

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**A** For the **2016** calendar year, or tax year beginning **JUL 1, 2016** and ending **JUN 30, 2017**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization WHITNEY MUSEUM OF AMERICAN ART Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 99 GANSEVOORT STREET City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10014 <b>F</b> Name and address of principal officer: JOHN STANLEY SAME AS C ABOVE	<b>D</b> Employer identification number 13-1789318 <b>E</b> Telephone number 212-570-3600 <b>G</b> Gross receipts \$ 128,828,000. <b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: ▶ WHITNEY.ORG		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
<b>L</b> Year of formation: 1926		<b>M</b> State of legal domicile: NY

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: THE WHITNEY MUSEUM OF AMERICAN ART IS A MUSEUM DEVOTED TO AMERICAN ART OF THE 20TH AND 21ST		
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	47
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	46
<b>5</b>	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	<b>5</b>	527
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	201
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	455,000.
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	194,000.
<b>8</b>	Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
<b>9</b>	Program service revenue (Part VIII, line 2g)	64,028,000.	43,203,000.
<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,040,000.	13,187,000.
<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,435,000.	10,118,000.
<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,553,000.	6,836,000.
<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	88,056,000.	73,344,000.
<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	28,862,000.	31,131,000.
<b>16b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ 9,006,000.	69,000.	8,000.
<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	47,908,000.	44,070,000.
<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	76,839,000.	75,209,000.
<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	11,217,000.	-1,865,000.
<b>20</b>	Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
<b>21</b>	Total liabilities (Part X, line 26)	882,289,000.	905,759,000.
<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	150,003,000.	142,935,000.
<b>22</b>		732,286,000.	762,824,000.

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer JOHN STANLEY, CHIEF OPERATING OFFICER Type or print name and title	Date
<b>Paid Preparer Use Only</b>	Print/Type preparer's name FREDERICK MARTENS	Preparer's signature Date
	Firm's name ▶ LUTZ AND CARR, CPAS LLP Firm's address ▶ 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176	Check if self-employed <input type="checkbox"/> PTIN P00298107 Firm's EIN ▶ 13-1655065 Phone no. 212-697-2299

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: THE WHITNEY SEEKS TO BE THE DEFINING MUSEUM OF 20TH AND 21ST CENTURY AMERICAN ART. THE MUSEUM COLLECTS, EXHIBITS, PRESERVES, RESEARCHES AND INTERPRETS ART OF THE U.S. IN THE BROADEST GLOBAL, HISTORICAL AND INTERDISCIPLINARY CONTEXTS. AS THE PREEMINENT ADVOCATE FOR AMERICAN

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 28,718,000. including grants of \$ ) (Revenue \$ 13,065,000.) COLLECTION AND EXHIBITIONS OF AMERICAN ART: IN FY17, THE WHITNEY MUSEUM OF AMERICAN ART PRESENTED 15 EXHIBITIONS. THESE INCLUDED: HUMAN INTEREST: PORTRAITS FROM THE WHITNEY'S COLLECTION (APRIL 2, 2016 APRIL 2, 2017); JUNE LEAF: THOUGHT IS INFINITE (APRIL 27 JULY 17, 2016); MIRROR CELLS (MAY 13 AUGUST 21, 2016); STUART DAVIS: IN FULL SWING (JUNE 10 SEPTEMBER 25, 2016); VIRGINIA OVERTON: SCULPTURE GARDENS (JUNE 10 SEPTEMBER 25, 2016); DANNY LYON: MESSAGE TO THE FUTURE (JUNE 17 SEPTEMBER 25, 2016); SOPHIA AL-MARIA: BLACK FRIDAY (JULY 26 OCTOBER 31, 2016); CARMEN HERRERA: LINES OF SIGHT (SEPTEMBER 16, 2016 JANUARY 9, 2017); DREAMLANDS: IMMERSIVE CINEMA AND ART, 1905-2016 (OCTOBER 28, 2016 FEBRUARY 5, 2017); VIRGINIA OVERTON: WINTER GARDEN (OCTOBER 28, 2016 FEBRUARY 5, 2017); MPA: RED

4b (Code: ) (Expenses \$ 17,653,000. including grants of \$ ) (Revenue \$ 122,000.) CURATORIAL AND RELATED SUPPORT: IN FY17, THE WHITNEY MUSEUM OF AMERICAN ART CONTINUED TO FOCUS ON REFINING ITS STRATEGY FOR DISPLAYING MORE OF THE PERMANENT COLLECTION WITHIN THE MUSEUM'S SIGNIFICANTLY LARGER GALLERY SPACES. THE CONTINUOUS STUDY OF THE MORE THAN 23,000 OBJECTS IN THE COLLECTION BY OVER 3,000 ARTISTS INFORMS EXHIBITION PLANNING AND THE MUSEUM'S ACQUISITION PROCESS. THE RESULTING COLLECTION DISPLAYS CREATE AN ART HISTORICAL AND THEMATIC COUNTERPOINT TO THE ONGOING SPECIAL EXHIBITIONS PROGRAM, AND OFFER A CONSIDERATION OF HOW THE MUSEUM CAN TELL NEW NARRATIVES ABOUT AMERICAN CULTURE AND HISTORY.

4c (Code: ) (Expenses \$ 3,823,000. including grants of \$ ) (Revenue \$ ) EDUCATION PROGRAMS: IN FY17, THE WHITNEY MUSEUM OF AMERICAN ART EXPANDED THE BREADTH OF THE MUSEUM'S EDUCATION PROGRAM SIGNIFICANTLY IN ITS SECOND FULL YEAR OF OPERATION IN THE NEW BUILDING AT 99 GANSEVOORT STREET. THE MUSEUM SERVED 104,780 PEOPLE THROUGH SCHOOL, YOUTH, AND FAMILY PROGRAMS, PUBLIC PROGRAMS, AND ACCESS & COMMUNITY PROGRAMS, AND OVER 2.3M THROUGH INTERPRETIVE AND ONLINE RESOURCES. 22,000 OF THESE AUDIENCE MEMBERS WERE K-12 STUDENTS, WITH ALL NYC PUBLIC SCHOOLS RECEIVING FREE ADMISSION.

THE LAURIE M. TISCH EDUCATION CENTER, A DEDICATED SPACE TO ENLIVEN AND ENRICH VISITORS' MUSEUM EXPERIENCE, CONTINUED TO SERVE AS A HUB FOR THE

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,785,000. including grants of \$ ) (Revenue \$ 1,118,000.)

4e Total program service expenses 51,979,000.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....	X	
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....	X	
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....	X	
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....		X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....		X
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....	X	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....		X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....		X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....	X	
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....	X	
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....	X	
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		X
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		X
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		X
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O check

Main table with columns for question numbers (1a-14b), Yes/No, and numerical responses (e.g., 231, 0, 527).

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 5 columns: Question, 1a, 1b, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (47); 1b Enter the number of voting members included in line 1a, above, who are independent (46); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (X); 6 Did the organization have members or stockholders? (X); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (X); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X); b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 5 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? (X).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records: I.D. ARUEDE, CHIEF FINANCIAL OFFICER - 212-671-1820 99 GANSEVOORT STREET, NEW YORK, NY 10014

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ADAM D. WEINBERG ALICE PRATT BROWN DIRECTOR	35.00	X		X				910,567.	0.	136,077.
(2) LEONARD A. LAUDER CHAIRMAN EMERITUS	1.00	X		X				0.	0.	0.
(3) RICHARD M. DEMARTINI PRESIDENT	1.00	X		X				0.	0.	0.
(4) ROBERT J. HURST CHAIRMAN OF EXECUTIVE COMMITTEE	1.00	X		X				0.	0.	0.
(5) SUSAN K. HESS CO-CHAIRMAN	1.00	X		X				0.	0.	0.
(6) THOMAS E. TUFT CO-CHAIRMAN	1.00	X		X				0.	0.	0.
(7) NANCY CARRINGTON CROWN VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(8) PAMELLA G. DEVOS VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(9) BETH RUDIN DEWOODY VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(10) SCOTT RESNICK VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(11) FERN KAYE TESSLER VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(12) WARREN B. KANDERS VICE PRESIDENT	1.00	X		X				0.	0.	0.
(13) MIYOUNG LEE VICE PRESIDENT	1.00	X		X				0.	0.	0.
(14) NANCY POSES VICE PRESIDENT	1.00	X		X				0.	0.	0.
(15) ANNE-CECILIE ENGELL SPEYER VICE PRESIDENT	1.00	X		X				0.	0.	0.
(16) DAVID W. ZALAZNICK VICE PRESIDENT	1.00	X		X				0.	0.	0.
(17) JOANNE LEONHARDT CASSULLO SECRETARY	1.00	X		X				0.	0.	0.

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RICHARD D. SEGAL TREASURER	1.00	X		X				0.	0.	0.
(19) JUDY HART ANGELO TRUSTEE	1.00	X						0.	0.	0.
(20) JILL BIKOFF TRUSTEE	1.00	X						0.	0.	0.
(21) LESLIE BLUHM TRUSTEE	1.00	X						0.	0.	0.
(22) NEIL G. BLUHM TRUSTEE	1.00	X						0.	0.	0.
(23) DAVID CAREY TRUSTEE	1.00	X						0.	0.	0.
(24) HENRY CORNELL TRUSTEE	1.00	X						0.	0.	0.
(25) FIONA IRVING DONOVAN TRUSTEE	1.00	X						0.	0.	0.
(26) FAIRFAX N. DORN TRUSTEE	1.00	X						0.	0.	0.
<b>1b Sub-total</b>								910,567.	0.	136,077.
<b>c Total from continuation sheets to Part VII, Section A</b>								3,133,606.	0.	313,294.
<b>d Total (add lines 1b and 1c)</b>								4,044,173.	0.	449,371.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 50

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
TEMPORARY WALLS INC. 412 STONE ROW LANE, BANGOR, PA 18013	EXHIBITION CONSTRUCTION	1,335,430.
MG SECURITY SERVICES, LLC 133 W 25TH ST #8W, NEW YORK, NY 10001	SECURITY	928,356.
UNION SQUARE EVENTS, 640 WEST 28TH STREET, 8 FL., NEW YORK, NY 10001	EVENT CATERING	475,015.
GREY WORLDWIDE PO BOX #416614, BOSTON, MA 02241	ADVERTISING	455,333.
MASTERPIECE INTERNATIONAL 39 BROADWAY, 14TH FLOOR, NEW YORK, NY 10006	ART MOVING SERVICE	453,312.

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 30

SEE PART VII, SECTION A CONTINUATION SHEETS



**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) LISE EVANS TRUSTEE	1.00	X						0.	0.	0.
(28) VICTOR F. GANZI TRUSTEE	1.00	X						0.	0.	0.
(29) HENRY LOUIS GATES, JR. TRUSTEE	1.00	X						0.	0.	0.
(30) PHILIP H. GEIER, JR. TRUSTEE	1.00	X						0.	0.	0.
(31) ROBERT GERSH, EX OFFICIO TRUSTEE	1.00	X						0.	0.	0.
(32) ROBERT B. GOERGEN TRUSTEE	1.00	X						0.	0.	0.
(33) SONDRÁ GILMANGONZALEZ-FALLA TRUSTEE	1.00	X						0.	0.	0.
(34) JAMES A. GORDON TRUSTEE	1.00	X						0.	0.	0.
(35) KENNETH C. GRIFFIN TRUSTEE	1.00	X						0.	0.	0.
(36) GAURAV K. KAPADIA TRUSTEE	1.00	X						0.	0.	0.
(37) GEORGE S. KAUFMAN TRUSTEE	1.00	X						0.	0.	0.
(38) REED KRAKOFF TRUSTEE	1.00	X						0.	0.	0.
(39) RAYMOND J. LEARSY TRUSTEE	1.00	X						0.	0.	0.
(40) JONATHAN O. LEE TRUSTEE	1.00	X						0.	0.	0.
(41) PAUL S. LEVY, ESQ. TRUSTEE	1.00	X						0.	0.	0.
(42) RAYMOND J. MCGUIRE TRUSTEE	1.00	X						0.	0.	0.
(43) BROOKE GARBER NEIDICH TRUSTEE	1.00	X						0.	0.	0.
(44) JOHN C. PHELAN TRUSTEE	1.00	X						0.	0.	0.
(45) DONNA PERRET ROSEN TRUSTEE	1.00	X						0.	0.	0.
(46) ROBERT ROSENKRANZ TRUSTEE	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c .....										

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) MARY E. BUCKSBAUM SCANLAN TRUSTEE	1.00	X						0.	0.	0.
(48) PAUL C. SCHORR, IV TRUSTEE	1.00	X						0.	0.	0.
(49) JONATHAN S. SOBEL TRUSTEE	1.00	X						0.	0.	0.
(50) LAURIE M. TISCH TRUSTEE	1.00	X						0.	0.	0.
(51) FRED WILSON TRUSTEE	1.00	X						0.	0.	0.
(52) JOHN S. STANLEY CHIEF OPERATING OFFICER	35.00			X				428,350.	0.	13,836.
(53) IDEHEN ARUEDE CHIEF FINANCIAL OFFICER	35.00			X				215,303.	0.	14,812.
(54) NICHOLAS S. HOLMES GENERAL COUNSEL/ASSISTANT SECRETARY	35.00			X				150,589.	0.	41,135.
(55) ALEXANDRA WHEELER DEPUTY DIRECTOR FOR ADVANCEMENT	35.00			X				333,110.	0.	38,843.
(56) DONNA M. DESALVO SENIOR CURATOR & DEP. DIR.	35.00				X			364,945.	0.	13,486.
(57) SCOTT ROTHKOPF DEP. DIR. PROGRAMS & CHIEF CURATOR	35.00				X			332,258.	0.	13,486.
(58) CHRISTY L PUTNAM ASSOCIATE DIRECTOR FOR EXHIBITIONS	35.00				X			192,910.	0.	13,246.
(59) ADRIAN HARDWICKE DIRECTOR OF VISITOR EXPERIENCE	35.00				X			177,861.	0.	38,565.
(60) CAROL C MANCUSI-UNGARO ASSOC. DIR. CONSERVATION & RESEARCH	35.00					X		232,446.	0.	14,012.
(61) STEPHANIE ADAMS DIRECTOR-INDIVIDUAL & PLANNED GIVING	35.00					X		196,136.	0.	39,558.
(62) AMY ROTH CHIEF PLANNING OFFICER	35.00					X		178,468.	0.	39,990.
(63) KATHRYN A POTTS ASSOCIATE DIRECTOR - EDUCATION	35.00					X		172,505.	0.	17,591.
(64) GEORGINA ROGAK DIRECTOR OF SPECIAL EVENTS	35.00					X		158,725.	0.	14,734.
Total to Part VII, Section A, line 1c .....								3,133,606.		313,294.

**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b>						
	<b>b</b> Membership dues	<b>1b</b>	9,642,000.					
	<b>c</b> Fundraising events	<b>1c</b>	4,736,000.					
	<b>d</b> Related organizations	<b>1d</b>						
	<b>e</b> Government grants (contributions)	<b>1e</b>	199,000.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	28,626,000.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$							
	<b>h Total.</b> Add lines 1a-1f			43,203,000.				
	<b>Program Service Revenue</b>	<b>2 a</b> ADMISSION INCOME	<b>Business Code</b>	900099	12,369,000.	12,369,000.		
<b>b</b> TRAVELING EXHIBITIONS			900099	696,000.	696,000.			
<b>c</b> LOAN FEES			900099	122,000.	122,000.			
<b>d</b>								
<b>e</b>								
<b>f</b> All other program service revenue								
<b>g Total.</b> Add lines 2a-2f				13,187,000.				
<b>Other Revenue</b>		<b>3</b> Investment income (including dividends, interest, and other similar amounts)			1,485,000.		40,000.	1,445,000.
	<b>4</b> Income from investment of tax-exempt bond proceeds							
	<b>5</b> Royalties			145,000.			145,000.	
	<b>6 a</b> Gross rents	(i) Real		4,778,000.				
		(ii) Personal						
		<b>b</b> Less: rental expenses		41,000.				
		<b>c</b> Rental income or (loss)		4,737,000.				
	<b>d</b> Net rental income or (loss)			4,737,000.			4,737,000.	
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities		61,305,000.				
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses		52,672,000.				
		<b>c</b> Gain or (loss)		8,633,000.				
	<b>d</b> Net gain or (loss)			8,633,000.			8,633,000.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 4,736,000. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>		835,000.				
		<b>b</b> Less: direct expenses		835,000.				
<b>c</b> Net income or (loss) from fundraising events				0.				
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>							
	<b>b</b> Less: direct expenses							
	<b>c</b> Net income or (loss) from gaming activities							
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>		3,054,000.					
	<b>b</b> Less: cost of goods sold		1,936,000.					
	<b>c</b> Net income or (loss) from sales of inventory			1,118,000.	703,000.	415,000.		
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11 a</b> RESTAURANT INCOME			900099	475,000.			475,000.	
	<b>b</b> MISCELLANEOUS INCOME		900099	361,000.			361,000.	
	<b>c</b>							
	<b>d</b> All other revenue							
	<b>e Total.</b> Add lines 11a-11d				836,000.			
<b>12 Total revenue.</b> See instructions.				73,344,000.	13,890,000.	455,000.	15,796,000.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	3,310,000.	1,062,000.	1,392,000.	856,000.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	21,153,000.	15,864,000.	2,432,000.	2,857,000.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,779,000.	1,158,000.	385,000.	236,000.
<b>9</b> Other employee benefits	3,353,000.	2,140,000.	770,000.	443,000.
<b>10</b> Payroll taxes	1,536,000.	1,071,000.	227,000.	238,000.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	380,000.		380,000.	
<b>c</b> Accounting	296,000.		296,000.	
<b>d</b> Lobbying	27,000.		27,000.	
<b>e</b> Professional fundraising services. See Part IV, line 17	8,000.			8,000.
<b>f</b> Investment management fees	686,000.		686,000.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	2,285,000.	1,253,000.	369,000.	663,000.
<b>12</b> Advertising and promotion	105,000.	7,000.	13,000.	85,000.
<b>13</b> Office expenses	818,000.	307,000.	59,000.	452,000.
<b>14</b> Information technology	142,000.	110,000.	13,000.	19,000.
<b>15</b> Royalties				
<b>16</b> Occupancy	5,432,000.	5,235,000.	85,000.	112,000.
<b>17</b> Travel	684,000.	324,000.	146,000.	214,000.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings				
<b>20</b> Interest	5,303,000.		5,303,000.	
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	9,688,000.	7,408,000.	981,000.	1,299,000.
<b>23</b> Insurance	1,205,000.	921,000.	122,000.	162,000.
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> OTHER EXPENSES	8,491,000.	6,606,000.	538,000.	1,347,000.
<b>b</b> EXHIBITION EXPENSE	4,648,000.	4,633,000.		15,000.
<b>c</b> ART ACQUISITIONS	3,844,000.	3,844,000.		
<b>d</b> PRE-CONSTRUCTION COSTS	36,000.	36,000.		
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	75,209,000.	51,979,000.	14,224,000.	9,006,000.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	22,800,000.	<b>1</b>	1,389,000.
	<b>2</b> Savings and temporary cash investments .....	241,000.	<b>2</b>	26,848,000.
	<b>3</b> Pledges and grants receivable, net .....	102,599,000.	<b>3</b>	73,130,000.
	<b>4</b> Accounts receivable, net .....	2,103,000.	<b>4</b>	2,977,000.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....	3,014,000.	<b>8</b>	3,314,000.
	<b>9</b> Prepaid expenses and deferred charges .....	4,845,000.	<b>9</b>	2,760,000.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 439,183,000.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 41,043,000.		
		406,726,000.	<b>10c</b>	398,140,000.
	<b>11</b> Investments - publicly traded securities .....	84,584,000.	<b>11</b>	62,431,000.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	255,377,000.	<b>12</b>	334,770,000.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>	
	<b>14</b> Intangible assets .....		<b>14</b>	
<b>15</b> Other assets. See Part IV, line 11 .....		<b>15</b>		
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	882,289,000.	<b>16</b>	905,759,000.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	7,969,000.	<b>17</b>	6,334,000.
	<b>18</b> Grants payable .....		<b>18</b>	
	<b>19</b> Deferred revenue .....	3,385,000.	<b>19</b>	1,972,000.
	<b>20</b> Tax-exempt bond liabilities .....	131,925,000.	<b>20</b>	130,002,000.
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>	
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	6,724,000.	<b>25</b>	4,627,000.
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	150,003,000.	<b>26</b>	142,935,000.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets .....	371,945,000.	<b>27</b>	399,776,000.
	<b>28</b> Temporarily restricted net assets .....	133,086,000.	<b>28</b>	131,458,000.
	<b>29</b> Permanently restricted net assets .....	227,255,000.	<b>29</b>	231,590,000.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>	
<b>33</b> Total net assets or fund balances .....	732,286,000.	<b>33</b>	762,824,000.	
<b>34</b> Total liabilities and net assets/fund balances .....	882,289,000.	<b>34</b>	905,759,000.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	73,344,000.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	75,209,000.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	-1,865,000.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	732,286,000.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	30,714,000.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	1,689,000.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	762,824,000.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>b</b> Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>c</b> If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
<b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	84,331,000.	161,151,000.	89,854,000.	64,028,000.	43,203,000.	442,567,000.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	84,331,000.	161,151,000.	89,854,000.	64,028,000.	43,203,000.	442,567,000.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						40,142,848.
<b>6 Public support.</b> Subtract line 5 from line 4.						402,424,152.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>7</b> Amounts from line 4 .....	84,331,000.	161,151,000.	89,854,000.	64,028,000.	43,203,000.	442,567,000.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	2,040,000.	1,798,000.	2,681,000.	4,840,000.	6,408,000.	17,767,000.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....	565,000.	-143,000.	44,000.	897,000.	836,000.	2,199,000.
<b>11 Total support.</b> Add lines 7 through 10						462,533,000.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	53,314,000.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	87.00 %
<b>15</b> Public support percentage from 2015 Schedule A, Part II, line 14 .....	<b>15</b>	86.13 %
<b>16a 33 1/3% support test - 2016.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2015.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2016.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2015.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>



**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** .....

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2015 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2015 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2016.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2015.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions .....

**Part IV Supporting Organizations**

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. All Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

**Section E. Type III Functionally Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	Yes	No
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

<b>Section A - Adjusted Net Income</b>		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

<b>Section B - Minimum Asset Amount</b>		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in <b>Part VI</b> ):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

<b>Section C - Distributable Amount</b>			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions	
<b>7 Total annual distributions.</b> Add lines 1 through 6	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions	
<b>9</b> Distributable amount for 2016 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
<b>1</b> Distributable amount for 2016 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2016 (reasonable cause required- explain in Part VI). See instructions			
<b>3</b> Excess distributions carryover, if any, to 2016:			
<b>a</b>			
<b>b</b>			
<b>c</b> From 2013			
<b>d</b> From 2014			
<b>e</b> From 2015			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2016 distributable amount			
<b>i</b> Carryover from 2011 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2016 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2016 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4			
<b>5</b> Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions			
<b>6</b> Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions			
<b>7 Excess distributions carryover to 2017.</b> Add lines 3j and 4c			
<b>8</b> Breakdown of line 7:			
<b>a</b>			
<b>b</b> Excess from 2013			
<b>c</b> Excess from 2014			
<b>d</b> Excess from 2015			
<b>e</b> Excess from 2016			

Schedule A (Form 990 or 990-EZ) 2016

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Multiple horizontal lines for supplemental information.

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
- ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

**If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <b>WHITNEY MUSEUM OF AMERICAN ART</b>	Employer identification number <b>13-1789318</b>
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**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political campaign activity expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours for political campaign activities ..... \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2016

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....														
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) .....														
<b>d</b>	Other exempt purpose expenditures .....														
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) .....														
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....														
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....														

Yes  No

**4-Year Averaging Period Under section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
<b>2a</b>	Lobbying nontaxable amount				
<b>b</b>	Lobbying ceiling amount (150% of line 2a, column(e))				
<b>c</b>	Total lobbying expenditures				
<b>d</b>	Grassroots nontaxable amount				
<b>e</b>	Grassroots ceiling amount (150% of line 2d, column (e))				
<b>f</b>	Grassroots lobbying expenditures				



**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..		X	
<b>c</b> Media advertisements? .....		X	
<b>d</b> Mailings to members, legislators, or the public? .....		X	
<b>e</b> Publications, or published or broadcast statements? .....		X	
<b>f</b> Grants to other organizations for lobbying purposes? .....		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....	X		27,000.
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....		X	
<b>i</b> Other activities? .....		X	
<b>j</b> Total. Add lines 1c through 1i .....			27,000.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	2	
<b>3</b> Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year? .....	3	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	1	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	2a	
<b>b</b> Carryover from last year .....	2b	
<b>c</b> Total .....	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	3	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	4	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	5	

**Part IV Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

LOBBYING ACTIVITIES CONSIST OF PAYMENTS TO A CONSULTANT TO ASSIST IN

PREPARING MATERIALS AND CONDUCTING MEETINGS TO GAIN FUNDING FOR THE

MUSEUM'S CAPITAL PROJECTS IN CITY AND STATE BUDGETS.

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990.**

▶ **Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No. 1545-0047

**2016**

**Open to Public Inspection**

**Name of the organization** WHITNEY MUSEUM OF AMERICAN ART  
**Employer identification number** 13-1789318

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate value of contributions to (during year) .....		
3 Aggregate value of grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or education)     Preservation of a historically important land area  
 Protection of natural habitat     Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 .....

(ii) Assets included in Form 990, Part X .....

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 .....

b Assets included in Form 990, Part X .....

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**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	308,428,000.	299,713,000.	281,355,000.	233,366,000.	206,104,000.
b Contributions	4,335,000.	26,795,000.	17,315,000.	26,984,000.	7,893,000.
c Net investment earnings, gains, and losses	39,595,000.	-6,247,000.	11,793,000.	31,184,000.	28,968,000.
d Grants or scholarships					
e Other expenditures for facilities and programs	13,280,000.	11,833,000.	10,750,000.	10,179,000.	9,599,000.
f Administrative expenses					
g End of year balance	339,078,000.	308,428,000.	299,713,000.	281,355,000.	233,366,000.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  13.72 %
- b Permanent endowment  68.30 %
- c Temporarily restricted endowment  17.98 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		34,662,000.		34,662,000.
b Buildings		380,426,000.	35,478,000.	344,948,000.
c Leasehold improvements		1,934,000.	1,934,000.	0.
d Equipment				
e Other		22,161,000.	3,631,000.	18,530,000.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				398,140,000.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other		
(A) MONEY MARKET FUNDS	34,852,000.	END-OF-YEAR MARKET VALUE
(B) EQUITY INVESTMENT FUNDS	146,872,000.	END-OF-YEAR MARKET VALUE
(C) ALTERNATIVE INVESTMENTS :		
(D) MULTI-STRATEGY & OTHER	77,994,000.	END-OF-YEAR MARKET VALUE
(E) EQUITY LONG/SHORT	60,607,000.	END-OF-YEAR MARKET VALUE
(F) REAL ASSETS	8,247,000.	END-OF-YEAR MARKET VALUE
(G) PRIVATE EQUITY	6,198,000.	END-OF-YEAR MARKET VALUE
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	334,770,000.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PENSION OBLIGATION	4,627,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	4,627,000.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements .....	<b>1</b>	105,059,000.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains (losses) on investments .....	<b>2a</b>	30,714,000.
<b>b</b>	Donated services and use of facilities .....	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants .....	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>	1,689,000.
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> .....	<b>2e</b>	32,403,000.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> .....	<b>3</b>	72,656,000.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>	688,000.
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> .....	<b>4c</b>	688,000.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) .....	<b>5</b>	73,344,000.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements .....	<b>1</b>	74,521,000.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities .....	<b>2a</b>	
<b>b</b>	Prior year adjustments .....	<b>2b</b>	
<b>c</b>	Other losses .....	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.) .....	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> .....	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> .....	<b>3</b>	74,521,000.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>	688,000.
<b>b</b>	Other (Describe in Part XIII.) .....	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> .....	<b>4c</b>	688,000.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) .....	<b>5</b>	75,209,000.

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 1A:

THE MUSEUM HAS AN EXTENSIVE COLLECTION OF ART, INCLUDING PAINTINGS, SCULPTURE, PHOTOGRAPHS, DRAWINGS, PRINTS, AND FILMS AND VIDEOS. THE COLLECTION IS MAINTAINED UNDER THE CARE OF THE REGISTRATION DEPARTMENT STAFF AND IS HELD FOR RESEARCH, EDUCATION AND PUBLIC EXHIBITION IN FURTHERANCE OF PUBLIC SERVICE, RATHER THAN FOR FINANCIAL GAIN. PROCEEDS FROM THE SALE OF COLLECTION ITEMS ARE USED TO ACQUIRE OTHER ITEMS FOR THE COLLECTION. THE MUSEUM DOES NOT INCLUDE EITHER THE COST OR THE VALUE OF ITS COLLECTION IN THE STATEMENT OF FINANCIAL POSITION, NOR DOES IT RECOGNIZE GIFTS OF COLLECTION ITEMS AS REVENUES IN THE STATEMENT OF ACTIVITIES. SINCE ITEMS ACQUIRED FOR THE COLLECTION BY PURCHASE ARE NOT CAPITALIZED, THE COST OF THOSE ACQUISITIONS IS REPORTED AS DECREASES IN

**Part XIII** Supplemental Information (continued)

NET ASSETS IN THE STATEMENT OF ACTIVITIES.

PART III, LINE 4:

THE WHITNEY MUSEUM OF AMERICAN ART SEEKS TO BE THE DEFINING MUSEUM OF THE  
20TH & 21ST CENTURY AMERICAN ART. THE MUSEUM COLLECTS, EXHIBITS,  
PRESERVES, RESEARCHES AND INTERPRETS ART OF THE UNITED STATES IN THE  
BROADCAST GLOBAL, HISTORICAL AND INTERDISCIPLINARY CONTEXTS. AS THE  
PREEMINENT ADVOCATE FOR AMERICAN ART, WE FOSTER THE WORK OF LIVING ARTISTS  
AT THE CRITICAL MOMENTS IN THEIR CAREERS. THE WHITNEY EDUCATES A DIVERSE  
PUBLIC THROUGH DIRECT INTERACTION WITH ARTISTS, OFTEN BEFORE THEIR WORK  
HAS ACHIEVED GENERAL ACCEPTANCE.

PART V, LINE 4:

THE MUSEUM'S ENDOWMENT CONSISTS OF 117 INDIVIDUAL FUNDS ESTABLISHED FOR A  
VARIETY OF PURPOSES, PRIMARILY TO SUPPORT THE GENERAL OPERATIONS AND  
EXHIBITION PROGRAMS OF THE MUSEUM, AS WELL AS THE SUPPORT OF THE BIENNIAL  
EXHIBITION PROGRAM, PERMANENT COLLECTION ACQUISITIONS, AND CURATORIAL  
SUPPORT.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

PENSION RELATED CHARGES OTHER THAN NET PERIODIC COSTS 1,689,000.









**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
  
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* .....  Yes  No
  
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* .....  Yes  No
  
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* .....  Yes  No
  
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* .....  Yes  No
  
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* .....  Yes  No

Schedule F (Form 990) 2016

**Part V Supplemental Information**

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

Multiple horizontal lines for supplemental information.



**Part II Fundraising Events.** Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		ANNUAL GALA & STUDIO PARTY (event type)	ART PARTY (event type)	NONE (total number)	
Revenue	<b>1</b> Gross receipts .....	5,277,000.	294,000.		5,571,000.
	<b>2</b> Less: Contributions .....	4,634,000.	102,000.		4,736,000.
	<b>3</b> Gross income (line 1 minus line 2) .....	643,000.	192,000.		835,000.
Direct Expenses	<b>4</b> Cash prizes .....				
	<b>5</b> Noncash prizes .....				
	<b>6</b> Rent/facility costs .....	58,000.	23,000.		81,000.
	<b>7</b> Food and beverages .....	191,000.	39,000.		230,000.
	<b>8</b> Entertainment .....	4,000.	13,000.		17,000.
	<b>9</b> Other direct expenses .....	390,000.	117,000.		507,000.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) .....				835,000.
<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) .....				0.	

**Part III Gaming.** Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue .....				
Direct Expenses	<b>2</b> Cash prizes .....				
	<b>3</b> Noncash prizes .....				
	<b>4</b> Rent/facility costs .....				
	<b>5</b> Other direct expenses .....				
	<b>6</b> Volunteer labor .....	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) .....				
	<b>8</b> Net gaming income summary. Subtract line 7 from line 1, column (d) .....				

**9** Enter the state(s) in which the organization conducts gaming activities: \_\_\_\_\_  
**a** Is the organization licensed to conduct gaming activities in each of these states?  Yes  No  
**b** If "No," explain: \_\_\_\_\_

**10a** Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year?  Yes  No  
**b** If "Yes," explain: \_\_\_\_\_

- 11 Does the organization conduct gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity conducted in:
 

a The organization's facility	<b>13a</b>	%
b An outside facility	<b>13b</b>	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_  
 Address ▶ \_\_\_\_\_

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_
- c If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_  
 Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_  
 Gaming manager compensation ▶ \$ \_\_\_\_\_  
 Description of services provided ▶ \_\_\_\_\_  
 \_\_\_\_\_  
 Director/officer       Employee       Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: SUSAN COURTEMANCHE

(I) ADDRESS OF FUNDRAISER: 40 POWDER HORN HILL ROAD, WILTON, CT 06897



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

**2016**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

WHITNEY MUSEUM OF AMERICAN ART

Employer identification number

13-1789318

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence            |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees              |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef)         |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 5a or 5b, describe in Part III.

**6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" on line 6a or 6b, describe in Part III.

**7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2016



**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ADAM D. WEINBERG ALICE PRATT BROWN DIRECTOR	(i)	700,941.	16,750.	192,876.	97,234.	38,843.	1,046,644.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) JOHN S. STANLEY CHIEF OPERATING OFFICER	(i)	384,620.	41,750.	1,980.	0.	13,836.	442,186.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) IDEHEN ARUEDE CHIEF FINANCIAL OFFICER	(i)	202,604.	12,500.	199.	0.	14,812.	230,115.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) NICHOLAS S. HOLMES GENERAL COUNSEL/ASSISTANT SECRETARY	(i)	144,460.	6,000.	129.	0.	41,135.	191,724.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) ALEXANDRA WHEELER DEPUTY DIRECTOR FOR ADVANCEMENT	(i)	316,497.	15,000.	1,613.	0.	38,843.	371,953.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) DONNA M. DESALVO SENIOR CURATOR & DEP. DIR.	(i)	346,215.	16,750.	1,980.	0.	13,486.	378,431.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) SCOTT ROTHKOPF DEP. DIR. PROGRAMS & CHIEF CURATOR	(i)	316,958.	15,000.	300.	0.	13,486.	345,744.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) CHRISTY L PUTNAM ASSOCIATE DIRECTOR FOR EXHIBITIONS	(i)	191,762.	0.	1,148.	0.	13,246.	206,156.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) ADRIAN HARDWICKE DIRECTOR OF VISITOR EXPERIENCE	(i)	177,159.	0.	702.	0.	38,565.	216,426.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) CAROL C MANCUSI-UNGARO ASSOC. DIR. CONSERVATION & RESEARCH	(i)	229,999.	0.	2,447.	0.	14,012.	246,458.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) STEPHANIE ADAMS DIRECTOR-INDIVIDUAL & PLANNED GIVING	(i)	195,855.	0.	281.	0.	39,558.	235,694.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) AMY ROTH CHIEF PLANNING OFFICER	(i)	165,802.	12,500.	166.	0.	39,990.	218,458.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) KATHRYN A POTTS ASSOCIATE DIRECTOR - EDUCATION	(i)	172,152.	0.	353.	0.	17,591.	190,096.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) GEORGINA ROGAK DIRECTOR OF SPECIAL EVENTS	(i)	144,352.	12,500.	1,873.	0.	14,734.	173,459.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							

**Part III Supplemental Information**

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A:

THE MUSEUM'S DIRECTOR IS PROVIDED WITH A HOUSING ALLOWANCE.

PART I, LINE 4B:

ADAM D. WEINBERG, DIRECTOR - \$97,234

**Supplemental Information on Tax-Exempt Bonds**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **Information about Schedule K (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Name of the organization **WHITNEY MUSEUM OF AMERICAN ART** Employer identification number **13-1789318**

Part I	Bond Issues											
	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
<b>A</b>	THE TRUST FOR CULTURAL RESOURCES OF THE CITY OF NEW YORK	13-1789318	649717QZ1	08/01/11	134,329,619.	SEE PART V BELOW		X		X		X
<b>B</b>												
<b>C</b>												
<b>D</b>												

Part II	Proceeds							
	A		B		C		D	
<b>1</b>	Amount of bonds retired							
<b>2</b>	Amount of bonds legally defeased							
<b>3</b>	Total proceeds of issue		134,335,175.					
<b>4</b>	Gross proceeds in reserve funds							
<b>5</b>	Capitalized interest from proceeds							
<b>6</b>	Proceeds in refunding escrows							
<b>7</b>	Issuance costs from proceeds		1,422,855.					
<b>8</b>	Credit enhancement from proceeds							
<b>9</b>	Working capital expenditures from proceeds							
<b>10</b>	Capital expenditures from proceeds		132,912,320.					
<b>11</b>	Other spent proceeds							
<b>12</b>	Other unspent proceeds							
<b>13</b>	Year of substantial completion		2015					
	Yes	No	Yes	No	Yes	No	Yes	No
<b>14</b>	Were the bonds issued as part of a current refunding issue?		X					
<b>15</b>	Were the bonds issued as part of an advance refunding issue?		X					
<b>16</b>	Has the final allocation of proceeds been made?		X					
<b>17</b>	Does the organization maintain adequate books and records to support the final allocation of proceeds?		X					

Part III	Private Business Use							
	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b>	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X					
<b>2</b>	Are there any lease arrangements that may result in private business use of bond-financed property?		X					

**Part III Private Business Use** (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>3a</b> Are there any management or service contracts that may result in private business use of bond-financed property? .....	X							
<b>b</b> If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? .....	X							
<b>c</b> Are there any research agreements that may result in private business use of bond-financed property? .....		X						
<b>d</b> If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? .....								
<b>4</b> Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government .....		.00 %		%		%		%
<b>5</b> Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government .....		.00 %		%		%		%
<b>6</b> Total of lines 4 and 5 .....		.00 %		%		%		%
<b>7</b> Does the bond issue meet the private security or payment test? .....		X						
<b>8a</b> Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued? .....		X						
<b>b</b> If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of .....		%		%		%		%
<b>c</b> If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? .....								
<b>9</b> Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? .....	X							

**Part IV Arbitrage**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? .....		X						
<b>2</b> If "No" to line 1, did the following apply? .....								
<b>a</b> Rebate not due yet? .....		X						
<b>b</b> Exception to rebate? .....		X						
<b>c</b> No rebate due? .....		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed .....								
<b>3</b> Is the bond issue a variable rate issue? .....		X						
<b>4a</b> Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? .....		X						
<b>b</b> Name of provider .....								
<b>c</b> Term of hedge .....								
<b>d</b> Was the hedge superintegrated? .....								
<b>e</b> Was the hedge terminated? .....								

**Part IV Arbitrage (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>5a</b> Were gross proceeds invested in a guaranteed investment contract (GIC)? .....		X						
<b>b</b> Name of provider .....								
<b>c</b> Term of GIC .....								
<b>d</b> Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
<b>6</b> Were any gross proceeds invested beyond an available temporary period? .....		X						
<b>7</b> Has the organization established written procedures to monitor the requirements of section 148? .....		X						

**Part V Procedures To Undertake Corrective Action**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations? .....	X							

**Part VI Supplemental Information.** Provide additional information for responses to questions on Schedule K. See instructions

SCHEDULE K, SUPPLEMENTAL INFORMATION: THE PROCEEDS OF THE BONDS WERE USED TO (I) FINANCE OR REIMBURSE A PORTION OF THE COSTS OF THE MUSEUM'S DOWNTOWN BUILDING PROJECT (II) FUND CAPITALIZED INTEREST ON THE BONDS; AND (III) FUND CERTAIN COSTS AND EXPENSES INCIDENTAL TO ISSUANCE OF THE BONDS AND RELATED PURPOSES.

THE DIFFERENCE IN ISSUE PRICE AND TOTAL PROCEEDS IS DUE TO \$3,446.92 OF INVESTMENT EARNINGS IN THE FISCAL YEAR ENDED 6/30/12 AND \$2,108.83 OF INTEREST EARNINGS IN THE FISCAL YEAR ENDED 6/30/13.

FUNDS WERE CAPITALIZED FOR INTEREST PAYMENTS DURING THE CONSTRUCTION PERIOD ONLY.

PLEASE NOTE THAT THE BOND PROCEEDS WERE USED TO FINANCE THE CONSTRUCTION OF A NEW MUSEUM BUILDING. CONSTRUCTION HAS BEEN COMPLETED AND THE BUILDING WAS OPENED TO THE PUBLIC IN MAY 2015. THE INSTITUTION COMPLETED THE FINAL ALLOCATION IN SEPTEMBER 2016. NO PORTION OF THE BONDS WERE USED TO FINANCE PROPERTY FOR PRIVATE BUSINESS USE.

NOTE ON PART III, 2: THE INSTITUTION ENTERS INTO VARIOUS LICENSE AGREEMENTS WHICH ARE ALLOCATED TO THE NON-FINANCED PORTION OF THE SPACE.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2016**

Open To Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization **WHITNEY MUSEUM OF AMERICAN ART** Employer identification number **13-1789318**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art	X	20	0	N/A
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	51	4,750,000	FAIR MARKET VALUE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ( VENDOR ITEMS )	X	4	245,000	FAIR MARKET VALUE
26 Other ( )				
27 Other ( )				
28 Other ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 20

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2016)

**Part II** **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Multiple horizontal lines for supplemental information.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Open to Public  
Inspection

Name of the organization WHITNEY MUSEUM OF AMERICAN ART	Employer identification number 13-1789318
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CENTURIES. IN MAY 2015, THE MUSEUM OPENED A NEW, 210,000 SQUARE FOOT BUILDING IN DOWNTOWN MANHATTAN. LOCATED ON GANSEVOORT STREET BETWEEN WEST STREET AND THE HIGH LINE, THE NEW BUILDING, DESIGNED BY PRIZE-WINNING ARCHITECT RENZO PIANO, PROVIDES THE WHITNEY WITH ESSENTIAL NEW SPACE FOR ITS PERMANENT COLLECTION, TEMPORARY EXHIBITIONS, PERFORMING ARTS AND EDUCATION PROGRAMS IN ONE OF NEW YORK'S MOST VIBRANT NEIGHBORHOODS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ART, WE FOSTER THE WORK OF LIVING ARTISTS AT CRITICAL MOMENTS IN THEIR CAREERS. THE WHITNEY EDUCATES A DIVERSE PUBLIC THROUGH DIRECT INTERACTION WITH ARTISTS, OFTEN BEFORE THEIR WORK HAS ACHIEVED GENERAL ACCEPTANCE.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

IN VIEW (NOVEMBER 11, 2016 FEBRUARY 27, 2017); FAST FORWARD: PAINTING FROM THE 1980S (JANUARY 27 MAY 14, 2017); WHITNEY BIENNIAL 2017 (MARCH 17 JUNE 11, 2017); WHERE WE ARE: SELECTIONS FROM THE WHITNEY'S COLLECTION, 1900-1960 (APRIL 28, 2017 FEBRUARY 2019); AND CALDER: HYPERMOBILITY (JUNE 9 OCTOBER 23, 2017). THESE COVERED A WIDE RANGE OF MEDIA AND ARTISTS CONTEMPORARY AND HISTORICAL.

FY17 PERFORMANCES AT THE MUSEUM INCLUDED 6 DISTINCT PROJECTS: JILL

KROESEN: COLLECTION INJUSTICES, UNNECESSARY SUFFERING (JULY 27-29, 2016); SHAKE THE STARS WITH YOUR SONG (SEPTEMBER 10, 2016); SIBYL

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2016)



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KEMPSON: 12 SHOUTS TO THE TEN FORGOTTEN HEAVENS: FALL EQUINOX

(SEPTEMBER 22, 2016); SIBYL KEMPSON: 12 SHOUTS TO THE TEN FORGOTTEN

HEAVENS: WINTER SOLSTICE (DECEMBER 21, 2016); SIBYL KEMPSON: 12 SHOUTS

TO THE TEN FORGOTTEN HEAVENS: SPRING EQUINOX (MARCH 20, 2017); AND

SIBYL KEMPSON: 12 SHOUTS TO THE TEN FORGOTTEN HEAVENS: SUMMER SOLSTICE

(JUNE 20, 2017). THE MUSEUM'S FY17 PERFORMANCES ALSO INCLUDED PROJECTS

IN CONJUNCTION WITH THE FOLLOWING EXHIBITIONS: STUART DAVIS; MPA: RED

IN VIEW; AND THE WHITNEY BIENNIAL 2017.

AN ONGOING SERIES OF OUTDOOR ART SHOWN ACROSS GANSEVOORT STREET FROM

THE MUSEUM HAD 3 INSTALLATIONS: TORBJ RN R DLAND: BLUE PORTRAIT (NOKIA

N82) (JUNE 7, 2016 MARCH 6, 2017); AN INSTALLATION IN CONJUNCTION

WITH THE WHITNEY BIENNIAL 2017 (MARCH 3 JUNE 25, 2017); AND DO HO

SUH: 95 HORATIO STREET (JUNE 26, 2017 JANUARY 28, 2018).

THE MUSEUM'S EXHIBITIONS TOURED NATIONALLY AND INTERNATIONALLY: FRANK

STELLA: A RETROSPECTIVE (MODERN ART MUSEUM FORT WORTH; FINE ARTS

MUSEUMS OF SAN FRANCISCO, DE YOUNG MEMORIAL MUSEUM); COLLECTED BY THEA

WESTREICH WAGNER AND ETHAN WAGNER (CENTRE POMPIDOU, PARIS, FRANCE);

EDWARD HOPPER (PALAZZO FAVA, BOLOGNA, ITALY; COMPLESSO DEL VITTORIANO,

ROME, ITALY); H LIO OITICICA: TO ORGANIZE DELIRIUM (CARNEGIE MUSEUM OF

ART, PITTSBURGH; THE ART INSTITUTE OF CHICAGO); STUART DAVIS: IN FULL

SWING (NATIONAL GALLERY OF ART, WASHINGTON, D.C.; FINE ARTS MUSEUMS OF

SAN FRANCISCO, DE YOUNG MEMORIAL MUSEUM); AND CARMEN HERRERA: LINES OF

SIGHT (WEXNER CENTER FOR THE ARTS, COLUMBUS, OHIO).

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

PROJECT THAT IS A CRUCIAL ASPECT OF THE INCREASED SCOPE OF THE

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CONSERVATION AND RESEARCH RESOURCES TEAMS IN ITS GREATLY ENLARGED FACILITY. THE WHITNEY'S PERMANENT COLLECTION REMAINED ONLINE AND AVAILABLE TO THE PUBLIC AS A SEARCHABLE RESOURCE AND IS UPDATED REGULARLY AS NEW WORKS ENTER THE COLLECTION. THE NEW BUILDING FEATURES IMPORTANT LIBRARY AND SPECIAL COLLECTIONS HOLDINGS ON SITE, AS WELL AS ABOUT 15,000 WORKS ON PAPER THAT ARE STORED IN THE SONDRRA GILMAN STUDY CENTER, SUBSTANTIALLY INCREASING ACCESS TO THEM FOR CURATORS AND SCHOLARS. THE GILMAN STUDY CENTER WAS CONCEIVED FOR CROSS-MEDIUM, CROSS-DISCIPLINARY RESEARCH, ALLOWING ACCESS TO THE COLLECTION AND CLOSE MATERIAL AND TECHNICAL EXAMINATION OF OBJECTS BY MUSEUM STAFF, AS WELL AS BY ARTISTS, SCHOLARS, AND RESEARCHERS. AS SUCH, THE GILMAN STUDY CENTER IS A FUNDAMENTAL RESOURCE FOR HISTORIANS AND CURATORS OF MODERN AND CONTEMPORARY ART, MAKING THE WHITNEY'S WORLD-CLASS HOLDINGS AVAILABLE FOR PRIMARY RESEARCH AND IN-DEPTH CONSULTATION FOR THE FIRST TIME IN ITS HISTORY.

THE WHITNEY ALSO CONTINUED TO PREPARE FOR THE UPCOMING EXHIBITIONS BEYOND FY17, UNDERSTANDING THAT THE LARGER SCALE OF THE BUILDING WOULD REQUIRE MORE WORK TO FILL WITH THE HIGH QUALITY, ARTIST-DRIVEN EXHIBITIONS AT THE HEART OF THE WHITNEY'S MISSION. THE MUSEUM'S GOAL IS NOT ONLY TO MAKE USE OF ITS LARGER GALLERY SPACES BUT ALSO THE NEW POSSIBILITIES OFFERED BY OUTDOOR TERRACES, A THEATER AND BLACK BOX SCREENING SPACE, AND MORE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

DEPARTMENT'S ACTIVITIES. PROGRAMS OFFERED IN THE EDUCATION CENTER INCLUDE DROP-IN EVENTS, HANDS-ON LEARNING AND IN-DEPTH AND INTERDISCIPLINARY PROGRAMMING.

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DURING FY17, THE WHITNEY MOUNTED MAJOR EXHIBITIONS OF ARTISTS DANNY LYON, STUART DAVIS, AND CARMEN HERRERA AMONG OTHERS, AS WELL AS SURVEY EXHIBITIONS ON IMMERSIVE CINEMA (DREAMLANDS: IMMERSIVE CINEMA AND ART) AND PAINTING IN THE 1980S (FAST FORWARD), AND TWO ONGOING INSTALLATIONS OF WORK FROM THE WHITNEY'S PERMANENT COLLECTION (HUMAN INTEREST AND WHERE WE ARE). FOR ALL OF THESE EXHIBITIONS, THE EDUCATION DEPARTMENT OFFERED FREE PUBLIC TOURS, GUIDED VISITS FOR SCHOOLS, TEEN PROGRAMS WITH ARTISTS-IN-RESIDENCE, FAMILY ART WORKSHOPS AND FAMILY DAY PROGRAMS, SIGN LANGUAGE AND TOUCH TOURS, PUBLIC PROGRAMS, CONTINUING EDUCATION COURSES, AND ONLINE AND MULTIMEDIA EXHIBITION-RELATED CONTENT. THE MUSEUM ALSO DID EXTENSIVE PROGRAMMING AROUND THE MUSEUM'S SIGNATURE CONTEMPORARY ART EXHIBITION, THE 2017 BIENNIAL.

ARTIST COLLABORATIONS ARE AT THE FOREFRONT OF THE MUSEUM'S WORK, AND THIS YEAR THE EDUCATION DEPARTMENT HAD THE OPPORTUNITY TO WORK WITH: DANNY LYON, NINA CHANEL ABNEY, LEIDY CHURCHMAN, MARTHA ROSLER, MARY KELLY, DEVONTE HYNES, JENNY PERLIN, SHELLY SILVER, MPA, LAYLI LONG SOLDIER, NATALIE DIAZ, AND BIENNIAL ARTISTS SUSAN CIANCIOLO, RAFA ESPARZA, NOAH FISCHER, OTO GILLEN, SHARA HUGHES, JAMES N KIENITZ WILKINS, AJAY KURIAN, BEATRICE SANTIAGO MU OZ, ALIZA NISENBAUM, POSTCOMMODITY, ASSAD RAZA, JESSI REAVES, CHEMI ROSADO-SEIJO, CAULEEN SMITH, MAYA STOVALL, AND IAN SVENONIUS AMONG MANY OTHERS. THE MUSEUM'S PUBLIC PROGRAMS HIGHLIGHTED OTHER IMPORTANT CULTURAL AND POLITICAL VOICES AS WELL, WELCOMING GUESTS SUCH AS REPRESENTATIVE JOHN LEWIS, SCHOLAR JUSTIN LEROY, ATTORNEY JAN SUSSLER AND OTHERS.

FOR MORE INFORMATION ABOUT WHITNEY EDUCATION, PLEASE VISIT

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WHITNEY.ORG/EDUCATION.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PUBLICATION AND RETAIL:

MUSEUM RELATED AUXILLARY SERVICES THAT PROVIDE PRODUCTS RELATED TO THE

MUSEUM'S COLLECTION AND EXHIBITIONS.

EXPENSES \$ 1,785,000. INCLUDING GRANTS OF \$ 0. REVENUE \$ 1,118,000.

FORM 990, PART VI, SECTION A, LINE 1:

IN ACCORDANCE WITH THE MUSEUM'S BY-LAWS, THE EXECUTIVE COMMITTEE CONSISTS

ENTIRELY OF MUSEUM TRUSTEES. THE EXECUTIVE COMMITTEE CURRENTLY CONSISTS OF

23 MEMBERS AND IS COMPOSED OF CERTAIN TRUSTEE OFFICERS, CERTAIN TRUSTEE

COMMITTEE CHAIRS, AND OTHER TRUSTEES ELECTED BY RESOLUTION OF THE BOARD OF

TRUSTEES. BETWEEN MEETINGS OF THE BOARD OF TRUSTEES, AND SUBJECT TO THE

GENERAL POLICIES ESTABLISHED BY THE BOARD, THE EXECUTIVE COMMITTEE HAS ALL

THE POWERS OF THE FULL BOARD, EXCLUDING (I) THE REMOVAL OF TRUSTEES AND

OFFICERS, (II) APPOINTING OF COMMITTEE CHAIRS, AND (II) AMENDING THE

BY-LAWS.

FORM 990, PART VI, SECTION A, LINE 2:

NEIL BLUHM (TRUSTEE) AND LESLIE BLUHM (TRUSTEE) - FAMILY RELATIONSHIP.

THOMAS LEE (HONORARY TRUSTEE) AND JONATHAN O. LEE (TRUSTEE) - FAMILY

RELATIONSHIP.

NEIL G. BLUHM (TRUSTEE) AND JAMES A. GORDON (TRUSTEE) - BUSINESS

RELATIONSHIP.

DAVID W. ZALAZNICK (TRUSTEE) AND JAMES A. GORDON (TRUSTEE), THOMAS E. TUFT

(CO-CHAIRMAN), NEIL G. BLUHM (TRUSTEE) - BUSINESS RELATIONSHIP.

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## FORM 990, PART VI, SECTION B, LINE 11B:

THE MUSEUM'S FORM 990 TAX FILING IS COMPILED BASED ON INFORMATION OBTAINED FROM THE MUSEUM'S GENERAL LEDGER, AUDITED FINANCIAL STATEMENTS AND OTHER FINANCIAL SYSTEMS. THE MUSEUM'S CHIEF FINANCIAL OFFICER, SENIOR FINANCE/ACCOUNTING STAFF, GENERAL COUNSEL AND EXTERNAL TAX ADVISORS PARTICIPATE IN A SERIES OF DETAILED REVIEWS OF ALL INFORMATION TO BE INCLUDED IN THE FILING. ALL INFORMATION INCLUDED IN THE RETURN IS REVIEWED BY THE GROUP FOR ACCURACY AND CONTENT. THE COMPLETED FORM 990 AND RELATED SCHEDULES ARE ALSO PROVIDED TO THE MUSEUM'S SENIOR MANAGEMENT AND REVIEWED IN DETAIL WITH THE CHIEF OPERATING OFFICER. FINALLY, A PUBLIC INSPECTION COPY IS PROVIDED TO EACH MEMBER OF THE BOARD OF TRUSTEES PRIOR TO FILING THE RETURN. THE MUSEUM'S EXTERNAL TAX ADVISORS FILE THE FORM 990 ELECTRONICALLY WITH THE INTERNAL REVENUE SERVICE.

## FORM 990, PART VI, SECTION B, LINE 12C:

THE MUSEUM'S CODE OF CONDUCT CONTAINS DETAILED DISCLOSURE REQUIREMENTS WITH RESPECT TO THE CONFLICTS OF INTERESTS FOR ITS BOARD AND STAFF. ON A REGULAR BASIS, THE BOARD AND OFFICERS OF THE MUSEUM COMPLETE A CONFLICTS OF INTEREST QUESTIONNAIRE. RESPONSES ARE COMPILED, REVIEWED WITH GENERAL COUNSEL AND CHIEF OPERATING OFFICER, AND FORWARDED TO THE AUDIT COMMITTEE. IF A CONFLICT IS DISCLOSED, BOARD MEMBERS WITH POTENTIAL CONFLICTS MAY NOT PARTICIPATE IN DELIBERATIONS AND NEED TO RECUSE THEMSELVES FROM VOTING ON PARTICULAR MATTERS. IN ADDITION, EMPLOYEES ARE ASKED ANNUALLY TO REVIEW AND ACKNOWLEDGE COMPLIANCE WITH THE MUSEUM'S CODE OF CONDUCT.

## FORM 990, PART VI, SECTION B, LINE 15:

THE WHITNEY HAS A HUMAN RESOURCES/COMPENSATION COMMITTEE OF THE BOARD. MEMBERS INCLUDE THE CHAIRMAN, PRESIDENT, CHAIR OF THE FINANCE COMMITTEE

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ALONG WITH THREE OTHER TRUSTEES. THE COMMITTEE MEETS PERIODICALLY TO REVIEW PERFORMANCE AND COMPENSATION FOR THE DIRECTOR AND OTHER SENIOR STAFF INCLUDING THE CHIEF OPERATING OFFICER, DEPUTY DIRECTOR OF ADVANCEMENT, AND THE DEPUTY DIRECTOR FOR DEVELOPMENT. AS PART OF THE PROCESS, THE COMMITTEE REVIEWS COMPARATIVE DATA OBTAINED FROM SEVERAL INDEPENDENT SOURCES WHICH PROVIDE DATA FOR SIMILAR POSITIONS IN NEW YORK CITY AND NATIONALLY.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NY, NC, ND, OH  
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 19:  
AUDITED FINANCIAL STATEMENTS ARE MADE AVAILABLE ON THE MUSEUM'S WEBSITE.  
ALL OTHER DOCUMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:  
PENSION RELATED CHARGES OTHER THAN NET PERIODIC PENSION COSTS 1,689,000.

FORM 990 - GENERAL  
AMOUNTS REFLECTED IN THE 2016 FORM 990 FOR THE YEAR ENDED JUNE 30, 2017 HAVE BEEN ROUNDED TO THE NEAREST THOUSAND TO CONFORM WITH THE PRESENTATION IN THE MUSEUM'S AUDITED FINANCIAL STATEMENTS.