

EXTENDED TO NOVEMBER 15, 2017

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

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

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

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2016

Open to Public Inspection

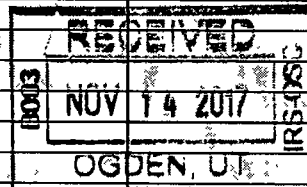
For calendar year 2016 or tax year beginning

, and ending

Name of foundation GOOGLE FOUNDATION		A Employer identification number 20-1548253
Number and street (or P.O. box number if mail is not delivered to street address) 1600 AMPHITHEATRE PARKWAY	Room/suite	B Telephone number (650) 253-0000
City or town, state or province, country, and ZIP or foreign postal code MOUNTAIN VIEW, CA 94043		C If exemption application is pending, check here ☐
G Check all that apply: Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change ☐		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation ☐		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 137,941,822.	J Accounting method: ☐ Cash ☒ Accrual Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		40,000,000.		N/A	
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		1,497,990.	1,498,016.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		172,304.			
b Gross sales price for all assets on line 6a	172,304.				
7 Capital gain net income (from Part IV, line 2)			226,695.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		55.	0.		STATEMENT 1
12 Total. Add lines 1 through 11		41,670,349.	1,724,711.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	37,740.	0.		36,935.
c Other professional fees					
17 Interest					
18 Taxes	STMT 3	20,352.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	209,888.	154,396.		310.
24 Total operating and administrative expenses. Add lines 13 through 23		267,980.	154,396.		37,245.
25 Contributions, gifts, grants paid		62,025,142.			79,202,075.
26 Total expenses and disbursements. Add lines 24 and 25		62,293,122.	154,396.		79,239,320.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-20,622,773.			
b Net investment income (if negative, enter -0-)			1,570,315.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	106,620,753.	8,661,269.	8,661,269.
	3 Accounts receivable ▶ 112,621.		112,621.	112,621.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		29,648.	29,648.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	65,305,814.	129,132,769.	129,132,769.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ INTEREST RECEIVABLE)	77.	5,515.	5,515.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	171,926,644.	137,941,822.	137,941,822.
	17 Accounts payable and accrued expenses	50,365.	63,248.	
	18 Grants payable	17,176,933.		
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	17,227,298.	63,248.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	154,699,346.	137,878,574.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶			
	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	154,699,346.	137,878,574.	
	31 Total liabilities and net assets/fund balances	171,926,644.	137,941,822.	

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	154,699,346.
2 Enter amount from Part I, line 27a	2	-20,622,773.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	3,802,001.
4 Add lines 1, 2, and 3	4	137,878,574.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	137,878,574.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICALLY TRADED SECURITIES	P	VARIOUS	12/31/16
b LONG-TERM CAPITAL GAIN FROM K-1	P	VARIOUS	12/31/16
c GAIN FROM MISSIONPOINT HA II TERMINATION	P	VARIOUS	12/31/16
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 172,304.			172,304.
b 28,870.			28,870.
c 25,521.			25,521.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			172,304.
b			28,870.
c			25,521.
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	226,695.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	13,380,885.	76,856,347.	.174103
2014	21,211,523.	93,389,174.	.227130
2013	7,988,540.	85,919,945.	.092977
2012	39,629,979.	69,781,595.	.567914
2011	11,455,716.	79,966,601.	.143256

2 Total of line 1, column (d)	2	1.205380
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.241076
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	162,362,678.
5 Multiply line 4 by line 3	5	39,141,745.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,703.
7 Add lines 5 and 6	7	39,157,448.
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	79,239,320.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b**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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2016 estimated tax payments and 2015 overpayment credited to 2016**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**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 2017 estimated tax

46,379. Refunded

Part VII-A Statements Regarding Activities**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?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?**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

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**4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?**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 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?

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 XIV**8a** Enter the states to which the foundation reports or with which it is registered (see instructions)

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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 ► N/A	X	
14 The books are in care of ► MEI LEE Telephone no. ► (650) 253-0000 Located at ► 1600 AMPHITHEATRE PKWY, MOUNTAIN VIEW, CA ZIP+4 ► 94043		
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 0.		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ 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)?

▶ ☐

5b

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

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

▶ 0

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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	136,822,293.
b	Average of monthly cash balances	1b	26,591,263.
c	Fair market value of all other assets	1c	1,421,650.
d	Total (add lines 1a, b, and c)	1d	164,835,206.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	164,835,206.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,472,528.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	162,362,678.
6	Minimum investment return. Enter 5% of line 5	6	8,118,134.

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	8,118,134.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,703.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,703.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,102,431.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,102,431.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,102,431.

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	79,239,320.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	79,239,320.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	15,703.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,223,617.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				8,102,431.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	3,780,872.			
b From 2012	36,176,745.			
c From 2013	3,709,195.			
d From 2014	16,557,906.			
e From 2015	9,555,713.			
f Total of lines 3a through e	69,780,431.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 79,239,320.			0.	
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				8,102,431.
e Remaining amount distributed out of corpus	71,136,889.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	140,917,320.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	3,780,872.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	137,136,448.			
10 Analysis of line 9:				
a Excess from 2012	36,176,745.			
b Excess from 2013	3,709,195.			
c Excess from 2014	16,557,906.			
d Excess from 2015	9,555,713.			
e Excess from 2016	71,136,889.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
TIDES FOUNDATION P.O. BOX 29198 SOUTH SAN FRANCISCO, CA 94129	N/A	PC	PROGRAM/GENERAL SUPPORT	59,000,000.
DOWNTOWN STREETS 1671 THE ALAMEDA #306 SAN JOSE, CA 95126	N/A	PC	CHARITABLE	500,000.
UNICEF 125 MAIDEN LN NEW YORK, NY 10038	N/A	PC	CHARITABLE	1,000,000.
CLOONEY FOUNDATION FOR JUSTICE 3940 LAUREL CANYON BLVD #379 LOS ANGELES, CA 91604	N/A	PC	CHARITABLE	500,000.
FOUNDATION FOR LEARNING EQUALITY 9500 GILMAN DR LA JOLLA, CA 92093	N/A	PC	CHARITABLE	1,701,495.
Total	SEE CONTINUATION SHEET(S)			79,202,075.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	1,497,990.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	172,304.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a DVD SALES						55.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,670,294.		55.
13 Total. Add line 12, columns (b), (d), and (e)						1,670,349.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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  Date 10/3/17 Title Treasurer

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GREGORY M. LOMAZZI	GREGORY M. LOMAZZ	10/23/17		P00281327
	Firm's name ► MOSS ADAMS LLP				Firm's EIN ► 91-0189318
	Firm's address ► 635 CAMPBELL TECHNOLOGY PARKWAY CAMPBELL, CA 95008-5071				Phone no. 408-558-7500

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MEASURES FOR JUSTICE 60 PARK AVE ROCHESTER, NY 14607	N/A	PC	CHARITABLE	1,000,000.
RTI INTERNATIONAL 3040 EAST CORNWALLIS ROAD P.O. BOX 12194 RESEARCH TRIANGLE PARK, NC 27709	N/A	PC	CHARITABLE	1,107,800.
UNIVERSITY OF OXFORD INTERNATIONAL UNIVERSITY OFFICES WELLINGTON SQUARE, OXFORD, UNITED KINGDOM OX1 2JD	N/A	NC	PROGRAM/GENERAL SUPPORT	200,005.
CENTER FOR YOUTH WELLNESS 3450 3RD STREET SAN FRANCISCO, CA 94124	N/A	PC	CHARITABLE	2,000,000.
PROJECT CONCERN INTERNATIONAL 5151 MURPHY CANYON ROAD SUITE 320 SAN DIEGO, CA 92123	N/A	PC	CHARITABLE	369,417.
NEXLEAF ANALYTICS 2356 PELHAM AVENUE LOS ANGELES, CA 90064	N/A	PC	CHARITABLE	800,000.
HAMILTON FAMILY CENTER 1631 HAYES STREET SAN FRANCISCO, CA 94117	N/A	PC	CHARITABLE	500,000.
CARE MESSAGE 300 BRANNAN STREET #405 SAN FRANCISCO, CA 94107	N/A	PC	CHARITABLE	780,000.
LEVEL PLAYING FIELD INSTITUTE 2201 BROADWAY OAKLAND, CA 94612	N/A	PC	CHARITABLE	550,000.
FAB FOUNDATION 50 MILK STREET BOSTON, MA 02109	N/A	PC	CHARITABLE	400,000.
Total from continuation sheets				16,500,580.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PERKINS SCHOOL FOR THE BLIND 175 N BEACON STREET WATERTOWN, MA 02472	N/A	PC	CHARITABLE	584,000.
BENETECH 480 CALIFORNIA AVENUE #201 PALO ALTO, CA 94306	N/A	PC	CHARITABLE	320,142.
MIRACLEFEET 410 W MAIN STREET CARRBORO, NC 27510	N/A	PC	CHARITABLE	500,000.
DAN MARINO FOUNDATION 400 N ANDREWS AVENUE #300 FORT LAUDERDALE, FL 33301	N/A	PC	CHARITABLE	671,486.
UCP WHEELS FOR HUMANITY 12750 RAYMER STREET #4 NORTH HOLLYWOOD, CA 91605	N/A	PC	CHARITABLE	343,178.
THE CENTER FOR DISCOVERY 46890 RANCHO HIGUERA ROAD FREMONT, CA 94539	N/A	PC	CHARITABLE	542,500.
KHAN ACADEMY P.O. BOX 1630 MOUNTAIN VIEW, CA 94042	N/A	PC	CHARITABLE	1,000,000.
ROSES IN CONCRETE COMMUNITY SCHOOL 4551 STEELE STREET OAKLAND, CA 94619	N/A	PC	CHARITABLE	500,000.
INTERNATIONAL RESCUE COMMITTEE 1210 S. BASCOM AVENUE #227 SAN JOSE, CA 95128	N/A	PC	CHARITABLE	826,428.
DOCTORS WITHOUT BORDERS 33 7TH AVENUE NEW YORK, NY 10001	N/A	PC	CHARITABLE	735,824.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

Name of the organization

GOOGLE FOUNDATION

Employer identification number

20-1548253

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

GOOGLE FOUNDATION

20-1548253

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	GOOGLE INC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	\$ 40,000,000.	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.)
		\$	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.)
		\$	Person Payroll Noncash (Complete Part II for noncash contributions.)

Employer identification number

20-1548253

Part II

[illegible]

Name of organization	Employer identification number
GOOGLE FOUNDATION	20-1548253

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 info once) ▶ \$

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 990-PF	OTHER INCOME		STATEMENT 1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DVD SALES	55.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	55.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,740.	0.		36,935.
TO FORM 990-PF, PG 1, LN 16B	37,740.	0.		36,935.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	20,352.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,352.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	209,578.	107,962.		0.
PORTFOLIO DEDUCTIONS FROM K-1	0.	46,434.		0.
FILING FEES	310.	0.		310.
TO FORM 990-PF, PG 1, LN 23	209,888.	154,396.		310.

FOOTNOTES

STATEMENT 5

GOOGLE.ORG FUNDS A PORTION OF ITS GRANTS THROUGH GOOGLE FOUNDATION. FOR A COMPLETE LISTING OF GRANTS FUNDED BY GOOGLE.ORG, PLEASE SEE WWW.GOOGLE.ORG.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
INVESTMENT EXPENSE: UNREALIZED GAIN	3,802,001.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,802,001.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MISSIONPOINT	FMV	832,381.	832,381.
MIDDLE EAST VENTURE PARTNERSHIP	FMV	447,000.	447,000.
STATE STREET (SEE ATTACHMENT A)	FMV	127,853,388.	127,853,388.
TOTAL TO FORM 990-PF, PART II, LINE 13		129,132,769.	129,132,769.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LARRY PAGE 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
SERGEY BRIN 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
JACQUELLINE FULLER 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	PRESIDENT 1.00	0.	0.	0.
KRISTIN REINKE 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	TREASURER 1.00	0.	0.	0.
TONY ALTOBELLI 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	DIRECTOR 0.00	0.	0.	0.
ELLEN WEST 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Google Foundation
State Street Investments
Attachment A
FEIN: 20-1548253

Category	Investment	Symbol	Fair Value 12/31/2016
Equity			
	SSgA MSCI World Index Strategy	GFBQ	10,676,582
	ING Global Real Estate	GFBR	2,408,997
Broad Market Investment Grade Fixed Income			
	ishares iBoxx Investment Grade Corp Bond Fund	GFBH	14,555,397
	SSga Intermediate US Government Bond Index	GFBG	18,173,281
	Ssga US Mortgage Backed Index	GFBJ	25,223,972
Non-Investment Grade Fixed Income			
	MFS Emerging Market Bonds	GFBL	2,611,199
	T Rowe Price Institutional High Yield	GFBM	4,423,776
	Oppenheimer Senior Floating Rate Fund	GFBO	-
	Wellington Emerging Market Bonds	GFBP	4,882,704
	Symphony Floating Rate Senior Loan Fund	GFES	3,905,907
Short Duration Fixed Income			
	Ssga 1-3 year US treasury Index	GFBE	28,141,190
US Treasury Bills			
	SPDR Barclays Capital 1-3 month T-Bill	GFBD	12,850,383
Total			\$ 127,853,388

GOOGLE FOUNDATION
EIN: 20-1548253
ATTACHMENT TO 2016 FORM 990-PF

STATEMENT REQUIRED BY REG. §53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

(1) Grantee:

Name: Zooniverse, c/o The Chancellor, Masters, and Scholars of The University of Oxford
Address: University Offices, Wellington Square, Oxford OX1 2JD, United Kingdom

(2) Date Paid:

May 5th, 2016 (\$210,000) USD

(3) Total Paid:

\$1,790,371 by EOY 2016

(4) Purpose:

To build on the Zooniverse platform to support as diverse a range of citizen science projects as possible, including three main new capabilities: project creation via web-based tools, data reduction, and support of real-time computation.

(5) Amount of Grant Spent by Grantee:

£932,546.38 by December 31st 2016

(6) Diversion:

To the knowledge of the foundation, no part has been used for other than its intended purpose.

(7) Date of Report(s) Received from Grantee:

July 27, 2017

(8) Verification:

The Foundation did not undertake additional verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg. 53.4945-5(c)).