Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No. 1545-0047

2023

Open to Public Inspection

For calendar year 2023, or tax year beginning 01-01-2023 , and ending 12-31-2023

Name of foundation
MUSK FOUNDATION

A Employer identification number
85-2133087

Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 341886
Room/suite

B Telephone number (see instructions)
(737) 235-6956

City or town, state or province, country, and ZIP or foreign postal code
AUSTIN, TX 78734

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 .... ▶ ☐

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*) ▶$ 9,452,177,174

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) ____
(Part I, column (d) must be on cash basis.)

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	3	3		
	4	Dividends and interest from securities . . .	20,422,345	20,422,345		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	59,404			
	b	Gross sales price for all assets on line 6a 43,108,000				
	7	Capital gain net income (from Part IV, line 2) . . .		59,404		
	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)	9,901	741	0	
	12	**Total.** Add lines 1 through 11	20,491,653	20,482,493	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	23,660	0	0	23,660
	b	Accounting fees (attach schedule)	61,062	0	0	0
	c	Other professional fees (attach schedule)	300	0	0	300
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	400,000	0	0	0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	169,403	169,403	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	654,425	169,403	0	23,960
	25	Contributions, gifts, grants paid	236,621,463			236,621,463
	26	**Total expenses and disbursements.** Add lines 24 and 25	237,275,888	169,403	0	236,645,423
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-216,784,235			
	b	**Net investment income** (if negative, enter -0-)		20,313,090		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	335,918,090	214,474,669	214,474,669
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			
10a	Investments—U.S. and state government obligations (attach schedule)	100,098,453	116,181,403	118,289,685
b	Investments—corporate stock (attach schedule)	5,898,973	5,852,761	8,895,262,218
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)	208,800,779	199,644,201	224,150,602
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)	650,716,295	536,153,034	9,452,177,174
Liabilities 17	Accounts payable and accrued expenses			
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 ▶)			
23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here** ▶ ☐ **and complete lines 24, 25, 29 and 30.**			
24	Net assets without donor restrictions			
25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☑ **and complete lines 26 through 30.**			
26	Capital stock, trust principal, or current funds	0	0	
27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
28	Retained earnings, accumulated income, endowment, or other funds	650,716,295	536,153,034	
29	**Total net assets or fund balances** (see instructions)	650,716,295	536,153,034	
30	**Total liabilities and net assets/fund balances** (see instructions)	650,716,295	536,153,034	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	650,716,295
2	Enter amount from Part I, line 27a	2	-216,784,235
3	Other increases not included in line 2 (itemize) ▶	3	102,220,974
4	Add lines 1, 2, and 3	4	536,153,034
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 29.	6	536,153,034

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.)
1 a	PUBLICLY TRADED SECURITIES - ST COVERED			
b	PUBLICLY TRADED SECURITIES - ST NONCOVERED			
c	PUBLICLY TRADED SECURITIES - LT COVERED			
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	22,500,000		22,500,000	0
b	3,000,000		2,963,138	36,862
c	17,608,000		17,585,458	22,542
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col.(h))
	(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	
a				0
b				36,862
c				22,542
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	59,404
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	36,862

Part V 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	282,352
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) 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	0
3	Add lines 1 and 2		3	282,352
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	282,352
6	Credits/Payments:			
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a 536,181		
b	Exempt foreign organizations—tax withheld at source	6b 0		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d 0		
7	Total credits and payments. Add lines 6a through 6d		7	536,181
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached.		8	0
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	253,829
11	Enter the amount of line 10 to be: **Credited to 2024 estimated tax** ▶ 253,829	**Refunded** ▶	11	0

Part VI-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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition.	1b		No
	*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?	1c		No
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
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*	8b	Yes	
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 2023 or the taxable year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		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.	11		No
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	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW.MUSKFOUNDATION.ORG

14 The books are in care of ▶MUSK FOUNDATION Telephone no. ▶(737) 235-6956

Located at ▶PO BOX 341886 AUSTIN TX ZIP+4 ▶78734

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 |

			Yes	No
16	At any time during calendar year 2023, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

Part VI-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?	1a(1)		No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)		No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)		No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)		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)?	1a(5)		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.)	1a(6)		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	1b		
c Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
d 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 2023?	1d		No
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 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023?	2a		No
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a		No
b If "Yes," did it have excess business holdings in 2023 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 2023.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2023?	4b		No

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

		Line	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))?	5a(1)		No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	5a(2)		No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	5a(3)		No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	5a(4)	Yes	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	5a(5)		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		No
c	Organizations relying on a current notice regarding disaster assistance check ▶ ☐			
d	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?	5d	Yes	
	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?	6a		No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	7a		No
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year?	8		No

Part VII **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
ELON MUSK PO BOX 341886 AUSTIN, TX 78734	PRESIDENT & DIRECTOR 1.00	0	0	0
JARED BIRCHALL PO BOX 341886 AUSTIN, TX 78734	SECRETARY & TREASURER & DIRECTOR 1.00	0	0	0
MATILDA SIMON PO BOX 341886 AUSTIN, TX 78734	DIRECTOR 0.10	0	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 ▶ 0

Part VII **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
CATALYST FAMILY OFFICE LLC PO BOX 2708 MENLO PARK,CA 94026	ACCOUNTING	52,062

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part VIII-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	
2	
3	
4	

Part VIII-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	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 . . . . ▶	0

Part IX 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	8,337,548,318
b	Average of monthly cash balances	1b	278,140,156
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,615,688,474
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	8,615,688,474
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	129,235,327
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3	5	8,486,453,147
6	**Minimum investment return.** Enter 5% (0.05) of line 5	6	424,322,657

Part X 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 IX, line 6	1	424,322,657
2a	Tax on investment income for 2022 from Part V, line 5 — 2a: 282,352		
b	Income tax for 2022. (This does not include the tax from Part V.) — 2b:		
c	Add lines 2a and 2b	2c	282,352
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	424,040,305
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	424,040,305
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 XII, line 1	7	424,040,305

Part XI 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	236,645,423
b	Program-related investments—total from Part VIII-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 XII, line 4	4	236,645,423

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				424,040,305
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2022 only.			234,414,301	
b Total for prior years: 20 ___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2022:				
a From 2018.				
b From 2019.				
c From 2020.				
d From 2021.				
e From 2022.				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2023 from Part XI, line 4: ▶ $ 236,645,423				
a Applied to 2022, but not more than line 2a			234,414,301	
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 2023 distributable amount				2,231,122
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2023. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount —see instructions		0		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024				421,809,183
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 2018 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2024.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2019				
b Excess from 2020				
c Excess from 2021. . . .				
d Excess from 2022				
e Excess from 2023				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2023	**(b)** 2022	**(c)** 2021	**(d)** 2020	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test—enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part IX, 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(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part 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).)

ELON MUSK

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.

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:

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

c Any submission deadlines:

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

Part **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*				
AIR FORCE AID SOCIETY INC 1550 CRYSTAL DRIVE SUITE 809 ARLINGTON, VA 22202	N/A	PC	SUPPORT AIRMEN AND GUARDIANS	50,000
THE DEFINITY PROJECT INC 927 STOVALL BLVD NE ATLANTA, GA 30319	N/A	POF	SUPPORT EDUCATION INITIATIVES	255,000
BOSTON UNIVERSITY 595 COMMONWEALTH AVE STE 700 BOSTON, MA 02215	N/A	PC	SUPPORT UNIVERSITY OPERATIONS AND PROGRAMS	15,000
BROWNSVILLE INDEPENDENT SCHOOL DISTRICT 1900 E PRICE ROAD BROWNSVILLE, TX 78521	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	1,750,000
BROWNSVILLE WELLNESS COALITION ONE WEST UNIVERSITY DRIVE - UTSPH BROWNSVILLE, TX 78520	N/A	PC	SUPPORT CULTIVATION OF HEALTHY FOOD AND LIFESTYLES	125,000
TEJANO CENTER FOR COMMUNITY CONCERNS PARENT OF BROWNSVILLE RYSS ACADEMY 2255 N CORIA ST BROWNSVILLE, TX 78520	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	60,900
BASIS TEXAS CHARTER SCHOOLS INC 404 E RAMSEY SUITE 106 SAN ANTONIO, TX 78216	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	500,000
CHILDREN'S MUSEUM OF BROWNSVILLE PO BOX 3762 BROWNSVILLE, TX 78523	N/A	PC	SUPPORT CREATIVE LEARNING OPPORTUNITIES FOR CHILDREN	10,000
CODEORG 801 5TH AVE SUITE 2100 SEATTLE, WA 98104	N/A	PC	SUPPORT ACCESS TO AND PARTICIPATION IN COMPUTER SCIENCE IN SCHOOLS	2,000,000
FEEDING TEXAS 1524 SOUTH IH-35 SUITE 342 AUSTIN, TX 78704	N/A	PC	SUPPORT EFFORTS FOR A HUNGER-FREE TEXAS	500,000
FIDELITY CHARITABLE PO BOX 770001 CINCINNATI, OH 452770001	N/A	PC	FOR SUPPORT OF PUBLIC CHARITIES	25,000,000
FRIENDS OF SCIENCE EAST PO BOX 552 SHOREHAM, NY 11786	N/A	PC	SUPPORT SCIENCE EDUCATION	200,000
FRIENDS OF WESTMINSTER 1010 ABBOT KINNEY BLVD VENICE, CA 90291	N/A	PC	SUPPORT WESTMINSTER ELEMENTARY SCHOOL OPERATIONS AND PROGRAMS	75,000
GIVEDIRECTLY INC PO BOX 3221 NEW YORK, NY 10008	N/A	PC	SUPPORT FINANCIAL AID FOR FAMILIES LIVING IN POVERTY	2,200,000
HACK FOUNDATION	N/A	PC	SUPPORT CODING EDUCATION	4,000,000

8605 SANTA MONICA BLVD 86294 WEST HOLLYWOOD,CA 90069				
HARLINGEN CONSOLIDATED INDEPENDENT SCHOOL DISTRICT 407 N 77 SUNSHINE STRIP HARLINGEN,TX 78550	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	997,088
HARMONY PUBLIC SCHOOLS 9321 W SAM HOUSTON PKWY S HOUSTON,TX 77099	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	92,625
IDEA PUBLIC SCHOOLS 2115 W PIKE BOULEVARD WESLACO,TX 78596	N/A	PC	SUPPORT EDUCATION OF STUDENTS FROM UNDERSERVED COMMUNITIES	848,902
INTERNATIONAL FIRST COMMITTEE ASSOCIATION 340 COMMERCIAL STREET SUITE 401 MANCHESTER,NH 03101	N/A	PC	SUPPORT OLYMPICS-STYLE ROBOTICS COMPETITION	500,000
JUBILEE ACADEMIC CENTER INC 4434 ROLAND ROAD SAN ANTONIO,TX 78222	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	425,556
KHAN ACADEMY PO BOX 1630 MOUNTAIN VIEW,CA 94042	N/A	PC	SUPPORT COMPUTER SCIENCE WORK AND UNFINISHED LEARNING PROGRAMS	500,000
LIBERTAS INSTITUTE 2183 W MAIN ST SUITE A102 LEHI,UT 84043	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	100,000
LOS FRESNOS CONSOLIDATED INDEPENDENT SCHOOL DISTRICT 600 N MESQUITE ST LOS FRESNOS,TX 78566	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	2,215,110
MEDECINS SANS FRONTIERES 40 RECTOR STREET 16TH FLOOR NEW YORK,NY 10006	N/A	PC	SUPPORT HUMANITARIAN AND CONVENTIONAL AID RESPONSES	1,000,000
POINT ISABEL INDEPENDENT SCHOOL DISTRICT 101 PORT ROAD PORT ISABEL,TX 78578	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	100,000
RESPONSIVE EDUCATION SOLUTIONS PO BOX 292730 LEWISVILLE,TX 75029	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	21,000
RIO HONDO INDEPENDENT SCHOOL DISTRICT 215 WEST COLORADO STREET RIO HONDO,TX 78583	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	125,000
CATHOLIC DIOCESE OF BROWNSVILLE 1910 UNIVERSITY BLVD BROWNSVILLE,TX 78520	N/A	PC	SUPPORT GUADALUPE MIDDLE SCHOOL OPERATIONS AND PROGRAMS	11,000
SAN BENITO CONSOLIDATED INDEPENDENT SCHOOL DISTRICT 240 N CROCKETT ST SAN BENITO,TX 78586	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	388,438
SANTA MARIA INDEPENDENT SCHOOL DISTRICT 11119 MILITARY RD SANTA MARIA,TX 78592	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	34,000
THE ST BERNARD PROJECT INC	N/A	PC	SUPPORT DISASTER RELIEF	500,000

2645 TOULOUSE STREET NEW ORLEANS,LA 70119				
SOUTH TEXAS EDUCATIONAL TECHNOLOGIES INC 2402 E BUSINESS HWY 83 BLDG 100 WESLACO,TX 78596	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	61,128
SOUTH TEXAS INDEPENDENT SCHOOL DISTRICT 100 MED HIGH DRIVE MERCEDES,TX 78570	N/A	GOV	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	166,500
STEAMSPACE EDUCATION OUTREACH 6108 BULLARD DRIVE UNIT A AUSTIN,TX 78757	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	20,000
TEAM RUBICON 5230 PACIFIC CONCOURSE DRIVE STE 200 LOS ANGELES,CA 90045	N/A	PC	SUPPORT HUMANITARIAN AND CONVENTIONAL AID RESPONSES	100,000
THE FOUNDATION PO BOX 341886 AUSTIN,TX 78734	N/A	PC	TO SUPPORT SCHOOL OPERATIONS AND PROGRAMS	34,808,757
THE FOUNDATION - SEE ATTACHMENT A PO BOX 341886 AUSTIN,TX 78734	N/A	PC	TO SUPPORT SCHOOL OPERATIONS AND PROGRAMS	102,267,186
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY PARK CAMPUS 3551 TROUSDALE PARKWAY STE 160 LOS ANGELES,CA 90089	N/A	PC	SUPPORT UNIVERSITY OPERATIONS AND PROGRAMS	15,000
UNIVERSITY OF WASHINGTON PO BOX 359505 SEATTLE,WA 981959505	N/A	PC	SUPPORT UNIVERSITY OPERATIONS AND PROGRAMS	15,000
VALERE PUBLIC SCHOOLS 5800 E MARTIN LUTHER KING JR BLVD AUSTIN,TX 78721	N/A	PC	TO SUPPORT SCHOOL OPERATIONS AND PROGRAMS	18,273
WINDWARD SCHOOL 11350 PALMS BLVD LOS ANGELES,CA 90066	N/A	PC	SUPPORT SCHOOL OPERATIONS AND PROGRAMS	50,000
WORLD CENTRAL KITCHEN 200 MASSACHUSETTS AVE NW 7TH FLOOR WASHINGTON,DC 20001	N/A	PC	SUPPORT THE REFUGEE CRISIS IN AND AROUND UKRAINE	500,000
X PRIZE FOUNDATION INC 10736 JEFFERSON BLVD SUITE 406 CULVER CITY,CA 90230	N/A	PC	SUPPORT TECHNOLOGICAL DEVELOPMENT FOR CARBON REMOVAL	54,000,000
Total . . . . ▶ **3a**				236,621,463
b *Approved for future payment*				

Total				▶ 3b	0

Part XV-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	
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			14	3	
4 Dividends and interest from securities			14	20,422,345	
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			14	9,901	
8 Gain or (loss) from sales of assets other than inventory			18	59,404	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		20,491,653	0

13 **Total.** Add line 12, columns (b), (d), and (e). . . . 13 20,491,653

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

Part XV-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 XV-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVI 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) (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.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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.

(a) Line No.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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.

Signature of officer or trustee	Date: 2024-11-14	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	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
RONALD F GONG				P00191544
Firm's name ▶ CATALYST FAMILY OFFICE LLC				Firm's EIN ▶83-1356013
Firm's address ▶ 5113 SOUTHWEST PARKWAY SUITE 275 AUSTIN, TX 78735				Phone no. (325) 899-3143

Additional Data

Return to Form

Software ID:
Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	61,062	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
CAMERON COUNTY EDUCATION INITIATIVE INC	3140 RUBEN TORRES SR BLVD BROWNSVILLE, TX 78526	2022-09-15	210,000	SUPPORT THE PATIENT CARE TECHNICIAN CERTIFICATION PROGRAM	210,000	NONE	11/5/24		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
DRK-LANDESVERBAND WESTFALEN-LIPPE EV	SPERLICHSTRABE 25 MUNSTER 48151 GM	2022-01-03	1,129,700	SUPPORT HUMANITARIAN EFFORTS IN CONNECTION WITH DISASTER RELIEF	468,237	NONE	6/20/24		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE; THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.
THE DEFINITY PROJECT INC	927 STOVALL BLVD NE ATLANTA, GA 30319	2023-12-27	255,000	SUPPORT EDUCATION INITIATIVES	0	NONE			THE GRANT WAS ISSUED ON DECEMBER 27, 2023, PURSUANT TO A GRANT AGREEMENT REQUIRING ANNUAL REPORTS. THE GRANTEE HAS NOT PROVIDED A GRANT REPORT; HOWEVER, A GRANT REPORT IS EXPECTED FOR 2024.

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	5,852,761	8,895,262,218

TY 2023 IRS 990 e-File Render

Name:	MUSK FOUNDATION
EIN:	85-2133087
US Government Securities - End of Year Book Value:	116,181,403
US Government Securities - End of Year Fair Market Value:	118,289,685
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	199,553,476	224,059,877
ACCRUED INTEREST CARRYOVER	AT COST	90,725	90,725

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	23,660	0	0	23,660

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	169,403	169,403	0	0

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
INTERNAL REVENUE SERVICE - TAX REFUND	9,160	0	0
INTERNAL REVENUE SERVICE - INTEREST INCOME	741	741	0

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Description	Amount
UNREALIZED GAIN	102,220,974

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REGISTERED AGENT FEES	300	0	0	300

TY 2023 IRS 990 e-File Render

Name: MUSK FOUNDATION

EIN: 85-2133087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXTENSION PAYMENT (2022 PAID IN 2023)	400,000	0	0	0