



EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

OMB No 1545-0052

Form 990-PF

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation: KING PHILANTHROPIES FKA THRIVE FOUNDATION FOR YOUTH INC. Employer identification number: 47-3706995. Telephone number: 650-600-5395. City: MENLO PARK, CA 94025. Accounting method: Other (specify) SEE STATEMENT B.

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 (13-27).

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**KING PHILANTHROPIES
FKA THRIVE FOUNDATION FOR YOUTH INC**

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		1.	1.	
	2 Savings and temporary cash investments	2,688,272.	966,388.	966,388.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	135,077.	198,742.	198,742.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 9	1,644,100.	2,342,100.	2,342,100.	
	c Investments - corporate bonds STMT 10	6,491,714.	4,235,658.	4,235,658.	
	11 Investments - land, buildings, and equipment basis ▶	97,995.			
Less: accumulated depreciation ▶	93,913.	14,956.	4,082.	4,082.	
12 Investments - mortgage loans					
13 Investments - other STMT 11	34,604,242.	40,411,254.	40,411,254.		
14 Land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶ STATEMENT 12)	6,500.	119,541.	119,541.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	45,584,861.	48,277,766.	48,277,766.		
Liabilities	17 Accounts payable and accrued expenses	29,093.	75,135.		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ STATEMENT 13)	15,800.	85,972.		
	23 Total liabilities (add lines 17 through 22)	44,893.	161,107.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	45,392,937.	45,392,937.		
	29 Retained earnings, accumulated income, endowment, or other funds	147,031.	2,723,722.		
30 Total net assets or fund balances	45,539,968.	48,116,659.			
31 Total liabilities and net assets/fund balances	45,584,861.	48,277,766.			

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	45,539,968.
2 Enter amount from Part I, line 27a	2	-2,507,653.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS)	3	5,084,344.
4 Add lines 1, 2, and 3	4	48,116,659.
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	48,116,659.

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Part IV. Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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)
1a				
b	SEE ATTACHED STATEMENTS			
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	11,018,462.	9,575,122.	1,443,340.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e			1,443,340.	
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	1,443,340.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	3,553,544.	44,074,312.	.080626
2015	4,740,833.	44,093,841.	.107517
2014	4,375,411.	39,153,514.	.111750
2013	4,504,134.	31,619,031.	.142450
2012	4,486,874.	26,512,632.	.169235
2	Total of line 1, column (d)		.611578
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		.122316
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5		37,390,713.
5	Multiply line 4 by line 3		4,573,482.
6	Enter 1% of net investment income (1% of Part I, line 27b)		14,734.
7	Add lines 5 and 6		4,588,216.
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		3,934,287.

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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	29,467.
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	29,467.
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	29,467.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	46,929.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments Add lines 6a through 6d	7	46,929.
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	17,462.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 17,462. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

		Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.KING.PHILANTHROPIES.ORG	X	
14	The books are in care of ► EDWARD DIENER Telephone no ► (650) 600-5392 Located at ► 1010 EL CAMINO REAL, NO. 250, MENLO PARK, CA ZIP+4 ► 94025		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
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 the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		X

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

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

		Yes	No
1a	During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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 Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/> N/A	1b	
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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? 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?	4a	X
		4b	X

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

5a During the year, did the foundation pay or incur any amount to		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 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	N/A	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?	N/A <input 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?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT E. KING 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	TRUSTEE 10.00	0.	0.	0.
DOROTHY J. KING 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	TRUSTEE 2.00	0.	0.	0.
WILLIAM MEEHAN 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	DIRECTOR 2.00	150,000.	0.	0.
KIM JONKER 1010 EL CAMINO REAL, SUITE 250 MENLO PARK, CA 94025	PRESIDENT AND 40.00	CEO, DIRECTOR 301,100.	9,770.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL SLIND - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	DIRECTOR OF COMMUNICATIONS 40.00	135,987.	0.	0.
ROSANN LOPEZ - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	OFFICE MANAGER & EA 40.00	113,772.	0.	0.
CHANTHI LUNE - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	DIRECTOR, FINANCE, INV. & ADMIN. 40.00	88,887.	48.	0.
SONAL GOYAL - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA 94205	RESEARCH ASSOCIATE 40.00	83,392.	9.	0.
DEVIN BRUCKNER - 1010 EL CAMINO REAL, SUITE 250, MENLO PARK, CA	DIRECTOR OF RESEARCH & SPECIAL PROJ 15.00	71,850.	0.	0.
Total number of other employees paid over \$50,000				6

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
C. CHEN CONSULTING 157 OCEAN AVENUE, SAN FRANCISCO, CA 94112	STRATEGIC PLANNING, ADVISING ON GRANTS	88,790.
THE KUGLER COMPANY LLC - 1100 GLENDON AVE, FLOOR 17, LOS ANGELES, CA 90024	EXECUTIVE COACHING	73,718.

Total number of others receiving over \$50,000 for professional services ▶ 2

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 GRANTEE MEETING AT STANFORD IN FEB 2017	
	3,150.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,414,158.
b	Average of monthly cash balances	1b	756,848.
c	Fair market value of all other assets	1c	34,789,109.
d	Total (add lines 1a, b, and c)	1d	37,960,115.
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	37,960,115.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	569,402.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,390,713.
6	Minimum investment return. Enter 5% of line 5	6	1,869,536.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1,869,536.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	29,467.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	2,605.
c	Add lines 2a and 2b	2c	32,072.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,837,464.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,837,464.
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	1,837,464.

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	3,934,287.
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	3,934,287.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,934,287.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,837,464.
2 Undistributed income if any as of the end of 2017				
a Enter amount for 2016 only			976,747.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012	3,309,790.			
b From 2013	3,101,664.			
c From 2014	2,575,489.			
d From 2015	2,666,891.			
e From 2016	722,144.			
f Total of lines 3a through e	12,375,978.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,934,287.				
a Applied to 2016, but not more than line 2a			976,747.	
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				1,837,464.
e Remaining amount distributed out of corpus	1,120,076.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,496,054.			
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 instr.			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	3,309,790.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	10,186,264.			
10 Analysis of line 9:				
a Excess from 2013	3,101,664.			
b Excess from 2014	2,575,489.			
c Excess from 2015	2,666,891.			
d Excess from 2016	722,144.			
e Excess from 2017	1,120,076.			

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 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 03/11/15
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part 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).)

NONE

- 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

NONE

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.

- 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

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FROM K-1 LEGACY VENTURES IV, LLC 180 LYTTON STREET PALO ALTO, CA 94301		NC	PASSTHROUGH CHARITABLE EXPENSE	7.
SEE STATEMENT A SEE STATEMENT A SEE STATEMENT A, CA 94025		PC	SEE STATEMENT A	1,923,250.
FROM K-1 REAL ESTATE PARTNERS II 9 WEST 57TH ST, FLOOR 43 NEW YORK, NY 10019		NC	PASSTHROUGH CHARITABLE EXPENSE	5.
Total			▶ 3a	1,923,262.
b Approved for future payment				
NONE				
Total			▶ 3b	0

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 FKA THRIVE FOUNDATION FOR YOUTH INC

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) (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			X
(2) Other assets			X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			
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
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

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

Sign Here Signature of officer or trustee: *Edward Jensen* Date: 11/8/18 Title: COO & GEN COUNSEL

May the IRS discuss this return with the preparer shown below? See instr. Yes No

Paid Preparer Use Only	Print/Type preparer's name JOSEPH A. DEGIROLAMO	Preparer's signature <i>Joseph A. Degirolamo</i>	Date 11/7/18	Check <input type="checkbox"/> if self-employed	PTIN P00731818
	Firm's name ► ANDERSEN TAX LLC			Firm's EIN ► 33-1197384	
	Firm's address ► 100 FIRST STREET, STE 1600 SAN FRANCISCO, CA 94105			Phone no (415) 764-2700	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a FROM K-1: LEGACY VENTURE VI (QP), LLC	P		
b FROM K-1: LEGACY VENTURE IV, LLC	P		
c FROM K-1: NORWOOD PARTNERS, L.P.	P		
d FROM K-1: RE PARTNERS II	P		
e FROM K-1: LEGACY VENTURE VI (QP), LLC	P		
f FROM K-1: LEGACY VENTURE IV, LLC	P		
g FROM K-1: NORWOOD PARTNERS, L.P.	P		
h FROM K-1: RE PARTNERS II	P		
i FROM K-1: RE PARTNERS II (SEC 1231 GAIN)	P		
j SEE STMT D-1	P		
k SEE STMT D-1	P		
l SEE STMT D-2	P		
m SEE STMT D-3	P		
n SEE STMT D-3	P		
o SEE STMT D-4	P		

(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 9,643.			9,643.
b		2,925.	-2,925.
c 96,037.			96,037.
d		18,101.	-18,101.
e 261,636.			261,636.
f 490,596.			490,596.
g		10,207.	-10,207.
h		51,269.	-51,269.
i 3,606.			3,606.
j 1,768,148.		1,813,075.	-44,927.
k 838,814.		744,956.	93,858.
l 1,750,000.		1,758,852.	-8,852.
m 1,689,641.		1,610,406.	79,235.
n 1,929,083.		1,645,456.	283,627.
o 283,774.		266,807.	16,967.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			9,643.
b			-2,925.
c			96,037.
d			-18,101.
e			261,636.
f			490,596.
g			-10,207.
h			-51,269.
i			3,606.
j			-44,927.
k			93,858.
l			-8,852.
m			79,235.
n			283,627.
o			16,967.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STMT D-4	P		
b SEE STMT D-5	P		
c SEE STMT D-5	P		
d SEE STMT D-6	P		
e MSSB- 1553 CAP GAIN DIST	P		
f FROM PFIC: TRG GROWTH PARTNERSHIP	P		
g FROM PFIC: STEPSTONE MASTERS IV OFFSHORE - EXCESS	P		
h			
i			
j			
k			
l			
m			
n			
o			

(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 385,745.		211,586.	174,159.
b 7,052.		6,776.	276.
c 810,959.		890,010.	-79,051.
d 550,000.		544,696.	5,304.
e 393.			393.
f 5,737.			5,737.
g 137,598.			137,598.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			174,159.
b			276.
c			-79,051.
d			5,304.
e			393.
f			5,737.
g			137,598.
h			
i			
j			
k			
l			
m			
n			
o			

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	1,443,340.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: LEGACY VENTURE IV, LLC	9,732.	9,732.	
FROM K-1: LEGACY VENTURE VI (QP), LLC	3,286.	3,286.	
FROM K-1: NORWOOD CAPITAL PARTNERS, L.P	3,226.	3,226.	
FROM K-1: REAL ESTATE PARTNERS II	737.	737.	
MSSB - 1444	161.	161.	
MSSB - 1484	4.	4.	
MSSB - 1486	1.	1.	
MSSB - 1547	193.	193.	
MSSB - 1548	23.	23.	
MSSB - 1549	26.	26.	
MSSB - 1552	41.	41.	
MSSB - 1553	10.	10.	
MSSB - 1554	18.	18.	
MSSB - 1556	16.	16.	
MSSB - 1577	3.	3.	
MSSB - 6575	8.	8.	
TOTAL TO PART I, LINE 3	17,485.	17,485.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: LEGACY VENTURE IV, LLC	8,895.	0.	8,895.	8,895.	
FROM K-1: LEGACY VENTURE VI (QP), LLC	1,192.	0.	1,192.	1,192.	
FROM K-1: NORWOOD PARTNERS, L.P.	11,249.	0.	11,249.	11,249.	
FROM K-1: REAL ESTATE PARTNERS II	2,922.	0.	2,922.	2,922.	
MSSB - 1444	4,706.	0.	4,706.	4,706.	
MSSB - 1547	112,858.	0.	112,858.	112,858.	
MSSB - 1548	104,245.	0.	104,245.	104,245.	
MSSB - 1549	49,496.	0.	49,496.	49,496.	
MSSB - 1552	23,803.	0.	23,803.	23,803.	

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MSSB - 1553	11,361.	0.	11,361.	11,361.
MSSB - 1554	65,992.	0.	65,992.	65,992.
MSSB - 1556	45,494.	0.	45,494.	45,494.
MSSB - 1557	15,378.	0.	15,378.	15,378.
MSSB - 4843	117.	0.	117.	117.
MSSB - 6575	13,078.	0.	13,078.	13,078.
TO PART I, LINE 4	470,786.	0.	470,786.	470,786.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MSSB - 1553	33,689.	33,689.	
FROM K-1: NORWOOD PARTNERS, L.P.	3,057.	3,057.	
FROM K-1: LEGACY VENTURE VI (QP), LLC UBTI	-72.	0.	
FROM K-1: LEGACY VENTURE IV, LLC UBTI	15,677.	0.	
FROM K-1: LEGACY VENTURE VI, LLC	82.	82.	
FROM K-1: LEGACY VENTURE IV, LLC	3,924.	3,924.	
FROM K-1: REAL ESTATE PARTNERS II	-2,139.	-2,139.	
FROM K-1: REAL ESTATE PARTNERS II (RENTAL INCOME)	-632.	-632.	
FROM K-1: RE PARTNERS II UBTI	2,763.	0.	
SEC 965 GROSS INCOME	47,845.	47,845.	
TOTAL TO FORM 990-PF, PART I, LINE 11	104,194.	85,826.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	46,492.	0.		46,492.
TO FM 990-PF, PG 1, LN 16A	46,492.	0.		46,492.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	43,000.	0.		21,500.	
FINANCIAL AUDIT	6,500.	0.		3,250.	
TO FORM 990-PF, PG 1, LN 16B	49,500.	0.		24,750.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	198,081.	0.		198,081.	
OTHER PROFESSIONAL SERVICES	170,189.	0.		170,189.	
INVESTMENT MANAGEMENT FEES	207,088.	207,088.		0.	
TO FORM 990-PF, PG 1, LN 16C	575,358.	207,088.		368,270.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	39,010.	39,010.		0.	
FEDERAL TAXES	29,467.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	68,477.	39,010.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	10,523.	0.		10,523.
COMPUTER AND INFORMATION TECHNOLOGY	22,626.	0.		22,626.
OFFICE EXPENSES	34,277.	0.		34,277.
TRAVEL AND MEETINGS	31,547.	0.		31,547.
OTHER PORTFOLIO DEDUCTIONS	297,983.	297,983.		0.
BOOKS AND SUBSCRIPTIONS	1,280.	0.		1,280.
MISCELLANEOUS / FILING FEE	675.	0.		675.
BANK FEES	9.	0.		9.
BOOK RELATED EXPENDITURES	121,910.	0.		121,910.
PROFESSIONAL DEVELOPMENT	14,236.	0.		14,236.
MEMBERSHIPS	1,498.	0.		1,498.
TO FORM 990-PF, PG 1, LN 23	536,564.	297,983.		238,581.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
COMMON STOCKS - MS BAIDU ACCOUNT	2,342,100.	2,342,100.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,342,100.	2,342,100.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WELLS FARGO STHY BONDS	2,520,924.	2,520,924.	
TEMPETON GLOBAL BONDS	1,714,734.	1,714,734.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,235,658.	4,235,658.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POLEN CAPITAL - LARGE CAP GROWTH	FMV	3,439,612.	3,439,612.
MASTERS IV OFFSHORE	FMV	364,234.	364,234.
SNOW CAPITAL - ALL CAP VALUE	FMV	3,634,787.	3,634,787.
INVESCO INTERNATIONAL ADR	FMV	5,414,419.	5,414,419.
ABS GLOBAL OFFSHORE SPC	FMV	3,421,654.	3,421,654.
TRG INTERNATIONAL GROWTH II	FMV	405,734.	405,734.
CITIGROUP REAL ESTATE PARTNERS II	FMV	305,624.	305,624.
JAPAN INDEX FUND	FMV	2,324,731.	2,324,731.
OPPENHIEMER EMERGING MARKETS COMMODITIES	FMV	2,299,571.	2,299,571.
NORWOOD PARTNERS	FMV	1,344,245.	1,344,245.
LEGACY VENTURE IV, LLC	FMV	4,263,353.	4,263,353.
LEGACY VENTURE VI, LLC	FMV	4,936,172.	4,936,172.
ISHARES GLOBAL FINANCIALS ETF (IXG)	FMV	6,898,609.	6,898,609.
		1,358,509.	1,358,509.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,411,254.	40,411,254.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	6,500.	6,500.	6,500.
OTHER RECEIVABLES	0.	113,041.	113,041.
TO FORM 990-PF, PART II, LINE 15	6,500.	119,541.	119,541.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS	241.	13,592.
OTHER CURRENT LIABILITIES	15,559.	72,380.
TOTAL TO FORM 990-PF, PART II, LINE 22	15,800.	85,972.