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 OMB No 1545-0052
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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter social security numbers on this form as it may be made public.

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

2016
 Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation
BEZOS FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
 1700 7TH AVENUE SUITE 116 #149

City or town, state or province, country, and ZIP or foreign postal code
 SEATTLE, WA 98101

A Employer identification number
 91-2073258

B Telephone number (see instructions)
 (206) 275-2048

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization:
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) Accounting method Cash Accrual
 16) \$ 45,783,685. (Part I, column (d) must be on cash basis)
 Other (specify)

30

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		20,123,375.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		1,310.	1,310.		ATCH 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,207,116.			
b Gross sales price for all assets on line 6a		9,944,224.			
7 Capital gain net income (from Part IV, line 2)			9,944,039.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		21,411,801.	9,945,349.		
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		293,729.			293,729.
b Accounting fees (attach schedule) ATCH 1		7,500.			
c Other professional fees (attach schedule) ATCH 1		419,572.			419,572.
17 Interest					
18 Taxes (attach schedule) (see instructions) (3)		220,025.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		9,283.			9,283.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		6,003,987.			6,003,362.
24 Total operating and administrative expenses. Add lines 13 through 23.		6,954,096.			6,725,946.
25 Contributions, gifts, grants paid		23,480,257.			23,480,257.
26 Total expenses and disbursements. Add lines 24 and 25		30,434,353.	0.	0.	30,206,203.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-9,022,552.			
b Net investment income (if negative, enter -0-)			9,945,349.		
c Adjusted net income (if negative, enter -0-)					

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 IRS
 OGDEN, UT

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				
	2	Savings and temporary cash investments	6,210,805.	2,108,154.	2,108,154.	
	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) ATCH 7	47,913,166.	43,306,521.	43,306,521.	
	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 ▶ ATCH 8)		369,010.	369,010.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	54,123,971.	45,783,685.	45,783,685.		
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"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	54,123,971.	45,783,685.		
30	Total net assets or fund balances (see instructions)	54,123,971.	45,783,685.			
31	Total liabilities and net assets/fund balances (see instructions)	54,123,971.	45,783,685.			

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	54,123,971.
2	Enter amount from Part I, line 27a	2	-9,022,552.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	682,266.
4	Add lines 1, 2, and 3	4	45,783,685.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,783,685.

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 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						(i) 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						
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	9,944,039.	
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 does not 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))
2015	24,768,005.	34,265,656.	0.722823
2014	27,697,479.	29,706,048.	0.932385
2013	20,879,756.	29,625,931.	0.704780
2012	15,374,767.	35,921,361.	0.428012
2011	11,967,713.	43,601,362.	0.274480
2	Total of line 1, column (d)		2 3.062480
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.		3 0.612496
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 46,650,876.
5	Multiply line 4 by line 3.		5 28,573,475.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 99,453.
7	Add lines 5 and 6.		7 28,672,928.
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		8 30,206,203.

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-rows 6a-6d for credits and payments. Total tax due is 191,957.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BEZOSFAMILYFOUNDATION.ORG
14 The books are in care of Telephone no Located at 1700 7TH AVENUE SUITE 116, #149 SEATTLE, WA ZIP+4 98101
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
16 At any time during calendar year 2016, 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

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

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

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
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 2016 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 2016)
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 2016?

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))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes 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? Yes 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATCH 10

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 11		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 12		293,729.

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 VROOM (SEE ATTACHMENT A)	2,219,089.
2 BEZOS SCHOLARS PROGRAM (SEE ATTACHMENT A)	269,758.
3 STUDENTS REBUILD (SEE ATTACHMENT A)	15,868.
4 MIND IN THE MAKING (SEE ATTACHMENT A)	136,782.

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	44,042,595.
b	Average of monthly cash balances	1b	3,083,316.
c	Fair market value of all other assets (see instructions).	1c	235,384.
d	Total (add lines 1a, b, and c)	1d	47,361,295.
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	47,361,295.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	710,419.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,650,876.
6	Minimum investment return. Enter 5% of line 5	6	2,332,544.

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	2,332,544.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	99,453.
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	99,453.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,233,091.
4	Recoveries of amounts treated as qualifying distributions	4	150,000.
5	Add lines 3 and 4.	5	2,383,091.
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	2,383,091.

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	30,206,203.
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	30,206,203.
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	99,453.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,106,750.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,383,091.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011	9,815,787.			
b From 2012	13,624,917.			
c From 2013	19,492,657.			
d From 2014	26,364,385.			
e From 2015	23,284,966.			
f Total of lines 3a through e	92,582,712.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 30,206,203.				
a Applied to 2015, 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 2016 distributable amount.				2,383,091.
e Remaining amount distributed out of corpus.	27,823,112.			
5 Excess distributions carryover applied to 2016 . (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	120,405,824.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)	9,815,787.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	110,590,037.			
10 Analysis of line 9				
a Excess from 2012	13,624,917.			
b Excess from 2013	19,492,657.			
c Excess from 2014	26,364,385.			
d Excess from 2015	23,284,966.			
e Excess from 2016	27,823,112.			

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 2016, 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 main columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon (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))

ATTACHMENT 13

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.
b The form in which applications should be submitted and information and materials they should include.
c Any submission deadlines
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 14				23,480,257.
Total ▶ 3a				23,480,257.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

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

Table with 2 columns: Line No. and Explanatory text. Multiple rows for providing details.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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

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 of officer or trustee Date Title May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name KENNETH RAGSDALE Preparer's signature Date 2/26/19 Check [] if self-employed PTIN P00295413 Firm's name PIONEER SQUARE ADVISORS, LLC Firm's EIN 20-8379993 Firm's address 1624 4TH AVENUE SUITE 400 SEATTLE, WA 98101 Phone no 206-838-4880

Schedule B

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

Schedule of Contributors

OMB No 1545-0047

2016

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

BEZOS FAMILY FOUNDATION

Employer identification number

91-2073258

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 **BEZOS FAMILY FOUNDATION**

Employer identification number
91-2073258

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	MIGUEL AND JACKLYN BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	\$ 20,123,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization BEZOS FAMILY FOUNDATION	Employer identification number 91-2073258
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Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	25,000 SHARES OF AMAZON.COM INC.	\$ 20,123,375.	09/23/2016
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **BEZOS FAMILY FOUNDATION**

Employer identification number
91-2073258

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART VII-B, LINE 5A(4) AND LINE 5C

IT WAS DISCOVERED AFTER THE FILING OF THE FOUNDATION'S 2016 TAX RETURN THAT IN 2016, THE FOUNDATION MADE A GRANT TO AN ORGANIZATION OTHER THAN A CHARITABLE ORGANIZATION DESCRIBED IN SECTION 4945(D)(4)(A) IN WHICH THE FOUNDATION WAS REQUIRED TO MAINTAIN EXPENDITURE RESPONSIBILITY. THE GRANT WAS REPORTED AND LISTED ON ATTACHMENT 14 OF THE TAX RETURN. HOWEVER, THE QUESTION ON PART VII-B, LINE 5A(4) WAS INADVERTENTLY ANSWERED "NO" AND THE DETAILS OF EXPENDITURE RESPONSIBILITY WERE OMITTED.

UPON DISCOVERY OF THE OMITTED INFORMATION, THE TAX RETURN WAS AMENDED TO UPDATE THE ANSWER TO "YES" AND TO PROVIDE THE REQUISITE DOCUMENTATION TO SUBSTANTIATE THAT THE FOUNDATION MET THE EXPENDITURE RESPONSIBILITY REQUIREMENT UNDER PART VII-B, LINE 5C.

STATEMENT ATTACHED TO AND MADE A PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2016

PART IX-A - SUMMARY OF DIRECT CHARITABLE ACTIVITIES:

- 1.) Vroom was born out of a need for creative tools and materials that will provide parents and caregivers with ways to boost early learning, typically during ages zero to five. It was developed with thoughtful input from parents, early childhood experts, neuroscientists and community leaders. The Bezos Family Foundation provided the funding because it believes that all parents have the potential to create a brighter future for their children. The goal is to ultimately share the science of early brain development in new ways so that all children have the chance to become thriving adults.

Vroom launched its first pilot project in a community near Seattle, WA, in Southwest King County. The pilot is expected to grow into a national campaign.

A "Vroom" is a daily lesson designed to teach parents to talk and interact with their babies and to make use of everyday moments to build brain connections. The lessons are delivered through posters, cue cards, a website and a mobile app, called, Daily Vroom. The app serves up a "Vroom" (a simple brain activity) providing parents with a daily brain-building activity to complete with their child.

- 2.) Launched in 2005, the Bezos Scholars Program is a collaboration with the Aspen Institute that cultivates the next generation of leaders. It is a leadership development opportunity and all-expenses-paid scholarship open to public high school juniors and educators. The Bezos Scholars Program inspires and challenges young people to act on their passions and collaborate to address community needs. Scholars are teams of rising high school seniors and educators who have demonstrated accomplishment, embraced new challenges, and aspire to lead change in their community.

- 3.) Students Rebuild is a collaborative program of the Bezos Family Foundation that inspires young people worldwide to connect, learn and take action on critical global issues. Our current Youth Uplift Challenge, in partnership with Save the Children and Global Nomads Group, will help to support programs empowering youth in Nicaragua and Indonesia.

Created in January 2010 in response to the devastating Haiti earthquake, Students Rebuild has mobilized thousands of young people in 83 countries and all 50 United States and raised more than \$3 million in matching funds for rebuilding schools in Haiti, aiding disaster recovery efforts in Asia and supporting livelihoods in Africa.

Every year Students Rebuild invites young people to respond to a "Challenge." The Challenges offer a creative call to action that invites young people to create and send a simple, symbolic object which the Bezos Family Foundation matches with funding towards a critical global issue. Alongside each Challenge, the Students Rebuild team also provides dynamic learning content including video, webcasts, learning resources, and curriculum to support transformative learning and connections between students. The Challenges allow students of all ages, socio-economic backgrounds, and from countries all around the world to take action and impact critical global issues.

- 4.) Mind in the Making ("MITM") is a national initiative to share research on the development of young children, including the importance of life skills that build on and promote executive functions. MITM brings this research to the general public, families and professionals who work with children, through a series of training modules and other resources.

MITM has been a partner of Vroom, and initiative of the Bezos Family Foundation, since its inception, including overseeing the writing of Vroom Tips. On April 15, 2016, MITM officially became a Bezos Family Foundation program.

MITM is an unprecedented effort to share the science of children's learning with the general public, families, and professionals who work with children

and their families and to translate this research into action. The overall goal of MITM and its partner Vroom is to use the knowledge from developmental research to promote engaged learning and executive function based life skills in adults and children.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH	1,310.	1,310.
TOTAL	<u>1,310.</u>	<u>1,310.</u>

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>
PERKINS COIE, LLP ACTIVITIES LISTED IN PART IX-A	134,709. 159,020.			134,709. 159,020.
TOTALS	<u>293,729.</u>			<u>293,729.</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>
PIONEER SQUARE ADVISORS LLC	7,500.			
TOTALS	<u>7,500.</u>			

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
HAMILTON PLACE STRATEGIES-ADVS ACTIVITIES LISTED ON PART IX-A	403,572. 16,000.	403,572. 16,000.
TOTALS	<u>419,572.</u>	<u>419,572.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
WA STATE FILING FEES	25.
FEDERAL TAXES	220,000.
TOTALS	<u>220,025.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
BANK FEES	625.	
SERVICE EXPENSE	1,986,633.	1,986,633.
MARKETING EXPENSE	34,548.	34,548.
EVENT SPONSORSHIP	15,000.	15,000.
MEMBERSHIP	18,500.	18,500.
INSURANCE EXPENSE	5,320.	5,320.
OTHER EXPENSE	1,476,883.	1,476,883.
ACTIVITIES LISTED IN PART IX-A	2,466,478.	2,466,478.
TOTALS	<u>6,003,987.</u>	<u>6,003,362.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMAZON COM, INC.	43,306,521.	43,306,521.
TOTALS	<u>43,306,521.</u>	<u>43,306,521.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MITM - INTANGIBLE ASSETS	269,010.	269,010.
SHORT-TERM LOAN TO KP LLC	100,000.	100,000.
TOTALS	<u>369,010.</u>	<u>369,010.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS (AMZN STOCK)	532,266.
PRIOR PERIOD ADJ. - KP LLC ST LOAN	150,000.
TOTAL	<u>682,266.</u>

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SAPLING FOUNDATION
GRANTEE'S ADDRESS: 250 HUDSON ST RM 1002
CITY, STATE & ZIP: NEW YORK, NY 10013
GRANT DATE: 08/23/2016
GRANT AMOUNT: 300,763.
GRANT PURPOSE: SEE ATTACHMENT B
AMOUNT EXPENDED: 300,763.
ANY DIVERSION? NO
DATES OF REPORTS: 7/1/2017
VERIFICATION DATE: 07/01/2017
RESULTS OF VERIFICATION:
SEE ATTACHMENT C.

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

ATTACHMENT 11

<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>
MIGUEL A. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
JACKLYN G. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
CHRISTINA BEZOS POORE 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
MARK S. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
LISA BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHEN S. POORE 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
JEFFREY P. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
MACKENZIE T. BEZOS 7683 SOUTHEAST 27TH STREET #224 MERCER ISLAND, WA 98040	DIRECTOR	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PERKINS COIE LLP 1201 THIRD AVENUE, STE 4800 SEATTLE, WA 98101-3099	LEGAL	293,729.
	TOTAL COMPENSATION	<u>293,729.</u>

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MIGUEL A. BEZOS, JACKLYN G. BEZOS, JEFFREY P. BEZOS,
AND MACKENZIE BEZOS

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

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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MISCELLANEOUS REIMBURSEMENT

41

TOTALS