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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation
THE MCGOVERN FOUNDATION INC

A Employer identification number
22-3021586

Number and street (or P O box number if mail is not delivered to street address)
2 LIBERTY SQUARE NO 500

Room/suite

B Telephone number (see instructions)
(617) 338-2590

City or town, state or province, country, and ZIP or foreign postal code
BOSTON, MA 02109

C If exemption application is pending, check here

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

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) \$ 1,213,426,888

J Accounting method

Cash

Accrual

Other (specify)

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

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)

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

217,846,127

5,366,580

15,406,668

56,418

56,418

238,675,793

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

375,000

78,167

62,442

817,656

400,000

33,897

1,797,481

18,280,500

20,077,981

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

218,597,812

20,287,634

0

300,000

52,282

67,377

375,071

0

29,555

46,562

870,847

10,080,500

10,951,347

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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	509,243,605	104,823,913	104,823,913		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ <u>87,920</u>					
		Less allowance for doubtful accounts ▶ _____	816,630	87,920	87,920		
	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		53,352	53,352		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	229,986,426	638,451,791	638,451,791		
	c	Investments—corporate bonds (attach schedule)	204,565,487	318,271,645	318,271,645		
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____				
		Less accumulated depreciation (attach schedule) ▶ _____					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)	0	151,738,267	151,738,267		
14		Land, buildings, and equipment basis ▶ _____					
		Less accumulated depreciation (attach schedule) ▶ _____					
15		Other assets (describe ▶ _____)	0	0	0		
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	944,612,148	1,213,426,888	1,213,426,888		
17		Accounts payable and accrued expenses	43,743	81,698			
18		Grants payable		8,200,000			
Net Assets or Fund Balances	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 ▶ _____)	72,417	768,062			
	23	Total liabilities (add lines 17 through 22)	116,160	9,049,760			
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
25	Temporarily restricted						
26	Permanently restricted						
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.							
27	Capital stock, trust principal, or current funds	0	0				
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0				
29	Retained earnings, accumulated income, endowment, or other funds	944,495,988	1,204,377,128				
30	Total net assets or fund balances (see instructions)	944,495,988	1,204,377,128				
31	Total liabilities and net assets/fund balances (see instructions) .	944,612,148	1,213,426,888				

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	944,495,988
2	Enter amount from Part I, line 27a	2	218,597,812
3	Other increases not included in line 2 (itemize) ▶ _____	3	41,283,328
4	Add lines 1, 2, and 3	4	1,204,377,128
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	1,204,377,128

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			
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			56,418
b			
c			
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			56,418
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	56,418
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year, see 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))
2016	217,306,826	374,829,241	0.579749
2015	1,197,160	1,360,793	0.879752
2014	9,729,497	1,259,337	7.725888
2013	409	424	0.964623
2012	336	778	0.431877

2 Total of line 1, column (d)	2	10.581889
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	2.116378
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,096,796,675
5 Multiply line 4 by line 3	5	2,321,236,353
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	202,876
7 Add lines 5 and 6	7	2,321,439,229
8 Enter qualifying distributions from Part XII, line 4	8	10,951,347

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	405,753
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	405,753
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	405,753
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	400,001
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	650,001
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	244,248
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 244,248 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
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? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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? Website address N/A	13	Yes	
14	The books are in care of GMA FOUNDATIONS INC Telephone no (617) 391-3089			

Located at **2 LIBERTY SQUARE SUITE 500 BOSTON MA** ZIP+4 **02109**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b			No
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? <input type="checkbox"/> 1c			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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 2017? 4b			No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

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
NORTHERN TRUST	INVESTMENT CUSTODY FEES	364,868
50 SOUTH LASALLE STREET CHICAGO, IL 60603		
THE PHILANTHROPIC INITIATIVE	CONSULTING	298,466
75 ARLINGTON STREET 10TH FLOOR BOSTON, MA 02116		
K&L GATES	LEGAL SERVICES	63,173
1601 K STREET NW WASHINGTON, DC 200061600		
ERIC B UPIN	INVESTMENT CONSULTING	50,000
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109		
GEORGE U SAUTER	INVESTMENT CONSULTING	50,000
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109		

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

0

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 NOT APPLICABLE	0
2	
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 NOT APPLICABLE	0
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0

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	746,720,321
b	Average of monthly cash balances.	1b	291,914,164
c	Fair market value of all other assets (see instructions).	1c	74,864,677
d	Total (add lines 1a, b, and c).	1d	1,113,499,162
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	1,113,499,162
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	16,702,487
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,096,796,675
6	Minimum investment return. Enter 5% of line 5.	6	54,839,834

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	54,839,834
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	405,753
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	405,753
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	54,434,081
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	54,434,081
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	54,434,081

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	10,951,347
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	10,951,347
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	10,951,347

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				54,434,081
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 297				
b From 2013. 388				
c From 2014. 9,666,542				
d From 2015. 1,129,120				
e From 2016. 198,637,762				
f Total of lines 3a through e.	209,434,109			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>10,951,347</u>				
a Applied to 2016, 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 2017 distributable amount.				10,951,347
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	43,482,734			43,482,734
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	165,951,375			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	165,951,375			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016. 165,951,375				
e Excess from 2017.				

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

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

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))

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

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- 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 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	10,080,500
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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	
Enter gross amounts unless otherwise indicated				
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	5,366,580	
4 Dividends and interest from securities. . . .				
		14	15,406,668	
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	56,418	
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		20,829,666	0
13 Total. Add line 12, columns (b), (d), and (e).				
		13	20,829,666	20,829,666

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

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?		Yes	No
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) 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

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.		
	*****	2019-05-15	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	SARAH REDDEN				P00898534
	Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772			
	Firm's address ► 50 SOUTH SIXTH STREET MINNEAPOLIS, MN 55402	Phone no (612) 397-4000			

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ELIZABETH S MCGOVERN	TRUSTEE/PRESIDENT/CLERK- THRU 8/29/17 20 00	100,000	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
LAURETTE M VERBINSKI	TRUSTEE/VICE PRESIDENT 20 00	75,000	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
PATRICK J MCGOVERN III	TRUSTEE/TREASURER 20 00	100,000	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
SUZANNE DIBIANCA	TRUSTEE 20 00	50,000	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				
VILAS DHAR	TRUSTEE/CLERK-AS OF 8/29/17 20 00	50,000	0	0
2 LIBERTY SQUARE SUITE 500 BOSTON, MA 02109				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALL HANDS AND HEARTS - SMART RESPONSE 6 COUNTY ROAD SUITE 6 MATTAPOISETT, MA 02739		PC	EDTECH FOR SCHOOL RECONSTRUCTION PILOT PROJECT	250,000
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866		PC	COGNITIVE DIVERSITY PRESIDENTIAL FELLOW	75,000
CODE FOR AMERICA LABS INC 155 9TH STREET SAN FRANCISCO, CA 94103		PC	FOR EXPANDING THE CLIENTCOMM PROGRAM	200,000
Total ► 3a				10,080,500


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
COMPUTER HISTORY MUSEUM 1401 NORTH SHORELINE BLVD MOUNTAIN VIEW, CA 94043		PC	EXPONENTIAL CENTERS EDUCATION INITIATIVE AT THE COMPUTER HISTORY MUSEUM	100,000
CRISIS TEXT LINE 24 WEST 25TH STREET NEW YORK, NY 11238		PC	IMPLEMENTATION OF A CLOUD- BASED MACHINE LEARNING PLATFORM	200,000
ENOVANTPO BOX 8176 NEWPORT BEACH, CA 92658		PC	GENERAL OPERATING SUPPORT LAUNCH OF SAFE SANDBOX	100,000
Total ▶ 3a				10,080,500


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FIDELITY INVESTMENTS CHARITABLE GIFT FUND FIDELITY CHARITABLE 200 SEAPORT BLVD BOSTON, MA 02210		PC	TO SUPPORT THE CHARITABLE MISSIONS AND ACTIVITIES OF PUBLIC CHARITIES	2,300,000
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET SUITE 111 PHILADELPHIA, PA 19103		PC	GENERAL OPERATING SUPPORT	100,000
HIMALAYAN CATARACT PROJECT INC PO BOX 55 WATERBURY, VT 05676		PC	THE DEVELOPMENT OF A DATA STANDARD FOR GLOBAL CATARACT SURGERY SERVICES	250,000
Total ▶ 3a				10,080,500

Form 990PF Part XV Line 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				
IRIDESCENT532 WEST 22ND STREET LOS ANGELES, CA 90007		PC	CURIOSITY MACHINE AL FAMILY CHALLENGE	200,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139		PC	GENERAL OPERATING SUPPORT	2,000,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139		PC	MARTIN TRUST CENTER FOR MIT ENTREPRENEURSHIP	5,500
Total 3a				10,080,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 TECHNOLOGY SQUARE CAMBRIDGE, MA 02139		PC	PRIZE FOR ARTIFICIAL INTELLIGENCE	230,000
NETHOPE INC 10615 JUDICIAL DRIVE 402 FAIRFAX, VA 22030		PC	HURRICANE RELIEF EFFORTS IN PUERTO RICO	100,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW WASHINGTON, DC 20036		PC	CAPACITY BUILDING SUPPORT TECHNOLOGY AND DATA STRATEGY	250,000
Total ► 3a				10,080,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
OPEN IMAGERY NETWORK INC 740 15TH STREET NW WASHINGTON, DC 20005		PC	MACHINE LEARNING IMAGE LIBRARY OF AFRICAN CROPS	100,000
PATH 2201 WESTLAKE AVENUE SUITE 200 SEATTLE, WA 98121		PC	THE AFRICAN ALLIANCE FOR DIGITAL HEALTH NETWORKS	200,000
REBOOT INC110 EAST 59TH STREET NEW YORK, NY 10022		PC	CAPACITY BUILDING SUPPORT	100,000
Total ▶ 3a				10,080,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
REFUGEPOINT 689 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139		PC	REFUGEE SELF-RELIANCE INITIATIVE	250,000
SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105		PC	TO SUPPORT THE CHARITABLE MISSIONS AND ACTIVITIES OF PUBLIC CHARITIES	1,100,000
SIERRA CLUB FOUNDATION 2101 WEBSTER STREET SUITE 1250 OAKLAND, CA 94612		PC	NATIONAL RESISTANCE CAMPAIGN DIGITAL STRATEGIES TEAM SUPPORT THROUGH PROGRAM STAFFING	120,000
Total 				10,080,500
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOUTHERN POVERTY LAW CENTER INC 400 WASHINTGON AVENUE MONTGOMERY, AL 36104		PC	TEACHING TOLERANCE'S DIGITAL LITERACY INITIATIVE	250,000
THE ASPEN INSTITUTE INC 2300 N STREET NW WASHINGTON, DC 20036		PC	ROUNDTABLE ON ARTIFICIAL INTELLIGENCE	450,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET 10TH FLOOR BOSTON, MA 02109		PC	TO SUPPORT WILTON PARK	25,000
Total 				10,080,500
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE GLOBAL DEVELOPMENT INCUBATOR INC 1401 K STREET NW WASHINGTON, DC 20005		PC	WEBSITE AND TECHNOLOGY PLATFORM	100,000
THE PARTNERSHIP ON AI TO BENEFIT PEOPLE 215 2ND STREET SUITE 200 SAN FRANCISCO, CA 94105		PC	GENERAL OPERATING SUPPORT	100,000
THE UCLA FOUNDATION 2043 MOORE HALL BOX 951521 LOS ANGELES, CA 90095		PC	DR MARYANN WOLF AS A VISITING PROFESSOR AT UCLA FUND	50,000
Total ▶ 3a				10,080,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THORN 200 PARK AVENUE SOUTH 8TH FLOOR NEW YORK, NY 10003		PC	CAPACITY BUILDING SUPPORT - BUILDING TECHNICAL TOOLS	150,000
UNIVERSITY CALIFORNIA SAN FRANCISCO 220 MONTGOMERY STREET FIFTH FLOOR SAN FRANISCO, CA 94104		PC	LAUNCH OF NEUROSCAPE DYSLEXIA PROGRAM	225,000
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 110 CALVIN LAB MS 2190 BERKELEY, CA 94720		PC	THEORY OF COMPUTING 2018-19 PROGRAMS SUPPORT	250,000
Total ▶ 3a				10,080,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WGBH EDUCATIONAL FOUNDATION ONE GUEST STREET BOSTON, MA 02135		PC	AI FOR SOCIAL GOOD PUBLISHING DELIVERABLES	100,000
WGBH EDUCATIONAL FOUNDATION ONE GUEST STREET BOSTON, MA 02135		PC	CAPACITY BUILDING SUPPORT - DIGITAL IMPACT	150,000
Total ▶ 3a				10,080,500

TY 2017 Accounting Fees Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	62,442	0	0	67,377

TY 2017 Investments Corporate Bonds Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NATIONAL AUSTRALIA BK LIMITED ACTING THR	4,498,155	4,498,155
TOT INTL BOND IX ADMIRAL	10,041,619	10,041,619
TOTAL BOND MKT INDEX INST	39,327,760	39,327,760
VANGUARD TOTAL BOND MARKET ETF	211,691,558	211,691,558
VANGUARD TOTAL INTL BOND INDEX ETF	52,712,553	52,712,553

TY 2017 Investments Corporate Stock Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TOT INTL STOCK IX INST	33,471,076	33,471,076
TOTAL STOCK MKT IDX INST	82,118,974	82,118,974
VANGUARD TOTAL INTL STOCK INDEX FUND ETF	159,712,843	159,712,843
VANGUARD TOTAL STOCK MARKET ETF	363,148,898	363,148,898

TY 2017 Investments - Other Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GENERAL PARTNERSHIP INTEREST IN FLYBRIDGE CAPITAL PARTNERS GP	FMV	7,472	7,472
IDG VENTURES INDIA FUND III, LLC	FMV	584,435	584,435
LIMITED PARTNERSHIP INTEREST IN ACCEL GROWTH FUND II STRATEGIC PARTNERS LP	FMV	113,416	113,416
LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2008 LLC	FMV	608,769	608,769
LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2009 LLC	FMV	347,644	347,644
LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2010 LLC	FMV	166,752	166,752
LIMITED PARTNERSHIP INTEREST IN ACCEL IX STRATEGIC PARTNERS LP	FMV	16,500	16,500
LIMITED PARTNERSHIP INTEREST IN ACCEL KEIRETSU VI, LP	FMV	16,963	16,963
LIMITED PARTNERSHIP INTEREST IN ACCEL XI STRATEGIC PARTNERS LP	FMV	52,866	52,866
LIMITED PARTNERSHIP INTEREST IN IDG CHINA MEDIA FUND ASSOCIATES L.P.	FMV	1,000,000	1,000,000
LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT III, LLC	FMV	5,700,000	5,700,000
LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT IV, LLC	FMV	17,200,000	17,200,000
LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT V, LLC	FMV	9,900,000	9,900,000
LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENTS, LLC	FMV	1,000,000	1,000,000
LIMITED PARTNERSHIP INTEREST IN IDG VENTURES VIETNAM, LLC	FMV	6,500,000	6,500,000
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA CAPITAL II INVESTORS L.P.	FMV	15,134,451	15,134,451
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA CAPITAL INVESTORS L.P.	FMV	10,296,972	10,296,972
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA GROWTH FUND ASSOCIATES L.P.	FMV	14,200,000	14,200,000
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA GROWTH FUND III ASSOCIATES L	FMV	29,974	29,974
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA III INVESTORS L.P.	FMV	14,169,004	14,169,004
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA INVESTORS II L.P.	FMV	54,036,046	54,036,046
LIMITED PARTNERSHIP INTEREST IN LONGWOOD FUND LP	FMV	195,613	195,613
SHARES OF EMERGENCE CAPITAL PARTNERS, LP	FMV	459,509	459,509
VSS COMMUNICATION PARTNERS IV, LP	FMV	1,881	1,881

TY 2017 Legal Fees Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	78,167	0	0	52,282

TY 2017 Other Assets Schedule

Name: THE MCGOVERN FOUNDATION INC

EIN: 22-3021586

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
	0		

TY 2017 Other Expenses Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	111	0	0	111
WEBSITE	10,920	0	0	10,880
INSURANCE LIABILITY, D & O	2,250	0	0	15,669
POSTAGE & SHIPPING	152	0	0	24
MEMBERSHIP AND DUES	3,100	0	0	3,100
CONFERENCE	10,182	0	0	8,702
FILING FEES	2,000	0	0	2,000
MISCELLANEOUS EXPENSE	5,182	0	0	6,076

TY 2017 Other Increases Schedule

Name: THE MCGOVERN FOUNDATION INC
EIN: 22-3021586

Description	Amount
UNREALIZED GAIN/LOSS	41,283,328

TY 2017 Other Liabilities Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	72,417	0
LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA CAPITAL II ASSOCIATES L.P.	0	768,062

TY 2017 Other Professional Fees Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	817,656	466,368	0	375,071

TY 2017 Taxes Schedule**Name:** THE MCGOVERN FOUNDATION INC**EIN:** 22-3021586

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	400,000	0	0	0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491135037499	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 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
					2017
Name of the organization THE MCGOVERN FOUNDATION INC				Employer identification number 22-3021586	

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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 33¹/₃% 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 990PF, 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 THE MCGOVERN FOUNDATION INC	Employer identification number 22-3021586
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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	PATRICK J MCGOVERN ESTATE 2 LIBERTY SQUARE NO 500 BOSTON, MA 02109	\$ 217,846,127	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE MCGOVERN FOUNDATION INC	Employer identification number 22-3021586
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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
—	See Additional Data Table	\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	

Name of organization THE MCGOVERN FOUNDATION INC	Employer identification number 22-3021586
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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
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<div></div> <div></div>	<div></div> <div></div>	<div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div>	

Additional Data

Software ID:
Software Version:
EIN: 22-3021586
Name: THE MCGOVERN FOUNDATION INC

Form 990 Schedule B, 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
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL IX STRATEGIC PARTNERS LP	<u>\$ 16,517</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL XI STRATEGIC PARTNERS LP	<u>\$ 49,807</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL GROWTH FUND II STRATEGIC PARTNERS LP	<u>\$ 99,167</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL KEIRETSU VI, LP	<u>\$ 19,243</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2008 LLC	<u>\$ 568,058</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2009 LLC	<u>\$ 328,033</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN ACCEL INVESTORS 2010 LLC	<u>\$ 216,934</u>	<u>2017-12-31</u>
<u>1</u>	GENERAL PARTNERSHIP INTEREST IN FLYBRIDGE CAPITAL PARTNERS GP	<u>\$ 7,472</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN LONGWOOD FUND LP	<u>\$ 640,143</u>	<u>2017-12-31</u>
<u>1</u>	SHARES OF EMERGENCE CAPITAL PARTNERS, LP	<u>\$ 1,029,575</u>	<u>2017-12-31</u>

Form 990 Schedule B, 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
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA INVESTORS II L P	<u>\$ 48,118,457</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA III INVESTORS L P	<u>\$ 11,451,375</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA CAPITAL INVESTORS L P	<u>\$ 8,010,093</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA CAPITAL II INVESTORS L P & ASSOCIATES L P	<u>\$ 12,158,245</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA GROWTH FUND ASSOCIATES L P	<u>\$ 14,200,000</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG-ACCEL CHINA GROWTH FUND III ASSOCIATES L P	<u>\$ 29,974</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENTS, LLC	<u>\$ 1,000,000</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT III, LLC	<u>\$ 5,700,000</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT IV, LLC	<u>\$ 17,200,000</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG TECHNOLOGY VENTURE INVESTMENT V, LLC	<u>\$ 9,900,000</u>	<u>2017-12-31</u>

Form 990 Schedule B, 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
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG CHINA MEDIA FUND ASSOCIATES L P	<u>\$ 1,000,000</u>	<u>2017-12-31</u>
<u>1</u>	LIMITED PARTNERSHIP INTEREST IN IDG VENTURES VIETNAM, LLC	<u>\$ 6,500,000</u>	<u>2017-12-31</u>