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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
 ▶ Do not enter social security numbers on this form as it may be made public.  
 ▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year 2018 or tax year beginning

06/01, 2018, and ending

05/31, 2019

Name of foundation

BREAKTHROUGH PRIZE FOUNDATION

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

C/O JAMES A. HUTCHINSON, ESQ  
1900 N STREET, NW

Room/suite

A Employer identification number

46-0677985

B Telephone number (see instructions)

(202) 346-4293

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

WASHINGTON, DC 20036

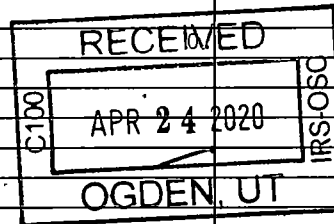
G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col (c), line  
16) ▶ \$ 3,844,672.J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is  
pending, check here. ▶ ☐D 1 Foreign organizations, check here. ▶ ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation. ▶ ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here. ▶ ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here. ▶ ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions))(a) Revenue and  
expenses per  
books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable  
purposes  
(cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	27,800,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3	Interest on savings and temporary cash investments.				
4	Dividends and interest from securities . . . . .	2,770.	2,770.		
5a	Gross rents . . . . .				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain. . . . .				
9	Income modifications . . . . .				
10a	Gross sales less returns and allowances . . . . .				
b	Less Cost of goods sold . . . . .				
c	Gross profit or (loss) (attach schedule) . . . . .				
11	Other income (attach schedule) . . . . .				
12	Total. Add lines 1 through 11 . . . . .	27,802,770.	2,770.		
13	Compensation of officers, directors, trustees, etc. . . . .	373,083.			367,269.
14	Other employee salaries and wages . . . . .	1,199,416.			1,195,631.
15	Pension plans, employee benefits . . . . .	125,819.			125,019.
16a	Legal fees (attach schedule) ATCH 1 . . . . .	241,066.			254,671.
b	Accounting fees (attach schedule) ATCH 2 . . . . .	72,100.			31,200.
c	Other professional fees (attach schedule) [3] . . . . .	4,272,371.			4,703,655.
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions). . . . .	63,277.			
19	Depreciation (attach schedule) and depletion . . . . .	126,935.			27,843.
20	Occupancy . . . . .	1,739,934.			1,164,949.
21	Travel, conferences, and meetings . . . . .	1,456.			1,332.
22	Printing and publications . . . . .	9,417,038.			10,685,510.
23	Other expenses (attach schedule) ATCH 4 . . . . .				
24	Total operating and administrative expenses. Add lines 13 through 23. . . . .	17,632,495.			18,557,079.
25	Contributions, gifts, grants paid . . . . .	9,657,372.			9,969,682.
26	Total expenses and disbursements. Add lines 24 and 25 . . . . .	27,289,867.	0.	0.	28,526,761.
27	Subtract line 26 from line 12 . . . . .	512,903.			
a	Excess of revenue over expenses and disbursements . . . . .		2,770.		
b	Net investment income (if negative, enter -0-) . . . . .				
c	Adjusted net income (if negative, enter -0-) . . . . .				



21 Received in  
Batching Ogden  
AUG. 10 2020  
SCANNED OCT 1 2020  
Operating and Administrative Expenses

03  
04

6

04

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	349,714.	1,835,703.	1,835,703.
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . . ATCH 5	2,352,791.	1,568,431.	1,568,431.
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
	Less accumulated depreciation (attach schedule) ▶ . . . . .				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . .				
14	Land, buildings, and equipment basis ▶ . . . . . 348,727.				
	Less accumulated depreciation (attach schedule) ▶ . . . . . 187,699.	224,305.	161,028.	161,028.	
15	Other assets (describe ▶ . . . . . ATCH 6 )	153,041.	279,510.	279,510.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	3,079,851.	3,844,672.	3,844,672.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	1,113,652.	1,722,500.	
	18	Grants payable . . . . .	312,310.		
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . . )	44,620.		
23	Total liabilities (add lines 17 through 22) . . . . .	1,470,582.	1,722,500.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/> X and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted . . . . .	1,609,269.	2,122,172.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	Total net assets or fund balances (see instructions) . . . . .	1,609,269.	2,122,172.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	3,079,851.	3,844,672.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	1,609,269.
2	Enter amount from Part I, line 27a . . . . .	2	512,903.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,122,172.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,122,172.

Form **990-PF** (2018)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )

			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7         </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8         </div> </div>		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	22,626,030.	1,105,452.	20.467673
2016	25,156,502.	1,561,024.	16.115385
2015	18,797,428.	609,006.	30.865752
2014	19,990,923.	807,410.	24.759321
SHORT YEAR 2/1/14-5/31/14	0.	0.	00.000000

2 Total of line 1, column (d)	2	92.208131
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	18.441626
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	1,066,672.
5 Multiply line 4 by line 3.	5	19,671,166.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	28.
7 Add lines 5 and 6.	7	19,671,194.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	28,526,761.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	28.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2 . . . . .	3	28.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	28.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 . . . . .	6a	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	45.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	45.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	17.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 17. Refunded <input type="checkbox"/> . . . . .	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input checked="" type="checkbox"/> CA, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

Form 990-PF (2018)

**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions . . . . . ATCH 7	X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.BREAKTHROUGHPRIZE.ORG	X	
14 The books are in care of ► JAMIE A HUTCHINSON, ESQ Telephone no ► 202-346-4293 Located at ► 1900 N STREET, NW WASHINGTON, DC ZIP+4 ► 20036		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .		N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		X
	N/A	

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . N/A	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018) . . . . .	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

Form 990-PF (2018)

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

	Yes	No
<b>5a</b> During the year, did the foundation pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		
Organizations relying on a current notice regarding disaster assistance, check here	N/A	<input checked="" type="checkbox"/>
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870		X
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		N/A
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		342,403.	29,198.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		1,101,323.	86,505.	0.

Total number of other employees paid over \$50,000. 1

Form 990-PF (2018)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 10		8,110,569.

Total number of others receiving over \$50,000 for professional services . . . . . 38.

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE GENERAL EXPLANATION ATTACHMENT	
	11,392,466.
2 SEE GENERAL EXPLANATION ATTACHMENT	
	9,625,872.
3 SEE GENERAL EXPLANATION ATTACHMENT	
	3,291,234.
4 SEE GENERAL EXPLANATION ATTACHMENT	
	236,906.

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2018)

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,082,916.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,082,916.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	1,082,916.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	16,244.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,066,672.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	53,334.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	53,334.
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5	<b>2a</b>	28.
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	28.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	53,306.
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	53,306.
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	53,306.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26.	<b>1a</b>	28,526,761.
<b>b</b>	Program-related investments - total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	28,526,761.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	28.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	28,526,733.

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



Form 990-PF (2018)

Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7 . . . . .				53,306.
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .				
<b>b</b> Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From SHORT YEAR 2014				
<b>b</b> From 2014 . . . . .	19,950,552.			
<b>c</b> From 2015 . . . . .	18,766,978.			
<b>d</b> From 2016 . . . . .	25,054,732.			
<b>e</b> From 2017 . . . . .	22,570,783.			
<b>f</b> Total of lines 3a through e . . . . .	86,343,045.			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>28,526,761.</u>				
<b>a</b> Applied to 2017, but not more than line 2a . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions). . . . .				
<b>d</b> Applied to 2018 distributable amount. . . . .				53,306.
<b>e</b> Remaining amount distributed out of corpus. . .	28,473,455.			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	114,816,500.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions. . . . .				
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .				
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	114,816,500.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014 . . .	19,950,552.			
<b>b</b> Excess from 2015 . . .	18,766,978.			
<b>c</b> Excess from 2016 . . .	25,054,732.			
<b>d</b> Excess from 2017 . . .	22,570,783.			
<b>e</b> Excess from 2018 . . .	28,473,455.			

Form **990-PF** (2018)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or

4942(1)(5)

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

**b 85% of line 2a . . . . .**

**C** Qualifying distributions from Part XII, line 4 for each year listed .

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

**3** Complete 3a, b or c for the alternative test relied upon

**a "Assets" alternative test - enter**

(1) Value of all assets. . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .

4942(j)(3)(B)(i) . . . .

**b** "Endowment" alternative test-  
enter 2/3 of minimum invest-  
ment return shown in Part X,  
line 6 for each year listed.

**C "Support" alternative test - enter**

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization. . . .

(4) Gross investment income .

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

### **1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATCH 11

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

ATCH 11

c Any submission deadlines

ATCH 11

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

ATCH 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  ATCH 12				
<b>Total</b> . . . . .			<b>3a</b>	9,969,682.
<b>b Approved for future payment</b>  NONE				
<b>Total</b> . . . . .			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .			14	2,770.	
<b>4</b> Dividends and interest from securities . . . . .					
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				2,770.	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					2,770.

(See worksheet in line 13 instructions to verify calculations)

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

**Line No.** Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

N/A



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**  
▶ **Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.**

OMB No 1545-0047

**2018**

Name of the organization

BREAKTHROUGH PRIZE FOUNDATION

Employer identification number

46-0677985

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

Name of organization **BREAKTHROUGH PRIZE FOUNDATION**Employer identification number  
46-0677985**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MILNER GLOBAL FOUNDATION  C/O CAVENDISH TRUST COMPANY LTD. IM1 4LB  31-37 NORTH QUAY DOUGLAS MAN, ISLE OF	\$ 27,800,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **BREAKTHROUGH PRIZE FOUNDATION**

Employer identification number

46-0677985

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

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



Name of organization **BREAKTHROUGH PRIZE FOUNDATION**

Employer identification number

46-0677985

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## PART IX-A, LINE 1

EXPENSES: \$11,392,466

THE BREAKTHROUGH PRIZE FOUNDATION CONTINUED ITS INITIATIVE TO STUDY LIFE IN THE UNIVERSE. THE INITIATIVE CONSISTS OF A SCIENTIFIC SEARCH FOR SIGNS OF INTELLIGENT LIFE BEYOND EARTH. EXPENSES INCURRED AS PART OF THIS INITIATIVE DURING THE YEAR ENDED MAY 31, 2019 RELATED TO RESEARCH AND THE ORGANIZATION OF SCIENTIFIC CONFERENCES TO PROMOTE THE INITIATIVE. ACTIVE RESEARCH PROJECTS INCLUDE A SURVEY OF THE MILLION CLOSEST STARS WITH THE WORLD'S MOST POWERFUL RADIO AND LASER TELESCOPES AND RESEARCH TO DEMONSTRATE PROOF OF CONCEPT FOR ULTRA-FAST LIGHT-DRIVEN NANOCRAFTS TO BE LAUNCHED TO ALPHA CENTAURI. THE PROGRAM MAY FUND AN INTERNATIONAL COMPETITION TO GENERATE MESSAGES REPRESENTING HUMANITY AND PLANET EARTH, WHICH ONE DAY MIGHT BE SENT TO OTHER CIVILIZATIONS. THE INITIATIVE IS INTENDED TO SPAN 10 YEARS AND EXPENSES ARE PLANNED TO TOTAL APPROXIMATELY \$100,000,000. TOTAL PRIZES RELATED TO THE PROGRAM ARE PLANNED TO BE APPROXIMATELY \$1,000,000.

## PART IX-A, LINE 2

EXPENSES: \$9,625,872

THE FOUNDATION AWARDED PRIZES TO SCIENTISTS AND RESEARCHERS WHO DEMONSTRATED EXCELLENCE IN RESEARCH AIMED AT FUNDAMENTAL PHYSICS AND MATHEMATICS. THE BREAKTHROUGH PRIZE IN MATHEMATICS WAS AWARDED TO ONE INDIVIDUAL WHO MADE SIGNIFICANT ACCOMPLISHMENTS IN MATHEMATICS. THE BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS WAS AWARDED TO TWO INDIVIDUALS WHO MADE ADVANCES IN FIELDS WITH DEEP CONNECTIONS TO PHYSICS. A SPECIAL BREAKTHROUGH PRIZE WAS AWARDED TO ONE INDIVIDUAL WHO MADE PROFOUND CONTRIBUTIONS TO HUMAN KNOWLEDGE. THE NEW HORIZONS IN PHYSICS PRIZES WERE AWARDED TO SIX YOUNG RESEARCHERS WHO PRODUCED SIGNIFICANT WORK IN FIELDS WITH CONNECTIONS TO PHYSICS. THE NEW HORIZONS IN MATHEMATICS PRIZES WERE AWARDED TO FOUR YOUNG RESEARCHERS WHO PRODUCED SIGNIFICANT WORK IN FIELDS WITH CONNECTIONS TO MATHEMATICS.

## PART IX-A, LINE 3

EXPENSES: \$3,291,234

IN CONJUNCTION WITH THE BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION, THE BREAKTHROUGH PRIZE FOUNDATION AWARDED PRIZES AT THE ANNUAL PRIZE CEREMONY. THE CEREMONY FEATURED CELEBRITY PRESENTATIONS, FILMS, COMEDY AND LIVE MUSIC FROM MAJOR ARTISTS AND WAS TELEVISED ON NATIONAL MEDIA OUTLETS. THE INTENT OF THE CEREMONY WAS TO HELP CREATE AND STIMULATE INTEREST AND DISCOVERIES IN FUNDAMENTAL PHYSICS AND MATHEMATICS, AND TO CREATE PUBLIC AWARENESS AND A SENSE OF EXCITEMENT IN THOSE FIELDS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A, LINE 4

EXPENSES: \$236,906

THE FOUNDATION CONTINUED THE BREAKTHROUGH JUNIOR CHALLENGE PROGRAM, WHICH IS AN ANNUAL GLOBAL COMPETITION FOR SCIENCE AND MATH STUDENTS TO INSPIRE CREATIVE THINKING ABOUT FUNDAMENTAL CONCEPTS IN THE LIFE SCIENCES, PHYSICS OR MATHEMATICS. STUDENTS AGES 13 TO 18 ARE INVITED TO PARTICIPATE AND ARE ASKED TO CREATE AND SUBMIT VIDEOS THAT BRING TO LIFE A CONCEPT OR THEORY IN THE LIFE SCIENCES, PHYSICS, OR MATHEMATICS. EXPENSES ASSOCIATED WITH THE ADMINISTERING OF THE CHALLENGE IN THE MAY 31, 2019 TAX YEAR TOTALED \$236,906.

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	241,066.			254,671.
TOTALS	<u>241,066.</u>			<u>254,671.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	72,100.			31,200.
TOTALS	<u>72,100.</u>			<u>31,200.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	1,719,435.	1,777,064.
FILM PRODUCTION FEES	1,569,622.	1,569,622.
CEREMONY EXPENSE	973,240.	900,246.
EVENT PRODUCTION FEES	9,468.	450,017.
PUBLIC RELATIONS	606.	6,706.
TOTALS	<u>4,272,371.</u>	<u>4,703,655.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
LIFE IN THE UNIVERSE -		
RESEARCH EXPENSE	6,381,180.	6,143,902.
BREAKTHROUGH PRIZE -		
LEASING OF TELESCOPES	2,782,418.	4,340,294.
OFFICE EXPENSES	131,743.	112,447.
BREAKTHROUGH JUNIOR CHALLENGE-		
PRODUCTION EXPENSES	69,937.	66,149.
LIFE IN THE UNIVERSE -		
PROGRAM EXPENSES	51,358.	5,666.
OTHER ADMINISTRATIVE EXPENSES	402.	17,052.
TOTALS	<u>9,417,038.</u>	<u>10,685,510.</u>

ATTACHMENT 5

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXPENSES	1,568,431.	1,568,431.
TOTALS	<u>1,568,431.</u>	<u>1,568,431.</u>



FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM RELATED PARTY	248,622.	248,622.
SECURITY DEPOSIT	30,888.	30,888.
TOTALS	<u>279,510.</u>	<u>279,510.</u>

ATTACHMENT 7FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

## TOTAL AMOUNT

BREAKTHROUGH STARSHOT FOUNDATION LLC  
CONTROLLED ENTITY'S NAME: C/O JAMES A. HUTCHINSON, ESQ.  
CONTROLLED ENTITY'S ADDRESS: 1900 N STREET, NW  
CITY, STATE & ZIP: WASHINGTON, DC 20036  
EIN: 84-4020845  
TRANSFER AMOUNT: NONE  
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:  
N/A

BREAKTHROUGH WATCH FOUNDATION LLC  
CONTROLLED ENTITY'S NAME: C/O JAMES A. HUTCHINSON, ESQ.  
CONTROLLED ENTITY'S ADDRESS: 1900 N STREET, NW  
CITY, STATE & ZIP: WASHINGTON, DC 20036  
EIN: 46-0677985  
TRANSFER AMOUNT: NONE  
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:  
N/A

## BREAKTHROUGH PRIZE FOUNDATION

2018 FORM 990-PF

46-0677985

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
YURI B MILNER C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	PRESIDENT, DIRECTOR 2.00	13,500.	1,377.	0.
JAMES HUTCHINSON C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	DIRECTOR, SECRETARY 1.00	0.	0.	0.
SIMON PETER WORDEN C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036 IN ACCORDANCE WITH AN AGENCY AGREEMENT, BREAKTHROUGH PRIZE FOUNDATION PAID AN ADDITIONAL \$33,894 TO THE INDIVIDUAL ABOVE FOR SERVICES PROVIDED TO BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION, A RELATED 501(C)(3) ORGANIZATION. BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION REIMBURSES BREAKTHROUGH PRIZE FOUNDATION ON A PERIODIC BASIS IN ACCORDANCE WITH THE AGENCY AGREEMENT. THE INDIVIDUAL SERVES AS THE EXECUTIVE DIRECTOR OF THE LIFE IN THE UNIVERSE DIVISION OF BREAKTHROUGH PRIZE FOUNDATION.	CHAIRMAN, DIVISION EXECUTIVE DIRECTOR 40.00	319,875.	27,821.	0.
BRECK HANCOCK C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	DIRECTOR, TREASURER 1.00	0.	0.	0.

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ATTACHMENT 8

## BREAKTHROUGH PRIZE FOUNDATION

2018 FORM 990-PF

46-0677985

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS		EXPENSE ACCT AND OTHER ALLOWANCES	
KARL JOHANSSON C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036 THE INDIVIDUAL IDENTIFIED ABOVE WAS NOT COMPENSATED FOR HIS ROLE AS A DIRECTOR. THE INDIVIDUAL INCURRED AN AVERAGE OF 2 HOURS A WEEK OF CONSULTING SERVICES IN SUPPORT OF THE FOUNDATION'S EXEMPT PURPOSES, AND THOSE SERVICES WERE UNRELATED TO HIS ROLE AS A DIRECTOR.	DIRECTOR 2.00	9,028.	0.		0.	
MARGOT MCGINNNESS C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036 THE INDIVIDUAL IDENTIFIED ABOVE SERVES AS THE EXECUTIVE DIRECTOR OF THE LIFE SCIENCES, MATHEMATICS, PHYSICS, AND JUNIOR CHALLENGE DIVISIONS OF BREAKTHROUGH PRIZE FOUNDATION. THE INDIVIDUAL WAS NOT COMPENSATED FOR HER ROLE AS EXECUTIVE DIRECTOR. THE INDIVIDUAL INCURRED AN AVERAGE OF 10 HOURS A WEEK OF CONSULTING SERVICES IN SUPPORT OF THE FOUNDATION'S EXEMPT PURPOSES, AND THOSE SERVICES WERE UNRELATED TO HER ROLE AS EXECUTIVE DIRECTOR.	DIVISION EXECUTIVE DIRECTOR 10.00	92,001.	0.		0.	
GRAND TOTALS		434,404.	29,198.		0.	

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	ATTACHMENT 9	
			CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LEONID SOLOVYEV C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	DIRECTOR OF OPS 40.00	309,615.	12,899.	0.
PETER KLUPAR C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	CHIEF ENGINEER 40.00	282,862.	23,810.	0.
JAMIE DREW C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	CHIEF OF STAFF 40.00	196,769.	19,450.	0.
MATTHEW OOLEY C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	CREATIVE DIRECTOR 40.00	185,769.	20,103.	0.
JAMES SCHALKWYK C/O JAMES A. HUTCHINSON, ESQ 1900 N STREET, NW WASHINGTON, DC 20036	PROGRAM MANAGER 40.00	126,308.	10,243.	0.
TOTAL COMPENSATION		1,101,323.	86,505.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UNIVERSITY OF CALIFORNIA REGENTS 1111 FRANKLIN ST, 12TH FL OAKLAND, CA 94607	SCIENTIFIC CONFERENCE	4,792,869.
BREAKTHROUGH AWARDS PRODUCTIONS, INC. 12400 WILSHIRE BLVD, #1275 LOS ANGELES, CA 90025	FILM PRODUCTION	1,516,460.
EASTWAYS TRAVEL SERVICE LTD. 1-6 YARMOUTH PLACE LONDON ENGLAND UNITED KINGDOM W1J 7BU	TRAVEL SERVICES	918,057.
BRASS LAB LLC 611 BROADWAY, SUITE 311 NEW YORK, NY 10012	EVENT PRODUCTIONS	539,122.
RUBENSTEIN ASSOCIATES WORLDWIDE PLAZA, 825 8TH AVENUE NEW YORK, NY 10019	COMMUNICATIONS SVCS	344,061.
TOTAL COMPENSATION		<u>8,110,569.</u>

ATTACHMENT 11FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.BREAKTHROUGHPRIZE.ORG/NOMINATIONS

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY SHOULD INCLUDE:

THE FOUNDATION MAKES THE CANDIDATE SUBMISSION FORM AND CRITERIA AVAILABLE ON ITS WEBSITE.

SUBMISSION DEADLINES:

NOMINATION SUBMISSION DEADLINES ARE PROVIDED ON THE FOUNDATION WEBSITE. NOMINATIONS FOR BREAKTHROUGH PRIZES ARE GENERALLY ACCEPTED EARLY IN THE CALENDAR YEAR THROUGH LATE APRIL OR EARLY MAY. APPLICATIONS FOR THE JUNIOR CHALLENGE PROGRAM ARE ACCEPTED EARLY IN THE CALENDAR YEAR THROUGH EARLY FALL.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO BREAKTHROUGH PRIZE GRANTED BY THE FOUNDATION SHALL HAVE ANY AGE RESTRICTIONS. AGE RESTRICTIONS DO APPLY TO JR CHALLENGE AWARDS. ANY BREAKTHROUGH PRIZE OF THE FOUNDATION MAY BE RECEIVED MORE THAN ONCE. MEMBERS OF THE SELECTION COMMITTEE ARE ELIGIBLE TO BE NOMINATED TO RECEIVE THE BREAKTHROUGH PRIZE AND THE CONFLICT OF INTEREST POLICY WILL GOVERN THE PROCEDURES FOR SUCH NOMINEES. ANY PRIZE OF THE FOUNDATION CAN BE SHARED BY A NUMBER OF PEOPLE, INCLUDING COLLABORATIONS. ADDITIONAL INFORMATION ABOUT THE RULES OF ANY PROGRAM CAN BE FOUND ON THE FOUNDATION WEBSITE.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PRIZE RECIPIENTS - SEE ATTACHMENT 13

SETI INSTITUTE  
189 N BERNARDO AVENUE, NO 200  
MOUNTAIN VIEW, CA 94043

NONE  
PC

TO SUPPORT THE STUDY OF LIFE IN THE UNIVERSE

9,968,182

1,500

TOTAL CONTRIBUTIONS PAID

9,969,682



## BREAKTHROUGH PRIZE FOUNDATION

EIN: 46-0677985

FYE: 05/31/2019

ATTACHMENT 13

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

INDIVIDUAL PRIZE RECIPIENTS CAN BE REACHED THROUGH THE BREAKTHROUGH PRIZE FOUNDATION AT THE FOLLOWING  
ADDRESS: C/O GOODWIN PROCTER LLP, 1900 N STREET, NW, WASHINGTON, D.C. 20036.

<u>RECIPIENT NAME</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
Jocelyn Bell Burnell	NONE	I	SPECIAL BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS	3,000,000
Vincent Lafforgue	NONE	I	BREAKTHROUGH PRIZE IN MATHEMATICS	3,000,000
Charles Kane	NONE	I	BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS	1,500,000
Eugene Mele	NONE	I	BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS	1,500,000
Hillary Andales	NONE	I	BREAKTHROUGH JUNIOR CHALLENGE SCHOLARSHIP	250,000
Brian Metzger	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	100,000
Chenyang Xu	NONE	I	NEW HORIZONS IN MATHEMATICS PRIZE	100,000
K.M. Smith	NONE	I	BREAKTHROUGH PRIZE IN FUNDAMENTAL PHYSICS	68,182
Karim Adiprasito	NONE	I	NEW HORIZONS IN MATHEMATICS PRIZE	50,000
June Huh	NONE	I	NEW HORIZONS IN MATHEMATICS PRIZE	50,000
Kaisa Matomaki	NONE	I	NEW HORIZONS IN MATHEMATICS PRIZE	50,000
Maksym Radziwill	NONE	I	NEW HORIZONS IN MATHEMATICS PRIZE	50,000
Rana Adhikari	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Lisa Barsotti	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Matthew Evans	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Daniel Harlow	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Daniel Jafferis	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Aron Wall	NONE	I	NEW HORIZONS IN PHYSICS PRIZE	33,333
Pramila Menon	NONE	I	BREAKTHROUGH JUNIOR CHALLENGE TEACHER PRIZE	50,000
<u>TOTAL GRANTS PAID</u>				<u>9,968,182</u>