

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

OMB No 1545-0052

2017Department 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 for instructions and the latest information.

Open to Public Inspection**For calendar year 2017 or tax year beginning****06/01, 2017, and ending****05/31, 2018**Name of foundation **BREAKTHROUGH PRIZE IN LIFE SCIENCES**
FOUNDATION**A Employer identification number**
46-2026488

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

Room/suite

B Telephone number (see instructions)

C/O JAMES A. HUTCHINSON, ESQ. 901 NEW YORK AVE NW

(202) 346-4293

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

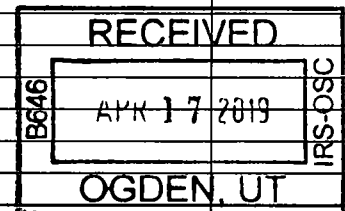
WASHINGTON, DC 20001

G Check all that apply☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change**H Check type of organization**☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I Fair market value of all assets at**
end of year (from Part II, col (c), line
16) ▶ \$ 5,999,006.**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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	28,377,621.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	201.	201.		
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)		0.		
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	28,377,822.	201.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 1	60,172.			57,968.
b Accounting fees (attach schedule) ATCH 2	157,860.			263,345.
c Other professional fees (attach schedule) [3]	6,310,555.			6,476,869.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy	41,351.			41,351.
21 Travel, conferences, and meetings	466,527.			500,502.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	5,433.	5,433.		
24 Total operating and administrative expenses. Add lines 13 through 23.	7,041,898.	5,433.		7,340,035.
25 Contributions, gifts, grants paid	15,000,000.			15,000,000.
26 Total expenses and disbursements. Add lines 24 and 25	22,041,898.	5,433.	0.	22,340,035.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	6,335,924.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)				



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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		14,636.	64,480.	64,480.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ 5,912,621.			5,912,621.	5,912,621.
		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		11,905.	21,905.	21,905.
	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 ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		26,541.	5,999,006.	5,999,006.	
Liabilities	17	Accounts payable and accrued expenses		409,389.	127,725.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons. .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 6)		205,947.	124,152.	
	23	Total liabilities (add lines 17 through 22)		615,336.	251,877.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted		-588,795.	-165,492.	
	25	Temporarily restricted			5,912,621.	
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)		-588,795.	5,747,129.	
	31	Total liabilities and net assets/fund balances (see instructions)		26,541.	5,999,006.	

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	-588,795.
2	Enter amount from Part I, line 27a	2	6,335,924.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,747,129.
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	5,747,129.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8.			3		

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.

(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))
2016	22,401,423.	1,732,206.	12.932309
2015	21,898,623.	3,118,238.	7.022755
2014	23,073,093.	2,748,721.	8.394120
SHORT YEAR 2/1/14-5/31/14	0.	0.	0.000000
2013	18,000,000.	0.	0.000000
2 Total of line 1, column (d)			2 28.349184
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 5.669837
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,513,480.
5 Multiply line 4 by line 3.			5 8,581,185.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7 8,581,185.
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 22,340,035.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6d		
b Exempt foreign organizations - tax withheld at source	7	0.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9	0.	
7 Total credits and payments. Add lines 6a through 6d	10		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐			

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 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ CA, 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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? 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 ☐ ATCH 7	X	

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.BREAKTHROUGHPRIZE.ORG</u>	X	
14 The books are in care of <u>JAMIE HUTCHINSON, ESQ</u> Telephone no <u>202-346-4293</u> Located at <u>901 NEW YORK AVE NW WASHINGTON, DC</u> ZIP+4 <u>20001</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15 N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country <u>SWITZERLAND</u>	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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here 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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years <u>N/A</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 <u>N/A</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2017 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 2017)	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 2017?	4b	X

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		57,923.	0.	0.

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

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

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

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 9		5,672,526.
Total number of others receiving over \$50,000 for professional services		9

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	
	15,000,000.
2 SEE GENERAL EXPLANATION ATTACHMENT	
	6,485,540.
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,536,528.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	1,536,528.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,536,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,048.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,513,480.
6	Minimum investment return. Enter 5% of line 5	6	75,674.

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

1	Minimum investment return from Part X, line 6	1	75,674.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	75,674.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	75,674.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	75,674.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	22,340,035.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,340,035.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,340,035.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				75,674.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From SHORT YEAR 2014 <u>15,000,000.</u>				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	65,493,776.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ <u>22,340,035.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				75,674.
e Remaining amount distributed out of corpus.	22,264,361.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	87,758,137.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	5,500,000.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	82,258,137.			
10 Analysis of line 9				
a Excess SHORT YEAR 2014 <u>15,000,000.</u>				
b Excess from 2014	17,435,657.			
c Excess from 2015	16,243,306.			
d Excess from 2016	16,814,813.			
e Excess from 2017	22,264,361.			

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
a Paid during the year SEE ATTACHMENT 13				15,000,000.
Total			3a	15,000,000.
b Approved for future payment NONE				
Total			3b	

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

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

[illegible]

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  **SECRETARY**

Signature of officer or trustee _____ Date April 11, 2019 Title _____

May the IRS discuss this return with the preparer shown below?
 See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name MICHAEL SALES	Preparer's signature 	Date 4/5/2019	Check ☐ If self-employed	PTIN P01770943
	Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
	Firm's address ▶ 99 WOOD AVENUE SOUTH ISELIN, NJ 08830			Phone no. 732-516-4200	

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 for the latest information.

OMB No 1545-0047

2017**Name of the organization**BREAKTHROUGH PRIZE IN LIFE SCIENCES
FOUNDATION**Employer identification number**

46-2026488

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

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

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

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

Name of organization **BREAKTHROUGH PRIZE IN LIFE SCIENCES
FOUNDATION**

Employer identification number
46-2026488

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 FOUNDATION C/O CAVENDISH TRUST COMPANY LTD. 31-37 NORTH QUAY DOUGLAS MAN, ISLE OF IM1 4LB	\$ 7,965,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, STE 300 MOUNTAIN VIEW, CA 94040-1498	\$ 6,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	BRIN WOJCICKI FOUNDATION 1801 PAGE MILL RD PALO ALTO, CA 94304	\$ 5,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	MA HUATENG FOUNDATION LIMITED 29TH FLOOR, THREE PACIFIC PLACE 1 QUEEN'S ROAD EAST WANCHAI HONG KONG	\$ 8,912,621.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **BREAKTHROUGH PRIZE IN LIFE SCIENCES
FOUNDATION**

Employer identification number
46-2026488

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 IN LIFE SCIENCES**
FOUNDATION

Employer identification number
 46-2026488

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

PRIZES: \$15,000,000

THE FOUNDATION AWARDED PRIZES TO SCIENTISTS AND RESEARCHERS WHO DEMONSTRATED EXCELLENCE IN RESEARCH AIMED AT CURING INTRACTABLE DISEASES AND EXTENDING HUMAN LIFE. THE BREAKTHROUGH PRIZES IN LIFE SCIENCES WERE AWARDED TO FIVE INDIVIDUALS WHO MADE SIGNIFICANT ACCOMPLISHMENTS IN UNDERSTANDING LIVING SYSTEMS AND EXTENDING HUMAN LIFE.

PART IX-A, LINE 2

EXPENSES: \$6,485,540

IN CONJUNCTION WITH THE BREAKTHROUGH PRIZE FOUNDATION, THE BREAKTHROUGH PRIZE IN LIFE SCIENCES 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 UNDERSTANDING LIVING SYSTEMS AND EXTENDING HUMAN LIFE, AND TO CREATE PUBLIC AWARENESS AND A SENSE OF EXCITEMENT IN THOSE FIELDS.

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	60,172.			57,968.
TOTALS	<u>60,172.</u>			<u>57,968.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	157,860.			263,345.
TOTALS	157,860.			263,345.

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL 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>
FILM PRODUCTION	3,461,988.			3,662,084.
CEREMONY ORG & PRODUCTION	1,976,880.			1,976,835.
CONSULTING	621,652.			546,475.
PUBLIC RELATIONS	250,035.			291,475.
TOTALS	<u>6,310,555.</u>			<u>6,476,869.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK FEES	5,433.	5,433.		
TOTALS	5,433.	5,433.		

ATTACHMENT 5

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	21,905.	21,905.
TOTALS	21,905.	21,905.

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DUE TO RELATED PARTIES	124,152.
TOTALS	<u>124,152.</u>

FORM 990PF, PART VII-A, LINE 10 - SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 7

NAME AND ADDRESS

MA HUATENG FOUNDATION LIMITED
29TH FLOOR, THREE PACIFIC PLACE
1 QUEEN'S ROAD EAST
HONG KONG

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
YURI MILNER C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	PRESIDENT, DIRECTOR 1.00	0.	0.	0.
JAMES HUTCHINSON C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	SECRETARY 1.00	0.	0.	0.
ANNE WOJCICKI C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	DIRECTOR 1.00	0.	0.	0.
MARK ZUCKERBERG C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	DIRECTOR 1.00	0.	0.	0.
BRECK HANCOCK C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	DIRECTOR, TREASURER 1.00	0.	0.	0.

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

ATTACHMENT 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
CORNELIA BARGMANN C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001	CHAIRMAN OF THE BOARD, DIRECTOR 1.00	0.	0.	0.
SIMON PETER WORDEN* C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001 *THE COMPENSATION REPORTED ABOVE IS PAID BY BREAKTHROUGH PRIZE FOUNDATION, A RELATED 501(C)(3) ORGANIZATION, THROUGH AN AGENCY AGREEMENT. BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION REIMBURSES BREAKTHROUGH PRIZE FOUNDATION ON A PERIODIC BASIS IN ACCORDANCE WITH THE AGENCY AGREEMENT.	FOUNDATION CHAIRMAN 7.00	40,463.	0.	0.
KARL JOHANSSON* C/O JAMES A. HUTCHINSON, ESQ 901 NEW YORK AVE NW WASHINGTON, DC 20001 *THE INDIVIDUAL IDENTIFIED ABOVE WAS NOT COMPENSATED FOR HIS ROLE AS A DIRECTOR. THE INDIVIDUAL INCURRED AN AVERAGE OF 5 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 1.00	17,460.	0.	0.
GRAND TOTALS		57,923.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BREAKTHROUGH AWARDS PRODUCTIONS, INC 12400 WILSHIRE BLVD, #1275 LOS ANGELES, CA 90025	FILM PRODUCTION	3,694,069.
ADVANCED MAGAZINE PUBLISHERS 1 WORLD TRADE CTRR, FL 20 NEW YORK, NY 10007	PUBLISHING SERVICES	1,072,171.
EASTWAYS TRAVEL SERVICES LTD 1-6 YARMOUTH PLACE LONDON ENGLAND UNITED KINGDOM W1J 7BU	TRAVEL SERVICES	410,181.
BAMBOO PRODUCTIONS 90A GORDON ROAD EALING LONDON UNITED KINGDOM W13 8PT	VIDEO PRODUCTION	280,339.
RUBENSTEIN COMMUNICATIONS WORLDWIDE PLAZA, 825 8TH AVENUE NEW YORK, NY 10019-7416	COMMUNICATIONS SVCS	215,766.
TOTAL COMPENSATION		<u>5,672,526.</u>

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

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

990PF, PART XV - SUBMISSION DEADLINES

NOMINATION SUBMISSION DEADLINES ARE PROVIDED ON THE FOUNDATION WEBSITE. NOMINATIONS ARE GENERALLY ACCEPTED EARLY IN THE CALENDAR YEAR AND ARE ACCEPTED THROUGH LATE APRIL OR EARLY MAY.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

NO PRIZE GRANTED BY THE FOUNDATION SHALL HAVE ANY AGE RESTRICTIONS. ANY PRIZE OF THE FOUNDATION MAY BE RECEIVED MORE THAN ONCE. MEMBERS OF THE SELECTION COMMITTEE ARE ELIGIBLE TO BE NOMINATED TO RECEIVE THE 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.

BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION

EIN: 46-2026488

FYE: 05/31/2018

ATTACHMENT 13

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

INDIVIDUAL PRIZE RECIPIENTS CAN BE REACHED THROUGH THE BREAKTHROUGH PRIZE IN LIFE SCIENCES FOUNDATION AT THE FOLLOWING ADDRESS
C/O JAMES A. HUTCHINSON, ESQ. 901 NEW YORK AVE NW, WASHINGTON, D.C. 20001.

RECIPIENT NAME	RELATIONSHIP TO		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	SUBSTANTIAL CONTRIBUTOR	CONTRIBUTOR			
DON CLEVELAND	NONE	NONE	I	2018 BREAKTHROUGH PRIZE IN LIFE SCIENCES	3,000,000
JOANNE CHORY	NONE	NONE	I	2018 BREAKTHROUGH PRIZE IN LIFE SCIENCES	3,000,000
KAZUTOSHI MORI	NONE	NONE	I	2018 BREAKTHROUGH PRIZE IN LIFE SCIENCES	3,000,000
KIM NASMYTH	NONE	NONE	I	2018 BREAKTHROUGH PRIZE IN LIFE SCIENCES	3,000,000
PETER WALTER	NONE	NONE	I	2018 BREAKTHROUGH PRIZE IN LIFE SCIENCES	3,000,000
TOTAL GRANTS PAID					15,000,000