 7/17)	0 0 1 0	X						0	17,500	0
Bertram Scott Director	0 0 3 0	X						0	42,000	0
Irina Simmons Director	0 0 3 0	X						0	48,000	0
Mary Anna Sullivan Director	0 0 4 0	X						0	0	0
Frank Torti Director	0 0 3 0	X						0	41,000	0
Gregory d Tranter Director	0 0 5 0	X						0	58,000	0
Jeff A Weiss Director (from 6/17)	0 0 1 0	X						0	16,500	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Thomas A Crowell President & CEO	0 0 50 0	X		X				0	1,730,340	170,133
Robert Spellman CHAIRMAN OF THE BOARD	0 0 8 0	X		X				0	75,000	0
Thomas P O'Neill III Vice Chairman and director	0 0 8 0	X						0	48,000	0
james mcnulty director (until 6/17)	0 0 2 0	X						0	28,000	0
Derek Abruzzese SVP, Chief Strategy Officer	3 0 47 0			X				0	451,936	144,721
Marc Backon President, Commercial Products	8 0 42 0			X				0	573,624	76,938
Patricia Blake President, Senior Products	0 0 50 0			X				0	633,740	127,760
Tracey Carter SVP and Chief Actuary	3 0 47 0			X				0	583,996	153,024
Christopher Gorton SVP (until 12/17)	0 0 50 0			X				0	679,750	82,933
Lydia Greene SVP, Chief HR Officer	3 0 47 0			X				0	527,791	70,244

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Maurice Hebert SVP, FIN & Chief Acctng Offcr	3 0 47 0			X				0	616,703	88,852
Paul Kasuba SVP & CMO	3 0 47 0			X				0	608,553	112,975
Umesh Kurpad SVP & CFO	3 0 47 0			X				0	905,836	109,883
Mary O Mahoney Clerk, SVP, chief legal ofc	3 0 47 0			X				0	555,713	65,760
Marc Spooner EVP, comm & govt products	3 0 47 0			X				0	677,514	222,081
Patricia Trebino SVP, Chief Operations Officer	3 0 47 0			X				0	739,509	96,411
Roland Price Treasurer & vp	3 0 47 0			X				0	399,457	97,361
kristin L Lewis SVP, CHIEF PUB AFFAIRS OFFICER	3 0 47 0			X				0	392,724	102,078
james roosevelt consultant	5 0 45 0					X		0	780,968	93,949
cynthia rosenberg VP, CMO SP (until 7/17)	0 0 50 0					X		0	442,245	27,806

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
sonia hagopian VP, CORPORATE COMMUNICATIONS	3 0 47 0					X		0	434,978	61,499
joseph imbimbo Chief Technology Officer	5 0 45 0					X		0	414,711	71,548
miriam sullivan VP OF PHARMACY & HLTH PRGRMS	3 0 47 0					X		0	411,889	57,221

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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
TUFTS HEALTH PLAN INC

Employer identification number
81-4089215

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

1

Total number at end of year

2

Aggregate value of contributions to (during year)

3

Aggregate value of grants from (during year)

4

Aggregate value at end of year

5

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

6

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No

Part II

Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

2a

2b

2c

2d

Held at the End of the Year

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4

Number of states where property subject to conservation easement is located ►

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7

Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenue included on Form 990, Part VIII, line 1

► \$

(ii)

Assets included in Form 990, Part X

► \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included on Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2017

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land			
b	Buildings			
c	Leasehold improvements			
d	Equipment			
e	Other			
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				

Part VII

Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII

Investments—Program Related.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) INVESTMENT IN TAHMO	720,838,526
(2) INVESTMENT IN THPP	264,899,093
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	985,737,619

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶		

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation	
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Part XIII	Supplemental Information (continued)
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Return Reference	Explanation
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Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**
- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.**
- ▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

Name of the organization
TUFTS HEALTH PLAN INC

Employer identification number

81-4089215

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," on line 5a or 5b, describe in Part III

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," on line 6a or 6b, describe in Part III

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

No

Yes

No

No

No

Yes

Yes

No

No

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

See Additional Data Table

Schedule J (Form 990) 2017

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
schedule j, part i, line 3	<p>THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS HEALTH plan, INC (TUFTS HP OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS HP'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS interpretation OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF INDEPENDENT DIRECTORS OF THE COMPANY. THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION. IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE. COMPARABILITY DATA AND REASONABLENESS: THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE. THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES. THE COMMITTEE USES THIS DATA IN ITS REVIEW OF: - SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE. - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERALL MISSION OF THE COMPANY, AND THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR. THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE, AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS. TIMING: EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE. TO COMPLETE THE ANALYSIS, THE CONSULTANT: - COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE, COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS, - VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CONSISTENCY, - REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM. THE REPORT SUMMARIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBERATION. DOCUMENTATION: A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COMMITTEE. COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MAINTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES.</p>
SCHEDULE J, PART I, LINE 4B	THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE. THE NUMBERS LISTED ON SCHEDULE J PART II COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP.
FORM 990, SCHEDULE J, LINE 6	THE OFFICERS AND KEY EMPLOYEES OF TUFTS HEALTH PLAN, INC (THPI) LISTED ON PART VII PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION. THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF DIRECTORS. ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED NET EARNINGS.

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Derek Abruzzese SVP, Chief Strategy Officer	(i)	0	0	0	0	0	0	0
	(ii)	282,932	150,343	18,661	128,928	15,793	596,657	27,500
1Marc Backon President, Commercial Products	(i)	0	0	0	0	0	0	0
	(ii)	370,619	193,323	9,682	75,554	1,384	650,562	7,890
2Patricia Blake President, Senior Products	(i)	0	0	0	0	0	0	0
	(ii)	384,210	204,158	45,372	111,599	16,161	761,500	52,924
3Tracey Carter SVP and Chief Actuary	(i)	0	0	0	0	0	0	0
	(ii)	356,910	186,172	40,914	136,962	16,062	737,020	47,124
4Christopher Gorton SVP (until 12/17)	(i)	0	0	0	0	0	0	0
	(ii)	396,719	202,989	80,042	76,643	6,290	762,683	21,523
5Lydia Greene SVP, Chief HR Officer	(i)	0	0	0	0	0	0	0
	(ii)	320,312	170,205	37,274	61,816	8,428	598,035	39,852
6Maurice Hebert SVP, FIN & Chief Accntg Offcr	(i)	0	0	0	0	0	0	0
	(ii)	360,098	264,034	-7,429	72,677	16,175	705,555	0
7Paul Kasuba SVP & CMO	(i)	0	0	0	0	0	0	0
	(ii)	369,742	196,470	42,341	96,764	16,211	721,528	50,532
8Umesh Kurpad SVP & CFO	(i)	0	0	0	0	0	0	0
	(ii)	518,959	315,155	71,722	98,619	11,264	1,015,719	73,546
9Mary O Mahoney Clerk, SVP, chief legal ofc	(i)	0	0	0	0	0	0	0
	(ii)	337,588	176,093	42,032	64,496	1,264	621,473	40,288
10Marc Spooner EVP, comm & govt products	(i)	0	0	0	0	0	0	0
	(ii)	420,383	210,480	46,651	205,836	16,245	899,595	54,120
11Patricia Trebino SVP, Chief Operations Officer	(i)	0	0	0	0	0	0	0
	(ii)	426,229	258,841	54,439	80,174	16,237	835,920	59,872
12Roland Price Treasurer & vp	(i)	0	0	0	0	0	0	0
	(ii)	256,503	107,092	35,862	86,798	10,563	496,818	30,199
13Thomas A Croswell President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	890,865	706,350	133,125	163,839	6,294	1,900,473	130,657
14james roosevelt consultant	(i)	0	0	0	0	0	0	0
	(ii)	348,614	332,594	99,760	93,949	0	874,917	99,760
15cynthia rosenberg VP, CMO SP (until 7/17)	(i)	0	0	0	0	0	0	0
	(ii)	205,625	88,839	147,781	17,267	10,539	470,051	0
16sonia hagopian VP, CORPORATE COMMUNICATIONS	(i)	0	0	0	0	0	0	0
	(ii)	224,592	93,769	116,617	45,919	15,580	496,477	0
17joseph imbimbo Chief Technology Officer	(i)	0	0	0	0	0	0	0
	(ii)	275,022	115,146	24,543	56,290	15,258	486,259	33,268
18miriam sullivan VP OF PHARMACY & HLTH PRGRMS	(i)	0	0	0	0	0	0	0
	(ii)	275,550	115,044	21,295	46,486	10,735	469,110	26,782
19kristin L Lewis SVP, CHIEF PUB AFFAIRS OFFICER	(i)	0	0	0	0	0	0	0
	(ii)	263,731	106,141	22,852	86,354	15,724	494,802	0

SCHEDULE O (Form 990 or 990-EZ)	Supplemental Information to Form 990 or 990-EZ Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information. ▶ Attach to Form 990 or 990-EZ. ▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990 .	OMB No 1545-0047
		<div>2017</div> <div>Open to Public Inspection</div>
Department of the Treasury Internal Revenue Service Name of the organization TUFTS HEALTH PLAN INC		Employer identification number 81-4089215

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part I, line 1	<p>CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS, (B) PROMOTE HEALTH MAINTENANCE THROUGH PROVIDING AND/OR ARRANGING FOR THE PROVISION OF HEALTH EDUCATION SERVICES, AND/OR (C) PROMOTE POSITIVE REGIONAL HEALTH PLANNING BETWEEN PROVIDERS AND CONSUMERS THPI WILL MANAGE AND COORDINATE THE COMBINED ACTIVITIES OF TAHMO, THPP, AND THEIR SUBSIDIARIES AND AFFILIATES effective October 1, 2017, THPI became the sole corporate member of Tufts Associated Health Maintenance Organization, Inc ("TAHMO") and Tufts Health Public Plans, Inc ("THPP") TAHMO is a section 501(c)(4) organization organized as a nonprofit corporation that offers prepaid health plans to individuals, small groups, large groups and Medicare and Medicaid beneficiaries, primarily in Massachusetts TAHMO is also the parent of additional Tufts Health Plan subsidiaries and affiliates that also provide health plan coverage and related services THPP is a section 501(c)(4) organization organized as a nonprofit corporation that offers prepaid health plans to low and moderate income residents of Massachusetts and Rhode Island THPI's activities include supervising, overseeing, and approving strategic planning for TAHMO, THPP, and the other entities in the Tufts Health Plan enterprise THPI's activities are carried out principally through the work of its governing board and committees Form 990, Part III, Line 4a THPI'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT (A) ARRANGE FOR THE PROVISION OF comprehensive HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER alternative HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS directed PRIMARILY AT LOW INCOME RESIDENTS, (B) PROMOTE HEALTH maintenance THROUGH PROVIDING AND/OR ARRANGING FOR THE PROVISION OF health education SERVICES, AND/OR (C) PROMOTE POSITIVE REGIONAL health PLANNING BETWEEN PROVIDERS AND CONSUMERS THPI's activities include supervising, overseeing, and approving strategic planning for TAHMO, THPP, and the other entities in the Tufts Health Plan enterprise</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
<p>form 990, part vi, line 2</p>	<p>FAMILY OR BUSINESS RELATIONSHIPS THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS associated health maintenance organization, INC THOMAS CROSWELL EILEEN AUEN PETER DROTCH JAMES MCNULTY - THROUGH JUNE 4, 2017 THOMAS P. O'NEILL, III BERTRAM SCOTT IRINA SIMMONS ROBERT SPELLMAN MARY ANNA SULLIVAN, M D FRANK TORTI, M D GREG TRANTER SUSAN WINDHAM BANNISTER JEFF WEISS - AS OF JUNE 5, 2017 MICHAEL MCCOLGAN - AS OF JULY 1, 2017 DE REK ABRUZZESE MARC BACKON PATRICIA BLAKE TRACEY CARTER CHRISTOPHER GORTON - THROUGH OCTOBER 17, 2017 LYDIA GREENE MAURICE HEBERT PAUL KASUBA, M D UMESH KURPAD MARY O'TOOLE MAHONEY , ESQ MARC SPOONER PATRICIA TREBINO ROLAND PRICE KRISTIN LEWIS - AS OF DECEMBER 7, 2017 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS HEALTH PLAN FOUNDATION, INC THOMAS CROSWELL THOMAS P. O'NEILL, III MARY MAHONEY UMESH KURPAD ROLAND PRICE PATRICIA BLAKE - THROUGH JUNE 4, 2017 LYDIA GREENE - AS OF JUNE 5, 2017 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLANS, INC THOMAS CROSWELL PAUL KASUBA PATRICIA TREBINO MARY MAHONEY UMESH KURPAD ROLAND PRICE PATRICIA BLAKE TRACEY CARTER MARC SPOONER CHRISTOPHER GORTON - THROUGH 10/17/17 ROBERT SPELLMAN DEREK ABRUZZESE LYDIA GREENE MAURICE HEBERT MARC BACKON KRISTIN LEWIS (AS OF 12/7/17) THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TOTAL HEALTH PLAN, INC THOMAS CROSWELL UMESH KURPAD MARY MAHONEY ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS INSURANCE COMPANY THOMAS CROSWELL MARY MAHONEY UMESH KURPAD ROLAND PRICE PATRICIA TREBINO ROBERT SPELLMAN THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS BENEFIT ADMINISTRATORS, INC THOMAS CROSWELL MARY MAHONEY UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS BROKERAGE CORPORATION, INC THOMAS CROSWELL MARY MAHONEY UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS HEALTH PUBLIC PLANS, INC CHRISTOPHER GORTON - THROUGH 10/17/17 THOMAS CROSWELL UMESH KURPAD MARY MAHONEY ROLAND PRICE MARC SPOONER - AS OF DECEMBER 11, 2017 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER FOR INTEGRA PARTNERS HOLDINGS, INC THOMAS CROSWELL UMESH KURPAD CHRISTOPHER GORTON - THROUGH 10/17/17 GREG TRANTER THE FOLLOWING PEOPLE SERVED AS A BOARD OF MANAGERS OF CAREPARTNERS OF CONNECTICUT HOLDINGS, LLC DEREK ABRUZZESE - AS OF AUGUST 18, 2017 PATRICIA BLAKE - AS OF AUGUST 18, 2017 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER OF CAREPARTNERS OF CONNECTICUT, INC DEREK ABRUZZESE - AS OF AUGUST 23, 2017 PATRICIA BLAKE - AS OF AUGUST 23, 2017 ROLAND PRICE - AS OF AUGUST 23, 2017 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER OF TUFTS HEALTH FREEDOM PLANS, INC DEREK ABRUZZESE MARC SPOONER ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER OF TUFTS HEALTH FREEDOM INSURANCE COMPANY DEREK ABRUZZESE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part vi, line 2	MARC SPOONER ROLAND PRICE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 8B	FOR MAJORITY OF THE TIME, THE ORGANIZATION CONTEMPORANEOUSLY DOCUMENTS MEETINGS HELD AND WRITTEN ACTIONS UNDERTAKEN BY ITS COMMITTEES. HOWEVER, ON LIMITED OCCASIONS, A COMMITTEE MAY HAVE A SERIES OF CONFERENCE CALLS AND MINUTES FOR THOSE CALLS ARE NOT APPROVED UNTIL THE NEXT IN-PERSON MEETING, WHICH MAY BE MORE THAN SIXTY DAYS LATER.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 11B	Process used to review the Form 990 THE FORM 990 IS PREPARED IN the tufts health plan FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG INFORMATION IS PROVIDED BY the FINANCE DEPARTMENT, GOVERNANCE MANAGER, COMPLIANCE & PRIVACY OFFICER, AND INTERNAL LEGAL COUNSEL CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS, OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY ONCE THE FORM IS COMPLETE, IN NOVEMBER 2018, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN sUBMITTED FOR FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 12C	<p>MONITORING AND ENFORCEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY THE TUFTS HEALTH PLAN, inc (THPI) CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED THE POLICY REQUIRES MANAGERS WHO OVERSEE OUTSIDE RELATIONSHIPS, AS WELL AS ALL DIRECTORS, AVPS, VPS, SVPS, evps, THE PRESIDENT AND CEO, AND THE BOARD OF DIRECTORS TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE SENIOR MANAGER, COPORATE COMPLIANCE, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH THP'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF GIFTS OVER \$100, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE SENIOR MANAGER, CORPORTATE COMPLIANCE AND A SENIOR LEADER BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED THE LEVELS OF REVIEW ARE FOR BOARD MEMBERS, THE BOARD CHAIR, CEO, AND BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR - ONCE DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE COMPLIANCE AND PRIVACY OFFICER FOR TUFTS HEALTH PLAN MANAGEMENT, THE SENIOR MANAGER, CORPORATE COMPLIANCE, CHIEF COMPLIANCE & ETHICS OFFICER, AND GENERAL COUNSEL DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR IF A CONFLICT OF INTEREST DOES EXIST, A TRANSACTION WITH THE ENTITY WITH WHICH THERE IS A CONFLICT MAY BE UNDERTAKEN ONLY IF ALL OF THE FOLLOWING ARE OBSERVED 1 THE CONFLICTING INTEREST IS FULLY DISCLOSED, 2 THE PERSON WITH THE CONFLICT OF INTEREST MAY PRESENT INFORMATION, BUT THEN SHALL BE EXCUSED FROM FURTHER DISCUSSION AND FROM THE DECISION REGARDING APPROVING SUCH TRANSACTION, 3 IF PRACTICAL, A COMPETITIVE BID OR COMPARABLE VALUATION EXISTS, AND 4 THE BOARD (OR A DULY CONSTITUTED COMMITTEE THEREOF OR BOARD APPOINTEE) OR THE CHIEF COMPLIANCE & ETHICS OFFICER HAS DETERMINED THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION ALL NEW HIRES, AND ALL EMPLOYEES ON AN ANNUAL BASIS, COMPLETE COMPLIANCE TRAINING THAT ADDRESSES CONFLICT OF INTEREST AND REQUIRES THE EMPLOYEE TO ATTEST THAT THEY DO NOT HAVE ANY POTENTIAL CONFLICTING RELATIONSHIPS THAT THEY HAVE NOT DISCLOSED TO THE PROPER LEVEL OF MANAGEMENT AND TO THE SENIOR MANAGER, CORPORATE COMPLIANCE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 15	<p>Process for determining compensation THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE B OARD OF DIRECTORS (THE "BOARD") OF TUFTS HEALTH PLAN, INC (TUFTS HP OR THE "COMPANY") REV IEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANG ES IN TUFTS HP'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE C OMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "D ISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986 THE COMMITTEE R EPORTS TO THE FULL BOARD OF DIRECTORS FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INF ORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS A PPROVAL THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION IT IS THE B OARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLIS H A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE COMPARABILITY DATA AND REASONABLENESS THE TOTAL COMPENSATION OPPO RTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND I N REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSIN S SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT THE BOARD BELIEVES THAT SU CH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOUL D BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR -PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE THE COMMITTEE RETAINS INDEPEND ENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION THE COMMITTEE MAY ALS O RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTI ONS AND THE GENERAL INDUSTRY OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUT ES CRITICAL TO THE SUCCESS OF THE COMPANY, E G , ACTUARIAL, LEGAL, ETC , ARE ALSO INCORPOR ATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKE TS THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENS ATION LEVELS FOR THE COMPANY'S EXECUTIVES THE COMMITTEE USES THIS DATA IN ITS REVIEW OF - SETTING BASE SALARIES - IN L</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 15	<p>IGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONA L SKILLS BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT T HE 50TH PERCENTILE FOR EACH POSITION ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGRO UND, AND EXPERIENCE - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE CO MPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PL AN FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT R EFLECT THE OVERALL MISSION OF THE COMPANY, AND THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE, AS SUCH PRESUMPTI ON IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM T IME TO TIME IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE T HE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS TIMING EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTA NT ENGAGED BY THE COMPENSATION COMMITTEE TO COMPLETE THE ANALYSIS, THE CONSULTANT - COLL ECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE , AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSE IILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S E XECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WE LL AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS, - VALID ATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE C ONSISTENCY, - REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM THE REPORT SUMMA RIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSS ION AND DELIBERATION DOCUMENTATION A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE CO MMITTEE COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE M AINTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 19	Process for making documents available to the public OUR GOVERNING DOCUMENTS ARE PUBLICLY FILED AND AVAILABLE UPON REQUEST OUR CONFLICTS OF INTEREST POLICY IS ALSO AVAILABLE UPON REQUEST OUR ANNUAL FINANCIAL REPORT AND QUARTERLY FINANCIAL UPDATES ARE POSTED ON OUR PUBLIC WEBSITE AND ARE ALSO AVAILABLE TO THE PUBLIC UPON REQUEST PART VII, SECTION A SUPPLEMENTAL COMPENSATION INFORMATION DR SULLIVAN DID NOT EARN COMPENSATION IN 2017 IN LIEU OF COMPENSATION, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC DONATED AN AMOUNT EQUIVALENT TO THE COMPENSATION SHE WOULD HAVE OTHERWISE RECEIVED TO A DESIGNATED CHARITY

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part xi, line 9	Other changes in net assets or fund balances Initial contribution 1,064,826,664 valuation allowance on investments (111,571) Total 1,064,715,093

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
TUFTS HEALTH PLAN INC

Employer identification number
81-4089215

Part I Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)tufts health plan foundation inc 705 MOUNT AUBURN STREET watertown, MA 02472 26-1374263	GRANT MAKING	MA	501(c)(3)	12A	TAHMO		No
(2)tufts health public plans inc 705 MOUNT AUBURN STREET watertown, MA 02472 80-0721489	hmo	MA	501(c)(4)	N/A	THPI		No
(3)TUFTS ASSOC HEALTH MAINTENANCE ORG INC 705 MOUNT AUBURN STREET watertown, MA 02472 04-2674079	HMO	MA	501(c)(4)	N/A	THPI		No
(4)CARPARTNERS OF CONNECTICUT INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 82-2604728	hmo	CT	501(C)(4)	N/A	TAHMO		No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) CAREPARTNERS OF CT HOLDINGS LLC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 82-3129930	holding company	CT										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	No
b Gift, grant, or capital contribution to related organization(s)	1b Yes	
c Gift, grant, or capital contribution from related organization(s)	1c Yes	
d Loans or loan guarantees to or for related organization(s)	1d	No
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f Yes	
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	No
o Sharing of paid employees with related organization(s)	1o	No
p Reimbursement paid to related organization(s) for expenses	1p	No
q Reimbursement paid by related organization(s) for expenses	1q	No
r Other transfer of cash or property to related organization(s)	1r Yes	
s Other transfer of cash or property from related organization(s)	1s Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) TUFTS ASSOCIATED HEALTH MAINTENANCE ORG INC	c	1,064,826,664	ACCRUAL
(2) TUFTS ASSOCIATED HEALTH MAINTENANCE ORG INC	f	55,000,000	accrual
(3) tufts health public plans inc	b	25,000,000	accrual

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
TUFTS ASSOCIATED HEALTH PLANS INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2985923	MANAGEMENT SV	DE	TAHMO	C CORP	353,833,790	162,861,970	100 000 %	Yes	
TUFTS INSURANCE COMPANY 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3319729	INSURANCE	MA	TAHP	C CORP	279,678,095	98,087,909	100 000 %	Yes	
TUFTS BENEFIT ADMINISTRATORS INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3270923	TPA	MA	TAHP	C CORP	50,750,249	12,425,084	100 000 %	Yes	
TOTAL HEALTH PLAN INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2918943	TPA	MA	TAHP	C CORP	60,182,567	38,259,614	100 000 %	Yes	
TAHP BROKERAGE CORPORATION 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-3072692	BROKERAGE COM		TAHP	C CORP	0	196,664	100 000 %	Yes	
Integra Partners holdings Inc 100 Wall St Ste 2502 New York, NY 10005 45-3032233	MED EQPMT & SPPLS	NY	TAHMO	C CORP	120,059,067	132,491,636	91 600 %	Yes	
Tufts Health Freedom Plans Inc 705 Mount Auburn Street WATERTOWN, MA 02472 30-0858646	Joint Venture	MA	tahp	C CORP	0	10,840,248	51 000 %	Yes	
Tufts Health Freedom Insurance Company 11 South Main St ste 600 Concord, NH 03301 47-3788473	insurance	NH	THFP	C CORP	47,354,043	26,821,134	100 000 %	Yes	