



2017 Income Tax Returns

THE POPULATION COUNCIL, INC.

Form **990**

Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0047

2017

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE POPULATION COUNCIL, INC.			D Employer identification number 13-1687001
	Doing Business As			E Telephone number (212) 339-0500
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
	ONE DAG HAMMARSKJOLD PLAZA		3RD FL	
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017			
F Name and address of principal officer: JULIA BUNTING ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017			G Gross receipts \$ 120,076,810.	
I 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			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: WWW.POPCOUNCIL.ORG			H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1952 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: IMPROVE THE WELL-BEING AND REPRODUCTIVE HEALTH OF CURRENT AND FUTURE GENERATIONS AROUND THE WORLD. FOR MORE INFORMATION, SEE SCHEDULE O.	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	3 17.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 16.
	5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5 277.
	6 Total number of volunteers (estimate if necessary)	6 48.
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a -1,404.
b Net unrelated business taxable income from Form 990-T, line 34	7b -2,654.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 72,427,240. Current Year 71,764,136.
	9 Program service revenue (Part VIII, line 2g)	0. 67,711.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,256,785. 8,571,481.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,049,702. 10,962,201.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	82,733,727. 91,365,529.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14 Benefits paid to or for members (Part IX, column (A), line 4)		0. 0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		43,687,645. 41,435,275.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0. 55,328.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 680,350.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		28,782,702. 29,978,982.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		85,432,557. 86,668,211.
19 Revenue less expenses. Subtract line 18 from line 12	-2,698,830. 4,697,318.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 138,020,536. End of Year 140,903,775.
	21 Total liabilities (Part X, line 26)	47,949,014. 41,299,941.
	22 Net assets or fund balances. Subtract line 21 from line 20.	90,071,522. 99,603,834.

COPY FOR PUBLIC INSPECTION

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.

Sign Here	Signature of officer	Date			
	JACKSON IRELAND Type or print name and title	VP CORPORATE FINANCE			
Paid Preparer Use Only	Print/Type preparer's name ROBERT A ROBINSON	Preparer's signature <i>Robert A. Robinson</i>	Date 11/8/18	Check <input type="checkbox"/> if self-employed	PTIN P00741489
	Firm's name ▶ KPMG LLP	Firm's EIN ▶ 13-5565207		Phone no. 212-758-9700	
	Firm's address ▶ 345 PARK AVENUE NEW YORK, NY 10154-0102				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2017)

Application for Automatic Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for *Charities and Non-Profits*.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE POPULATION COUNCIL, INC.	13-1687001
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
ONE DAG HAMMARSKJOLD PLAZA 3RD FL		
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
NEW YORK, NY 10017		

Enter the Return Code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JACKSON IRELAND

- The books are in the care of ► ONE DAG HAMMARSKJOLD PLACE NEW YORK NY 10017

Telephone No. ► 212 339-0500 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2017 or
- tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

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:

TO IMPROVE THE WELL-BEING AND REPRODUCTIVE HEALTH OF CURRENT AND FUTURE GENERATIONS AROUND THE WORLD AND TO HELP ACHIEVE A HUMANE, EQUITABLE AND SUSTAINABLE BALANCE BETWEEN PEOPLE AND RESOURCES.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

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 \$ 55,552,271. including grants of \$ 14,072,097.) (Revenue \$ 67,711.)

SOCIAL & BEHAVIORAL SCIENCES: THE POPULATION COUNCIL FOCUSES ON THREE SOCIAL AND BEHAVIORAL SCIENCE RESEARCH AREAS, INCLUDING REPRODUCTIVE HEALTH; HIV AND AIDS; POVERTY, GENDER, AND YOUTH. FOR MORE INFORMATION SEE SCHEDULE O.

4b (Code:) (Expenses \$ 17,623,278. including grants of \$ 1,126,529.) (Revenue \$)

BIOMEDICAL RESEARCH: THE POPULATION COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH (CBR) IS A VIBRANT HUB OF SCIENTIFIC INVESTIGATION AND PRODUCT DEVELOPMENT. FOR MORE THAN 60 YEARS, RESEARCH CONDUCTED AT THE CBR LABORATORIES HAS ADDRESSED CRITICAL QUESTIONS IN SEXUAL AND REPRODUCTIVE HEALTH. OUR STAFF SUPPORTS THE RESEARCH AND DEVELOPMENT OF INNOVATIVE PRODUCTS THAT HELP PREVENT UNINTENDED PREGNANCY AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS. FOR MORE INFORMATION SEE SCHEDULE O.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 73,175,549.

Part IV Checklist of Required Schedules

	Yes	No
1 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	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 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
4 Section 501(c)(3) organizations. 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	
5 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
6 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
7 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
8 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
9 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
10 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	
11 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.		
a 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 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	
c 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
d 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
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	X	
f 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	
12a 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 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
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
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	
15 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	
16 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
17 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> (see instructions).	X	
18 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
19 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
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21	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	
22	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	
23	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	
24a	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	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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	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
26	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
27	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
28	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):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
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
c	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
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	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
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	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
33	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	
34	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
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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>		
36	Section 501(c)(3) organizations. 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
37	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
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

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 [X]

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 3 columns: Question, Yes, No. Rows include 1a (17), 1b (16), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ATTACHMENT 1
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.
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: JACKSON IRELAND ONE DAG HAMMARSKJOLD PLACE NEW YORK, NY 10017 212 339-0500

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 dotted 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) JULIA BUNTING PRESIDENT	35.00 0.	X		X				443,339.	0.	60,684.
(2) DARCY BRADBURY CHAIR OF THE BOARD	1.00 0.	X						0.	0.	0.
(3) PETER BRANDT TRUSTEE	1.00 0.	X						0.	0.	0.
(4) WAFAA EL-SADR TRUSTEE, END 6/30/17	1.00 0.	X						0.	0.	0.
(5) ANNA GLASIER TRUSTEE	1.00 0.	X						6,000.	0.	0.
(6) VICTOR HALBERSTADT TRUSTEE	1.00 0.	X						0.	0.	0.
(7) ANNA MASTROIANNI TRUSTEE, END 6/30/17	1.00 0.	X						0.	0.	0.
(8) CHEIKH MBACKE TRUSTEE	1.00 0.	X						0.	0.	0.
(9) LAUREN A. MESERVE TRUSTEE	1.00 0.	X						0.	0.	0.
(10) ZULFIQAR A. BHUTTA TRUSTEE	1.00 0.	X						0.	0.	0.
(11) TERRY PEIGH TRUSTEE	1.00 0.	X						0.	0.	0.
(12) K. SUJATHA RAO TRUSTEE	1.00 0.	X						0.	0.	0.
(13) ELIZABETH EDER ZOBEL DE AYALA TRUSTEE, END 6/30/17	1.00 0.	X						0.	0.	0.
(14) MARC L. SAIONTZ TRUSTEE, END 6/30/17	1.00 0.	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 dotted 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			
(15) THEO SPENCER ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(16) AMY ONG TSUI ----- TRUSTEE, END 6/30/17	1.00 ----- 0.	X					0.	0.	0.	
(17) JEFFREY SPIELER ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(18) KAYE WELLINGS ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(19) SALIM S. ABDOOL KARIM ----- TRUSTEE, START 11/1/17	1.00 ----- 0.	X					0.	0.	0.	
(20) JONATHAN SHAKES ----- TRUSTEE, START 12/1/17	1.00 ----- 0.	X					0.	0.	0.	
(21) WANDA OLSON ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(22) JONATHAN KAGAN ----- TRUSTEE	1.00 ----- 0.	X					0.	0.	0.	
(23) ANN K. BLANC ----- VP, SOCIAL & BEH SCIENCE RSCH	35.00 ----- 0.			X			294,311.	0.	38,776.	
(24) JOHN BONGAARTS ----- VICE PRESIDENT & DISTING. SCHLR	32.00 ----- 0.			X			272,267.	0.	51,291.	
(25) JAMES E. SAILER ----- VP & EXEC DIR, CTR FOR BIO RSH	35.00 ----- 0.			X			292,047.	0.	29,585.	
1b Sub-total							449,339.	0.	60,684.	
c Total from continuation sheets to Part VII, Section A							2,981,439.	0.	511,958.	
d Total (add lines 1b and 1c)							3,430,778.	0.	572,642.	

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 ▶ 93

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 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	
5 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
ATTACHMENT 2		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 9

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 dotted 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			
(26) JOHN W. TOWNSEND ----- DIRECTOR, COUNTRY STRATEGY	28.00 ----- 0.			X				241,729.	0.	47,377.
(27) PATRICIA C. VAUGHAN ----- GENERAL COUNSEL AND SECRETARY	35.00 ----- 0.			X				263,833.	0.	39,067.
(28) ERIC WALKER ----- CHIEF FINANCIAL OFFICER	35.00 ----- 0.			X				276,463.	0.	51,234.
(29) MARIA AGUILAR ----- DIR, INTERNATIONAL OPS	35.00 ----- 0.				X			184,290.	0.	50,271.
(30) JULIE PULERWITZ ----- PROGRAM DIRECTOR HIV & AIDS	35.00 ----- 0.					X		222,190.	0.	29,196.
(31) GEORGE CREASY ----- MEDICAL DIRECTOR-NDA CBR	28.00 ----- 0.					X		262,081.	0.	60,120.
(32) ANNABEL ERULKAR ----- SENIOR ASSOCIATE & COUNTRY DIR	40.00 ----- 0.					X		229,924.	0.	46,022.
(33) JUDITH BRUCE ----- SENIOR PROGRAM ASSOCIATE	35.00 ----- 0.					X		217,412.	0.	38,453.
(34) KAREN A. HARDEE ----- SNR ASST & PROJ DIR, EVIDENCE	35.00 ----- 0.					X		224,892.	0.	30,566.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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 **▶** 93

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 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	
5 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

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 21,787.				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 43,006,557.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 28,735,792.				
	g Noncash contributions included in lines 1a-1f: \$	2,125,453.				
	h Total. Add lines 1a-1f		71,764,136.			
	Program Service Revenue	2a PUBLICATIONS REVENUE	Business Code 511190	67,711.	67,711.	
b _____						
c _____						
d _____						
e _____						
f All other program service revenue						
g Total. Add lines 2a-2f			67,711.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).		1,800,315.		-1,404.	1,801,719.
	4 Income from investment of tax-exempt bond proceeds		0.			
	5 Royalties		10,960,758.			10,960,758.
	6a Gross rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)			0.		
	7a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
		35,473,534. 8,913.				
	b Less: cost or other basis and sales expenses					
		28,711,281.				
	c Gain or (loss)					
		6,762,253. 8,913.				
	d Net gain or (loss)			6,771,166.		6,771,166.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a					
b Less: direct expenses b						
c Net income or (loss) from fundraising events			0.			
9a Gross income from gaming activities. See Part IV, line 19 a						
b Less: direct expenses b						
c Net income or (loss) from gaming activities			0.			
10a Gross sales of inventory, less returns and allowances a						
b Less: cost of goods sold b						
c Net income or (loss) from sales of inventory			0.			
Miscellaneous Revenue		Business Code				
11a MISCELLANEOUS REVENUE	900099		1,443.	1,443.		
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d			1,443.			
12 Total revenue. See instructions.			91,365,529.	69,154.	-1,404.	19,533,643.

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	8,134,110.	8,134,110.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	148,145.	148,145.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	6,916,371.	6,916,371.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	2,617,615.	1,444,716.	1,096,041.	76,858.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	29,338,772.	23,110,788.	6,002,660.	225,324.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,280,102.	1,617,397.	635,040.	27,665.
9 Other employee benefits	5,494,240.	4,529,561.	920,149.	44,530.
10 Payroll taxes	1,704,546.	1,192,718.	490,188.	21,640.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	228,562.	161,108.	67,454.	
c Accounting	319,067.	86,838.	232,229.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17.	55,328.			55,328.
f Investment management fees	249,037.		249,037.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	8,271,719.	7,982,483.	173,228.	116,008.
12 Advertising and promotion	0.			
13 Office expenses	1,352,734.	936,724.	409,479.	6,531.
14 Information technology	660,412.	372,777.	287,635.	
15 Royalties	0.			
16 Occupancy	6,298,984.	5,388,663.	849,004.	61,317.
17 Travel	4,202,239.	4,042,387.	162,008.	-2,156.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	2,696,519.	2,626,987.	64,598.	4,934.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	1,612,594.	794,676.	817,918.	
23 Insurance	222,162.	136,391.	85,771.	
24 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.)				
a LABORATORY SUPPLIES	1,082,262.	1,082,262.		
b PRINTING & PUBLICATIONS	444,127.	301,485.	121,244.	21,398.
c DUES AND FEES	2,264,863.	2,165,941.	78,020.	20,902.
d OTHER	73,701.	3,021.	70,609.	71.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	86,668,211.	73,175,549.	12,812,312.	680,350.
26 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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

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
Assets	1 Cash - non-interest-bearing	8,903,899.	1	8,220,936.
	2 Savings and temporary cash investments	0.	2	0.
	3 Pledges and grants receivable, net	15,120,971.	3	15,041,984.
	4 Accounts receivable, net	698,549.	4	822,774.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 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 instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	1,801,992.	9	1,729,958.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,650,938.		
	b Less: accumulated depreciation	10b 16,534,047.	12,765,919.	10c 12,116,891.
	11 Investments - publicly traded securities	80,938,147.	11	85,167,452.
	12 Investments - other securities. See Part IV, line 11	17,791,059.	12	17,803,780.
	13 Investments - program-related. See Part IV, line 11	0.	13	0.
	14 Intangible assets	0.	14	0.
	15 Other assets. See Part IV, line 11	0.	15	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	138,020,536.	16	140,903,775.	
Liabilities	17 Accounts payable and accrued expenses	4,987,707.	17	4,810,361.
	18 Grants payable	5,742,584.	18	6,283,463.
	19 Deferred revenue	21,998,961.	19	12,813,832.
	20 Tax-exempt bond liabilities	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 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	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties	4,513,866.	24	5,605,356.
	25 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	10,705,896.	25	11,786,929.
	26 Total liabilities. Add lines 17 through 25	47,949,014.	26	41,299,941.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	73,741,070.	27	81,308,523.
	28 Temporarily restricted net assets	10,844,676.	28	12,809,535.
	29 Permanently restricted net assets	5,485,776.	29	5,485,776.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	90,071,522.	33	99,603,834.
34 Total liabilities and net assets/fund balances	138,020,536.	34	140,903,775.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	91,365,529.
2	Total expenses (must equal Part IX, column (A), line 25)	2	86,668,211.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,697,318.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	90,071,522.
5	Net unrealized gains (losses) on investments	5	5,688,432.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-853,438.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	99,603,834.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
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:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
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:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** 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?
- 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

Form **990** (2017)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**.
Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

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

Schedule A (Form 990 or 990-EZ) 2017

JSA
7E1210 1.000

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) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	74,820,045.	75,254,425.	71,368,781.	72,427,240.	71,764,136.	365,634,627.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	74,820,045.	75,254,425.	71,368,781.	72,427,240.	71,764,136.	365,634,627.
5 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).						23,724,453.
6 Public support. Subtract line 5 from line 4						341,910,174.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4.	74,820,045.	75,254,425.	71,368,781.	72,427,240.	71,764,136.	365,634,627.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	4,843,814.	6,896,374.	6,557,660.	5,884,776.	12,761,073.	36,943,697.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) . ATCH. 1	89,546.	29,116.	77,642.	85,445.	1,443.	283,192.
11 Total support. Add lines 7 through 10.						402,861,516.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f)).	14	84.87%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	85.71%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization.		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2016. 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 stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2017. 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 stop here . 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 10%-facts-and-circumstances test - 2016. 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 stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
18 Private foundation. 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

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support. (Subtract line 7c from line 6.)

Section B. Total Support

Table with 7 columns: (a) 2013, (b) 2014, (c) 2015, (d) 2016, (e) 2017, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (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

Table with 3 columns: Description, Value, Percentage. Rows include: 15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2016 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Value, Percentage. Rows include: 17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2016 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2017. 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 - 2016. 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
1 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>		
2 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>		
3a 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 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>		
c 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>		
4a 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 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>		
c 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>		
5a 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 Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 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>		
7 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>		
8 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>		
9a 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 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>		
c 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>		
10a 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 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
11 Has the organization accepted a gift or contribution from any of the following persons?		
a 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?	11 a	
b A family member of a person described in (a) above?	11 b	
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>	11 c	

Section B. Type I Supporting Organizations

	Yes	No
1 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? <i>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.</i>	1	
2 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? <i>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.</i>	2	

Section C. Type II Supporting Organizations

	Yes	No
1 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)? <i>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).</i>	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 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?	1	
2 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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>	2	
3 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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a 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? <i>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.</i>	2a		
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? <i>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.</i>	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a 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? <i>Provide details in Part VI.</i>	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>	3b		

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.

Section A - Adjusted Net Income		(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 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8		
Section B - Minimum Asset Amount		(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 Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
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 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			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 Distributable Amount. 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
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

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.)

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2013	2014	2015	2016	2017	TOTAL
PUBLICATIONS REVENUE	58,708.	21,558.	53,887.	71,977.		206,130.
MISCELLANEOUS REVENUE	30,838.	7,558.	23,755.	13,468.	1,443.	77,062.
TOTALS	<u>89,546.</u>	<u>29,116.</u>	<u>77,642.</u>	<u>85,445.</u>	<u>1,443.</u>	<u>283,192.</u>

Schedule of Contributors

2017

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

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization **THE POPULATION COUNCIL, INC.**

Employer identification number
13-1687001

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		\$ 29,213,644.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 8,428,426.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 6,055,160.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 2,838,766.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 2,343,110.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 2,051,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **THE POPULATION COUNCIL, INC.**

Employer identification number
13-1687001

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
7		\$ 1,700,505.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 1,911,134.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

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
5	STOCK	\$ 2,052,749.	VAR

Name of organization **THE POPULATION COUNCIL, INC.**

Employer identification number
13-1687001

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
_____	_____
_____	_____
_____	_____

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2017

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

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 THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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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. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$ _____
- 3 Volunteer hours for political campaign activities (see instructions)

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-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2017

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.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures		86,668,211.	
e Total exempt purpose expenditures (add lines 1c and 1d)		86,668,211.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.		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.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	0.
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	0.
j 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?			<input type="checkbox"/> Yes <input type="checkbox"/> 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.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures					
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f 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)).

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d 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).

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

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."

Table with 2 main columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 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?; 5 Taxable amount of lobbying and political expenditures (see instructions)

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.

Blank lines for providing supplemental information as requested in the instructions above.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?

Part II Conservation Easements.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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. (a) Total number of conservation easements, (b) Total acreage restricted by conservation easements, (c) Number of conservation easements on a certified historic structure included in (a), (d) Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register, 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.

Table with 2 columns: Revenue, Assets. Rows include: 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.

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

Schedule D (Form 990) 2017

JSA 7E1268 2.000

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	87,171,268.	86,726,130.	100,183,198.	101,530,278.	88,064,052.
b Contributions	8,301,649.	1,603,423.	358,143.	4,200.	4,000.
c Net investment earnings, gains, and losses	14,010,106.	8,192,658.	-4,624,840.	6,671,964.	18,180,927.
d Grants or scholarships					
e Other expenditures for facilities and programs	13,048,167.	9,229,823.	9,058,792.	7,895,944.	4,602,625.
f Administrative expenses	148,004.	121,120.	131,579.	127,300.	116,076.
g End of year balance	96,286,852.	87,171,268.	86,726,130.	100,183,198.	101,530,278.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 82.6000 %
 - b Permanent endowment 5.7000 %
 - c Temporarily restricted endowment 11.7000 %
- 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				
b Buildings				
c Leasehold improvements		21,763,332.	12,469,438.	9,293,894.
d Equipment		5,648,905.	3,305,405.	2,343,500.
e Other		1,238,701.	759,204.	479,497.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				12,116,891.

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) LIMITED PARTNERSHIPS	17,803,780.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	17,803,780.	

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)		
Total. (Column (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)	
Total. (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) DEFERRED RENT CREDIT	5,285,743.
(3) POSTRETIREMENT MED BEN PAYABLE	6,501,186.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	11,786,929.

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.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total revenue reported as 91,365,529.

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.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total expenses reported as 86,668,211.

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.

SEE PAGE 5

Multiple horizontal lines provided for entering supplemental information.

Part XIII Supplemental Information (continued)

SCHEDULE D, PART V, LINE 4

INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

THE JOHN D ROCKEFELLER 3RD MEMORIAL FUND MAY BE USED BY THE BOARD OF TRUSTEES AT THEIR DISCRETION TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE SURDNA FUND SUPPORTS BIOMEDICAL RESEARCH ACTIVITIES.

THE SANDRA FERRY FUND SUPPORTS ACTIVITIES ADDRESSING THE ROLE OF WOMEN IN THE WORLD.

DEWITT WALLACE FELLOWSHIP FUND PROVIDES A FINANCIAL BASE TO SUPPORT ADVANCED RESEARCH AND TRAINING OF SOCIAL AND BIOMEDICAL SCIENTISTS IN THE POPULATION FIELD.

THE NEW CAPITAL CAMPAIGN GENERAL FUND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION, TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE CBR ENDOWMENT IS INTENDED TO SUPPORT RENOVATIONS, EXPANSION AND OPERATIONS OF THE CENTER FOR BIOMEDICAL RESEARCH (CBR) LAB FACILITIES.

THE DR. CHRISTOPHER TIETZE FELLOWSHIP FUND SUPPORTS FELLOWSHIPS IN REPRODUCTIVE EPIDEMIOLOGY.

THE EXCESS ROYALTY FUND WAS ESTABLISHED BY THE POPULATION COUNCIL'S BOARD OF TRUSTEES AND MAY BE USED BY THE BOARD OF TRUSTEES, AT ITS DISCRETION,

Part XIII Supplemental Information (continued)

TO SUPPORT THE OPERATIONS OF THE POPULATION COUNCIL.

THE GEORGE J. HECHT FUND MAY BE USED TO SUPPORT: DEVELOPING CONTRACEPTIVE DEVICES; DEVELOPING OTHER CONTRACEPTIVE OR BIRTH CONTROL MEASURES; PROVIDING SUCH DEVICES OR MEASURES; INSTRUCTION IN THE USE OF SUCH DEVICES OR MEASURES; AND/OR FAMILY PLANNING TO REDUCE THE FERTILITY OF SUCH OVERPOPULATED COUNTRIES AS THE COUNCIL SHALL DETERMINE.

THE POLICY RESEARCH ENDOWMENT FUND SUPPORTS THE PROGRAM ACTIVITIES OF THE POVERTY, GENDER AND YOUTH PROGRAM (FORMALLY KNOWN AS THE POLICY RESEARCH DIVISION).

SCHEDULE D, PART X, LINE 2

UNCERTAIN TAX POSITIONS

THE COUNCIL RECOGNIZES THE EFFECTS OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. NO PROVISION FOR INCOME TAXES WAS REQUIRED FOR 2017 OR 2016.

RECONCILIATION OF REVENUE AND EXPENSE TO AUDITED FINANCIAL STATEMENTS

SCHEDULE D, PART XI, LINE 2D

LOSS ON LEASE OBLIGATION AND OTHER, NET (72)

PENSION AND OTHER POSTRETIREMENT CHARGES OTHER

THAN NET PERIODIC BENEFIT COST (853,366)

(853,438)
=====

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA/CARIBBEAN	1.	8.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	1,499,707.
(2) EAST ASIA AND THE PACIFIC	1.	4.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	411,386.
(3) MIDDLE EAST AND NORTH AFRICA	1.	13.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	1,284,615.
(4) NORTH AMERICA	1.	9.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	1,218,856.
(5) SOUTH ASIA	4.	111.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	9,021,692.
(6) SUB-SAHARAN AFRICA	11.	146.	PROGRAM SERVICES	SOCIAL & BEH. SCIENCE	18,806,559.
(7) CENTRAL AMERICA/CARIBBEAN	0.	0.	GRANTMAKING		92,253.
(8) EUROPE	0.	0.	GRANTMAKING		1,989,514.
(9) MIDDLE EAST AND NORTH AFRICA	0.	0.	GRANTMAKING		248,900.
(10) SOUTH ASIA	0.	0.	GRANTMAKING		144,245.
(11) SUB-SAHARAN AFRICA	0.	0.	GRANTMAKING		4,441,459.
(12) CENTRAL AMERICA/CARIBBEAN	0.	0.	INVESTMENTS		313,543.
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total	19.	291.			39,472,729.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	19.	291.			39,472,729.

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

Schedule F (Form 990) 2017

JSA
7E1274 1.000

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			CENT. AMERICA/CARIBBEAN	SOCIAL & BEH	10,647.	WIRE			
(2)			CENT. AMERICA/CARIBBEAN	SOCIAL & BEH	56,607.	WIRE			
(3)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	1,078,933.	WIRE			
(4)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	235,286.	WIRE			
(5)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	8,587.	WIRE			
(6)			SOUTH ASIA	SOCIAL & BEH	25,146.	WIRE			
(7)			SOUTH ASIA	SOCIAL & BEH	72,003.	WIRE			
(8)			SOUTH ASIA	SOCIAL & BEH	19,108.	WIRE			
(9)			SUB-SAHARAN AFRICA	SOCIAL & BEH	115,046.	WIRE			
(10)			SUB-SAHARAN AFRICA	SOCIAL & BEH	139,232.	WIRE			
(11)			SUB-SAHARAN AFRICA	SOCIAL & BEH	294,521.	WIRE			
(12)			SUB-SAHARAN AFRICA	SOCIAL & BEH	233,247.	WIRE			
(13)			SUB-SAHARAN AFRICA	SOCIAL & BEH	344,596.	WIRE			
(14)			SUB-SAHARAN AFRICA	SOCIAL & BEH	59,319.	WIRE			
(15)			SUB-SAHARAN AFRICA	SOCIAL & BEH	101,816.	WIRE			
(16)			SUB-SAHARAN AFRICA	SOCIAL & BEH	69,262.	WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	SOCIAL & BEH	148,946.	WIRE			
(2)			SUB-SAHARAN AFRICA	SOCIAL & BEH	182,445.	WIRE			
(3)			SUB-SAHARAN AFRICA	SOCIAL & BEH	93,643.	WIRE			
(4)			SUB-SAHARAN AFRICA	SOCIAL & BEH	142,072.	WIRE			
(5)			SUB-SAHARAN AFRICA	SOCIAL & BEH	57,836.	WIRE			
(6)			SUB-SAHARAN AFRICA	SOCIAL & BEH	42,734.	WIRE			
(7)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	8,024.	WIRE			
(8)			SUB-SAHARAN AFRICA	SOCIAL & BEH	718,754.	WIRE			
(9)			SUB-SAHARAN AFRICA	SOCIAL & BEH	196,141.	WIRE			
(10)			SUB-SAHARAN AFRICA	SOCIAL & BEH	113,824.	WIRE			
(11)			SUB-SAHARAN AFRICA	SOCIAL & BEH	57,225.	WIRE			
(12)			SUB-SAHARAN AFRICA	SOCIAL & BEH	55,320.	WIRE			
(13)			SUB-SAHARAN AFRICA	SOCIAL & BEH	53,894.	WIRE			
(14)			SUB-SAHARAN AFRICA	SOCIAL & BEH	33,595.	WIRE			
(15)			SUB-SAHARAN AFRICA	SOCIAL & BEH	70,829.	WIRE			
(16)			CENT. AMERICA/CARIBBEAN	SOCIAL & BEH	25,000.	WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	43,385.	WIRE			
(2)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	136,339.	WIRE			
(3)			EUROPE/ICELAND/GREENLAND	SOCIAL & BEH	499,895.	WIRE			
(4)			MIDDLE EAST/NORTH AFRICA	SOCIAL & BEH	53,155.	WIRE			
(5)			MIDDLE EAST/NORTH AFRICA	SOCIAL & BEH	115,015.	WIRE			
(6)			SOUTH ASIA	SOCIAL & BEH	30,029.	WIRE			
(7)			SUB-SAHARAN AFRICA	SOCIAL & BEH	65,303.	WIRE			
(8)			SUB-SAHARAN AFRICA	SOCIAL & BEH	151,322.	WIRE			
(9)			SUB-SAHARAN AFRICA	SOCIAL & BEH	32,368.	WIRE			
(10)			SUB-SAHARAN AFRICA	SOCIAL & BEH	25,300.	WIRE			
(11)			SUB-SAHARAN AFRICA	SOCIAL & BEH	30,557.	WIRE			
(12)			SUB-SAHARAN AFRICA	SOCIAL & BEH	219,178.	WIRE			
(13)			SUB-SAHARAN AFRICA	SOCIAL & BEH	88,532.	WIRE			
(14)			SUB-SAHARAN AFRICA	SOCIAL & BEH	172,851.	WIRE			
(15)			SUB-SAHARAN AFRICA	SOCIAL & BEH	5,875.	WIRE			
(16)			SUB-SAHARAN AFRICA	SOCIAL & BEH	88,612.	WIRE			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ _____

3 Enter total number of other organizations or entities ▶ _____

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)			SUB-SAHARAN AFRICA	SOCIAL & BEH	64,806.	WIRE			
(2)			SUB-SAHARAN AFRICA	SOCIAL & BEH	7,433.	WIRE			
(3)			MIDDLE EAST/NORTH AFRICA	SOCIAL & BEH	91,088.	WIRE			
(4)			SUB-SAHARAN AFRICA	SOCIAL & BEH	88,000.	WIRE			
(5)			SUB-SAHARAN AFRICA	SOCIAL & BEH	73,010.	WIRE			
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter **▶** 39.

3 Enter total number of other organizations or entities **▶** 14.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of noncash assistance	(g) Description of noncash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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; don't 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; don't file with Form 990)* Yes No

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).

SCHEDULE F, PART I, LINE 2

GRANT MONITORING

MONITORING THE USE OF GRANT FUNDS OUTSIDE THE UNITED STATES:

SUBAWARDS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS RESEARCH, TRANSFERS TECHNOLOGY, AND STRENGTHENS INSTITUTIONAL POLICY WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO THE COUNCIL THAT ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS THE ACTIVITIES OF THE COUNCIL. IN ACCORDANCE WITH COUNCIL PROCEDURES, GRANTING OF AN AWARD REQUIRES APPROVAL BY COUNCIL PROGRAMMATIC, FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED. IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED. ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE CHIEF FINANCIAL OFFICER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES REQUIRED DONOR PROVISIONS, PROGRAMMATIC REPORTING REQUIREMENTS, AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.

SCHEDULE F, PARTS II & III

SCHEDULE F, PART II EXCLUDES GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES UNDER \$5,000 THAT IN AGGREGATE TOTAL \$8,289 AND ALSO EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES OUTSIDE THE UNITED STATES THAT IN AGGREGATE

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).

TOTAL \$37,610.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

2017

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

▶ Go to www.irs.gov/Form990 for the latest instructions.

Name of the organization
THE POPULATION COUNCIL, INC.

Employer identification number
13-1687001

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 ATTACHMENT 1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					55,328.	-55,328.

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

AL, AK, AR, CA, CO, CT, DC, FL, GA, HI, IL,
KS, KY, ME, MD, MA, MI, MN, MS, NV, NH, NJ, NM, NY, NC, ND, OH,
OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

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
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts			
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶			
11	Net income summary. Subtract line 10 from line 3, column (d) ▶				

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	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	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	
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8	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	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a 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 explanation 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).

990, SCHEDULE G, PART I - HIGHEST PAID FUNDRAISER

NAME AND ADDRESS OF FUNDRAISER	ACTIVITY	DID FUNDRAISER HAVE CUSTODY OR CONTROL OF CONTRIBUTIONS?		GROSS RECEIPTS FROM ACTIVITY	AMOUNT PAID TO (OR RETAINED BY FUNDRAISER	AMOUNT PAID TO (OR RETAINED BY ORGANIZATION
		YES	NO			
BERGER HIRSCHBERG STRATEG 335 MADISON AVE 9TH FLOOR NEW YORK NY 10017	CONSULTANT		X		55,328.	-55,328.

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) TULANE UNIVERSITY, TULANE NATIONAL PRIMATE 1430 TULANE AVE NEW ORLEANS, LA 70112	72-0423889	501(C)(3)	496,748.				SOCIAL & BEHAVIORAL SCIENCE
(2) UNIVERSITY OF WASHINGTON BROOKLYN AVE SEATTLE, WA 98195	91-6001537	115(1)	103,580.				SOCIAL & BEHAVIORAL SCIENCE
(3) FUTURES GROUP INTERNATIONAL, LLC 1000 MAIN STREET DURHAM, NC 27701	26-1509671	US FOR-PROFIT	810,181.				SOCIAL & BEHAVIORAL SCIENCE
(4) ELISABETH GLASER PEDIATRIC AIDS FOUNDATION 1140 CONNECTICUT AVE WASHINGTON, DC 20036	95-4191698	501(C)(3)	1,363,065.				SOCIAL & BEHAVIORAL SCIENCE
(5) ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI 1 GUSTAVE L. LEVY PL NEW YORK, NY 10029	13-6171197	501(C)(3)	102,972.				SOCIAL & BEHAVIORAL SCIENCE
(6) FUTURES INSTITUTE 41A NEW LONDON TPKE GLASTONBURY, CT 06033	20-4816286	501(C)(3)	445,225.				SOCIAL & BEHAVIORAL SCIENCE
(7) JOHNS HOPKINS UNIVERSITY 3910 KESWICK ROAD BALTIMORE, MD 21211	52-0595110	501(C)(3)	1,889,129.				SOCIAL & BEHAVIORAL SCIENCE
(8) UNIVERSITY OF CALIFORNIA, SAN FRANCISCO 3333 CALIFORNIA ST SAN FRAN., CA 94143-0962	94-1156628	501(C)(3)	174,481.				SOCIAL & BEHAVIORAL SCIENCE
(9) RESEARCH TRIANGLE INSTITUTE 701 13TH ST WASHINGTON, DC 02005-3967	56-0686338	501(C)(3)	17,475.				SOCIAL & BEHAVIORAL SCIENCE
(10) ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVENUE BRONX, NY 10461	47-2209056	115(1)	170,846.				BIOMEDICAL RESEARCH
(11) PATH 2201 WESTLAKE AVE #200 SEATTLE, WA 98121	91-1157217	501(C)(3)	208,662.				SOCIAL & BEHAVIORAL SCIENCE
(12) JHPIEGO CORPORATION 1615 THAMES ST BALTIMORE, MD 21231-3492	23-7424444	501(C)(3)	107,054.				BIOMEDICAL RESEARCH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

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

Schedule I (Form 990) (2017)

**SCHEDULE I
(Form 990)**

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF ALABAMA 701 20TH STREET SOUTH BIRMINGHAM, AL 35294	63-6005396	501(C)(3)	5,750.				SOCIAL & BEHAVIORAL SCIENCE
(2) POPULATION REFERENCE BUREAU 1875 CONNECTICUT AVE WASHINGTON, DC 20009	53-0214030	501(C)(3)	539,545.				SOCIAL & BEHAVIORAL SCIENCE
(3) PROGRAM FOR APPROPRIATE TECHNOLOGY IN HEALT 2201 WESTLAKE AVENUE SEATTLE, WA 98121 USA	91-1157127	501(C)(3)	196,621.				SOCIAL & BEHAVIORAL SCIENCE
(4) MERIDIAN GROUP INTERNATIONAL, INC 1250 24 STREET NW WASHINGTON, DC 20037	54-1832764	S-CORP	659,970.				SOCIAL & BEHAVIORAL SCIENCE
(5) UNIVERSITY OF CALIFORNIA, SAN DIEGO 9500 GILMAN DRIVE, LA JOLLA, CA 92093	95-6006144	501(C)(3)	121,915.				SOCIAL & BEHAVIORAL SCIENCE
(6) UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE, CHAPEL HILL, NC 27599	56-6001393	501(C)(3)	290,335.				SOCIAL & BEHAVIORAL SCIENCE
(7) WORLDREADER.ORG 2030 1ST AVENUE, STE. 300 SEATTLE, WA 89121	27-2092468	501(C)(3)	234,196.				SOCIAL & BEHAVIORAL SCIENCE
(8) WCG CARES 12400 HIGH BLUFF DR. SAN DIEGO, CA 92130	46-3226871	501(C)(3)	136,167.				SOCIAL & BEHAVIORAL SCIENCE
(9) IDEAS42 80 BROAD STREET NEW YORK, NY 10004	27-1678009	501(C)(3)	15,153.				SOCIAL & BEHAVIORAL SCIENCE
(10) GEORGETOWN UNIVERSITY INSTITUTE 3300 WHITE HAVEN ST WASHINGTON, DC 20007	53-0196603	501(C)(3)	15,000.				SOCIAL & BEHAVIORAL SCIENCE
(11) AVENIR HEALTH 41-A NEW LONDON TPKE GLASTONBURY, CT 06033	20-4816286	501(C)(3)	14,769.				BIOMEDICAL RESEARCH
(12) TULANE UNIVERSITY SCHOOL OF PUBLIC HEALTH A 6823 ST. CHARLES AVE NEW ORLEANS, LA 70118	72-0423889	501(C)(3)	14,444.				SOCIAL & BEHAVIORAL SCIENCE

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 22.

3 Enter total number of other organizations listed in the line 1 table ▶ 2.

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

Schedule I (Form 990) (2017)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 BIOMEDICAL RESEARCH	10.	148,145.			
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

SCHEDULE I, PART I, LINE 2

GRANT MONITORING

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES: SUBAWARDS

CONTRACTS ARE AN IMPORTANT MEANS THROUGH WHICH THE COUNCIL CONDUCTS

RESEARCH, TRANSFERS TECHNOLOGY, AND STRENGTHENS INSTITUTIONAL POLICY

WITHIN THE POPULATION FIELD. POTENTIAL SUB RECIPIENTS SUBMIT PROPOSALS TO

THE COUNCIL THAT ARE REVIEWED BY PROGRAMMATIC STAFF TO DETERMINE WHETHER

THE TYPE OF STUDY THE INSTITUTION OR INDIVIDUAL IS CONDUCTING FURTHERS

THE ACTIVITIES OF THE COUNCIL. IN ACCORDANCE WITH COUNCIL PROCEDURES,

GRANTING OF AN AWARD REQUIRES APPROVAL BY COUNCIL PROGRAMMATIC,

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

FINANCIAL, AND ADMINISTRATIVE STAFF TO ENSURE THE RECIPIENT IS QUALIFIED.

IF THE AWARD IS FUNDED UNDER A GRANT TO THE COUNCIL, DONOR APPROVAL MAY ALSO BE REQUIRED. ONCE APPROVAL IS GRANTED, THE RECIPIENT AND THE CHIEF FINANCIAL OFFICER OF THE COUNCIL SIGN AN AGREEMENT, WHICH SPECIFIES REQUIRED DONOR PROVISIONS, PROGRAMMATIC REPORTING REQUIREMENTS, AND A DISBURSEMENT SCHEDULE. PROGRAMMATIC STAFF PERIODICALLY MAKE SITE VISITS AND REVIEW PROJECT SUBSTANTIVE REPORTS. FINANCIAL STAFF REVIEW PERIODIC FINANCIAL REPORTS AND COORDINATE WITH PROJECT STAFF BEFORE FURTHER PAYMENTS ARE DISBURSED.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b); and any other additional information.

SCHEDULE I, PART II

SCHEDULE I, PART II EXCLUDES GRANTS AND OTHER ASSISTANCE TO GOVERNMENTS AND ORGANIZATIONS INSIDE THE UNITED STATES UNDER \$5,000 THAT IN AGGREGATE TOTAL \$4,600 AND ALSO EXCLUDES RETURNED GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS OR ENTITIES INSIDE THE UNITED STATES THAT IN AGGREGATE TOTAL \$3,774.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

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 type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input 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
1a	X	
2		X
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2017

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	JULIA BUNTING PRESIDENT	(i)	382,919.	0.	60,420.	24,000.	36,684.	504,023.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
2	ANN K. BLANC VP, SOCIAL & BEH SCIENCE RSCH	(i)	292,505.	0.	1,806.	24,000.	14,776.	333,087.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
3	JOHN BONGAARTS VICE PRESIDENT & DISTING.SCHLR	(i)	245,615.	0.	26,652.	24,000.	27,291.	323,558.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
4	JAMES E. SAILER VP & EXEC DIR, CTR FOR BIO RSH	(i)	291,417.	0.	630.	24,000.	5,585.	321,632.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
5	JOHN W. TOWNSEND DIRECTOR, COUNTRY STRATEGY	(i)	218,395.	0.	23,334.	24,000.	23,377.	289,106.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
6	PATRICIA C. VAUGHAN GENERAL COUNSEL AND SECRETARY	(i)	262,027.	0.	1,806.	24,000.	15,067.	302,900.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
7	MARIA AGUILAR DIR, INTERNATIONAL OPS	(i)	183,324.	0.	966.	23,605.	26,666.	234,561.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
8	JULIE PULERWITZ PROGRAM DIRECTOR HIV & AIDS	(i)	211,560.	10,000.	630.	24,000.	5,196.	251,386.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
9	GEORGE CREASY MEDICAL DIRECTOR-NDA CBR	(i)	259,309.	0.	2,772.	24,000.	36,120.	322,201.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
10	ANNABEL ERULKAR SENIOR ASSOCIATE & COUNTRY DIR	(i)	164,570.	0.	65,354.	19,356.	26,666.	275,946.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
11	ERIC WALKER CHIEF FINANCIAL OFFICER	(i)	271,129.	0.	5,334.	19,992.	31,242.	327,697.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
12	JUDITH BRUCE SENIOR PROGRAM ASSOCIATE	(i)	190,760.	0.	26,652.	24,000.	14,453.	255,865.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
13	KAREN A. HARDEE SNR ASST & PROJ DIR, EVIDENCE	(i)	205,086.	0.	19,806.	24,000.	6,566.	255,458.	0.
		(ii)	0.	0.	0.	0.	0.	0.	0.
14		(i)							
		(ii)							
15		(i)							
		(ii)							
16		(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.

FORM 990, SCHEDULE J, PART I, LINE 1 & 2

HOUSING ALLOWANCE THERE IS ONLY ONE TAXABLE HOUSING ALLOWANCE AUTHORIZED AS PART OF THE PRESIDENT'S COMPENSATION PACKAGE, WHICH IS APPROVED BY THE BOARD OF TRUSTEES. THE PRESIDENT RECEIVED A \$60,000 HOUSING ALLOWANCE, PAID MONTHLY. AS THIS IS A HOUSING ALLOWANCE, IT DOES NOT REQUIRE SUBSTANTIATION PRIOR TO REIMBURSEMENT.

FORM 990, SCHEDULE J, PART I, LINE 7

NON-FIXED PAYMENT

JULIE PULERWITZ RECEIVED DISCRETIONARY NON-FIXED PAYMENTS BASED ON PERFORMANCE.

FORM 990, SCHEDULE J, PART II

COMPENSATION DETAIL

THE COUNCIL'S POLICIES INCLUDE PROVIDING RELOCATION, HOUSING AND DEPENDENT EDUCATION ALLOWANCES TO U. S. EXPATRIATES AND THIRD COUNTRY NATIONAL EMPLOYEES HIRED AS INTERNATIONAL EMPLOYEES FROM THE COUNCIL'S U.S. HEADQUARTERS TO WORK AT ONE OF THE COUNCIL'S INTERNATIONAL OFFICES. THESE BENEFITS ARE REPORTED AS OTHER REPORTABLE COMPENSATION FOR U.S.

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.

EMPLOYEES AND AS NONTAXABLE BENEFITS FOR FOREIGN EMPLOYEES. ANNABEL ERULKAR, HIGHEST COMPENSATED EMPLOYEE, RECEIVED TAXABLE HOUSING AND SECURITY SERVICES BENEFITS UNDER THIS POLICY TOTALING \$58,180.

THE COUNCIL'S POLICIES INCLUDE PROVIDING EMPLOYEES WITH EMPLOYER CONTRIBUTIONS TO A DEFINED CONTRIBUTION 403(B) RETIREMENT PLAN. ANY EMPLOYEE OF THE COUNCIL OTHER THAN A NON-RESIDENT ALIEN WITH NO U.S.-SOURCE INCOME IS ELIGIBLE TO PARTICIPATE IN THE PLAN. EFFECTIVE JANUARY 2009, CHANGES TO THE LAWS THAT GOVERN CONTRIBUTIONS TO DEFINED CONTRIBUTION 403(B) ACCOUNTS PREVENT THESE EMPLOYER CONTRIBUTIONS FROM BEING DEPOSITED INTO 403(B) ACCOUNTS FOR FOREIGN EMPLOYEES.

THEREFORE THE COUNCIL PROVIDES THE EMPLOYER CONTRIBUTIONS DIRECTLY TO THE COUNCIL'S FOREIGN EMPLOYEES AND IS REPORTED AS OTHER REPORTABLE COMPENSATION.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2017

**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.
- ▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization THE POPULATION COUNCIL, INC.	Employer identification number 13-1687001
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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				
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	7.	2,125,453.	FMV
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 ▶ ()				
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**

		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?	30a		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?	31	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		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.			

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2017)

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.

SCHEDULE M, PART I, COLUMN (B)

NUMBER OF CONTRIBUTIONS OR ITEMS CONTRIBUTED

THE COUNCIL IS REPORTING THE NUMBER OF CONTRIBUTIONS.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE POPULATION COUNCIL, INC.

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.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Employer identification number

13-1687001

FORM 990, PART I, LINE 1

ORGANIZATION'S MISSION

THE POPULATION COUNCIL CONFRONTS CRITICAL HEALTH AND DEVELOPMENT ISSUES,
FROM STOPPING THE SPREAD OF HIV TO IMPROVING REPRODUCTIVE HEALTH AND
ENSURING THAT YOUNG PEOPLE LEAD FULL AND PRODUCTIVE LIVES. THROUGH
BIOMEDICAL, SOCIAL SCIENCE, AND PUBLIC HEALTH RESEARCH IN 50 COUNTRIES,
WE WORK WITH OUR PARTNERS TO DELIVER SOLUTIONS THAT LEAD TO MORE
EFFECTIVE POLICIES, PROGRAMS, AND TECHNOLOGIES THAT IMPROVE LIVES AROUND
THE WORLD. ESTABLISHED IN 1952 AND HEADQUARTERED IN NEW YORK, THE COUNCIL
IS A NONGOVERNMENTAL, NONPROFIT ORGANIZATION GOVERNED BY AN INTERNATIONAL
BOARD OF TRUSTEES.

POPULATION COUNCIL SOCIAL & BEHAVIORAL SCIENCES RESEARCHERS WORK WITHIN
THREE PROGRAM AREAS: REPRODUCTIVE HEALTH, HIV AND AIDS; AND
POVERTY, GENDER, AND YOUTH.

REPRODUCTIVE HEALTH: THE GOAL OF THE PROGRAM IS TO IMPROVE SEXUAL AND
REPRODUCTIVE HEALTH, ESPECIALLY FOR DISADVANTAGED POPULATIONS IN
DEVELOPING COUNTRIES. STAFF MEMBERS HELP FORMULATE EVIDENCE-BASED
POLICIES AND PROGRAMS AND EVALUATE INNOVATIONS IN SERVICE DELIVERY. WE
COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND
NONGOVERNMENTAL ORGANIZATIONS WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY
HEALTH SERVICES; INCREASE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE
CONTRACEPTION FOR MEN AND WOMEN; AND SHAPE POLICIES AND PROGRAMS TO

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IMPROVE HEALTH OUTCOMES. THE COUNCIL'S FELLOWSHIP PROGRAMS HAVE HELPED ADVANCE THE CAREERS OF SOCIAL AND BIOMEDICAL SCIENTISTS, PUBLIC HEALTH RESEARCHERS, AND PROGRAM MANAGERS THROUGHOUT THE WORLD. THE WORK OF COUNCIL FELLOWS HAS FOSTERED RESEARCH AND INFORMED THE CREATION OF POPULATION, HEALTH, AND DEVELOPMENT POLICIES AND PROGRAMS.

HIV AND AIDS: THE GOAL OF THIS PROGRAM IS TO STOP THE SPREAD OF HIV GLOBALLY, ESPECIALLY AMONG THE GROWING NUMBER OF WOMEN AND GIRLS AFFECTED, AND TO ENABLE PEOPLE TO MITIGATE THE IMPACT OF THE DISEASE ON THEIR OWN HEALTH AND ON THEIR FAMILIES AND COMMUNITIES. THE COUNCIL COLLABORATES WITH PROGRAMS AROUND THE WORLD, ESPECIALLY IN AFRICA, TO IMPROVE HIV PREVENTION, CARE, AND TREATMENT FOR PEOPLE LIVING WITH HIV.

POVERTY, GENDER, AND YOUTH: THE GOAL OF THE PROGRAM IS TO BUILD A COHERENT BODY OF POLICY-ORIENTED RESEARCH AND PROGRAMS THAT CONTRIBUTES MEANINGFULLY TO GLOBAL EFFORTS TO IMPROVE THE LIVES OF VULNERABLE POPULATIONS, ESPECIALLY DISADVANTAGED GIRLS. COUNCIL STAFF WORK TO ADVANCE THE STATE OF KNOWLEDGE ON ISSUES FACING THE MOST VULNERABLE POPULATIONS IN DEVELOPING COUNTRIES THROUGH RIGOROUS POLICY AND PROGRAM-ORIENTED POPULATION RESEARCH; PREVENT AND MITIGATE THE MOST URGENT AND DIFFICULT PROBLEMS FACING THESE POPULATIONS THROUGH THE DESIGN AND EVALUATION OF COUNTRY-BASED PROGRAMS; INFORM AND INFLUENCE INSTITUTIONAL AND PUBLIC POLICIES BY PROMOTING KNOWLEDGE GAINED THROUGH THE PROGRAM'S RESEARCH AND PROGRAMS; AND IMPROVE THE COMPETENCE AND CAPACITY OF THE NEXT GENERATION OF RESEARCHERS TO CONDUCT POLICY AND

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PROGRAM ORIENTED POPULATION RESEARCH. THE COUNCIL'S WORK HAS HAD A DEMONSTRABLE IMPACT IN BANGLADESH, EGYPT, ETHIOPIA, GUATEMALA, INDIA, KENYA, SOUTH AFRICA, AND ELSEWHERE.

THE COUNCIL'S WORLD-CLASS CENTER FOR BIOMEDICAL RESEARCH, LOCATED AT ROCKEFELLER UNIVERSITY, CONDUCTS BASIC RESEARCH IN REPRODUCTIVE HEALTH AND SEXUALLY TRANSMITTED INFECTIONS. RESEARCHERS ARE STUDYING THE BIOLOGY OF MALE REPRODUCTION, ARE DEVELOPING NEW CONTRACEPTIVE TECHNOLOGIES, AND ARE DEVELOPING MULTI-PURPOSE PREVENTION TECHNOLOGIES TO REDUCE WOMEN'S RISK OF HIV INFECTION. TO DATE, THE COUNCIL ESTIMATES MORE THAN 170 MILLION WOMEN WORLDWIDE ARE CURRENTLY USING CONTRACEPTIVE METHODS DEVELOPED BY THE COUNCIL OR BASED ON OUR TECHNOLOGIES, INCLUDING COPPER-BEARING INTRAUTERINE DEVICES (IUDS), JADELLE®, AND MIRENA®.

POPULATION COUNCIL RESEARCHERS ADVOCATE FOR SOLUTIONS TO REAL-WORLD PROBLEMS-SOLUTIONS THAT ARE EVIDENCE-BASED, RIGOROUSLY TESTED, EVALUATED, AND PROVEN EFFECTIVE. AFTER WE DEMONSTRATE THE EFFECTIVENESS OF A PROGRAM, WE PROMOTE ITS REPLICATION AND PROVIDE TECHNICAL ASSISTANCE TO SCALE IT UP, WHILE INFORMING POLICYMAKERS OF THE LESSONS LEARNED THROUGH CAREFUL MONITORING AND EVALUATION. USING OUR RESEARCH FINDINGS, OTHER ORGANIZATIONS DELIVER IMPROVED AND MORE COST-EFFECTIVE SERVICES THAT REACH PEOPLE MOST IN NEED.

THE COUNCIL STAFF CONSISTS OF 525 WOMEN AND MEN. APPROXIMATELY 60 PERCENT ARE BASED OUTSIDE OF THE UNITED STATES. COUNCIL STAFF MEMBERS CONDUCT

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RESEARCH AND PROGRAMS IN ROUGHLY 50 COUNTRIES. RESEARCH, TECHNICAL ASSISTANCE, AND CAPACITY BUILDING ARE CARRIED OUT BY THE POPULATION COUNCIL'S U.S. AND FIELD OFFICES AND ITS TWO PROGRAM AREAS. HEADQUARTERS AND THE COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH ARE LOCATED IN NEW YORK CITY. WE MAINTAIN AN OFFICE IN WASHINGTON, DC, AND AN INTERNATIONAL PRESENCE IN 15 COUNTRIES IN AFRICA, ASIA, LATIN AMERICA, AND THE MIDDLE EAST.

THE POPULATION COUNCIL IS GOVERNED BY A BOARD OF TRUSTEES COMPOSED OF 17 MEN AND WOMEN FROM EIGHT COUNTRIES. THIS GROUP INCLUDES LEADERS IN BIOMEDICINE, BUSINESS, ECONOMIC DEVELOPMENT, GOVERNMENT, HEALTH, INTERNATIONAL FINANCE, LAW, THE MEDIA, PHILANTHROPY, AND SOCIAL SCIENCE.

FORM 990, PART III, LINE 4

LINE 4A) SOCIAL & BEHAVIORAL SCIENCES

SOCIAL & BEHAVIORAL SCIENCES: THE POPULATION COUNCIL FOCUSES ON THREE SOCIAL AND BEHAVIORAL SCIENCE RESEARCH AREAS, INCLUDING REPRODUCTIVE HEALTH; HIV AND AIDS; AND POVERTY, GENDER, AND YOUTH.

REPRODUCTIVE HEALTH PROGRAM

THE POPULATION COUNCIL'S REPRODUCTIVE HEALTH PROGRAM WORKS TO IMPROVE THE SEXUAL AND REPRODUCTIVE HEALTH OF VULNERABLE POPULATIONS IN DEVELOPING COUNTRIES. STAFF MEMBERS DEVELOP AND INTRODUCE NEW CONTRACEPTIVES AND MEANS TO PREVENT, DETECT, AND TREAT SEXUALLY TRANSMITTED INFECTIONS, HELP

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FORMULATE EVIDENCE-BASED POLICIES, AND EVALUATE INNOVATIONS IN SERVICE DELIVERY. WE COLLABORATE EXTENSIVELY WITH LOCAL AND REGIONAL GOVERNMENTS AND NONGOVERNMENTAL ORGANIZATIONS WORLDWIDE TO EXPAND ACCESS TO HIGH-QUALITY HEALTH SERVICES; INCREASE THE OPTIONS FOR SAFE, AFFORDABLE, AND REVERSIBLE CONTRACEPTION FOR MEN AND WOMEN; AND SHAPE POLICIES AND PROGRAMS TO IMPROVE HEALTH OUTCOMES.

CURRENT PROGRAM PRIORITIES INCLUDE:

- INCREASING ACCESS TO FAMILY PLANNING AND OTHER REPRODUCTIVE HEALTH SERVICES IN COUNTRIES WITH UNMET NEED AND WHERE CLIENTS ARE UNABLE TO ACHIEVE REPRODUCTIVE HEALTH GOALS.
- REDUCING MATERNAL MORTALITY AND MORBIDITY, FOCUSING ON SUB-SAHARAN AFRICA AND SOUTH ASIA, AS WELL AS VULNERABLE GROUPS IN OTHER REGIONS.
- REDUCING CRITICAL REPRODUCTIVE HEALTH SERVICE USAGE INEQUALITIES RELATED TO WEALTH, AGE AND GENDER.
- DEVELOPING AND TESTING THE EFFECTIVENESS AND ACCEPTABILITY OF NEW REPRODUCTIVE HEALTH TECHNOLOGIES DESIGNED TO BENEFIT WOMEN AND MEN IN DEVELOPING COUNTRIES.
- DEVELOPING COLLABORATIVE RELATIONSHIPS WITH PHARMACEUTICAL COMPANIES TO LICENSE, REGISTER AND/OR MANUFACTURE TECHNOLOGIES DEVELOPED BY THE COUNCIL TO SUPPORT INCREASED ACCESS AND CHOICE IN PROGRAMS IN DEVELOPING COUNTRIES.

2017 KEY ACCOMPLISHMENTS:

CAMBODIA - PROMOTING WORKER HEALTH

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TO HELP IMPROVE REPRODUCTIVE HEALTH FOR A LARGELY FEMALE WORKFORCE IN CAMBODIA, THE COUNCIL LED A FIRST-OF-ITS KIND POLICY AND RESEARCH EFFORT ASSESSING THE POLICY LANDSCAPE, GARMENT WORKER NEEDS AND LIVING CONDITIONS, AND OUTCOMES OF ONGOING PROGRAMS.

IMPACT: THE RESEARCH GALVANIZED EFFORTS TO PRIORITIZE REPRODUCTIVE HEALTH ACCESS, RESULTING IN NEW MINISTRY OF LABOR AND VOCATIONAL TRAINING GUIDELINES TO INCLUDE RELATED SERVICES IN WORKPLACE INFIRMARIES. THE PROJECT ENGAGED WITH MANUFACTURERS AND BRANDS AND PROMOTED THE USE OF EVIDENCE TO IMPROVE THE HEALTH OF SOME 700,000 GARMENT SECTOR WORKERS

EGYPT - EVIDENCE TO END FEMALE GENITAL CUTTING

THE POPULATION COUNCIL IS LEADING A SIX-YEAR, MULTI-COUNTRY RESEARCH PROGRAM TO IMPROVE THE EVIDENCE BASE ON FEMALE GENITAL MUTILATION/CUTTING (FGM/C), A HARMFUL CULTURAL PRACTICE THAT INVOLVES CUTTING EXTERNAL FEMALE GENITALIA DESPITE NOT HAVING ANY HEALTH BENEFIT. NEW EVIDENCE FROM EGYPT FOUND THAT NEARLY 40% OF CASES ARE NOW BEING PERFORMED BY HEALTH CARE PROFESSIONALS.

IMPACT: THESE FINDINGS LED THE NATIONAL POPULATION COUNCIL IN EGYPT TO APPROVE INTEGRATION OF ANTI-FGM/C CONTENT INTO MEDICAL SCHOOL CURRICULUM THAT WILL BE IMPLEMENTED IN 17 PUBLIC AND THREE PRIVATE UNIVERSITIES.

HIV AND AIDS PROGRAM

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THE POPULATION COUNCIL TAKES A BROAD AND COMPREHENSIVE APPROACH TO HIV PREVENTION, CARE, AND TREATMENT. THE HIV AND AIDS PROGRAM ENCOMPASSES BASIC RESEARCH IN IMMUNOLOGY; DEVELOPMENT AND INTRODUCTION OF SAFE, EFFECTIVE HIV AND STI PREVENTION PRODUCTS; SOCIAL SCIENCE AND HEALTH-RELATED RESEARCH TO BETTER UNDERSTAND THE SOCIAL AND BEHAVIORAL ASPECTS OF HIV AND AIDS; AND THE DEVELOPMENT, EVALUATION, AND SCALE-UP OF EFFECTIVE SERVICE-DELIVERY MODELS.

CURRENT PROGRAM PRIORITIES INCLUDE:

- FOSTER THE INTRODUCTION AND SCALE-UP OF HIV PREVENTION TECHNOLOGIES.
- IMPROVE THE DELIVERY OF AND ACCESS TO HIV PREVENTION, CARE, AND TREATMENT FOR UNDERSERVED POPULATIONS.
- IMPROVE THE QUALITY OF LIFE FOR ADOLESCENTS INFECTED AND AFFECTED BY HIV.
- UTILIZE SOCIAL NETWORKS TO REDUCE HIV ACQUISITION AND TRANSMISSION.

2017 KEY ACCOMPLISHMENTS:

TANZANIA - IMPLEMENTING PREP FOR ADOLESCENTS & YOUNG WOMEN
POPULATION COUNCIL RESEARCHERS WORKED IN COLLABORATION WITH TANZANIAN NATIONAL AIDS CONTROL PROGRAMME TO DEMONSTRATE THE ACCEPTABILITY OF AND IDENTIFY OPPORTUNITIES FOR INTRODUCING ORAL PRE-EXPOSURE PROPHYLAXIS (PREP) FOR ADOLESCENT GIRLS AND YOUNG WOMEN.

IMPACT: THE STUDY SUCCESSFULLY GARNERED THE PERSPECTIVES OF KEY STAKEHOLDER GROUPS, INCLUDING ADOLESCENT GIRLS AND YOUNG WOMEN,

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PROVIDERS, PARENTS, MALE PARTNERS, AND POLICYMAKERS. STUDY RESULTS ARE INFORMING THE TANZANIAN NATIONAL ROLL-OUT OF PREP.

ZAMBIA - IDENTIFYING KEY POPULATIONS

THE COUNCIL CONDUCTED FORMATIVE RESEARCH TO PROVIDE INITIAL SIZE ESTIMATES OF KEY POPULATIONS AT RISK FOR HIV IN ZAMBIA. AMONG FEMALE SEX WORKERS AN INTEGRATED BIOLOGICAL SURVEY FOUND HIV PREVALENCE WAS ABOUT 50%, THREE TIMES HIGHER THAN THE GENERAL POPULATION OF WOMEN. SOCIAL RISKS, INCLUDING STIGMA AND DISCRIMINATION, WERE FOUND AS MAJOR BARRIERS TO HIV SERVICES.

IMPACT: THE FINDINGS INFORMED NATIONAL HIV PREVENTION, CARE AND TREATMENT POLICIES AND PROGRAMS, INCLUDING ZAMBIA'S NATIONAL AIDS STRATEGIC FRAMEWORK, USAID'S COUNTRY OPERATIONAL PLAN, AND THE NATIONAL MODES OF TRANSMISSION REPORT.

POVERTY, GENDER, AND YOUTH

THROUGH THE POVERTY, GENDER, AND YOUTH (PGY) PROGRAM, POPULATION COUNCIL STAFF MEMBERS SEEK TO UNDERSTAND AND ADDRESS THE SOCIAL DIMENSIONS OF POVERTY, THE CAUSES AND CONSEQUENCES OF GENDER INEQUALITY, THE DISPARITIES IN OPPORTUNITY THAT ARISE DURING ADOLESCENCE, AND THE CRITICAL REQUIREMENTS FOR REACHING A SUCCESSFUL, PRODUCTIVE ADULTHOOD IN DEVELOPING COUNTRIES. PROGRAM ACTIVITIES ALSO INCLUDE DEVELOPING AND EVALUATING INNOVATIVE PROGRAMS --ESPECIALLY THOSE RELATED TO EMPOWERMENT, HEALTH, EDUCATION, AND LIVELIHOODS --TO ADDRESS THE NEEDS OF THE POOR,

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WOMEN AND YOUNG PEOPLE IN PARTICULAR. PROGRAM STAFF CONTINUE THE COUNCIL'S LONG-STANDING TRADITION OF PROVIDING DEMOGRAPHIC ANALYSIS OF THE LINKS BETWEEN POPULATION AND DEVELOPMENT AT THE MACRO AND MICRO LEVELS.

CURRENT PROGRAM PRIORITIES INCLUDE:

- STRENGTHEN THE EVIDENCE BASE REGARDING ADOLESCENTS, ESPECIALLY GIRLS, TO INCREASE OUR ABILITY TO ASSIST IN EFFECTIVE PROGRAMS AND POLICIES.
- ADVANCE OUR UNDERSTANDING OF HEALTH SYSTEM FUNCTIONING, AND OF POVERTY, HEALTH, AND POPULATION TRENDS.
- DEVELOP THE TOOLS TO STRENGTHEN THE EVIDENCE BASE ON TOPICS OF PGY CONCERN AND SHARING THE RESULTING DATA WITH POLICYMAKERS AND PROGRAM MANAGERS TO IMPROVE POLICIES AND PROGRAMS.
- EXPAND INITIATIVES ON SCHOOLING, FINANCIAL LITERACY, AND LIVELIHOODS.
- INVESTIGATE EMERGING ISSUES AND MAINTAIN THE POPULATION COUNCIL'S REPUTATION FOR CUTTING-EDGE, INNOVATIVE WORK; FOR EXAMPLE, BY DEVELOPING NEW TOOLS FOR SEXUALITY EDUCATION AND URBAN HEALTH.

2017 KEY ACCOMPLISHMENTS:

ETHIOPIA - DOMESTIC WORK AS PATHWAY TO SEXUAL EXPLOITATION WHILE THE VAST MAJORITY OF CHILD DOMESTIC WORKERS IN ETHIOPIA ARE URBAN, POPULATION COUNCIL RESEARCH SHOWS THAT MOST HAVE MIGRATED FROM RURAL AREAS, HAVE LOWER EDUCATION LEVELS, AND ARE MORE VULNERABLE TO SEXUAL ABUSE THAN NONDOMESTIC WORKERS. A NEW STUDY AMONG 5,000+ URBAN AND RURAL GIRLS SUGGESTS DOMESTIC WORK IS FREQUENTLY AN INITIAL SURVIVAL STRATEGY

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AND THAT YOUNG MIGRANTS FREQUENTLY TRANSITION INTO OTHER FORMS OF WORK-INCLUDING A SIGNIFICANT PORTION INTO COMMERCIAL AND SEX WORK.

IMPACT: THE STUDY REVEALS THE NEED FOR ADDITIONAL SUPPORT PROGRAMS AND IS INCREASING ATTENTION TO DOMESTIC FORMS OF HUMAN TRAFFICKING.

KENYA - IMPROVING CARE FOR VIOLENCE AGAINST CHILDREN

THE COUNCIL CONTINUES TO WORK TO IMPROVE CARE FOR CHILD SURVIVORS THROUGH ITS AFRICA REGIONAL SGBV NETWORK. NEW STUDIES FOUND THAT HALF OF CHILDREN (49%) IN TWO NAIROBI SCHOOLS HAVE EVER EXPERIENCED A FORM OF SEXUAL VIOLENCE AND DEMONSTRATED THAT ROUTINE SCREENING FOR VIOLENCE AGAINST CHILDREN BY TRAINED PSYCHOLOGISTS WAS FEASIBLE AND ACCEPTABLE IN BOTH SCHOOLS AND HEALTH FACILITIES.

IMPACT: ROUTINE SCREENING WILL NOW BE PRE-TESTED BY THE MINISTRY OF HEALTH, WHICH HAS ALSO ADOPTED STANDARD OPERATING PROCEDURES AS PART OF A MODEL EVALUATED BY THE COUNCIL TO IMPROVE POST-RAPE CARE SERVICES.

INDIA - UNDERSTANDING THE LIVES OF ADOLESCENTS AND YOUNG ADULTS

IN BIHAR AND UTTAR PRADESH, TWO POPULOUS STATES IN INDIA WHERE MORE THAN 6 PERCENT OF THE WORLD'S ADOLESCENTS LIVE, THE UNDERSTANDING THE LIVES OF ADOLESCENTS AND YOUNG ADULTS (UDAYA) SURVEY OFFERS THE FIRST STATE REPRESENTATIVE DATA OF ITS KIND AMONG 10-14 YEAR OLD BOYS AND GIRLS. COMBINING LONGITUDINAL AS WELL AS SUCCESSIVE CROSS-SECTIONAL DATA FROM MORE THAN 20,000 ADOLESCENTS, THE STUDY REVEALS NEW INSIGHTS INTO THE

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LEVELS OF EDUCATION, EMPLOYABILITY, ECONOMIC INCLUSION, AND HEALTH.

IMPACT: THE UDAYA FINDINGS REINFORCES THE IMPORTANCE OF EARLY INTERVENTIONS AND OFFER A ROBUST BASELINE FROM WHICH TO MEASURE PROGRESS. THE RESEARCH IS INFORMING NUMEROUS HEALTH, EARLY MARRIAGE, AND ECONOMIC INTERVENTIONS. THE NEXT ROUND OF DATA COLLECTION IS IN 2019.

PUBLICATIONS

THE POPULATION COUNCIL COMMUNICATES THE RESULTS OF OUR WORK AND THAT OF OTHERS IN THE FIELD TO PEOPLE CONCERNED WITH POPULATION AND REPRODUCTIVE HEALTH ISSUES. THE COUNCIL PUBLISHES AND DISSEMINATES -- TO PROFESSIONALS IN THE FIELD AND TO GENERAL AUDIENCES -- A WIDE RANGE OF MATERIALS THAT INCLUDES REPORTS, DATASETS, POLICY BRIEFS, WORKING PAPERS, FLYERS, AND PAMPHLETS. MOST MATERIALS ARE PROVIDED AT NO COST, DISTRIBUTED AT CONFERENCES AND MEETINGS, OR DOWNLOADED FROM THE COUNCIL'S WEB SITE. THE COUNCIL PUBLISHES TWO OF THE FIELD'S LEADING SCHOLARLY, PEER-REVIEWED JOURNALS: POPULATION AND DEVELOPMENT REVIEW AND STUDIES IN FAMILY PLANNING. THEY ARE AVAILABLE IN PRINT AND ONLINE ON A PAID SUBSCRIPTION BASIS, AND THROUGH COMPLIMENTARY SUBSCRIPTIONS AVAILABLE TO QUALIFIED APPLICANTS IN DEVELOPING COUNTRIES. SUPPLEMENTS TO POPULATION AND DEVELOPMENT REVIEW ARE ALSO AVAILABLE.

STAFF MEMBERS PUBLISH THE FINDINGS FROM THEIR WORK THROUGH NUMEROUS PRINT AND ELECTRONIC OUTLETS. IN 2017, THE POPULATION COUNCIL PUBLISHED 105

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ORIGINAL RESEARCH ARTICLES, REVIEWS, AND COMMENTARIES. MORE THAN 650,000 OF OUR PUBLISHED REPORTS, WORKING PAPERS, AND TOOLS WERE DOWNLOADED FOR USE BY VISITORS TO OUR WEBSITE.

COUNCIL STAFF MEMBERS DISSEMINATE INFORMATION THROUGH VARIOUS DIGITAL PLATFORMS, INCLUDING THE COUNCIL'S OWN WEB SITE AT WWW.POPCOUNCIL.ORG. CURRENTLY FEATURING MORE THAN 4,000 PUBLICATIONS, ARTICLES, AND OTHER RESOURCES, THE SITE ALSO INCLUDES DESCRIPTIONS OF COUNCIL PROJECTS.

DISTINGUISHED COLLEAGUES

THREE DISTINGUISHED COLLEAGUES --TWO DISTINGUISHED SCHOLARS AND ONE DISTINGUISHED SCIENTIST --PROVIDE ADDITIONAL EXPERTISE IN AREAS OF RELEVANCE TO THE COUNCIL AND REPRESENT THE ORGANIZATION IN THEIR FIELDS INTERNATIONALLY. ONE DISTINGUISHED SCHOLAR SERVES ON THE EDITORIAL COMMITTEE OF STUDIES IN FAMILY PLANNING. HE ALSO CONDUCTS RESEARCH ON A VARIETY OF POPULATION ISSUES, INCLUDING THE DETERMINANTS OF FERTILITY, POPULATION -ENVIRONMENT RELATIONSHIPS, THE DEMOGRAPHIC IMPACT OF THE AIDS EPIDEMIC, POPULATION AGING, AND POPULATION POLICY OPTIONS. HE ALSO SERVES AS CHAIR OF THE COUNCIL'S INSTITUTION REVIEW BOARD, WHICH OVERSEES PROTECTION OF HUMAN SUBJECTS IN RESEARCH. THE SECOND DISTINGUISHED SCHOLAR CONDUCTS RESEARCH TO GENERATE EMPIRICAL EVIDENCE ON THE FEASIBILITY OF IMPROVING QUALITY OF CARE AND THE EFFECT OF CARE RECEIVED BY WOMEN ON THEIR SUBSEQUENT REPRODUCTIVE HEALTH AND BEHAVIOR. HE HAS EDITED, AUTHORED, OR COAUTHORED FIVE BOOKS AND APPROXIMATELY 80

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RESEARCH PAPERS ON TOPICS RELATED TO POPULATION POLICY, FERTILITY, REPRODUCTIVE HEALTH AND FAMILY PLANNING, INFANT MORTALITY, SAFETY AND EFFECTIVENESS OF CONTRACEPTIVES, MARKETING OF CONTRACEPTIVES, AND MANAGEMENT OF PREGNANCIES.

THE THIRD DISTINGUISHED SCIENTIST SPEAKS AT CONFERENCES AND FORUMS AROUND THE WORLD AND ADVISES SCIENTISTS ABOUT RESEARCH IN REPRODUCTIVE HEALTH AND NEW CONTRACEPTIVE TECHNOLOGIES. SHE IS THE CHAIRPERSON OF THE INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH, AN HONORARY MEMBER OF THE INTERNATIONAL MENOPAUSE SOCIETY, A FOUNDING MEMBER OF THE INTERNATIONAL CONSORTIUM OF MALE CONTRACEPTION AND AN ACTIVE MEMBER OF THE EUROPEAN SOCIETY FOR CONTRACEPTION. SHE IS ALSO THE PROGRAM DIRECTOR AND PRINCIPAL INVESTIGATOR OF A NATIONAL INSTITUTES OF HEALTH (NIH) CENTER GRANT FROM THE NATIONAL INSTITUTE OF CHILD HEALTH AND HUMAN DEVELOPMENT.

FORM 990, PART III, LINE 4

LINE 4B) BIOMEDICAL RESEARCH

RESEARCHERS AT THE POPULATION COUNCIL'S CENTER FOR BIOMEDICAL RESEARCH PIONEERED THE FIELD OF LONG-ACTING, REVERSIBLE CONTRACEPTION (LARCS), INCLUDING DEVELOPMENT OF INTRAUTERINE DEVICES (IUDS) AND IMPLANTS. TODAY, MORE THAN 170 MILLION PEOPLE WORLDWIDE ARE USING CONTRACEPTIVE TECHNOLOGIES DEVELOPED AT CBR OR BASED ON CBR'S TECHNOLOGIES STRATEGIES. THE COUNCIL HAS ALSO PIONEERED BASIC RESEARCH ON THE MECHANISMS THAT LEAD TO INFECTION AND BY CELL-TO-CELL SPREAD OF HIV. CURRENT PROGRAM

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PRIORITIES INCLUDE:

- CONDUCT BASIC RESEARCH ON THE BIOLOGY OF HIV AND REPRODUCTIVE HEALTH.
- INVESTIGATE NEW APPROACHES TO PREVENT HIV AND OTHER SEXUALLY-TRANSMITTED INFECTIONS, INCLUDING MULTI-PURPOSE PREVENTION TECHNOLOGIES.
- DEVELOP THE NEXT-GENERATION CONTRACEPTIVES AND DELIVERY SYSTEMS, INCLUDING RINGS, GELS, TABLETS, FAST-DISSOLVING INSERTS, WHICH ARE DESIGNED TO BE SAFER, LOWER-COST AND EASIER TO USE.

2017 KEY ACCOMPLISHMENTS:

ONE-YEAR CONTRACEPTIVE RING SUBMITTED FOR U.S. FDA REVIEW:

THE POPULATION COUNCIL SUBMITTED A NEW DRUG APPLICATION TO THE US FDA FOR REGULATORY REVIEW. THE SUBMISSION INCLUDED A PHASE 3 PROGRAM INCLUDING 17 CLINICAL TRIALS, TWO PIVOTAL OPEN-LABEL SAFETY AND EFFICACY TRIALS, DATA FROM 2,308 WOMEN ACROSS 27 STUDY SITES. IN THE PHASE III TRIALS, NEARLY 9 IN 10 WOMEN (89%) SURVEYED WERE SATISFIED WITH THE RING AS A METHOD OF CONTRACEPTION.

IMPACT: IF APPROVED, THE ONE-YEAR SEGESTORONE/ETHINYL ESTRADIOL CONTRACEPTIVE VAGINAL RING WILL BE THE FIRST OPTION TO PROVIDE A FULL YEAR OF PROTECTION AGAINST UNINTENDED PREGNANCY WHILE FULLY UNDER A WOMAN'S CONTROL. THE ONE YEAR RING DOES NOT REQUIRE REFRIGERATION AND OFFERS A QUICK RETURN TO FERTILITY ONCE REMOVED, PARTICULARLY IMPORTANT TRAITS FOR USE AND DISTRIBUTION IN LOW-RESOURCE SETTINGS.

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FIRST IN-HUMAN TRIAL OF NON-ARV ANTI-HIV COMPOUND:

THE POPULATION COUNCIL LAUNCHED THE FIRST IN-HUMAN TRIAL OF GRIFFITHSIN, A NATURALLY OCCURRING ANTI-HIV PROTEIN, WHICH HAS THE POTENTIAL TO LIMIT THE RISK OF CROSS-RESISTANCE TO ANTIRETROVIRAL PRODUCTS. GRIFFITHSIN WAS INITIALLY DISCOVERED IN THE CENTER FOR CANCER RESEARCH AT THE NATIONAL CANCER INSTITUTE AND IS THE MOST POTENT ANTI-HIV AGENT DESCRIBED IN THE LITERATURE TO DATE. IT HAS BEEN FOUND SAFE AND EFFECTIVE WHEN TESTED AGAINST HIV AND HSV-2 IN ANIMAL STUDIES AND CAN BE PRODUCED RELATIVELY EASILY AND AT LOW-COST.

IMPACT: IF SUCCESSFUL, GRIFFITHSIN WOULD BE THE FIRST NON-ARV MICROBICIDE. MICROBICIDES THAT PROTECT WOMEN AND MEN AGAINST HIV AND OTHER STIS WILL MAKE VITAL CONTRIBUTIONS TO GLOBAL PUBLIC HEALTH AND HELP ADVANCE THE GOAL OF AN AIDS-FREE FUTURE.

FORM 990, PART V, LINE 4B

FOREIGN COUNTRIES IN WHICH THE COUNCIL HAS AUTHORITY OVER A FOREIGN ACCOUNT: [JD]

1. BANGLADESH
2. BURKINA FASO
3. CAMBODIA
4. EGYPT
5. ETHIOPIA
6. GHANA
7. GUATEMALA

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8. INDIA
9. KENYA
10. MEXICO
11. NIGERIA
12. PAKISTAN
13. SENEGAL
14. SUDAN
15. ZAMBIA

FORM 990, PART VI, SECTION B, LINE 11

REVIEW OF FORM 990

AT A MEETING OF THE BOARD OF TRUSTEES IN JUNE 2009, THE BOARD OF TRUSTEES APPROVED THE DELEGATION, TO THE AUDIT COMMITTEE, OF THE AUTHORITY AND RESPONSIBILITY TO REVIEW SUBMISSION TO THE IRS OF THE COUNCIL'S IRS FORM 990 AND IT'S SUPPORTING SCHEDULES. ONCE REVIEWED BY THE AUDIT COMMITTEE, AND PRIOR TO FILING WITH THE IRS, THE FINAL VERSION OF THE IRS FORM 990 AND SUPPORTING SCHEDULES, IS DISTRIBUTED, VIA EMAIL, TO EACH MEMBER OF THE COUNCIL'S BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION B, LINE 12B AND 12C

CONFLICT OF INTEREST POLICY

EACH YEAR, TRUSTEES, OFFICERS AND MEMBERS OF THE COMMITTEES OF THE CORPORATION ARE REQUIRED TO AFFIRM STATEMENTS ATTESTING TO THE LACK OF A CONFLICT OR DISCLOSING OF ANY CONFLICTS TO THE BOARD IN THE CONDUCT OF THEIR RESPONSIBILITIES TO THE COUNCIL. IF A POTENTIAL CONFLICT OR THE APPEARANCE OF CONFLICT IS DISCLOSED, APPROPRIATE MEASURES ARE OR WILL BE

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TAKEN BY THE BOARD TO ELIMINATE OR MANAGE THE SITUATION. FAILURE TO DISCLOSE A KNOWN CONFLICT IS CAUSE FOR REMOVAL FROM THE BOARD OR OTHER COUNCIL POSITION.

PER COUNCIL POLICY, THE STAFF CONFLICTS OF INTEREST POLICY AND DISCLOSURE FORM ARE DISTRIBUTED TO ALL EMPLOYEES UPON HIRE, AND THEREAFTER IN THE COURSE OF EMPLOYMENT IN SITUATIONS THAT POSE A POTENTIAL CONFLICT OR THE APPEARANCE OF A CONFLICT, AND REQUIRE EMPLOYEE AFFIRMATION IN WRITING.

ALL EMPLOYEES ARE REQUIRED TO DISCLOSE CONFLICTS OF INTEREST, AND SITUATIONS THAT MAY CONSTITUTE A CONFLICT OF INTEREST, AS THEY ARISE TO THEIR SUPERVISOR OR OTHER COUNCIL OFFICIAL. EMPLOYEES WHO ARE ENGAGED IN RESEARCH ARE REQUIRED TO SUBMIT A SEPARATE FINANCIAL CONFLICT OF INTEREST IN RESEARCH DISCLOSURE FORM ANNUALLY. IN ALL CASES, IF A CONFLICT IS DISCLOSED OR IDENTIFIED, APPROPRIATE MEASURES ARE OR WILL BE TAKEN TO ELIMINATE OR MANAGE THE MATTER. FAILURE TO DISCLOSE A KNOWN CONFLICT IS GROUNDS FOR DISCIPLINARY ACTION, UP TO AND INCLUDING DISMISSAL.

AN EXAMPLE OF THE CONFLICT OF INTEREST POLICY CAN BE SEEN IN THE INSTANCE OF ANNA GLASIER. ANNA GLASIER SERVES AS CONSULTING SENIOR SCIENTIST TO THE POPULATION COUNCIL'S INTERNATIONAL COMMITTEE FOR CONTRACEPTION RESEARCH (ICCR) DUE TO HER EXPERTISE IN THIS FIELD. COMMITTEE MEMBERS ARE EXPECTED TO UNDERTAKE PLANNING, EXECUTION, AND SUPERVISION OF RESEARCH AND DEVELOPMENT ACTIVITIES RELATED TO NEW LEADS IN LABORATORIES FUNDED THROUGH THE COMMITTEE. POTENTIAL AND PERCEIVED CONFLICTS OF INTEREST ARE

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REQUIRED TO BE DISCLOSED BY WRITTEN POLICY AND CONSENT. WHEN APPROPRIATE AND AS APPLICABLE, THOSE COMMITTEE MEMBERS WITH POTENTIAL CONFLICTS RECUSE THEMSELVES FROM FUNDING DECISIONS.

FORM 990, PART VI, SECTION B, LINE 15A

COMPENSATION OF PRESIDENT

THE COUNCIL'S BOARD OF TRUSTEES DELEGATED TO THE HIRING COMMITTEE RESPONSIBILITY FOR REVIEWING AND APPROVING THE COMPENSATION OF THE PRESIDENT AT THE TIME THE POSITION WAS BEING RECRUITED. THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE COMPRISED OF INDEPENDENT TRUSTEES, REVIEWS AND APPROVES THE COMPENSATION OF THE PRESIDENT ANNUALLY. COMPARABLE COMPENSATION DATA IS USED AND DELIBERATIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED.

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

COMPENSATION OF OFFICERS

THE BOARD OF TRUSTEES EXECUTIVE COMMITTEE, COMPRISED OF INDEPENDENT TRUSTEES, REVIEWS AND APPROVES THE COMPENSATION OF THE OFFICERS AT THE TIME OF HIRE AND ANNUALLY. COMPARABLE COMPENSATION DATA IS USED AND DELIBERATIONS AND DECISIONS ARE CONTEMPORANEOUSLY DOCUMENTED.

FORM 990, PART VI, SECTION C, LINE 19

DOCUMENT DISCLOSURE

THE COUNCIL POSTS ON ITS EXTERNAL WEBSITE, AT WWW.POPCOUNCIL.ORG, AT LEAST THE THREE MOST RECENT YEARS OF AUDITED FINANCIAL STATEMENTS AND CORRESPONDING FORMS 990. COPIES OF THE COUNCIL'S GOVERNING DOCUMENTS AND

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ITS CONFLICT OF INTEREST POLICY ARE AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST. THE IRS DOES NOT REQUIRE THE PUBLIC DISSEMINATION OF THE POPULATION COUNCIL'S IRS FORM 1023, BECAUSE THE COUNCIL WAS FOUNDED IN 1952 AND PUBLIC AVAILABILITY IS NOT REQUIRED WHERE THE COUNCIL DID NOT HAVE A COPY OF ITS EXEMPTION APPLICATION ON THE EFFECTIVE DATE OF THE REQUIREMENT IN JULY 1987.

FORM 990, PART XI, LINE 9

OTHER CHANGES IN NET ASSETS

(72) LOSS ON LEASE OBLIGATION AND OTHER, NET

(853,366) PENSION AND OTHER POSTRETIREMENT CHARGES OTHER THAN NET

PERIODIC BENEFIT COST

(853,438)

=====

ATTACHMENT 1

FORM 990, PART VI, LINE 17 - STATES

AL, AR, CA,

FL, GA, HI, IL, KS, KY, MD, MA, MI,

MN, MS, NH, NJ, NM, NY, NC, OR, PA,

RI, SC, TN, UT, VA, WV, WI,

ATTACHMENT 2

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ACCENTURE LLP 1160 WEST SWEDES FORD ROAD BERWYN, PA 19312	CONSULTING	200,055.

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ATTACHMENT 2 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
KPMG LLP 345 PARK AVE NEW YORK, NY 10154	AUDIT & TAX SERVICES	150,500.
GRANT THORNTON 666 THIRD AVENUE NEW YORK, NY 10017	INTERNAL AUDIT	149,225.
ROUTES2RESULTS 5 PARK COURT, PYRFORD ROAD, WEST BYFLEET SURREY ENGLAND UNITED KINGDOM KT1 46SD	RESEARCH	360,970.
WADONDA CONSULT LTD. ROOM 317/309 MPC BUILDING ZOMBA MALAWI 669	RESEARCH	223,919.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2017

**Open to Public
Inspection**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE POPULATION COUNCIL, INC.

Employer identification number

13-1687001

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) POPULATION COUNCIL (KENYA) ROSE AVENUE, AVENUE 5, 3RD FL. NAIROBI, KE	REPRO. HEALTH	KE	843.	547,090.	POP. COUNCIL
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2017

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512 - 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership.** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.
