

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THOMAS W SMITH FOUNDATION INC		A Employer identification number 47-3862135
Number and street (or P O box number if mail is not delivered to street address) 2200 BUTTS ROAD NO 320	Room/suite	B Telephone number (see instructions) (561) 314-0800
City or town, state or province, country, and ZIP or foreign postal code BOCA RATON, FL 33431		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 26,250,247	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	21,971,500			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	61,779	61,779		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-156,655			
	b Gross sales price for all assets on line 6a	21,668,500			
	7 Capital gain net income (from Part IV, line 2)		13,484,943		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	21,876,624	13,546,722			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	355,000	0	305,000	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	40,484	0	0	
	b Accounting fees (attach schedule)	11,193	0	0	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	111,808	0	0	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,202	0	0	
	22 Printing and publications				
	23 Other expenses (attach schedule)	43,523	0	32,500	
	24 Total operating and administrative expenses. Add lines 13 through 23	563,210	0	337,500	
25 Contributions, gifts, grants paid	10,739,724			10,739,724	
26 Total expenses and disbursements. Add lines 24 and 25	11,302,934	0		11,077,224	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,573,690				
b Net investment income (if negative, enter -0-)		13,546,722			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,244	8,505,787	8,505,787
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		156,700	156,700
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	0	17,587,760	17,587,760
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,244	26,250,247	26,250,247	
Liabilities	17 Accounts payable and accrued expenses		10,000	
	18 Grants payable.			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	10,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,244	26,240,247	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,244	26,240,247		
31 Total liabilities and net assets/fund balances (see instructions) .	1,244	26,250,247		

Part III Analysis of Changes in Net Assets or Fund Balances			
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)		1	1,244
2 Enter amount from Part I, line 27a		2	10,573,690
3 Other increases not included in line 2 (itemize) ▶ _____		3	15,665,313
4 Add lines 1, 2, and 3		4	26,240,247
5 Decreases not included in line 2 (itemize) ▶ _____		5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .		6	26,240,247

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	13,484,943
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	9,354,436	8,501,489	1 100329
2014	8,243,740	5,973,450	1 380063
2013	7,966,692	7,016,824	1 135370
2012	5,793,137	6,436,078	0 900104
2011	5,002,602	7,708,054	0 649010
2 Total of line 1, column (d)			2 5 164876
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 1 032975
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 14,603,437
5 Multiply line 4 by line 3			5 15,084,985
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 135,467
7 Add lines 5 and 6			7 15,220,452
8 Enter qualifying distributions from Part XII, line 4			8 11,077,224

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, and total tax due/overpaid. Total tax due is 935.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, unrelated business income, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of THOMAS W SMITH FOUNDATION INC Telephone no (561) 314-0804
Located at 2200 BUTTS ROAD SUITE 320 BOCA RATON FL ZIP+4 33431
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

	5b		No
	6b		No
	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JAMES PIERESON 264 MILLARD AVENUE SLEEPY HOLLOW, NY 10591	CONSULTING	200,000
STEPHEN MOORE 6805 CANAL BRIDGE CT POTOMAC, MD 20854	CONSULTING	105,000
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 	
2 	
3 	
4 	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments. See instructions	
3 	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	11,306,473
b	Average of monthly cash balances.	1b	3,519,351
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	14,825,824
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	14,825,824
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	222,387
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,603,437
6	Minimum investment return. Enter 5% of line 5.	6	730,172

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	730,172
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	270,934
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	270,934
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	459,238
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	459,238
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	459,238

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	11,077,224
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	11,077,224
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,077,224

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				459,238
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			5	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	4,676,055			
b From 2012.	5,538,087			
c From 2013.	7,772,463			
d From 2014.	8,091,015			
e From 2015.	9,080,182			
f Total of lines 3a through e.	35,157,802			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>11,077,224</u>				
a Applied to 2015, but not more than line 2a			5	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				459,238
e Remaining amount distributed out of corpus	10,617,981			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))		0		0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	45,775,783			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	4,676,055			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	41,099,728			
10 Analysis of line 9				
a Excess from 2012.	5,538,087			
b Excess from 2013.	7,772,463			
c Excess from 2014.	8,091,015			
d Excess from 2015.	9,080,182			
e Excess from 2016.	10,617,981			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. 4942(j)(3) or 4942(j)(5)

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 THOMAS W SMITH

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				10,739,724
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

- (1)** Cash.
- (2)** Other assets.

b Other transactions

- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

***** 2017-05-11 *****
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name ANTHONY DATTOMA	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00237982
	Firm's name ▶ GRASSI & CO CPA'S PC				Firm's EIN ▶ 11-3266576
	Firm's address ▶ 488 MADISON AVENUE NEW YORK, NY 10022				Phone no (212) 661-6166

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
50,000 SHS KEURIG GREEN MTN INC		2012-07-30	2016-01-28
50,000 SHS KEURIG GREEN MTN INC		2012-07-30	2016-03-03
2,800 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-23	2016-09-07
100 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-23	2016-09-07
100 SHS ALLIANCE DATA SYSTEMS CORPORAT CMN		2009-02-23	2016-09-07
39,860 SHS FLEETMATICS GROUP		2014-07-16	2016-09-27
10,140 SHS FLEETMATICS GROUP		2014-07-31	2016-09-27
100,000 SHS FLEETMATICS GROUP		2014-07-16	2016-11-10
50,000 SHS FLEETMATICS GROUP		2014-07-29	2016-11-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,454,973		903,790	3,551,183
4,600,000		903,790	3,696,210
576,591		83,809	492,782
20,591		2,993	17,598
20,581		2,993	17,588
2,387,765		1,272,635	1,115,130
607,999		321,733	286,266
6,000,000		3,127,876	2,872,124
3,000,000		1,563,938	1,436,062

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,551,183
			3,696,210
			492,782
			17,598
			17,588
			1,115,130
			286,266
			2,872,124
			1,436,062

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
THOMAS W SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	PRESIDENT 0 50	0	0	0
LORI SMITH CURLEY 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	TREASURER AND SECRETARY 0 50	50,000	0	0
DIANE G SMITH 2200 BUTTS ROAD SUITE 320 BOCA RATON, FL 33431	VICE PRESIDENT 0 00	0	0	0
JAMES PIERESON 140 EAST 45 ST STE 14D NEW YORK, NY 10017	VICE PRESIDENT 0 50	200,000	0	0
STEPHEN MOORE 6805 CANAL BRIDGE CT POTOMAC, MD 20854	TRUSTEE 0 25	105,000	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY ON CAPITALISM & LTD GOV'T 528 E GREEN ST SUITE 202 CHAMPAIGN, IL 61820	NONE	GROUP EXEMPTION LETT	EDUCATION	100,000
ACADEMY ON CAPITALISM & LTD GOV'T 528 E GREEN ST SUITE 202 CHAMPAIGN, IL 61820	NONE	GROUP EXEMPTION LETT	EDUCATION	25,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RESEARCH 1150 17TH STREET NW WASHINGTON, DC 20036	NONE	501(C)3 PC	EDUCATION	150,000
ALEXANDER HAMILTON INSTITUTE 21 WEST PARK ROW CLINTON, NY 13323	NONE	501(C)3 PC	EDUCATION	50,000
ALZHEIMER'S DRUG DISCOVERY FOUNDATION 57 W 57TH STREET SUITE 904 NEW YORK, NY 10019	NONE	501(C)3 PC	RESEARCH	150
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE, IL 60527	NONE	501(C)3 PC	EDUCATION	50,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE, IL 60527	NONE	501(C)3 PC	EDUCATION	200,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE, IL 60527	NONE	501(C)3 PC	EDUCATION	25,000
AMERICAN TRANSPARENCY 200 S FRONTAGE RD STE 304 BURR RIDGE, IL 60527	NONE	501(C)3 PC	EDUCATION	50,000
ATLAS NETWORK 1201 L STREET NW 2ND FLOOR WASHINGTON, DC 20005	NONE	501(C)3 PC	ECONOMIC RESEARCH	24,000
B&T CLUB HISTORIC BUILDING PRES FDTN 1170 S OCEAN BLVD PALM BEACH, FL 33480	NONE	501(C)3 PC	HISTORICAL CONSERVATION	2,000
B&T CLUB HISTORIC BUILDING PRES FDTN 1170 S OCEAN BLVD PALM BEACH, FL 33480	NONE	501(C)3 PC	HISTORICAL CONSERVATION	5,000
BETA THETA PI FOUNDATION 5134 BONHAM ROAD OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	1,000
BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467	NONE	501(C)3 PC	EDUCATION	92,000
BROWN UNIVERSITY 164 ANGELL STREET PROVIDENCE, RI 02912	NONE	501(C)3 PC	EDUCATION	200,000
Total ▶ 3a				10,739,724

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALVIN COOLIDGE PRESIDENTIAL FOUNDATION PO BOX 97 PLYMOUTH, VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	120,000
CALVIN COOLIDGE PRESIDENTIAL FOUNDATION PO BOX 97 PLYMOUTH, VT 05056	NONE	501(C)3 PC	HISTORICAL PRESERVATION	50,000
CARNEGIE HALL SOCIETY INC 881 SEVENTH AVENUE NEW YORK, NY 10019	NONE	501(C)3 PC	ARTS	25,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	NONE	501(C)3 PC	PUBLIC POLICY	20,000
CHAPMAN UNIVERSITY 1 UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)3 PC	EDUCATION	39,643
CHAPMAN UNIVERSITY 1 UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)3 PC	EDUCATION	75,000
CHAPMAN UNIVERSITY 1 UNIVERSITY DRIVE ORANGE, CA 92866	NONE	501(C)3 PC	EDUCATION	40,543
CHOP 100 PENN SQUARE EAST 8TH FLOOR STE 8050 PHILADELPHIA, PA 19102	NONE	501(C)3 PC	HEALTH	10,000
CHORUS OF WESTERLY 119 HIGH STREET WESTERLY, RI 02891	NONE	501(C)3 PC	ARTS	250
CHRISTOPHER NEWPORT UNIVERSITY 1 UNIVERSITY PLACE NEWPORT NEWS, VA 23606	NONE	501(C)3 PC	EDUCATION	125,000
CITIZENS AGAINST GOVERNMENTT WASTE 1301 PENNSYLVANIA AVENUE NW SUITE 1075 WASHINGTON, DC 20004	NONE	501(C)3 PC	PUBLIC POLICY	1,000
CITY COLLEGE 21ST CENTURY FOUNDATION 160 CONVENT AVENUE WINGATE HALL RM 112 NEW YORK, NY 10031	NONE	501(C)3 PC	EDUCATION	20,000
CITY LORE INC 56 E FIRST STREET NEW YORK, NY 10013	NONE	501(C)3 PC	HISTOICAL CONSERVATION	50,000
CLEMSON UNIVERSITY FOUNDATION PO BOX 1889 CLEMSON, SC 29633	NONE	501(C)3 PC	EDUCATION	165,000
CO2 COALITION 115 EAST 86TH STREET 92 NEW YORK, NY 10028	NONE	501(C)3 PC	ECOLOGY	50,000
Total ► 3a				10,739,724

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLEGIATE NETWORK INC 3901 CENTERVILLE ROAD WILMINGTON, DE 19807	NONE	501(C)3 PC	EDUCATION	150,000
DARTMOUTH COLLEGE 207 PARKHURST HALL HANOVER, NH 03755	NONE	501(C)3 PC	EDUCATION	125,000
DONORS TRUST 1800 DIAGONAL ROAD ALEXANDRIA, VA 22314	NONE	501(C)3 PC	PUBLIC POLICY	20,000
DONORS TRUST 1800 DIAGONAL ROAD ALEXANDRIA, VA 22314	NONE	501(C)3 PC	PUBLIC POLICY	50,000
DUKE UNIVERSITY- V CAMPUS BOX 90581 DURHAM, NC 27708	NONE	501(C)3 PC	EDUCATION	37,500
DUKE UNIVERSITY - VI CAMPUS BOX 90581 DURHAM, NC 27708	NONE	501(C)3 PC	EDUCATION	125,000
ENCOUNTER BOOKS 900 BROADWAY SUITE 601 NEW YORK, NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	150,000
ENVIRONMENTAL RESOURCE CENTER PO BOX 819 KETCHUM, ID 83340	NONE	501(C)3 PC	COMMUNITY	1,000
ETHICS & PUBLIC POLICY CENTER 1730 M STREET NW STE 910 WASHINGTON, DC 20036	NONE	501(C)3 PC	EDUCATION	25,000
FDTN FOR INDIVIDUAL RIGHTS IN EDUCATION 510 WALNUT STREET STE 1250 PHILADELPHIA, PA 19106	NONE	501(C)3 PC	EDUCATION	75,000
FOUNDATION FOR CONSTITUTIONAL GOVE 350 WEST 42ND STREET SUITE 37C NEW YORK, NY 10036	NONE	501(C)3 PC	PUBLIC POLICY	200,000
FOUNDATION TO RESTORE ACCOUNTABILITY P O BOX 52351 TULSA, OK 74152	NONE	501(C)3 PC	PUBLIC POLICY	200,000
FREEDOM PARTNERS INSTITUTE 2300 WILSON BLVD STE 500 ARLINGTON, VA 22201	NONE	501(C)3 PC	PUBLIC POLICY	500,000
FRIENDS OF NATHANIEL WITHERELL 70 PASONAGE ROAD GREENWICH, CT 06830	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	5,000
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENSVILLE, SC 29613	NONE	501(C)3 PC	EDUCATION	50,000
Total ▶ 3a				10,739,724

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GEORGE MASON UNIVERSITY FDTN 3301 NOTH FAIRFAX DRIVE ARLINGTON, VA 22201	NONE	501(C)3 PC	EDUCATION	100,000
GEORGE MASON UNIVERSITY FDTN 3301 NOTH FAIRFAX DRIVE ARLINGTON, VA 22201	NONE	501(C)3 PC	EDUCATION	100,000
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON, DC 20057	NONE	501(C)3 PC	EDUCATION	100,000
GOLDWATER INSTITUTE 500 E CORONADA ROAD PHOENIX, AZ 85004	NONE	501(C)3 PC	PUBLIC POLICY	50,000
GOVERNMENT ACCOUNTABILITY INSTITUTE 1414 PIEDMONT DRIVE E TALLAHASSEE, FL 32308	NONE	501(C)3 PC	PUBLIC POLICY	150,000
GRADUATE SCHOOL FOUNDATION- CUNY 365 FIFTH AVENUE ROOM 6412 NEW YORK, NY 10016	NONE	501(C)3 PC	EDUCATION	250,000
GUREGHIAN CHARITABLE FOUNDATION 419 AVENUE OF THE STATES CHESTER, PA 19013	NONE	501(C)3	EDUCATION	40,000
HIGHER GROUND SUN VALLEY 160 7TH STREET KETCHUM, ID 83340	NONE	501(C)3 PC	COMMUNITY	24,750
HOSPITAL FOR SPECIAL SURGERY 535 EAST 70TH STREET NEW YORK, NY 10021	NONE	501(C)3 PC	HEALTH	10,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON, VA 22201	NONE	501(C)3 PC	EDUCATION	50,000
INSTITUTE FOR HUMANE STUDIES 3434 WASHINGTON BLVD MS 1C5 ARLINGTON, VA 22201	NONE	501(C)3 PC	EDUCATION	125,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON, VA 22203	NONE	501(C)3 PC	PUBLIC POLICY	100,000
INSTITUTE FOR JUSTICE 901 BORTH GLEBE ROAD 990 ARLINGTON, VA 22203	NONE	501(C)3 PC	PUBLIC POLICY	100,000
INVEST IN EDUCATION FOUNDATION INC 26 CENTURY HILL DRIVE 203 LATHAM, NY 12110	NONE	501(C)3 PC	EDUCATION	100,000
JACK MILLER CENTER 111 PRESIDENTIAL BLVD STE 146 BALA CYWNYD, PA 19004	NONE	501(C)3 PC	EDUCATION	100,000
Total ▶ 3a				10,739,724

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHN LOCKE FOUNDATION 200 WEST MORGAN STREET STE 200 RALEIGH, NC 27601	NONE	501(C)3 PC	EDUCATION	34,500
JOHNS HOPKINS UNIVERSITY 356 MERGENTHALER HALL 3400 N CHALES STREET BALTIMORE, MD 21218	NONE	501(C)3 PC	EDUCATION	15,000
JUDICIAL WATCH 425 THIRD STREET SW STE 800 WASHINGTON, DC 20024	NONE	501(C)3 PC	PUBLIC POLICY	25,000
JUVENILE DIABETES FOUN 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004	NONE	501(C)3 PC	HEALTH	1,000
KENYON COLLEGE 101 SCOTT LANE GAMBIER, OH 43022	NONE	501(C)3 PC	EDUCATION	250,000
LEE PESKY LEARNING CENTER 3324 ELDER STREET BOISE, ID 83705	NONE	501(C)3 PC	EDUCATION	1,000
LINCOLN CENTER FOR THE PERFORMING ARTS INC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3 PC	ARTS	5,520
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	PUBLIC POLICY	150,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	PUBLIC POLICY	300,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	75,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	200,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	50,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	122,186
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	57,000
MANHATTAN INSTITUTE 52 VANDERBILT AVENUE NEW YORK, NY 10017	NONE	501(C)3 PC	EDUCATION	100,000
Total ▶ 3a				10,739,724

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS INSTITUTE OF TECHNOLOG 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	501(C)3 PC	EDUCATION	25,000
MASSACHUSETTS INSTITUTE OF TECHNOLOG 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	NONE	501(C)3 PC	EDUCATION	25,000
MEDIA RESEARCH CENTER INC 1900 CAMPUS COMMONS DRIVE 6TH FLOOR RESTON, VA 20191	NONE	501(C)3 PC	MEDIA POLICY	10,000
MIAMI UNIVERSITY 218 HARRISON HALL 349 E HIGH STREET OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	465,000
MIAMI UNIVERSITY FOUNDATION 725 EAST CHESTNUT STREET OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	200,000
MIAMI UNIVERSITY FOUNDATION 725 EAST CHESTNUT STREET OXFORD, OH 45056	NONE	501(C)3 PC	EDUCATION	5,000
MUSEUM OF MODERN ART 11 W 53RD STREET NEW YORK, NY 10019	NONE	501(C)3 PC	ARTS	986
NATIONAL REVIEW INSTITUTE 215 LEXINGTON AVENUE 11TH FLOOR NEW YORK, NY 10016	NONE	501(C)3 PC	PUBLIC POLICY	50,000
NATIONAL REVIEW INSTITUTE 215 LEXINGTON AVENUE 11TH FLOOR NEW YORK, NY 10016	NONE	501(C)3 PC	EDUCATION	60,000
NEW ENGLAND BAPTIST HOSPITAL 125 PARKER HILL AVENUE BOSTON, MA 02120	NONE	501(C)3 PC	HEALTH	15,000
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK WEST NEW YORK, NY 10024	NONE	501(C)3 PC	ARTS	11,300
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3 PC	ARTS	1,500
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	501(C)3 PC	ARTS	14,131
NEW YORK UNIVERSITY 14A WASHINGTON MEWS NEW YORK, NY 10003	NONE	501(C)3 PC	EDUCATION	11,600
NEW YORK UNIVERSITY 14A WASHINGTON MEWS NEW YORK, NY 10003	NONE	501(C)3 PC	EDUCATION	50,000
Total ▶ 3a				10,739,724

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
a <i>Paid during the year</i>				
NEW YORK UNIVERSITY 14A WASHINGTON MEWS NEW YORK, NY 10003	NONE	501(C)3 PC	EDUCATION	103,000
NEW YORK UNIVERSITY 14A WASHINGTON MEWS NEW YORK, NY 10003	NONE	501(C)3 PC	EDUCATION	100,000
NYU LANGONE MEDICAL CENTER 530 FIRST AVENUE HCC SUITE 6D NEW YORK, NY 10016	NONE	501(C)3 PC	HEALTH	20,000
OPERA ON TAP 320 STRATFORD ROAD BROOKLYN, NY 11218	NONE	501(C)3 PC	ARTS	5,000
PACIFIC RESEARCH INSTITUTE 101 MONTGOMERY STREET SUITE 1300 SAN FRANCISCO, CA 94104	NONE	501(C)3 PC	EDUCATION	150,000
PATRICIA BLANCO ANIMAL FOUNDATION 1728 17TH WAY WEST PALM BEACH, FL 33407	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	100
PEGGY ADAMS ANIMAL RESCUE LEAGUE 3200 N MILITARY TRAIL WEST PALM BEACH, FL 33049	NONE	501(C)3 PC	COMMUNITY	500
POPE CENTER FOR HIGHER EDUCATION POLICY 353 E SIX FORKS ROAD STE 200 RALEIGH, NC 27609	NONE	501(C)3 PC	EDUCATION	30,000
PRATT INSTITUTE LEGENDS 200 WILLOUGHBY AVENUE BROOKLYN, NY 11205	NONE	501(C)3 PC	EDUCATION	50,000
PROPERTY & ENVIRONMENTAL RESEARCH 2048 ANALYSIS DRIVE SUITE A BOZEMAN, MT 59718	NONE	501(C)3 PC	ECOLOGY	100,000
PURDUE UNIVERSITY ROOM 200 610 PURDUE MALL WEST LAFAYETTE, IN 47907	NONE	501(C)3 PC	EDUCATION	145,000
REAGAN FOUNDATION 40 PRESIDENTIAL DRIVE SIMI VALLEY, CA 93065	NONE	501(C)3 PC	HISTORICAL CONSERVATION	300
REAL CLEAR FOUNDATION 1747 PENNSYLVANIA AVE NW STE 1000 WASHINGTON, DC 20006	NONE	501(C)3 PC	EDUCATION	100,000
RHODES COLLEGE 2000 NORTH PARKWAY MEMPHIS, TN 38112	NONE	501(C)3 PC	EDUCATION	75,000
ROMAN CATHOLIC HIGH SCHOOL 301 NORTH BROAD STREET PHILADELPHIA, PA 19107	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	14,815
Total ▶ 3a				10,739,724

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SALT MARSH OPERA COMPANY 65 CUTLER STREET STONINGTON, CT 06378	NONE	501(C)3 PC	ARTS	500
SOCRATES SCULPTURE PARK INC 32-01 VERNON BLVD LONG ISLAND CITY, NY 11106	NONE	501(C)3 PC	ARTS	40,000
STATE POLICY NETWORK 1655 N FORT MYER DRIVE SUITE 360 ARLINGTON, VA 22209	NONE	501(C)3 PC	PUBLIC POLICY	75,000
STONINGTON LAND TRUST PO BOX 812 STONINGTON, CT 06378	NONE	501(C)3 PC	ECOLOGY	1,000
STORM KING ART CENTER 1 MUSEUM ROAD NEW WINDSOR, NY 12553	NONE	501(C)3 PC	ARTS	10,000
STUDENT FREE PRESS ASSOCIATION 4771 MECHANIC ROAD HILLSDALE, MI 49242	NONE	501(C)3 PC	EDUCATION	25,000
STUDENT FREE PRESS ASSOCIATION 4771 MECHANIC ROAD HILLSDALE, MI 49242	NONE	501(C)3 PC	EDUCATION	25,000
SUN VALLEY CENTER P O BOX 656 SUN VALLEY, ID 83353	NONE	501(C)3 PC	ARTS	750
SUN VALLEY SKI EDUCATION FOUNDATION P O BOX 203 SUN VALLEY, ID 83353	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	500
SUN VALLEY SUMMER SYMPHONY P O BOX 656 SUN VALLEY, ID 83353	NONE	501(C)3 PC	ARTS	8,900
SUN VALLEY WRITERS CONFERENCE P O BOX 656 SUN VALLEY, ID 83353	NONE	501(C)3 PC	ARTS	11,200
TAX FOUNDATION 1325 G STREET NW STE 950 WASHINGTON, DC 20005	NONE	501(C)3 PC	PUBLIC POLICY	30,000
TEXAS TECH FOUNDATION BOX 41017 - MCCLELLAN HALL LUBBOCK, TX 79409	NONE	501(C)3 PC	EDUCATION	25,000
THE EMILY CATHERINE FEDORKO FOUNDATION P O BOX 72 COS COB, CT 06807	NONE	501(C)3 PC	EDUCATION	2,000
THE FEDERALIST SOCIETY 1776 I STREET NW STE 300 WASHINGTON, DC 20036	NONE	501(C)3 PC	EDUCATION	110,000
Total ▶ 3a				10,739,724

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Name and address (home or business)				
a <i>Paid during the year</i>				
THE FOUNDATION FOR CULTURAL REVIEW 900 BROADWAY SUITE 602 NEW YORK, NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	10,000
THE FOUNDATION FOR CULTURAL REVIEW 900 BROADWAY SUITE 602 NEW YORK, NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	100,000
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002	NONE	501(C)3 PC	EDUCATION	100,000
THE KING'S COLLEGE 56 BROADWAY NEW YORK, NY 10004	NONE	501(C)3 PC	EDUCATION	100,000
THE MERCATUS CENTER 3351 N FAIRFAX DRIVE 4TH F ARLINGTON, VA 22201	NONE	501(C)3 PC	EDUCATION	150,000
THE NEW CRITERION 900 BROADWAY NEW YORK, NY 10003	NONE	501(C)3 PC	PUBLIC POLICY	15,000
THE RONALD REAGAN PRESIDENTIAL LIBRARY PO BOX 5020 SIMI VALLEY, CA 93062	NONE	501(C)3 PC	HISTORICAL PRESERVATION	300
THE RYAN FOUNDATION 805 BROWER ROAD ROAD WAYNE, PA 19087	NONE	501(C)3 PC	EDUCATION	100,000
THE WILLIAM F BUCKLEY JR PROGRAM 111 WHITNEY AVENUE NEW HAVEN, CT 06510	NONE	501(C)3 PC	EDUCATION	50,000
TOWN OF PALM BEACH UNITED WAY 44 COCOANUT ROW M201 PALM BEACH, FL 33480	NONE	501(C)3 PC	COMMUNITY	1,000
TRUSTEES OF PRINCETON UNIVERSITY 83 PROSPECT AVENUE PRINCETON, NJ 08540	NONE	501(C)3 PC	EDUCATION	150,000
TURNING POINT USA 217 1/2 ILLINOIS STREET LEMONT, IL 60439	NONE	501(C)3 PC	PUBLIC POLICY	100,000
US NAVY MEMORIAL PO BOX 96570 WASHINGTON, DC 20090	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	200
UNIVERSITY OF CALIFORNIA - LAW SCHOOL 385 CHARLES E YOUNG DRIVE EAST 1242 LAW BUILDING LOS ANGELES, CA 90095	NONE	501(C)3 PC	EDUCATION	275,000
UNIVERSITY OF CHICAGO 1126 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)3 PC	EDUCATION	100,000
Total ▶ 3a				10,739,724

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MONTANA 32 CAMPUS DRIVE MISSOULA, MO 59812	NONE	501(C)3 PC	EDUCATION	50,000
UNIVERSITY OF NOTRE DAME 217 OSHAUGHNESSY HALL NOTRE DAME, IN 46656	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIVERSITY OF RICHMOND, VA 23173	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF TEXAS 110 INNER CAMPUS DR AUSTIN, TX 78712	NONE	501(C)3 PC	EDUCATION	100,000
UNIVERSITY OF VIRGINIA PO BOX 400787 CHARLOTTESVILLE, VA 22904	NONE	501(C)3 PC	EDUCATION	100,000
UTAH STATE UNIVERSITY 3500 OLD MAIN HALL LOGAN, UT 84322	NONE	501(C)3 PC	EDUCATION	80,000
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINTONSALEM, NC 27106	NONE	501(C)3 PC	EDUCATION	200,000
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINTONSALEM, NC 27106	NONE	501(C)3 PC	EDUCATION	120,000
WATCH HILL LIBRARYIMPROVEMNT PO BOX 1451 WESTERLY, RI 02891	NONE	501(C)3 PC	COMMUNITY DEVELOPMENT	100
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE	501(C)3 PC	EDUCATION	105,000
WESTERLY HOSPITAL FOUNDATION INC 26 WELLS STREET WESTERLY, RI 02481	NONE	501(C)3	HEALTH	5,000
WESTERLY REVOLVING FUND INC 43 BROAD STREET STE 300 POBOX 112 WESTERLY, RI 02891	NONE	501(C)3	HISTORICAL CONSERVATION	10,000
YANKEE INSTITUTE FOR PUBLIC POLICY 2016 MAIN STREET HARFORD, CT 06106	NONE	501(C)3	PUBLIC POLICY	50,000
Total ▶ 3a				10,739,724

TY 2016 Accounting Fees Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,193	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Expenditure Responsibility Statement

Name: THOMAS W SMITH FOUNDATION INC

EIN: 47-3862135

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
GUREGHIAN CHARITABLE FOUNDATION	CROZER BUILDING SUTIE 100 419 AVENUE OF THE STATES CHESTER, PA 19013	2016-03-22	40,000	QUALIFIED SCHOLARSHIPS AT HIGH SCHOOLS WITH QUALIFIED 501(C)(3) STATUS AS PUBLIC CHARITIES - TUITION ASSISTANCE	40,000	NONE	APRIL 15, 2017	2017-04-15	FUNDS EXPENDED

TY 2016 Explanation of Non-Filing with Attorney General Statement

Name: THOMAS W SMITH FOUNDATION INC

EIN: 47-3862135

Statement:

THE DELAWARE ATTORNEY GENERAL DOES NOT REQUIRE THE FILING OF A COPY OF THE ORGANIZATION'S FEDERAL FORM 990-PF.

TY 2016 General Explanation Attachment**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FORM 990-PF- TRANSFER OF ASSETS TO THOMAS W SMITH FOUNDATION INC	ON APRIL 1, 2015, THOMAS W SMITH ESTABLISHED THE THOMAS W SMITH FOUNDATION, INC, A CORPORATION CREATED UNDER THE LAWS OF DELAWARE TO BE THE SUCCESSOR TO THE TWS FOUNDATION, EIN 13-3258067 WHEREAS, THE TWS FOUNDATION HAS DETERMINED TO TRANSFER ALL OF ITS ASSETS TO THE THOMAS W SMITH FOUNDATION INC WHEREAS, THOMAS W SMITH FOUNDATION INC HAS CONTINUED ON THE CHARITABLE PURPOSES OF THE TWS FOUNDATION AND THERE BEING NO ASSETS HELD BY THE TWS FOUNDATION, THAT THE TWS FOUNDATION WAS TERMINATED THE THOMAS W SMITH FOUNDATION INC, AS SUCCESSOR, IS DEEMED TO SUCCEED TO THE AGGREGATE TAX BENEFITS/ATTRIBUTES OF THE TRANSFEROR TWS FOUNDATION PURSUANT TO SEC 507(B)(2) THE THOMAS W SMITH FOUNDATION INC CONTINUES TO REPORT THE TWS FOUNDATION CARROVER INFORMATION IN ORDER TO DETERMINE QUALIFICATION UNDER SEC 4940(E) AND EXCESS DISTRIBUTIONS CARRY OVER PURSUANT TO SEC 507(B)(2)

TY 2016 Investments Corporate Stock Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE SECURITIES	17,587,760	17,587,760

TY 2016 Legal Fees Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	40,484	0		0

TY 2016 Other Expenses Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FEES	750	0		0
CONSULTING EXPENSES	32,500	0		32,500
OFFICE EXPENSES	10,273	0		0

TY 2016 Other Increases Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135

Description	Amount
TO REFLECT TRANSFER OF ASSETS ON CONVERSION FROM TRUST TO CORPORATE FORM	15,348,484
CHANGE IN UNREALIZED GAIN ON SECURITIES	316,829

TY 2016 Taxes Schedule**Name:** THOMAS W SMITH FOUNDATION INC**EIN:** 47-3862135

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	111,808	0		0

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

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

OMB No 1545-0047
2016

Name of the organization
THOMAS W SMITH FOUNDATION INC

Employer identification number
47-3862135

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

Form 990-PF

- 527 political organization
- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization THOMAS W SMITH FOUNDATION INC	Employer identification number 47-3862135
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS W SMITH	\$ 11,989,000	Person <input type="checkbox"/>
	2200 BUTTS ROAD SUITE 320		Payroll <input type="checkbox"/>
	BOCA RATON, FL33431		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
2	THOMAS W SMITH	\$ 9,982,500	Person <input type="checkbox"/>
	2200 BUTTS ROAD SUITE 320		Payroll <input type="checkbox"/>
	BOCA RATON, FL33431		Noncash <input checked="" type="checkbox"/>
			(Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/>
			(Complete Part II for noncash contributions)

Name of organization THOMAS W SMITH FOUNDATION INC	Employer identification number 47-3862135
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Part II **Noncash Property**

	(see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	200,000 SHARES OF FLEETMATICS GROUP	\$ 11,989 000	2016-09-08
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	300,000 SHARE OF NUESTAR INC CL A	\$ 9,982 500	2016-12-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____	\$ _____	_____

Name of organization THOMAS W SMITH FOUNDATION INC	Employer identification number 47-3862135
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____ _____	_____ _____	_____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____ _____		_____ _____	