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Form 990-PF

C&E 927

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

For calendar year 2017 or tax year beginning 2017, and ending 20

Name of foundation: ALCOA FOUNDATION. A Employer identification number: 36-4831759

Number and street (or P O box number if mail is not delivered to street address): 201 ISABELLA STREET. Room/suite: . B Telephone number (see instructions): (412) 553-3279

City or town, state or province, country, and ZIP or foreign postal code: PITTSBURGH, PA 15212. C If exemption application is pending, check here: [] b

G Check all that apply: Initial return [], Final return [], Address change [], Initial return of a former public charity [], Amended return [], Name change []. D 1 Foreign organizations, check here: [] 2 Foreign organizations meeting the 85% test, check here and attach computation: []

H Check type of organization: [] Section 4947(a)(1) nonexempt charitable trust, [X] Section 501(c)(3) exempt private foundation, [] 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): \$ 128,467,206. J Accounting method: [] Cash, [] Accrual, [X] Other (specify) MODIFIED CASH. F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here: []

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total revenue: 11,425,203. Total expenses: 6,753,212. Net investment income: 10,099,466.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,532,181.	1,532,181.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 118,417.			
		Less allowance for doubtful accounts ▶		118,417.	118,417.
	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)		33,873,720.	33,873,720.
	b	Investments - corporate stock (attach schedule)		34,800,198.	34,800,198.
	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) ATCH 7		58,142,690.	58,142,690.	
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)		0.	128,467,206.	128,467,206.
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 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		128,467,206.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)		0.	128,467,206.	
31	Total liabilities and net assets/fund balances (see instructions)		0.	128,467,206.	

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 0.
2	Enter amount from Part I, line 27a	2 4,671,991.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3 124,613,002.
4	Add lines 1, 2, and 3	4 129,284,993.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5 817,787.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 128,467,206.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,575,191.
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	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e) Do not complete this part

1	(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	6,801,750.	131,801,943.	0.051606
	2015	7,164,664.	139,660,717.	0.051300
	2014	7,106,944.	141,730,475.	0.050144
	2013	7,073,142.	138,399,889.	0.051107
	2012	6,869,064.	135,366,630.	0.050744
2	Total of line 1, column (d)			0.254901
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			0.050980
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		120,767,858.	
5	Multiply line 4 by line 3.			6,156,745.
6	Enter 1% of net investment income (1% of Part I, line 27b).			100,995.
7	Add lines 5 and 6.			6,257,740.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			6,420,990.

3

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 calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 16,438.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, tax on political expenditures, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 regarding controlled entities, distributions, public inspection, books in care, and foreign interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 requirements such as disqualifying acts, taxes on failure to distribute income, and business enterprise interest.

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			Yes	No
(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 checked="" type="checkbox"/> Yes <input 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.	N/A	5b		X
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?	ATCH 14 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		169,714.

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

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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	122,529,180.
b	Average of monthly cash balances	1b	77,782.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	122,606,962.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	122,606,962.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,839,104.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	120,767,858.
6	Minimum investment return. Enter 5% of line 5	6	6,038,393.

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	6,038,393.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	100,995.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	100,995.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,937,398.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,937,398.
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	5,937,398.

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	6,420,990.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,420,990.
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	100,995.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,319,995.

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				5,937,398.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 15, 20 14, 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012 233,072.				
b From 2013 222,905.				
c From 2014 161,754.				
d From 2015 302,576.				
e From 2016 223,964.				
f Total of lines 3a through e	1,144,271.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 6,420,990.				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				5,937,398.
e Remaining amount distributed out of corpus.	483,592.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,627,863.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	233,072.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,394,791.			
10 Analysis of line 9				
a Excess from 2013 222,905.				
b Excess from 2014 161,754.				
c Excess from 2015 302,576.				
d Excess from 2016 223,964.				
e Excess from 2017 483,592.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e Qualifying distributions for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 ATTACHMENT 13				5,800,784.
Total ▶ 3a				5,800,784.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization
ALCOA FOUNDATION

Employer identification number
36-4831759

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization ALCOA FOUNDATION

Employer identification number
36-4831759

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	ALCOA CORPORATION 201 ISABELLA STREET PITTSBURGH, PA 15212-5858	\$ 200,508.	Person <input checked="" 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 ALCOA FOUNDATION

Employer identification number

36-4831759

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization ALCOA FOUNDATION

Employer identification number

36-4831759

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
163363701.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 154415747.					VAR 8,947,954.	VAR
9,942.		ADAMS STREET 2007 DIRECT FUND PROPERTY TYPE: OTHER				P	VAR 9,942.	VAR
11,406.		ADAMS STREET PRSHIP FUND - 2004 NON-U.S. PROPERTY TYPE: OTHER				D	VAR 11,406.	VAR
51,708.		ADAMS STREET PSHIP FUND - 2004 U.S. FUND PROPERTY TYPE: OTHER				D	VAR 51,708.	VAR
44,460.		ADAMS STREET PSHIP FUND - 2007 NON-U.S. PROPERTY TYPE: OTHER				D	VAR 44,460.	VAR
89,105.		ADAMS STREET PSHIP FUND - 2007 U.S. FUND PROPERTY TYPE: OTHER				D	VAR 89,105.	VAR
31,908.		BCP V-S LP PROPERTY TYPE: OTHER				D	VAR 31,908.	VAR
6,758.		BCP V-S PRIME LP PROPERTY TYPE: OTHER				D	VAR 6,758.	VAR
34,430.		BLACKSTONE CAP PARTNERS (CAYMAN II) VI PROPERTY TYPE: OTHER				D	VAR 34,430.	VAR
9,136.		BLACKSTONE CAP PARTNERS (CAYMAN III) V PROPERTY TYPE: OTHER				D	VAR 9,136.	VAR
-449.		BLACKSTONE CAPITAL PARTNERS (CAYMAN) V PROPERTY TYPE: OTHER				D	VAR -449.	VAR
15,452.		BLACKSTONE CAPITAL PARTNERS (CAYMAN) VI PROPERTY TYPE: OTHER				D	VAR 15,452.	VAR

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
-40,995.		BLACKSTONE CAPITAL PARTNERS (CAYMAN) VI PROPERTY TYPE: OTHER				D	VAR -40,995.	VAR
109,419.		BLACKSTONE CAPITAL PARTNERS V PROPERTY TYPE: OTHER				D	VAR 109,419.	VAR
14,110.		BLACKSTONE CAPITAL PARTNERS V PRIME PROPERTY TYPE: OTHER				D	VAR 14,110.	VAR
72,584.		BLACKSTONE CAPITAL PARTNERS VI PROPERTY TYPE: OTHER				D	VAR 72,584.	VAR
337.		BLACKSTONE CAPITAL PARTNERS VI-Q L.P PROPERTY TYPE: OTHER				D	VAR 337.	VAR
71.		BLACKSTONE RGIS CAPITAL PARTNERS V PROPERTY TYPE: OTHER				D	VAR 71.	VAR
8,574.		HARBOURVEST INTERNATIONAL PE III PROPERTY TYPE: OTHER				D	VAR 8,574.	VAR
129,046.		HARBOURVEST INTERNATIONAL PE V PROPERTY TYPE: OTHER				D	VAR 129,046.	VAR
105,937.		HARBOURVEST INTERNATIONAL PE VI PROPERTY TYPE: OTHER				D	VAR 105,937.	VAR
80,684.		KKR 2006 FUND (OVERSEAS) PROPERTY TYPE: OTHER				D	VAR 80,684.	VAR
23,025.		OCM EUROPEAN PRINCIPAL OPPTS FUND II PROPERTY TYPE: OTHER				D	VAR 23,025.	VAR
53,280.		PEG U.S. POOLED CORPORATE FINANCE INST. PROPERTY TYPE: OTHER				D	VAR 53,280.	VAR

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
- Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
-4,340.		POMONA CAPITAL VII PROPERTY TYPE: OTHER				D	VAR	VAR
						-4,340.		
54,565.		SEQUOIA CAPITAL GROWTH FUND III PROPERTY TYPE: OTHER				D	VAR	VAR
						54,565.		
2,087.		SEQUOIA CAPITAL INDIA GROWTH FUND I PROPERTY TYPE: OTHER				D	VAR	VAR
						2,087.		
23,473.		SEQUOIA CAPITAL INDIA GROWTH FUND II PROPERTY TYPE: OTHER				D	VAR	VAR
						23,473.		
4,685.		SEQUOIA CAPITAL ISRAEL III PROPERTY TYPE: OTHER				D	VAR	VAR
						4,685.		
-2,277.		SEQUOIA CAPITAL ISRAEL IV PROPERTY TYPE: OTHER				D	VAR	VAR
						-2,277.		
55,140.		SEQUOIA CAPITAL U.S. GROWTH FUND IV PROPERTY TYPE: OTHER				D	VAR	VAR
						55,140.		
-837.		WARBURG PINCUS (BERMUDA) PE IX PROPERTY TYPE: OTHER				P	VAR	VAR
						-837.		
119.		WARBURG PINCUS PRIVATE EQUITY IX PROPERTY TYPE: OTHER				D	VAR	VAR
						119.		
-365,306.		WESTERN ASSET US CORE BOND FUND PROPERTY TYPE: OTHER				D	VAR	VAR
						-365,306.		
TOTAL GAIN (LOSS)							<u>9,575,191.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		
PORTFOLIO INCOME K-1		79,188.
OTHER INCOME K-1		55,361.
CANCELLATION OF DEBT K-1		2,085.
ROYALTY INCOME K-1		533.
ORDINARY INCOME K-1		-20,994.
	26,737.	116,173.
TOTALS		

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	6,296.			6,296.
TOTALS	<u>6,296.</u>			<u>6,296.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION EY	10,619.	5,309.		5,310.
AUDIT/ACCOUNTING FEES	14,130.	7,065.		7,065.
TOTALS	<u>24,749.</u>	<u>12,374.</u>		<u>12,375.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ALCOA MANAGEMENT FEES	541,968.	54,197.	487,771.
INVESTMENT ADVISORY FEES	131,291.	131,291.	
MELLON CAP INVESTMENT MGMT FEE	149.	149.	
TOTALS	<u>673,408.</u>	<u>185,637.</u>	<u>487,771.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
EXCISE TAX	123,063.		
TAXES WITHHELD	8,183.	8,183.	
FOREIGN TAXES		3,716.	
STATE TAXES	15.		15.
TOTALS	<u>131,261.</u>	<u>11,899.</u>	<u>15.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANT MANAGEMENT	84,146.		84,146.
INVESTMENT EXPENSES	2,441.	2,441.	
RISK ANALYSIS	2,208.		2,208.
MISCELLANEOUS	26,410.		26,410.
PORTFOLIO DEDUCTIONS K-1		177,747.	
OTHER EXPENSES K-1		9,462.	
INTEREST EXPENSE K-1		6,820.	
ROYALTY DEPLETION K-1		11.	
TOTALS	<u>115,205.</u>	<u>196,481.</u>	<u>112,764.</u>

2017 FORM 990-PF

ALCOA FOUNDATION

36-4831759

ATTACHMENT 8FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TRANSFER FROM LEGACY ALCOA FOUNDATION	124,613,002.
TOTAL	<u>124,613,002.</u>

2017 FORM 990-PF

ALCOA FOUNDATION

36-4831759

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALZIED LOSS	817,787.
TOTAL	<u>817,787.</u>

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROSA GARCIA PINEIRO 201 ISABELLA STREET PITTSBURGH, PA 15212	PRESIDENT, DIRECTOR 22.00	0.	0.	0.
OTAVIO CARVALHEIRA 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.
NICOLE COUTU 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.
LEIGH ANN FISHER 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.
ED HEMMERSBACH 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.
MICHELLE O'NEILL 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.

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

ATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BILL OPLINGER 201 ISABELLA STREET PITTSBURGH, PA 15212	PRESIDENT, DIRECTOR 20.00	0.	0.	0.
MICHAEL PARKER 201 ISABELLA STREET PITTSBURGH, PA 15212	DIRECTOR 1.50	0.	0.	0.
CLAIRE MILLER 201 ISABELLA STREET PITTSBURGH, PA 15212	SECRETARY 2.00	0.	0.	0.
ALICE PAK TRUSCOTT 201 ISABELLA STREET PITTSBURGH, PA 15212	ASST SECRETARY, PROG MGR 35.00	0.	0.	0.
MEGAN SMITH 201 ISABELLA STREET PITTSBURGH, PA 15212	TREASURER 2.00	0.	0.	0.
KAYLA BRANCH 201 ISABELLA STREET PITTSBURGH, PA 15212	GRANTS ADMINISTRATOR 9.00	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

2017 FORM 990-PF

ALCOA FOUNDATION

36-4831759

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ALCOA CORPORATION 201 ISABELLA STREET PITTSBURGH, PA 15212	MANAGEMENT	65,243.
NGO SOURCE 435 BRANNAN ST, STE 100 SAN FRANCISCO, CA 94107	GRANT MANAGEMENT	51,710.
BRANDES INVESTMENT PARTNERS 36 LOWER BAGGOT STREET DUBLIN 2 IRELAND	INVESTMENT MGMT	52,761.
	TOTAL COMPENSATION	<u>169,714.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME			01	24,533.	
PARTNERSHIP EXPENSE			01	2,204.	
TOTALS				<u>26,737.</u>	