

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. 1545-0052

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019 , and ending 12-31-2019

Name of foundation PUSSYCAT FOUNDATION		A Employer identification number 27-3406311
Number and street (or P.O. box number if mail is not delivered to street address) 300 WEST 57TH ST NO 42FL	Room/suite	B Telephone number (see instructions) (212) 649-2045
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>140,301,487</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,077,652	1,077,652	1,077,652	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,442,082			
	b Gross sales price for all assets on line 6a	61,631,138			
	7 Capital gain net income (from Part IV, line 2)		2,442,082		
	8 Net short-term capital gain			142,268	
	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)	-128	-128	-128		
12 Total. Add lines 1 through 11	3,519,606	3,519,606	1,219,792		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	67,260	0	0	67,260
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	188	0	0	0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	739,959	386,220	386,220	303,739
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	50,170	0	0	5,145
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	4,533	0	0	0
	21 Travel, conferences, and meetings	30,162	0	0	30,162
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,676	0	0	4,490
	24 Total operating and administrative expenses. Add lines 13 through 23	896,948	386,220	386,220	410,796
	25 Contributions, gifts, grants paid	12,678,778			12,678,778
26 Total expenses and disbursements. Add lines 24 and 25	13,575,726	386,220	386,220	13,089,574	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-10,056,120				
b Net investment income (if negative, enter -0-)		3,133,386			
c Adjusted net income (if negative, enter -0-)			833,572		

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	1,407,990	612,280	612,280
	2 Savings and temporary cash investments	1,803,562	2,301,561	2,301,561
	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)			
	b Investments—corporate stock (attach schedule)	129,192,361	119,433,952	137,387,646
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	132,403,913	122,347,793	140,301,487	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	132,403,913	122,347,793	
29 Total net assets or fund balances (see instructions)	132,403,913	122,347,793		
30 Total liabilities and net assets/fund balances (see instructions) .	132,403,913	122,347,793		

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	132,403,913
2 Enter amount from Part I, line 27a		2	-10,056,120
3 Other increases not included in line 2 (itemize) ▶ _____		3	0
4 Add lines 1, 2, and 3		4	122,347,793
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	122,347,793

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		P		
b PUBLICLY TRADED SECURITIES		P		
c SHORT TERM CAPITAL GAIN THROUGH THE CARLYLE GROUP LP PASS THROUGH ENTITY		P		
d LONG TERM CAPITAL GAIN THROUGH THE CARLYLE GROUP LP PASS THROUGH ENTITY		P		
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 142,266			142,266	
b 61,488,858		59,189,056	2,299,802	
c 2			2	
d 12			12	
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			142,266	
b			2,299,802	
c			2	
d			12	
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	2,442,082
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			{ }	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation 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))
2018	8,480,339	141,255,085	0.060036
2017	5,099,430	141,008,616	0.036164
2016	12,486,256	123,957,036	0.100731
2015	50,000	93,637,938	0.000534
2014	551,000	76,263,990	0.007225
2 Total of line 1, column (d)			2 0.204690
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.040938
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 131,067,289
5 Multiply line 4 by line 3			5 5,365,633
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,334
7 Add lines 5 and 6			7 5,396,967
8 Enter qualifying distributions from Part XII, line 4			8 13,089,574

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)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and credits/payments. Total amount owed is 0, and amount overpaid is 91,020.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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.
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?
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?

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
Table with 5 columns: (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

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."
Table with 5 columns: (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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SUSAN BALDRIDGE 300 WEST 57TH STREET NEW YORK, NY 10019	CONSULTING SERVICES	88,494
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 WOMEN AND LEADERSHIP:THE FOUNDATION'S MISSION THROUGH ITS SUPPORT OF THE BOLD WOMEN'S LEADERSHIP NETWORK, THE BOLD THEATER WOMEN'S LEADERSHIP CIRCLE,AND GLASSBREAKER FILMS, IS FOCUSED ON EMPOWERING WOMEN AND DEVELOPING LEADERSHIP AMONG WOMEN ACROSS A WIDE VARIETY OF INDUSTRIES AND CAREER PHASES. OUR PROGRAMS MAY PROVIDE FINANCIAL AID, EDUCATIONAL POSSIBILITIES, FELLOWSHIPS, AND CAREER DEVELOPMENT OPPORTUNITIES WITH FOUNDATION SUPPORT.	8,757,637
2 YOUTH AND EDUCATION:THE FOUNDATION'S MISSION THROUGH ITS SUPPORT OF THE VARIOUS BRIDGEUP PROGRAMS IS TO PROMOTE EDUCATIONAL AND EXTRACURRICULAR OPPORTUNITIES FOR LOW INCOME AND/OR UNDERSERVED YOUTH THROUGH GRANTS IN THE FIELDS OF COMPUTER SCIENCE, TECHNOLOGY, ACADEMICS, SPORTS, HEALTH AND WELLNESS, ENVIRONMENTAL CONSERVATION, AND THE ARTS. THESE IN AND OUT-OF-SCHOOL PROGRAMS ARE MEANT TO ENCOURAGE AND SUPPORT NEW ENDEAVORS WITH THE POTENTIAL FOR INNOVATIVE AND TRANSFORMATIVE PERSONAL DEVELOPMENT.	3,594,628
3 EMPOWERING INNOVATION:THE FOUNDATION'S MISSION THROUGH ITS FUNDING OF MAGIC GENIUS GRANTS AND OTHER TRANSFORMATIVE PROJECTS IS TO SUPPORT INDIVIDUALS WHO HAVE DEMONSTRATED A COMMITMENT TO SOLVING CHALLENGES ACROSS DIFFERENT FIELDS OR HAVE PROVEN TO BE LEADERS IN THEIR COMMUNITY. GRANT RECIPIENTS MUST USE THE FUNDS TO PURSUE AND BRING TO FRUITION THEIR BRILLIANT AND TRANSFORMATIVE IDEAS.	737,309
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	
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	132,166,240
b	Average of monthly cash balances.	1b	896,998
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	133,063,238
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	133,063,238
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,995,949
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	131,067,289
6	Minimum investment return. Enter 5% of line 5.	6	6,553,364

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	
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

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	13,089,574
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	13,089,574
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	31,334
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,058,240

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ _____				
a Applied to 2018, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2019 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				
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).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

Part XIV Private Operating Foundations (see instructions and Part VII-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 2019, enter the date of the ruling. 2010-03-16

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				(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	833,572	2,146,894	5,696,957	1,651,683	10,329,106
b 85% of line 2a	708,536	1,824,860	4,842,413	1,403,931	8,779,740
c Qualifying distributions from Part XII, line 4 for each year listed	13,089,574	8,540,216	5,099,430	12,541,791	39,271,011
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	13,089,574	8,540,216	5,099,430	12,541,791	39,271,011
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	140,301,487	127,007,676	151,314,347	138,263,998	556,887,508
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	4,368,909	4,708,503	4,700,287	4,131,901	17,909,600
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)	0	1,434,335	7,342	26,853,221	28,294,898
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income	3,519,719	6,791,659	30,228,301	6,201,391	46,741,070

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				12,678,778
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets, Net income from special events, Gross profit from sales of inventory, and Other revenue.

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

Table with 2 columns: Line No. and Explanatory text. The text column contains instructions: 'Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)'

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

Part XVII

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?

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash.

(2) Other assets.

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees.

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Table with 4 columns: (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 [x] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here [Signature line] [Date: 2020-11-10] [Title line] [Box: May the IRS discuss this return with the preparer shown below (see instr.) [x] Yes [] No]

Table for Preparer Information: Print/Type preparer's name (JEREMY STEINBERG), Preparer's Signature, Date, Check if self-employed, PTIN (P00084699), Firm's name (STEINBERG SHEBAIRO LLP), Firm's EIN (27-1433693), Firm's address (11 EAST 44TH ST STE 1602 NEW YORK, NY 100170052), Phone no. (212) 929-9696.

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>				
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 100245192	N/A	PC	BRIDGEUP: STEM GRANT - AIMS TO INCREASE THE NUMBER OF GIRLS AND WOMEN IN STEM FIELDS, FOCUSING ON THE INTERSECTION OF COMPUTER SCIENCE AND THE NATURAL SCIENCES.	1,121,916
STUDENT CONSERVATION ASSOCIATION 4245 NORTH FAIRFAX DRIVE SUITE 825 ARLINGTON, VA 22203	N/A	PC	BRIDGEUP: ENVIRONMENT GRANT - TO PROVIDE NEW YORK CITY HIGH SCHOOL YOUTH WITH THE OPPORTUNITY TO LEARN ABOUT ENVIRONMENTAL CONSERVATION, GAIN PROFESSIONAL EXPERIENCE DURING THE SUMMERS BETWEEN SCHOOL, AND DEVELOP OR STRENGTHEN THEIR SOFT-SKILL SETS TO CULTIVATE DIVERSE FUTURE CONSERVATION LEADERS.	315,623
CARDINAL HAYES HIGH SCHOOL 650 GRAND CONCOURSE BRONX, NY 10451	N/A	PC	BRIDGEUP + OUT GRANT - TO PROVIDE SUPPLEMENTARY SUPPORT AND RESOURCES; ACADEMIC AND SOCIAL SUPPORT TO NEW YORK CITY YOUTH THROUGHOUT THEIR HIGH SCHOOL CAREER AND BEYOND.	1,394,000
Total			▶ 3a	12,678,778

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Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHERN STAGE COMPANY 76 GATES STREET WHITE RIVER JUNCTION, VT 05001	N/A	PC	BRIDGE-UP: THEATER IN THE SCHOOLS GRANT - TO INCREASE THEATER ACCESS AND ARTS LEARNING RESOURCES FOR RURAL AND UNDER-SERVED YOUTH THROUGHOUT VERMONT AND NEW HAMPSHIRE.	285,000
NORTHERN STAGE COMPANY 76 GATES STREET WHITE RIVER JUNCTION, VT 05001	N/A	PC	BRIDGEUP: BOOTCAMP GRANT - TO PROVIDE COLLEGE PREPARATION AND MUSICAL THEATER TRAINING TO YOUTH TO ENABLE THEM TO APPLY TO AND ATTEND COLLEGE AND THEATER PROGRAMS.	294,000
COLUMBIA UNIVERSITY 116TH ST BROADWAY NEW YORK, NY 10027	N/A	PC	DAVID AND HELEN GURLEY BROWN INSTITUTE GRANT - A BI-COASTAL COLLABORATIVE INITIATIVE BETWEEN COLUMBIA UNIVERSITY AND STANFORD UNIVERSITY TO ENCOURAGE AND SUPPORT NEW ENDEAVORS IN MEDIA INNOVATION. THE EAST COAST INSTITUTE IS ANCHORED IN THE GRADUATE SCHOOL OF JOURNALISM AT COLUMBIA UNIVERSITY WHERE THE FOCUS IS CONTENT.	525,000
Total ▶ 3a				12,678,778

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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>				
WILDLIFE CONSERVATION NETWORK 209 MISSISSIPPI ST SAN FRANCISCO, CA 94107	N/A	PC	GRANT TO SUPPORT THE ELEPHANT AND BEES PROJECT WHICH IS PART OF THE SAVE THE ELEPHANTS' HUMAN ELEPHANT COEXISTENCE PROGRAM BASED IN SAGALLA, KENYA.	175,000
JACQUELINE FLORES 300 WEST 57TH STREET-42ND FL NEW YORK, NY 10019	N/A	I	MAGIC GRANT - TO DEVELOP NEW INNOVATIVE AND TRANSFORMATIVE IDEAS FOR FUTURE FOUNDATION PROGRAMMING AND INITIATIVES.	25,039
WB PRODUCTION LLCPO BOX 272 NEW YORK, NY 10150	N/A	I	GLASSBREAKER FILMS GRANT - TO FUND AND SUPPORT WOMEN TO BE LEADERS IN NONFICTION FILMMAKING THAT TELL GREAT STORIES AND INSPIRE AUDIENCES.	50,000
Total ▶ 3a				12,678,778

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Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 NUTWOOD AVE SUITE 830 FULLERTON, CA 92831	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO EXTEND THE SALARY OF THE BOLD DIRECTOR FOR THE BOLD SCHOLARS NETWORK PROGRAM AT CALIFORNIA STATE UNIVERSITY-FULLERTON, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	25,000
MIDDLEBURY COLLEGE 14 OLD CHAPEL ROAD MIDDLEBURY, VT 05753	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT MIDDLEBURY COLLEGE, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
MIDDLEBURY COLLEGE 14 OLD CHAPEL ROAD MIDDLEBURY, VT 05753	N/A	PC	"BOLD COLLEGE MAGIC GRANT" - GRANT TO BOLD SCHOLARS PROGRAM TO PROVIDE ACADEMIC SUPPORT AT THE TULIPDALE PUBLIC SCHOOL IN INDIA IN JANUARY OF 2020	17,460
Total ▶ 3a				12,678,778

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Name and address (home or business)				
a <i>Paid during the year</i>				
RUTGERS UNIVERSITY-NEWARK CAMPUS 195 UNIVERSITY AVE NEWARK, NJ 07102	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT RUTGERS UNIVERISTY-NEWARK CAMPUS, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
ITHACA COLLEGE953 DANBY ROAD ITHACA, NY 14850	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT ITHACA COLLEGE, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
ITHACA COLLEGE953 DANBY ROAD ITHACA, NY 14850	N/A	PC	BOLD COLLEGE MAGIC GRANT (EMBOLDEN MAGIC GRANT) - TO FUND THE 2019-2020 MENTORSHIP PROGRAM BETWEEN ITHACA COLLEGE AND NEW ROOTS HIGH SCHOOL IN NEW YORK STATE.	23,240
Total ▶ 3a				12,678,778

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Name and address (home or business)				
a <i>Paid during the year</i>				
NORTHERN STAGE COMPANY 76 GATES STREET WHITE RIVER JUNCTION, VT 05001	N/A	PC	BOLD THEATER WOMEN'S LEADERSHIP CIRCLE GRANT - TO CREATE A NETWORK OF WOMEN ARTISTIC DIRECTORS IN THEATER LEADERSHIP WHO IN TURN WILL SUPPORT WOMEN WRITERS, DIRECTORS, DESIGNERS, AND THE DEVELOPMENT OF NEW PIECES OF MUSICAL THEATER.	1,350,000
UNIVERSITY OF CONNECTICUT 1 UNIVERSITY PLACE STAMFORD, CT 06901	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT UNIVERSITY OF CONNECTICUT, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
COLLEGE OF SAINT ROSE 432 WESTERN AVE ALBANY, NY 12203	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT THE COLLEGE OF SAINT ROSE, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
Total ▶ 3a				12,678,778

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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>				
COLBY-SAWYER COLLEGE 541 MAIN ST NEW LONDON, NH 03257	N/A	PC	BOLD WOMEN'S LEADERSHIP NETWORK GRANT - TO ESTABLISH AND FUND THE BOLD SCHOLARS NETWORK PROGRAM AT COLBY-SAWYER COLLEGE, THE PURPOSE OF WHICH IS TO DEVELOP LEADERSHIP AND SUPPORT YOUNG WOMEN WITHIN HIGHER EDUCATION.	1,158,750
NORTHERN STAGE COMPANY 76 GATES STREET WHITE RIVER JUNCTION, VT 05001	N/A	PC	BOLD VENTURES GRANT - TO PROVIDE ARTISTS OUTSIDE THE BOLD CIRCLE WITH AN OPPORTUNITY TO DEVELOP NEW AND INNOVATIVE WORKS FOR THE THEATER.	125,000
Total ▶ 3a				12,678,778

TY 2019 Investments Corporate Stock Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANAGED ACCOUNT/BNY MELLON N.A. CUSTODY	119,433,952	137,387,646

TY 2019 Legal Fees Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	188	0	0	0

TY 2019 Other Expenses Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE-DISABILITY & WORKERS COMP	986	0	0	986
ADMINISTRATIVE EXPENSE	186	0	0	0
PROGRAM BOOKKEEPING EXPENSE	740	0	0	740
PROGRAM PAYROLL SERVICE FEES	1,664	0	0	1,664
MEALS AND ENTERTAINMENT	1,100	0	0	1,100

TY 2019 Other Income Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	7	7	7
MISC. INVESTMENT INCOME THROUGH THE CARLYLE GROUP LP PASS THROUGH ENTITY	-135	-135	-135

TY 2019 Other Professional Fees Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	386,220	386,220	386,220	0
PROGRAM CONSULTANTS	303,739	0	0	303,739
ADMINISTRATION CONSULTANTS	50,000	0	0	0

TY 2019 Taxes Schedule**Name:** PUSSYCAT FOUNDATION**EIN:** 27-3406311

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	45,000	0	0	0
DELAWARE FRANCHISE TAX	25	0	0	0
PAYROLL TAXES	5,145	0	0	5,145