Form **990** | **Return of Organization Exempt From Income Tax** | OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

▶ Do not enter Social Security numbers on this form as it may be made public.

Department of the Treasury
Internal Revenue Service

▶ Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning MAY 1, 2013 and ending APR 30, 2014

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	**C** Name of organization: MOVEMBER FOUNDATION Doing Business As Number and street (or P.O. box if mail is not delivered to street address): 8559 HIGUERA ST. Room/suite City or town, state or province, country, and ZIP or foreign postal code: CULVER CITY, CA 90232	**D** Employer identification number: 77-0714052 **E** Telephone number: 310-450-3331 **G** Gross receipts $ 22,877,621.
	F Name and address of principal officer: MARK HEDSTROM SAME AS C ABOVE	**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No **H(b)** Are all subordinates included? ☐ Yes ☐ No If "No," attach a list. (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.MOVEMBER.COM | **H(c)** Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation: 2007 | **M** State of legal domicile: CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
PLEASE REFER TO SCHEDULE O

2 Check this box ▶ ☐ 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	6
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	5
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	31
6	Total number of volunteers (estimate if necessary)	6	3
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	20,932,392.	22,776,638.
	9	Program service revenue (Part VIII, line 2g)	29,439.	71,137.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	10,245.	29,846.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	20,972,076.	22,877,621.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,530,690.	16,946,878.
	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)	1,171,918.	1,428,479.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,359,483.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,911,081.	3,848,893.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	20,613,689.	22,224,250.
	19	Revenue less expenses. Subtract line 18 from line 12	358,387.	653,371.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	10,138,458.	11,535,085.
	21	Total liabilities (Part X, line 26)	7,026,347.	7,769,603.
	22	Net assets or fund balances. Subtract line 21 from line 20	3,112,111.	3,765,482.

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

▶ MARK HEDSTROM, COUNTRY MANAGER
Type or print name and title

Paid Preparer Use Only				
Print/Type preparer's name: EDWARD E. BENOE	Preparer's signature	Date	Check ☐ if self-employed	PTIN P00032866
Firm's name ▶ HBLA, CERTIFIED PUBLIC ACCOUNTANTS, INC.			Firm's EIN ▶ 33-0155525	
Firm's address ▶ 19600 FAIRCHILD, STE 320 IRVINE, CA 92612			Phone no. 949-833-2815	

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O FOR ORGANIZATION'S MISSION STATEMENT.

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 ☒ No

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses $ 19,006,333. including grants of $ 16,946,878.) (Revenue $ 71,137.)

THE MOVEMBER FOUNDATION IS THE LEADING GLOBAL ORGANIZATION COMMITTED TO CHANGING THE FACE OF MEN'S HEALTH. GLOBALLY, THE MOVEMBER COMMUNITY HAS RAISED OVER $550 MILLION TO DATE AND IS CURRENTLY FUNDING OVER 800 PROGRAMS IN 21 COUNTRIES. THIS WORK IS SAVING AND IMPROVING THE LIVES OF MEN AFFECTED BY PROSTATE CANCER, TESTICULAR CANCER AND MENTAL HEALTH PROBLEMS. THE MOVEMBER FOUNDATION CHALLENGES MEN TO GROW MOUSTACHES DURING MOVEMBER (FORMERLY KNOWN AS NOVEMBER), TO SPARK CONVERSATION AND RAISE VITAL FUNDS FOR ITS MEN'S HEALTH PROGRAMS.

4b (Code:) (Expenses $ including grants of $) (Revenue $)

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 ▶ 19,006,333.

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)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		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? *If "Yes," complete Schedule C, Part II*	4		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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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? *If "Yes," complete Schedule D, Part VI*	11a	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? *If "Yes," complete Schedule D, Part VII*	11b		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? *If "Yes," complete Schedule D, Part VIII*	11c		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? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	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)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? *If "Yes," complete Schedule F, Parts I and IV*	14b		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? *If "Yes," complete Schedule F, Parts II and IV*	15		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? *If "Yes," complete Schedule F, Parts III and IV*	16		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? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	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? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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? *If "Yes," complete Schedule L, Part I*	25b		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? If so, complete Schedule L, Part II	26		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? *If "Yes," complete Schedule L, Part III*	27		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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		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	38	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 ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	29			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	31			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

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

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ CA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[X] Own website [ ] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

MOVEMBER GROUP PTY LTD - 3104503399

233 PUNT ROAD, RICHMOND VICTORIA, 3121 AUSTRALIA

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 .... [X]

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) ADAM GARONE SEE SCH O & R, GLOBAL CEO,	2.00 40.00	X		X				0.	0.	0.
(2) ELAINE FARRELLY DIRECTOR	2.00	X						0.	0.	0.
(3) ANDREW GIBBINS DIRECTOR	2.00	X						0.	0.	0.
(4) JOHN HUGHES DIRECTOR	2.00	X						0.	0.	0.
(5) DR. COLLEEN NELSON DIRECTOR	2.00	X						0.	0.	0.
(6) NICK REECE DIRECTOR	2.00	X						0.	0.	0.
(7) MARK HEDSTROM COUNTRY MANAGER	40.00			X				122,917.	0.	0.
(8) MARK FEWELL HEAD OF MARKET DEVELOPMENT	0.00 40.00			X				0.	0.	0.
(9) LISA POTTER DIRECTOR OF COMMUNICATIONS	40.00					X		103,241.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-total							▶	226,158.	0.	0.
c Total from continuation sheets to Part VII, Section A							▶	0.	0.	0.
d Total (add lines 1b and 1c)							▶	226,158.	0.	0.

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 ▶ 2

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		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? *If "Yes," complete Schedule J for such individual*	4	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? *If "Yes," complete Schedule J for such person*	5		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
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

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	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 22,776,638.				
	g Noncash contributions included in lines 1a-1f: $					
	h **Total.** Add lines 1a-1f ▶		22,776,638.			
Program Service Revenue		**Business Code**				
	2 a OTHER INCOME SALE OF GOODS	900099	59,522.	59,522.		
	b OTHER INCOME GALA PARTY	900099	11,615.	11,615.		
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f ▶		71,137.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		29,846.			29,846.
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real / (ii) Personal				
	6 a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶					
	7 a Gross amount from sales of assets other than inventory	(i) Securities / (ii) Other				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss) ▶					
	8 a 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 ▶					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities ▶					
	10 a 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 ▶					
	Miscellaneous Revenue	**Business Code**				
	11 a					
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d ▶					
	12 **Total revenue.** See instructions. ▶		22,877,621.	71,137.	0.	29,846.

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 governments and organizations in the United States. See Part IV, line 21	16,939,981.	16,939,981.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	6,897.	6,897.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	237,682.	118,841.		118,841.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	958,572.	91,712.	76,725.	790,135.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	101,298.	17,830.	6,497.	76,971.
10 Payroll taxes	130,927.	23,045.	8,397.	99,485.
11 Fees for services (non-employees):				
a Management				
b Legal	18,966.	8.	1,806.	17,152.
c Accounting	26,186.	11.	2,494.	23,681.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	257,321.	252,802.		4,519.
13 Office expenses	27,402.		27,402.	
14 Information technology	105,138.	25,779.	79,359.	
15 Royalties				
16 Occupancy	298,967.		298,967.	
17 Travel	117,478.	77,263.	9,781.	30,434.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	26,654.		26,654.	
23 Insurance	15,622.		15,622.	
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 GLOBAL SERVICE ALLOCATI	1,669,548.	735,963.	190,575.	743,010.
b HEALTH EDUCATION, AWARE	680,512.	665,242.		15,270.
c BANK AND MERCHANT FEES	468,878.	201.	44,654.	424,023.
d OTHER PAYROLL EXPENSES	11,824.	2,081.	758.	8,985.
e All other expenses	124,397.	48,677.	68,743.	6,977.
25 **Total functional expenses.** Add lines 1 through 24e	22,224,250.	19,006,333.	858,434.	2,359,483.
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 ▶ [X] if following SOP 98-2 (ASC 958-720)	680,512.	665,242.	0.	15,270.

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	6,176,895.	1	1,599,473.
	2	Savings and temporary cash investments	3,720,932.	2	9,472,252.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	180,040.	4	184,435.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	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 instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	33,149.	9	55,058.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 137,357.			
	b	Less: accumulated depreciation — 10b: 45,591.	17,842.	10c	91,766.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	9,600.	15	132,101.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	10,138,458.	16	11,535,085.
Liabilities	17	Accounts payable and accrued expenses	61,002.	17	151,183.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	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		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	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	6,965,345.	25	7,618,420.
	26	**Total liabilities.** Add lines 17 through 25	7,026,347.	26	7,769,603.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	3,003,243.	27	3,765,482.
	28	Temporarily restricted net assets	108,868.	28	0.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] 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	3,112,111.	33	3,765,482.
	34	Total liabilities and net assets/fund balances	10,138,458.	34	11,535,085.

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	22,877,621.
2	Total expenses (must equal Part IX, column (A), line 25)	2	22,224,250.
3	Revenue less expenses. Subtract line 2 from line 1	3	653,371.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,112,111.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,765,482.

Part XII Financial Statements and Reporting

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

			Yes	No
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?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☒ 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?	2c	X	
	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?	3a		X
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	3b		

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

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization MOVEMBER FOUNDATION
Employer identification number 77-0714052

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 11, 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.)
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 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.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ 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 that describes the type of supporting organization and complete lines 11e through 11h.
a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Non-functionally integrated
e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3208672.	7498600.	15263318.	20932392.	22776638.	69679620.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	3208672.	7498600.	15263318.	20932392.	22776638.	69679620.
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)						
6 **Public support.** Subtract line 5 from line 4.						69679620.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	3208672.	7498600.	15263318.	20932392.	22776638.	69679620.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	6,906.	7,078.	12,057.	10,245.	29,846.	66,132.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						69745752.

12 Gross receipts from related activities, etc. (see instructions) ..... 12 | 160,414.

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** ..... ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) ..... 14 | 99.91 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 ..... 15 | 99.92 %

16a **33 1/3% support test - 2013.** 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 ..... ▶ ☒

b **33 1/3% support test - 2012.** 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 ..... ▶ ☐

17a **10% -facts-and-circumstances test - 2013.** 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 IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

b **10% -facts-and-circumstances test - 2012.** 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 IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

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 ..... ▶ ☐

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2012** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2013.** 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 - 2012.** 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 **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.
▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: MOVEMBER FOUNDATION

Employer identification number: 77-0714052

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate 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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ ______

7 Amount of expenses incurred in monitoring, inspecting, 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)? ☐ Yes ☐ No

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" to Form 990, Part IV, line 8.

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

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

(i) Revenues included in 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 Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

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" to 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? ☐ Yes ☐ No

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

Part V **Endowment Funds.** Complete if the organization answered "Yes" to 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Temporarily restricted endowment ▶ ______ %

The percentages in 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	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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" to 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				
d Equipment				
e Other		137,357.	45,591.	91,766.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				91,766.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to 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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to 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. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to 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" to 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) CHARITABLE DISTRIBUTIONS PAYABLE	7,618,420.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	7,618,420.

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" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	22,877,621.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	0.
3	Subtract line **2e** from line **1**			3	22,877,621.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	22,877,621.

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

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

1	Total expenses and losses per audited financial statements			1	22,224,250.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	0.
3	Subtract line **2e** from line **1**			3	22,224,250.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	22,224,250.

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.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: MOVEMBER FOUNDATION

Employer identification number 77-0714052

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? [X] 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 Governments and Organizations in the United States. Complete if the organization answered "Yes" to 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 non-cash assistance	(h) Purpose of grant or assistance
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	95-4418411	501(C)(3)	10,157,893.	0.			TO PROVIDE FUNDING FOR PROSTATE CANCER RESEARCH AND RESEARCH INITIATIVES FOR THE GLOBAL ACTION
THE LIVESTRONG FOUNDATION 2201 E 6TH STREET AUSTIN, TX 78702	74-2806618	501(C)(3)	6,771,929.	0.			TO PROVIDE FUNDING FOR SUPPORT SERVICES FOR MEN WITH CANCER.
MEMORIAL SLOANE-KETTERING CANCER CENTER - 1275 YORK AVE - NEW YORK, NY 10065	91-2154267	501(C)(3)	6,773.	0.			PREPAID TRAVEL REIMBURSEMENT TO ATTEND GLOBAL ACTION PLAN (GAP) MEETINGS.

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

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule I (Form 990) (2013)**

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

332101
10-29-13

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to 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
TRAVEL EXPENSE TO ATTEND GLOBAL ACTION PLAN (GAP) MEETINGS	1	6,897.	0.		

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

PART I, LINE 2:

MOVEMBER IS A PARTY TO SEPARATE AGREEMENTS (TITLED BENEFICIARY DEEDS) WITH THE PROSTATE CANCER FOUNDATION (PCF) AND THE LIVESTRONG FOUNDATION (LSF). THE AGREEMENTS STIPULATE THAT PCF AND LSF SHALL MAKE AVAILABLE DETAILS ABOUT HOW THE FUNDS DONATED BY MOVEMBER HAVE BEEN USED AND WHAT OUTCOMES HAVE BEEN ACHIEVED.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: PROSTATE CANCER FOUNDATION

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROVIDE FUNDING FOR PROSTATE CANCER RESEARCH AND RESEARCH INITIATIVES FOR THE GLOBAL ACTION PLAN (GAP) PROGRAM.

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. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: MOVEMBER FOUNDATION

Employer identification number 77-0714052

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☐ Tax indemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e.g., 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	1b		
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 in line 1a?	2	X	
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. ☐ Compensation committee ☒ Independent compensation consultant ☐ Form 990 of other organizations ☒ Written employment contract ☐ Compensation survey or study ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in 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?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	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) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in 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?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in 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	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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 in 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 are not 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 reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

THE OFFICER REPORTED ON PART VII OF FORM 990 IN THE GLOBAL CEO ROLE IS COMPENSATED BY THE ORGANIZATION. THE COMPENSATION AMOUNTS REPORTED IN PART VII OF FORM 990 REPRESENT THE PORTION OF THE COMPENSATION ALLOCATED TO THE ORGANIZATION. THE OFFICER SERVES AS A CORPORATE OFFICER FOR THE AFFILIATED ENTITY, MOVEMBER GROUP PTY LTD. THE ORGANIZATION RECEIVES REIMBURSEMENTS FROM THE AFFILIATE FOR THE TOTAL EMPLOYEE COSTS AND FURTHER DETAIL IS PROVIDED ON SCHEDULE R. ADAM GARONE DEVOTES 100% OF HIS TIME TO THE AFFILIATED ENTITY. OF THE $284,363 OF REPORTABLE W-2 COMPENSATION PAID BY THE ORGANIZATION, ALL OF THE COMPENSATION WAS REIMBURSED BY THE AFFILIATE TO THE ORGANIZATION. THE AMOUNT REPORTED ON PART VII OF FORM 990, $0, REPRESENTS THE ORGANIZATION'S COST, AS THE ROLE IS A GLOBAL ROLE FOR THE AFFILIATE AND NOT FOR THE ORGANIZATION. THE 2 HOURS PER WEEK LISTED FOR THE ORGANIZATION REPRESENTS HIS TIME AS AN UNPAID DIRECTOR FOR THE ORGANIZATION. MARK FEWELL JOINED THE ORGANIZATION IN FEBRUARY OF 2014 AS HEAD OF MARKET DEVELOPMENT FOR THE AFFILIATED ENTITY. HE IS PAID BY THE ORGANIZATION AND IS REIMBURSED BY THE AFFILIATE AS HIS ROLE IS ALSO GLOBAL. AS HE STARTED IN FEBRUARY, HE HAS $0 IN REPORTABLE W-2

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.

COMPENSATION, BUT RECEIVED $56,250 IN THE FISCAL YEAR REPRESENTING FEB-APR.

MARK WAS PREVIOUSLY ON THE BOARD OF DIRECTORS BUT STEPPED DOWN UPON HIS APPOINTMENT WITH THE ORGANIZATION.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization	Employer identification number
MOVEMBER FOUNDATION	77-0714052

FORM 990, PART I, LINE 1 & FORM 990, PART III, LINE 1

MISSION STATEMENT

THE MOVEMBER FOUNDATION IS THE LEADING GLOBAL ORGANIZATION COMMITTED TO CHANGING THE FACE OF MEN'S HEALTH. WE ACHIEVE THIS BY CHALLENGING MEN TO GROW MOUSTACHES DURING MOVEMBER (THE MONTH FORMERLY KNOWN AS NOVEMBER) TO SPARK CONVERSATION AND RAISE FUNDS FOR PROSTATE CANCER, TESTICULAR CANCER AND MENTAL HEALTH PROBLEMS.

THE ANNUAL MOVEMBER CAMPAIGN - RESULTS WE SEEK TO ACHIEVE

MOVEMBER WILL GET MEN TO GROW MOUSTACHES AND THE COMMUNITY TO SUPPORT THEM BY CREATING AN INNOVATIVE, FUN AND ENGAGING ANNUAL MOVEMBER CAMPAIGN, THAT RESULTS IN:

- FUNDING FOR THE MOVEMBER FOUNDATION'S MEN'S HEALTH PROGRAMS
- CONVERSATIONS ABOUT MEN'S HEALTH THAT LEAD TO:
- AWARENESS AND UNDERSTANDING OF THE HEALTH RISKS MEN FACE
- MEN TAKING ACTION TO REMAIN WELL

PROSTATE AND TESTICULAR CANCER - RESULTS WE SEEK TO ACHIEVE

- MEN LIVING WITH PROSTATE OR TESTICULAR CANCER HAVE THE TREATMENT AND CARE NEEDED TO BE PHYSICALLY AND MENTALLY WELL

MENTAL HEALTH - RESULTS WE SEEK TO ACHIEVE

- MEN AND BOYS ARE MENTALLY HEALTHY AND TAKE ACTION TO REMAIN SO
- WHEN MEN AND BOYS EXPERIENCE MENTAL HEALTH PROBLEMS THEY TAKE ACTION

Name of the organization: MOVEMBER FOUNDATION

Employer identification number: 77-0714052

EARLY

- MEN AND BOYS WITH MENTAL HEALTH PROBLEMS ARE NOT DISCRIMINATED AGAINST

FORM 990, PART VI, SECTION A, LINE 6:

THE SOLE MEMBER OF MOVEMBER FOUNDATION IS THE AUSTRALIA BASED CHARITY MOVEMBER GROUP PTY LTD AS TRUSTEE FOR THE MOVEMBER FOUNDATION.

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

THE IRS FORM 990 IS REVIEWED BY SENIOR MANAGEMENT (CEO AND CFO) OF MOVEMBER. AFTER MANAGEMENT IS SATISFIED THAT THE 990 IS ACCURATE AND COMPLETE, THE 990 IS MADE AVAILABLE TO THE DIRECTORS PRIOR TO FILING THE FORMS.

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

THE MOVEMBER GROUP PTY LTD MAINTAINS A "CONFLICTS REGISTER" THAT IS REGULARLY REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS. EVERY EFFORT IS MADE TO IDENTIFY POTENTIAL AREAS OF CONFLICT AND WHERE THEY ARE IDENTIFIED ACTION IS TAKEN TO REMOVE THE CONFLICT. THIS WOULD NORMALLY RESULT IN EXCLUSION OF THE CONFLICTEE FROM DELIBERATIONS AROUND OPERATIONAL AREAS WHERE THE CONFLICT ARISES.

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

THE CEO OF THE ORGANIZATION REMAINS THE GLOBAL CEO OF THE MOVEMBER GROUP PTY LIMITED. HIS SALARY WAS BENCHMARKED BY AN INDEPENDENT THIRD PARTY IN MARCH 2014 AND WILL BE BENCHMARKED ANNUALLY THEREAFTER.

Name of the organization: MOVEMBER FOUNDATION

Employer identification number: 77-0714052

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION WILL MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE ON REQUEST.

FORM 990, PART VI SECTION C LINE 20

MOVEMBER GROUP PTY LTD MAY BE REACHED AT THE FOLLOWING TELEPHONE NUMBER, +61 3 8416 3900. THE ORGANIZATION'S PHONE NUMBER WAS USED AT SECTION C LINE 20 IN ORDER TO ELECTRONICALLY FILE THE RETURN TO THE IRS.

FORM 990, PART VII, SECTION A, LINE 1A

THE OFFICER REPORTED ON PART VII OF FORM 990 IN THE GLOBAL CEO ROLE IS COMPENSATED BY THE ORGANIZATION. THE COMPENSATION AMOUNTS REPORTED IN PART VII OF FORM 990 REPRESENT THE PORTION OF THE COMPENSATION ALLOCATED TO THE ORGANIZATION. THE OFFICER SERVES AS A CORPORATE OFFICER FOR THE AFFILIATED ENTITY, MOVEMBER GROUP PTY LTD. THE ORGANIZATION RECEIVES REIMBURSEMENTS FROM THE AFFILIATE FOR THE TOTAL EMPLOYEE COSTS AND FURTHER DETAIL IS PROVIDED ON SCHEDULE R. ADAM GARONE DEVOTES 100% OF HIS TIME TO THE AFFILIATED ENTITY. OF THE $284,363 OF REPORTABLE W-2 COMPENSATION PAID BY THE ORGANIZATION, ALL OF THE COMPENSATION WAS REIMBURSED BY THE AFFILIATE TO THE ORGANIZATION. THE AMOUNT REPORTED ON PART VII OF FORM 990, $0, REPRESENTS THE ORGANIZATION'S COST, AS THE ROLE IS A GLOBAL ROLE FOR THE AFFILIATE AND NOT FOR THE ORGANIZATION. THE 2 HOURS PER WEEK LISTED FOR THE ORGANIZATION REPRESENTS HIS TIME AS AN UNPAID DIRECTOR FOR THE ORGANIZATION. MARK FEWELL JOINED THE ORGANIZATION IN FEBRUARY OF 2014 AS HEAD OF MARKET DEVELOPMENT FOR THE AFFILIATED ENTITY. HE IS PAID BY

Name of the organization: MOVEMBER FOUNDATION

Employer identification number: 77-0714052

THE ORGANIZATION AND IS REIMBURSED BY THE AFFILIATE AS HIS ROLE IS ALSO GLOBAL. AS HE STARTED IN FEBRUARY, HE HAS $0 IN REPORTABLE W-2 COMPENSATION, BUT RECEIVED $56,250 IN THE FISCAL YEAR REPRESENTING FEBRUARY THROUGH APRIL 2014. MARK WAS PREVIOUSLY ON THE BOARD OF DIRECTORS BUT STEPPED DOWN UPON HIS APPOINTMENT WITH THE ORGANIZATION.

FORM 990, PART X, LINE 4

MGPL CHARGED THE ORGANIZATION FOR ITS SHARE OF CERTAIN COSTS FOR CENTRAL SERVICES. THESE SERVICES ARE CONDUCTED CENTRALLY TO ACHIEVE ECONOMIES OF SCALE FOR MOVEMBER'S GLOBAL PROGRAMS, THEREBY RESULTING IN LOWER COSTS IN EACH COUNTRY. THE SERVICES CARRIED OUT CENTRALLY INCLUDE: WEBSITE DEVELOPMENT; HOSTING AND MAINTENANCE; CAMPAIGN THEME DESIGN AND RELATED MATERIALS; FINANCIAL & ACCOUNTING SERVICES; HUMAN RESOURCES LEGAL SERVICES AND GENERAL MANAGEMENT WHICH INCLUDES PROGRAM IMPLEMENTATION AND BENEFICIARY PARTNER MANAGEMENT SERVICES. THE CHARGE FROM MGPL IS SIGNIFICANTLY LESS THAN IF MOVEMBER FOUNDATION WERE TO CONDUCT ALL OF THESE ACTIVITIES ON A STAND-ALONE LOCAL BASIS. AS OF APRIL 30, 2014, THE ORGANIZATION'S RECEIVABLE FROM MGPL FOR THE CROSS CHARGES TOTALED $173,260. THIS BALANCE OF RELATED PARTY RECEIVABLE IS INCLUDED IN THE ACCOUNTS RECEIVABLE BALANCE OF $184,435.

FORM 990, PART X, LINES 27 AND 33

OF THE TOTAL $3,765,482 OF TOTAL NET ASSETS, $395,364 HAVE BEEN DESIGNATED BY THE BOARD OF DIRECTORS TO FUND OUR GLOBAL ACTION PLAN (GAP). THE GAP IS A COLLABORATION OF PROSTATE CANCER RESEARCHERS FROM AROUND THE WORLD. OUR FUNDS HELP SUPPORT GLOBAL RESEARCH GOALS AND

Name of the organization: MOVEMBER FOUNDATION

Employer identification number: 77-0714052

INITIATIVES.

FORM 990, PART XI, LINE 2C

THE ORGANIZATION HAS A SEPARATE AUDIT COMMITTEE AND IS RESPONSIBLE FOR ENGAGING INDEPENDENT AUDITORS AND MONITORING THE AUDIT PROCESS. THIS COMMITTEES IS COMPRISED FULLY OF INDEPENDENT DIRECTORS. THE CEO ATTENDS THE COMMITTEE MEETINGS BUT IS NOT A MEMBER. THIS STRUCTURE HAS BEEN IN EFFECT IN PRIOR YEAR AND WAS NOT CHANGED IN 2013.

SCHEDULE R (Form 990)

Department of the Treasury Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Attach to Form 990. ▶ See separate instructions.

▶Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: MOVEMBER FOUNDATION

Employer identification number 77-0714052

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

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
THE MOVEMBER GROUP PROPRIETY LIMITED AS TRUSTEE FOR THE MOVEMBER FOUNDATION, 233 PUNT ROAD, RICHMOND, VICTORIA, AUSTRALIA	NOT FOR PROFIT CHARITY	AUSTRALIA					X
MOVEMBER CANADA 119 SPADINA AVE, SUITE 901 TORONTO, CANADA, CANADA	NOT FOR PROFIT CHARITY	CANADA					X
MOVEMBER EUROPE 50A ROSEBURY AVE LONDON, UNITED KINGDOM, UNITED KINGDOM	NOT FOR PROFIT CHARITY	UNITED KINGDOM					X

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? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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	(i) No

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**		X
b Gift, grant, or capital contribution to related organization(s)	**1b**		X
c Gift, grant, or capital contribution from related organization(s)	**1c**		X
d Loans or loan guarantees to or for related organization(s)	**1d**		X
e Loans or loan guarantees by related organization(s)	**1e**		X
f Dividends from related organization(s)	**1f**		X
g Sale of assets to related organization(s)	**1g**		X
h Purchase of assets from related organization(s)	**1h**		X
i Exchange of assets with related organization(s)	**1i**		X
j Lease of facilities, equipment, or other assets to related organization(s)	**1j**		X
k Lease of facilities, equipment, or other assets from related organization(s)	**1k**		X
l Performance of services or membership or fundraising solicitations for related organization(s)	**1l**		X
m Performance of services or membership or fundraising solicitations by related organization(s)	**1m**		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	**1n**		X
o Sharing of paid employees with related organization(s)	**1o**	X	
p Reimbursement paid to related organization(s) for expenses	**1p**	X	
q Reimbursement paid by related organization(s) for expenses	**1q**		X
r Other transfer of cash or property to related organization(s)	**1r**		X
s Other transfer of cash or property from related organization(s)	**1s**		X

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)	THE MOVEMBER GROUP PTY LTD AS TRUSTEE FOR THE MOVEMBER FOUNDATION	O	287,151.	
(2)	THE MOVEMBER GROUP PTY LTD AS TRUSTEE FOR THE MOVEMBER FOUNDATION	P	1,669,548.	
(3)	THE MOVEMBER GROUP PTY LTD AS TRUSTEE FOR THE MOVEMBER FOUNDATION	O	243,292.	
(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 section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor-tionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

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09-12-13

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10 990

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER EQUIPMENT		200DB	5.00	HY	19B	61,036.				61,036.	18,500.		17,295.	35,795.
2	FURNITURE AND FIXTURES		200DB	5.00	HY	19B	44,983.				44,983.	436.		7,667.	8,103.
3	LEASEHOLD IMPROVEMENTS		150DB	15.00	HY	19E	31,338.				31,338.			1,693.	1,693.
	* TOTAL 990 PAGE 10 DEPR						137,357.				137,357.	18,936.		26,655.	45,591.

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization

990

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172

2013

Attachment Sequence No. **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
MOVEMBER FOUNDATION	FORM 990 PAGE 10	77-0714052

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.**)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		106,019.	5 YRS.	HY	200DB	24,962.
c 7-year property						
d 10-year property						
e 15-year property		31,338.	15 YRS.	HY	150DB	1,693.
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	26,655.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	**(b)** Date placed in service	**(c)** Business/ investment use percentage	**(d)** Cost or other basis	**(e)** Basis for depreciation (business/investment use only)	**(f)** Recovery period	**(g)** Method/ Convention	**(h)** Depreciation deduction	**(i)** Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						**25**		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							**29**	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		**(b)** Vehicle		**(c)** Vehicle		**(d)** Vehicle		**(e)** Vehicle		**(f)** Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	**(b)** Date amortization begins	**(c)** Amortizable amount	**(d)** Code section	**(e)** Amortization period or percentage	**(f)** Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year				**43**	
44 **Total.** Add amounts in column (f). See the instructions for where to report				**44**	

022

Date Accepted ____________________

DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR **2013**

California e-file Return Authorization for Exempt Organizations

FORM **8453-EO**

Exempt Organization name	Identifying number
MOVEMBER FOUNDATION	77-0714052

Part I Electronic Return Information (whole dollars only)

1	Total gross receipts (Form 199, line 4)	1	22,877,621 .00
2	Total gross income (Form 199, line 8)	2	22,877,621 .00
3	Total expenses and disbursements (Form 199, line 9)	3	22,224,250 .00

Part II Settle Your Account Electronically for Taxable Year 2013

4 ☐ Electronic funds withdrawal **4a** Amount **4b** Withdrawal date (mm/dd/yyyy)

Part III Banking Information (Have you verified the exempt organization's banking information?)

5 Routing number ____________________

6 Account number 7 Type of account: ☐ Checking ☐ Savings

Part IV Declaration of Officer

I authorize the exempt organization's account be settled as designated in Part II. If I check Part II, Box 4, I authorize an electronic funds withdrawal for the amount listed on line 4a.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my Electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2013 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to my ERO, intermediate service provider, the reason(s) for the delay.**

Sign Here

Signature of Officer	Date	Title
		COUNTRY MANAGER

Part V Declaration of Electronic Return Originator (ERO) and Paid Preparer.

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an Intermediate Service Provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2013 e-file Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or four years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO Must Sign

ERO's signature	Date	Check if also paid preparer ☐	Check if self-employed ☐	ERO's PTIN P00032866
Firm's name (or yours if self-employed) and address	HBLA, CERTIFIED PUBLIC ACCOUNTANTS, I 19600 FAIRCHILD, STE 320 IRVINE, CA			FEIN 33-0155525 ZIP Code 92612

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer Must Sign

Paid preparer's signature		Date	Check if self-employed ☐	Paid preparer's PTIN P00032866
Firm's name (or yours if self-employed) and address	HBLA, CERTIFIED PUBLIC ACCOUNTANTS, INC. 19600 FAIRCHILD, STE 320 IRVINE, CA			FEIN 33-0155525 ZIP Code 92612

TAXABLE YEAR **2013**

California Exempt Organization Annual Information Return

328941 11-14-13

FORM **199**

Calendar Year 2013 or fiscal year beginning (mm/dd/yyyy) 05/01/2013 , and ending (mm/dd/yyyy) 04/30/2014 .

Corporation/Organization Name	California corporation number
MOVEMBER FOUNDATION	3053899
Address (suite, room, or PMB no.) 8559 HIGUERA ST.	FEIN 77-0714052
City CULVER CITY / State CA / ZIP Code 90232	

A First Return ☐ Yes ☒ No

B Amended Information Return ● ☐ Yes ☒ No

C IRC Section 4947(a)(1) trust ☐ Yes ☒ No

D Final Information Return?
● ☐ Dissolved ● ☐ Surrendered (Withdrawn)
● ☐ Merged/Reorganized Enter date: (mm/dd/yyyy) ●

E Check accounting method:
(1) ☐ Cash (2) ☒ Accrual (3) ☐ Other

F Federal return filed?
(1)● ☐ 990T (2)● ☐ 990 PF (3)● ☐ Sch H (990)

G Is this a group filing for the subordinates/affiliates? ● ☐ Yes ☒ No
If "Yes," attach a roster. See instructions

H Is this organization in a group exemption? ☐ Yes ☒ No
If "Yes," what is the parent's name?

I Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? ● ☐ Yes ☒ No
If "Yes," explain, and attach copies of revised documents.

J If exempt under R&TC Section 23701d, has the organization during the year: (1) participated in any political campaign, or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? ● ☐ Yes ☒ No
If "Yes," complete and attach form FTB 3509.

K Is the organization exempt under R&TC Section 23701g? ● ☐ Yes ☒ No
If "Yes," enter the gross receipts from nonmember sources $

L If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions, check box. No filing fee is required. ● ☒

M Is the organization a Limited Liability Company? ● ☐ Yes ☒ No

N Did the organization file Form 100 or Form 109 to report taxable income? ● ☐ Yes ☒ No

O Is the organization under audit by the IRS or has the IRS audited in a prior year? ● ☐ Yes ☒ No

Part I **Complete Part I unless not required to file this form. See General Instructions B and C.**

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8 ●		1	100,983. 00
	2	Gross dues and assessments from members and affiliates ●		2	00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1 ●		3	22,776,638. 00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. **This line must be completed.** If the result is less than $50,000, see General Instruction B ●		4	22,877,621. 00
	5	Cost of goods sold ●	5 00		
	6	Cost or other basis, and sales expenses of assets sold ●	6 00		
	7	Total costs. Add line 5 and line 6		7	00
	8	Total gross income. Subtract line 7 from line 4 ●		8	22,877,621. 00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18 ●		9	22,224,250. 00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8 ●		10	653,371. 00
Filing Fee	11	Filing fee $10 or $25. See General Instruction F		11	N/A 00
	12	Total payments		12	00
	13	Penalties and Interest. See General Instruction J		13	00
	14	Use tax. See General Instruction K ●		14	00
	15	**Balance due.** Add line 11, line 13, and line 14. Then subtract line 12 from the result ●		15	00

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

Sign Here Signature of officer ▶ Title COUNTRY MANAGE Date ● Telephone

Paid Preparer's Use Only
Preparer's signature ▶ Date Check if self-employed ▶ ☐ ● PTIN P00032866
Firm's name (or yours, if self-employed) and address ▶ HBLA, CERTIFIED PUBLIC ACCOUNTANTS, INC. 19600 FAIRCHILD, STE 320 IRVINE, CA 92612 ● FEIN 33-0155525 ● Telephone 949-833-2815

May the FTB discuss this return with the preparer shown above? See instructions ● ☐ Yes ☐ No

Part II Organizations with gross receipts of more than $50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	1	00
	2	Interest	2	29,846. 00
	3	Dividends	3	00
	4	Gross rents	4	00
	5	Gross royalties	5	00
	6	Gross amount received from sale of assets (See Instructions)	6	00
	7	Other income SEE STATEMENT 2	7	71,137. 00
	8	**Total** gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	100,983. 00
Expenses and Disbursements	9	Contributions, gifts, grants, and similar amounts paid STATEMENT 9	9	16,946,877. 00
	10	Disbursements to or for members	10	00
	11	Compensation of officers, directors, and trustees SEE STATEMENT 3	11	237,682. 00
	12	Other salaries and wages	12	958,572. 00
	13	Interest	13	00
	14	Taxes	14	130,927. 00
	15	Rents	15	298,967. 00
	16	Depreciation and depletion (See instructions)	16	26,655. 00
	17	Other Expenses and Disbursements SEE STATEMENT 4	17	3,624,570. 00
	18	**Total** expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	22,224,250. 00

Schedule L Balance Sheets

	Beginning of taxable year		End of taxable year	
Assets	(a)	(b)	(c)	(d)
1 Cash		9,897,827.		11,071,725.
2 Net accounts receivable		180,040.		184,435.
3 Net notes receivable				
4 Inventories				
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock				
8 Mortgage loans				
9 Other investments				
10 a Depreciable assets STMT 8	36,778.		137,357.	
b Less accumulated depreciation	(18,936.)	17,842.	(45,591.)	91,766.
11 Land				
12 Other assets STMT 5		42,749.		187,159.
13 Total assets		10,138,458.		11,535,085.
Liabilities and net worth				
14 Accounts payable		61,002.		151,183.
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable				
17 Mortgages payable				
18 Other liabilities STMT 6		6,965,345.		7,618,420.
19 Capital stock or principle fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		3,112,111.		3,765,482.
22 Total liabilities and net worth		10,138,458.		11,535,085.

Schedule M-1 Reconciliation of income per books with income per return
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than $50,000.

1 Net income per books	653,371.	7 Income recorded on books this year not included in this return.	
2 Federal income tax		8 Deductions in this return not charged against book income this year	
3 Excess of capital losses over capital gains		9 Total. Add line 7 and line 8	
4 Income not recorded on books this year		10 Net income per return. Subtract line 9 from line 6	653,371.
5 Expenses recorded on books this year not deducted in this return			
6 Total. Add line 1 through line 5	653,371.		

TOTAL INCLUDED ON LINE 3	1,251,124.

FORM 199	OTHER INCOME	STATEMENT 2

DESCRIPTION	AMOUNT
OTHER INCOME GALA PARTY	11,615.
OTHER INCOME SALE OF GOODS	59,522.
TOTAL TO FORM 199, PART II, LINE 7	71,137.

FORM 199 COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES STATEMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
ADAM GARONE 8559 HIGUERA ST. CULVER CITY, CA 90232	SEE SCH O & R, GLOBAL CEO, 2.00	0.
ELAINE FARRELLY 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR 2.00	0.
ANDREW GIBBINS 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR 2.00	0.
JOHN HUGHES 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR 2.00	0.
DR. COLLEEN NELSON 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR 2.00	0.
NICK REECE 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR 2.00	0.
MARK HEDSTROM 8559 HIGUERA ST. CULVER CITY, CA 90232	COUNTRY MANAGER 40.00	125,000.
MARK FEWELL 8559 HIGUERA ST. CULVER CITY, CA 90232	HEAD OF MARKET DEVELOPMENT 0.00	0.
LISA POTTER 8559 HIGUERA ST. CULVER CITY, CA 90232	DIRECTOR OF COMMUNICATIONS 40.00	112,682.
TOTAL TO FORM 199, PART II, LINE 11		237,682.

FORM 199 — OTHER EXPENSES — STATEMENT 4

DESCRIPTION	AMOUNT
GLOBAL SERVICE ALLOCATI	1,669,548.
HEALTH EDUCATION, AWARE	680,512.
BANK AND MERCHANT FEES	468,878.
OTHER PAYROLL EXPENSES	11,824.
OTHER EMPLOYEE BENEFITS	101,298.
LEGAL FEES	18,966.
ACCOUNTING FEES	26,186.
ADVERTISING AND PROMOTION	257,321.
OFFICE EXPENSES	27,402.
INFORMATION TECHNOLOGY	105,138.
TRAVEL	117,478.
INSURANCE	15,622.
ALL OTHER EXPENSES	124,397.
TOTAL TO FORM 199, PART II, LINE 17	3,624,570.

FORM 199 — OTHER ASSETS — STATEMENT 5

DESCRIPTION	BEG. OF YEAR	END OF YEAR
PREPAID EXPENSES AND DEFERRED CHARGES	33,149.	55,058.
DEPOSITS	9,600.	132,101.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	42,749.	187,159.

FORM 199 — OTHER LIABILITIES — STATEMENT 6

DESCRIPTION	BEG. OF YEAR	END OF YEAR
CHARITABLE DISTRIBUTIONS PAYABLE	6,965,345.	7,618,420.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	6,965,345.	7,618,420.

FORM 199 FUND BALANCES STATEMENT 7

DESCRIPTION	BEG. OF YEAR	END OF YEAR
UNRESTRICTED ASSETS	3,003,243.	3,765,482.
TEMPORARILY RESTRICTED ASSETS	108,868.	0.
TOTAL TO FORM 199, SCHEDULE L, LINE 21	3,112,111.	3,765,482.

FORM 199 DEPRECIABLE ASSETS STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	END OF YEAR BOOK VALUE
COMPUTER EQUIPMENT	61,036.	35,795.	25,241.
FURNITURE AND FIXTURES	44,983.	8,103.	36,880.
LEASEHOLD IMPROVEMENTS	31,338.	1,693.	29,645.
TOTAL TO FORM 199, SCH L, LINE 10	137,357.	45,591.	91,766.

FORM 199 CASH CONTRIBUTIONS, GIFTS, GRANTS AND SIMILAR AMOUNTS PAID STATEMENT 9

ACTIVITY CLASSIFICATION

RESEARCH, EDUCATION AND AWARENESS OF MEN'S HEALTH ISSUES

DONEES NAME	DONEES ADDRESS	RELATIONSHIP	AMOUNT
PROSTATE CANCER FOUNDATION	1250 FOURTH STREET - SANTA MONICA, CA 90401	NONE	10157893.
LANCE ARMSTRONG FOUNDATION	2201 E. 6TH STREET - AUSTIN, TX 78702	NONE	6,771,929.
MEMORIAL SLOANE-KETTERING CANCER CENTER	1275 YORK AVE - NEW YORK, NY 10065	NONE	6,773.
UCSF UROLOGIC ONCOLOGY	1600 DIVISADERO ST. ROOM A618 - SAN FRANCISCO, CA 94115	NONE	3,386.
	TOTAL FOR THIS ACTIVITY		16939981.

TOTAL INCLUDED ON FORM 199, PART II, LINE 9 16,939,981.

TAXABLE YEAR **2013**

Corporation Depreciation and Amortization

CALIFORNIA FORM **3885**

Attach to Form 100 or Form 100W. FORM 199 FEIN 77-0714052

Corporation name: MOVEMBER FOUNDATION

California corporation number: 3053899

Part I Election To Expense Certain Property Under IRC Section 179

1	Maximum deduction under IRC Section 179 for California	1	$25,000
2	Total cost of IRC Section 179 property placed in service	2	
3	Threshold cost of IRC Section 179 property before reduction in limitation	3	$200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	

	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property (elected IRC Section 179 cost)	7	
8	Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from prior taxable years	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add line 9 and line 10, less line 12	13	

Part II Depreciation and Election of Additional First Year Expense Deduction Under R&TC Section 24356

	(a) Description property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14	1 COMPUTER EQUIPMENT							
			61,036.		200DB	5.00	17,295.	
	2 FURNITURE AND FIXTURES							
			44,983.		200DB	5.00	7,667.	
	3 LEASEHOLD IMPROVEMENTS							
			31,338.		150DB	15.00	1,693.	
	TOTALS		137,357.					
15	Add the amounts in column (g) and column (h). The total of column (h) may not exceed $2,000. See instructions for line 14, column (h)					15	26,655.	

Part III Summary

16	Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); **or** Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), **or** Depreciation (if no election is made), enter the amount from line 15, column (g)	16	26,655.
17	Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	26,655.
18	Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	0.

Part IV Amortization

	(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year
19							

20	Total. Add the amounts in column (g)	20	
21	Total amortization claimed for federal purposes from federal Form 4562, line 44	21	
22	Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 12	22	