

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
CLINTON HEALTH ACCESS INITIATIVE, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
383 DORCHESTER AVENUE 400
 City, town, or post office, state, and ZIP code
BOSTON, MA 02127
 F Name and address of principal officer: **IRA C. MAGAZINER**
SAME AS C ABOVE

D Employer identification number
27-1414646

E Telephone number
617-774-0110

G Gross receipts \$ **88,701,261.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ **WWW.CLINTONHEALTHACCESS.ORG**

K Form of organization: Corporation Trust Association Other ▶ **L Year of formation:** **2009** **M State of legal domicile:** **AR**

Part I Summary

Activities & Governance		Prior Year	Current Year
1	Briefly describe the organization's mission or most significant activities: SUPPORT GOVERNMENTS TO BUILD AND STRENGTHEN INTEGRATED HEALTH SYSTEMS IN THE DEVELOPING WORLD AND		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	9
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	260
6	Total number of volunteers (estimate if necessary)	6	116
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	64,721,151.	88,448,655.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	113,202.	98,029.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	109,811.	148,563.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	64,944,164.	88,695,247.
Expenses		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,859,527.	6,416,733.
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)	32,921,766.	37,223,521.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	6,000.	59,500.
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,184,776.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	27,219,734.	33,270,412.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	66,007,027.	76,970,166.
19	Revenue less expenses. Subtract line 18 from line 12	-1,062,863.	11,725,081.
Net Assets or Fund Balances		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	52,362,846.	68,838,138.
21	Total liabilities (Part X, line 26)	38,510,274.	43,413,925.
22	Net assets or fund balances. Subtract line 21 from line 20	13,852,572.	25,424,213.

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 **JULIE B. FEDER, CFO** Date

Paid Preparer Use Only

Print/Type preparer's name **CRAIG KLEIN** Preparer's signature Date Check if self-employed PTIN **P00734640**

Firm's name ▶ **CBIZ TOFIAS** Firm's EIN ▶ **26-3753134**

Firm's address ▶ **500 BOYLSTON STREET BOSTON, MA 02116** Phone no. **617-761-0600**

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE CLINTON HEALTH ACCESS INITIATIVE (CHAI) WAS FOUNDED IN 2002 BY PRESIDENT BILL CLINTON AND IRA MAGAZINER TO PROVIDE SOLUTIONS TO THE BIGGEST CHALLENGES IMPEDING EFFECTIVE HEALTH CARE DELIVERY IN DEVELOPING COUNTRIES. SEE SCHEDULE O.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

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

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

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

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

4a (Code:) (Expenses \$ 30,607,300. including grants of \$ 2,598,324.) (Revenue \$)

HIV/AIDS: CHAI IS WORKING TO SCALE-UP ADULT AND PEDIATRIC HIV/AIDS AND TB PREVENTION, CARE, AND TREATMENT IN THE HARDEST HIT COUNTRIES, INCREASE THE SURVIVAL RATES OF INDIVIDUALS ON TREATMENT GLOBALLY, REDUCE TRANSMISSION RATES AND LOWER THE COST OF TREATMENT AROUND THE WORLD, INCLUDING OPPORTUNISTIC INFECTIONS.

4b (Code:) (Expenses \$ 13,939,321. including grants of \$ 786,088.) (Revenue \$)

GLOBAL HEALTH SPENDING: CHAI IS WORKING AROUND THE WORLD TO INCREASE THE EFFICIENCY AND EFFECTIVENESS OF GLOBAL HEALTH SPENDING TO MOVE TOWARDS MORE SUSTAINABLE FINANCING SYSTEMS AND REDUCE FINANCIAL BARRIERS PREVENTING ACCESS TO ESSENTIAL HEALTH SERVICES.

4c (Code:) (Expenses \$ 10,436,974. including grants of \$ 1,454,024.) (Revenue \$)

HUMAN RESOURCES FOR HEALTH & HEALTH SYSTEMS STRENGTHENING: CHAI IS ASSISTING GOVERNMENTS IN RESOURCE POOR COUNTRIES TO INCREASE HUMAN RESOURCES FOR HEALTH CAPACITY BY EDUCATING, DEPLOYING, AND SUSTAINING AN ADEQUATE NUMBER OF HIGH-QUALITY HEALTH CARE PROFESSIONALS.

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

(Expenses \$ 13,733,033. including grants of \$ 1,578,297.) (Revenue \$)

4e Total program service expenses 68,716,628.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input checked="" type="checkbox"/>	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		<input checked="" type="checkbox"/>
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	<input checked="" type="checkbox"/>	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		<input checked="" type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?	<input checked="" type="checkbox"/>	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	<input checked="" type="checkbox"/>	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	<input checked="" type="checkbox"/>	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		<input checked="" type="checkbox"/>
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

X

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

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

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

Section A. Governing Body and Management

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

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? (X); 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (X); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (X); 13 Did the organization have a written whistleblower policy? (X); 14 Did the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X); b Other officers or key employees of the organization (X); If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? (X).

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed AR, CA, CT, FL, IL, MA, NJ, NY, PA, RI
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. [] 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: JULIE B. FEDER - 617-774-0110 383 DORCHESTER AVENUE, #400, BOSTON, MA 02127

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

Check if Schedule O contains a response to any question in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM J. CLINTON CHAIR OF THE BOARD	1.00	X						0.	0.	0.
(2) BRUCE LINDSEY BOARD MEMBER	1.00	X						0.	352,600.	30,462.
(3) PAUL FARMER BOARD MEMBER	1.00	X						0.	0.	0.
(4) LYNN TALIENTO BOARD MEMBER	1.00	X						0.	0.	0.
(5) CHELSEA CLINTON BOARD MEMBER	1.00	X						0.	0.	0.
(6) MAGGIE WILLAIMS BOARD MEMBER	1.00	X						0.	0.	0.
(7) STEPHEN LEWIS BOARD MEMBER	1.00	X						0.	0.	0.
(8) TACHI YAMADA BOARD MEMBER	1.00	X						0.	0.	0.
(9) IRA MAGAZINER CEO/VICE-CHAIR OF THE BOARD	50.00	X		X				131,070.	0.	19,281.
(10) MUSTAPHA LEAVENWORTH BAKALI COO	50.00			X				171,284.	0.	0.
(11) JULIE B. FEDER CFO	50.00			X				245,000.	0.	26,631.
(12) PATRICIA COLLINS CHIEF DEVELOPMENT OFFICER	50.00			X				99,422.	0.	5,965.
(13) DANIEL MENDIETA CHIEF HR OFFICER	50.00			X				83,016.	0.	4,981.
(14) JEANNE BROSNAN EVP, HR MANAGEMENT	50.00					X		140,000.	0.	14,896.
(15) DAVID RIPIN EVP, ACCESS PROGRAMS	50.00					X		140,360.	0.	27,681.
(16) PASCAL BIJLEVELD EVP, HEALTH FINANCING	50.00					X		163,329.	0.	0.
(17) FRANK WIGNALL ADVISOR, SENIOR	50.00					X		194,324.	0.	16,358.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) VISHAL BRIJLAL COUNTRY DIRECTOR	50.00					X		155,386.	0.	7,691.
1b Sub-total								1,523,191.	352,600.	153,946.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,523,191.	352,600.	153,946.

- 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 **35**
- | | 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 | | 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 | 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 | | 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
SEEK DEVELOPMENT, GREIFSWALDER STR. 33A, BERLIN, GERMANY 10405	PROFESSIONAL SERVICES	282,578.
DELOITTE TAX 4022 SELLS DRIVE, HERMITAGE, TN 37076	PROFESSIONAL SERVICES	106,935.
KHATLELI TOMANE MOTEANE P.O. BOX 373, MASERU, LESOTHO	PROFESSIONAL SERVICES	101,298.
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		3

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question 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, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns					
	b	Membership dues					
	c	Fundraising events					
	d	Related organizations	4,000,000.				
	e	Government grants (contributions)	45,408,042.				
	f	All other contributions, gifts, grants, and similar amounts not included above	39,040,613.				
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		88,448,655.			
	Program Service Revenue	2 a	Business Code				
b							
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		91,498.		91,498.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real				
			(ii) Personal				
			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	12,545.			
			b	Less: cost or other basis and sales expenses	6,014.		
			c	Gain or (loss)	6,531.		
	d	Net gain or (loss)		6,531.		6,531.	
	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	OTHER REVENUE	900099	148,563.			148,563.	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		148,563.				
12	Total revenue. See instructions.		88,695,247.	0.	0.	246,592.	

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 to any question 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	1,714,121.	1,714,121.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	4,702,612.	4,702,612.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,563,934.	959,923.	487,797.	116,214.
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	27,235,219.	24,067,327.	2,565,699.	602,193.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,388,595.	1,239,396.	114,665.	34,534.
9 Other employee benefits	5,039,453.	3,999,680.	872,353.	167,420.
10 Payroll taxes	1,996,320.	1,544,727.	374,528.	77,065.
11 Fees for services (non-employees):				
a Management				
b Legal	101,205.	92,923.	8,282.	
c Accounting	187,474.	131,974.	55,500.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	59,500.			59,500.
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.)	2,851,321.	2,200,518.	650,803.	
12 Advertising and promotion				
13 Office expenses	2,441,208.	2,267,517.	165,742.	7,949.
14 Information technology				
15 Royalties				
16 Occupancy	1,617,609.	1,378,167.	239,442.	
17 Travel	8,538,947.	7,872,109.	574,447.	92,391.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,313,148.	5,202,847.	100,930.	9,371.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	342,989.	11,556.	331,433.	
23 Insurance				
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 DIRECT PROGRAM EXPENSE	5,451,663.	5,451,663.		
b CAPITAL CHARGES	2,179,976.	2,179,976.		
c PROCUREMENT & SHIPPING	2,080,693.	2,080,693.		
d TELEPHONE	1,624,969.	1,410,706.	197,354.	16,909.
e All other expenses	539,210.	208,193.	329,787.	1,230.
25 Total functional expenses. Add lines 1 through 24e	76,970,166.	68,716,628.	7,068,762.	1,184,776.
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 if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	1	
	2	Savings and temporary cash investments	5,123,177.	2 9,249,360.
	3	Pledges and grants receivable, net	6,965,295.	3 2,928,631.
	4	Accounts receivable, net	554,183.	4 438,460.
	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	315,897.	9 726,215.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,964,210.	
	b	Less: accumulated depreciation	10b 1,608,527.	
			664,590.	10c 355,683.
	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	38,739,704.	15 55,139,789.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	52,362,846.	16 68,838,138.	
Liabilities	17	Accounts payable and accrued expenses	4,520,293.	17 4,722,470.
	18	Grants payable		18
	19	Deferred revenue	30,174,426.	19 21,526,701.
	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	3,815,555.	25 17,164,754.
	26	Total liabilities. Add lines 17 through 25	38,510,274.	26 43,413,925.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	Unrestricted net assets	-3,421,094.	27 -2,097,229.
	28	Temporarily restricted net assets	17,273,666.	28 27,521,442.
	29	Permanently restricted net assets		29
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30
	31	Paid-in or capital surplus, or land, building, or equipment fund		31
	32	Retained earnings, endowment, accumulated income, or other funds		32
33	Total net assets or fund balances	13,852,572.	33 25,424,213.	
34	Total liabilities and net assets/fund balances	52,362,846.	34 68,838,138.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	88,695,247.
2	Total expenses (must equal Part IX, column (A), line 25)	2	76,970,166.
3	Revenue less expenses. Subtract line 2 from line 1	3	11,725,081.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	13,852,572.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	-153,440.
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	25,424,213.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
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	X

Form 990 (2012)

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. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **CLINTON HEALTH ACCESS INITIATIVE, INC.** Employer identification number **27-1414646**

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
11g(i)		
11g(ii)		
11g(iii)		

 - (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?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")			66,874,152.	64,721,151.	88,448,655.	220,043,958.
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			66,874,152.	64,721,151.	88,448,655.	220,043,958.
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)						125,111,823.
6 Public support. Subtract line 5 from line 4.						94,932,135.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4			66,874,152.	64,721,151.	88,448,655.	220,043,958.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			185,938.	96,403.	91,498.	373,839.
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.)				109,811.	148,563.	258,374.
11 Total support. Add lines 7 through 10						220,676,171.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. 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		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. 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		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

(Complete only if you checked the box on line 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

Employer identification number

CLINTON HEALTH ACCESS INITIATIVE, INC.

27-1414646

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: CLINTON HEALTH ACCESS INITIATIVE, INC. Employer identification number: 27-1414646

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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. Table: Held at the End of the Tax Year. Rows: 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? (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. 1b 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. 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		115,346.	64,413.	50,933.
d Equipment		1,848,864.	1,544,114.	304,750.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				355,683.

Part VII Investments - Other Securities. 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)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) ASSETS LIMITED AS TO USE	18,106,977.
(2) ASSETS HELD BY AFFILIATE	37,032,812.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	55,139,789.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO AFFILIATE	3,558,496.
(3) ASSETS HELD FOR COMMODITIES	
(4) PURCHASE	13,606,258.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	17,164,754.

2. FIN 48 (ASC 740) Footnote. 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

1	Total revenue, gains, and other support per audited financial statements	1	89,439,023.
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	743,776.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	743,776.
3	Subtract line 2e from line 1	3	88,695,247.
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	88,695,247.

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

1	Total expenses and losses per audited financial statements	1	77,867,382.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	897,216.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	897,216.
3	Subtract line 2e from line 1	3	76,970,166.
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	76,970,166.

Part XIII Supplemental Information

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

PART X, LINE 2: CHAI ACCOUNTS FOR THE EFFECT OF ANY UNCERTAIN TAX

POSITIONS BASED ON A "MORE LIKELY THAN NOT" THRESHOLD TO THE RECOGNITION OF THE TAX POSITIONS BEING SUSTAINED BASED ON THE TECHNICAL MERITS OF THE POSITION UNDER SCRUTINY BY THE APPLICABLE TAXING AUTHORITY. IF A TAX POSITION OR POSITIONS ARE DEEMED TO RESULT IN UNCERTAINTIES OF THOSE POSITIONS, THE UNRECOGNIZED TAX BENEFIT IS ESTIMATED BASED ON A "CUMULATIVE PROBABILITY ASSESSMENT" THAT AGGREGATES THE ESTIMATED TAX LIABILITY FOR ALL UNCERTAIN TAX POSITIONS. CHAI HAS IDENTIFIED ITS TAX

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public
Inspection

Name of the organization

Employer identification number

CLINTON HEALTH ACCESS INITIATIVE, INC.

27-1414646

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
SUB-SAHARAN AFRICA	17	463	PROGRAM SERVICES	HEALTH	36,613,776.
EAST ASIA AND THE PACIFIC	5	75	PROGRAM SERVICES	HEALTH	11,433,745.
SOUTH ASIA	1	39	PROGRAM SERVICES	HEALTH	1,112,493.
CENTRAL AMERICA AND THE CARIBBEAN	2	34	PROGRAM SERVICES	HEALTH	1,444,184.
RUSSIA & THE NEWLY INDEPENDENT STATES	1	8	PROGRAM SERVICES	HEALTH	733,964.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	5	PROGRAM SERVICES	HEALTH	0.
SUB-SAHARAN AFRICA	0	0	GRANTS	HEALTH	2,583,723.
EAST ASIA AND THE PACIFIC	0	0	GRANTS	HEALTH	1,605,632.
3 a Sub-total	26	624			55,527,517.
b Total from continuation sheets to Part I	0	0			503,479.
c Totals (add lines 3a and 3b)	26	624			56,030,996.

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

Schedule F (Form 990) 2012

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
SOUTH ASIA	0	0	GRANTS	HEALTH	7,882.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	GRANTS	HEALTH	25,399.
RUSSIA & THE NEWLY INDEPENDENT STATES	0	0	GRANTS	HEALTH	183,326.
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANTS	HEALTH	155,543.
NORTH AMERICA	0	0	GRANTS	HEALTH	131,329.
Totals ▶					503,479.

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			SUB-SAHARAN AFRICA	HEALTH	428,677.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	418,268.		0.		
			SUB-SAHARAN AFRICA	HEALTH	312,561.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	309,504.		0.		
			SUB-SAHARAN AFRICA	HEALTH	238,063.		0.		
			SUB-SAHARAN AFRICA	HEALTH	205,215.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	198,171.		0.		
			RUSSIA & THE NEWLY INDEPENDENT STATES	HEALTH	183,326.		0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter 0

3 Enter total number of other organizations or entities 50

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	HEALTH	176,601.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	170,206.		0.		
		SUB-SAHARAN AFRICA	HEALTH	156,405.		0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	HEALTH	155,543.		0.		
		SUB-SAHARAN AFRICA	HEALTH	149,258.		0.		
		SUB-SAHARAN AFRICA	HEALTH	145,868.		0.		
		SUB-SAHARAN AFRICA	HEALTH	126,861.		0.		
		NORTH AMERICA	HEALTH	119,585.		0.		
		SUB-SAHARAN AFRICA	HEALTH	95,939.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	HEALTH	88,943.		0.		
		SUB-SAHARAN AFRICA	HEALTH	85,846.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	76,105.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	76,056.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	75,987.		0.		
		SUB-SAHARAN AFRICA	HEALTH	73,515.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	65,176.		0.		
		SUB-SAHARAN AFRICA	HEALTH	60,520.		0.		
		SUB-SAHARAN AFRICA	HEALTH	58,754.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	HEALTH	53,889.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	49,853.		0.		
		SUB-SAHARAN AFRICA	HEALTH	43,328.		0.		
		SUB-SAHARAN AFRICA	HEALTH	40,540.		0.		
		SUB-SAHARAN AFRICA	HEALTH	29,800.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	27,904.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	27,000.		0.		
		SUB-SAHARAN AFRICA	HEALTH	20,990.		0.		
		CENTRAL AMERICA AND THE CARIBBEAN	HEALTH	19,992.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	HEALTH	17,911.		0.		
		SUB-SAHARAN AFRICA	HEALTH	13,367.		0.		
		EAST ASIA AND THE PACIFIC	HEALTH	12,459.		0.		
		NORTH AMERICA	HEALTH	11,744.		0.		
		SUB-SAHARAN AFRICA	HEALTH	9,500.		0.		
		SUB-SAHARAN AFRICA	HEALTH	8,616.		0.		
		SUB-SAHARAN AFRICA	HEALTH	7,941.		0.		
		SOUTH ASIA	HEALTH	7,882.		0.		
		SUB-SAHARAN AFRICA	HEALTH	7,408.		0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)									
1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			SUB-SAHARAN AFRICA	HEALTH	5,758.		0.		
			SUB-SAHARAN AFRICA	HEALTH	5,562.		0.		
			CENTRAL AMERICA AND THE CARIBBEAN	HEALTH	5,407.		0.		
			SUB-SAHARAN AFRICA	HEALTH	5,030.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	5,000.		0.		
			EAST ASIA AND THE PACIFIC	HEALTH	5,000.		0.		

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* Yes No

Schedule F (Form 990) 2012

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: FOR GRANTS OUTSIDE THE US, EACH COUNTRY OR PROGRAM TEAMS REQUESTS THEIR CASH NEEDS EACH MONTH WITH AP, AFTER THESE AMOUNTS ARE VERIFED, THE HEADQUARTERS TEAM DISBURES THE FUNDS TO THE COUNTRY/PROGRAM TEAMS. AT THE END OF EACH MONTH, THE EXPENSES FOR EACH TEAM ARE REVIEWED TO SEE WHERE FUNDS WERE USED. FOR GRANTS BASED OUTSIDE THE US, THE EXPENSE REPORTS FOR THE TEAMS ARE REVIEWED AT THE END OF EACH MONTH.

SCHEDULE F, PART II, LINE 3:
THE GRANTEES COUNTED ON LINE 3 CONSIST OF GOVERNMENT MINISTRIES OF HEALTH, HOSPITALS, AND OTHER ORGANIZATIONS IN FURTHERANCE OF OUR MISSION.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

Open To Public
Inspection

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

Part I

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE HELEN BROWN GROUP LLC - 48 SUMMER ST., SUITE 2,	PROSPECTING		X	25,000.	59,500.	-34,500.
Total				25,000.	59,500.	-34,500.

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

AR, CA, CT, FL, IL, NJ, NY, PA, RI, WA

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

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

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

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

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

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

(I) NAME OF FUNDRAISER: THE HELEN BROWN GROUP LLC

(I) ADDRESS OF FUNDRAISER: 48 SUMMER ST., SUITE 2, WATERTOWN, MA 02472

**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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number
27-1414646

Part I General Information on Grants and Assistance

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

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to 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
YALE UNIVERSITY P.O. BOX 1873 NEW HAVEN, CT 06508	06-0646973	501(C)(3)	379,078.	0.			HEALTH
HARBOR PATH 2201 WESTLAKE AVENUE, SUITE 200 SEATTLE, WA 98121	91-1157127	501(C)(3)	329,179.	0.			HEALTH
NEW YORK UNIVERSITY 70 WASHINGTON SQUARE NEW YORK, NY 10012	13-5562308	501(C)(3)	184,538.	0.			HEALTH
PRESIDENTS AND FELLOWS OF HARVARD COLLEGE - 1350 MASSACHUSETTS AVENUE - CAMBRIDGE, MA 02138	04-2103580	501(C)(3)	182,520.	0.			HEALTH
MASSACHUSETTS GENERAL HOSPITAL 100 CHARLES RIVER PLAZA, SUITE 600 BOSTON, MA 02114	04-1564655	501(C)(3)	112,500.	0.			HEALTH
INNOVATIONS FOR POVERTY ACTION 1731 CONNECTICUT AVENUE, 4TH FLOOR WASHINGTON D.C., DC 20009	06-1660068	501(C)(3)	101,693.	0.			HEALTH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **12.**

3 Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2012)

(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
THE WILLIAM DAVIDSON INSTITUTE 724 EAST UNIVERSITY ANN ARBOR, MI 48109	38-3048086	501(C)(3)	77,382.	0.			HEALTH
HOWARD UNIVERSITY 2400 6TH STREET, NW WASHINGTON D.C., DC 20001	53-0204707	501(C)(3)	74,912.	0.			HEALTH
VIRGINIA COMMONWEALTH UNIVERSITY 800 EAST LEIGH STREET, P.O. BOX 980 RICHMOND, VA 23298	54-6001758	501(C)(3)	62,500.	0.			HEALTH
FLORIDA STATE UNIVERSITY 600 W COLLEGE AVENUE TALLAHASSEE, FL 32306	59-1961248	501(C)(3)	56,200.	0.			HEALTH
RESULTS FOR DEVELOPMENT INSTITUTE 1100 15TH STREET, NW, SUITE 4000 WASHINGTON D.C., DC 20005	20-8530747	501(C)(3)	91,861.	0.			HEALTH
JOHN HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	52-0595110	501(C)(3)	61,758.	0.			HEALTH

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: FOR GRANTS INSIDE THE US, EACH COUNTRY OR PROGRAM TEAMS REQUESTS THEIR CASH NEEDS EACH MONTH WITH AP, AFTER THESE AMOUNTS ARE VERIFIED, THE HEADQUARTERS TEAM DISBURES THE FUNDS TO THE COUNTRY/PROGRAM TEAMS. AT THE END OF EACH MONTH, THE EXPENSES FOR EACH TEAM ARE REVIEWED TO SEE WHERE FUNDS WERE USED.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

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

▶ Attach to Form 990. ▶ See separate instructions.

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

Part I Questions Regarding Compensation

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

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

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

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

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

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

Only section 501(c)(3) 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- 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

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

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

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

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

Schedule J (Form 990) 2012

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				
(1) BRUCE LINDSEY BOARD MEMBER	(i) 0. (ii) 352,600.	0.	0.	0.	0.	0.	0.
(2) IRA MAGAZINER CEO/VICE-CHAIR OF THE BOARD	(i) 131,070. (ii) 164,284.	0.	0.	0.	15,462. 19,281.	383,062. 150,351.	0.
(3) MUSTAPHA LEAVENWORTH BAKALI COO	(i) 180,000. (ii) 140,000.	65,000.	7,000.	0.	0. 7,350.	171,284. 271,631.	0.
(4) JULIE B. FEDER CFO	(i) 140,000. (ii) 140,360.	0.	0.	0.	19,281.	154,896.	0.
(5) JEANNE BROSNAN EVP, HR MANAGEMENT	(i) 163,329. (ii) 194,324.	0.	0.	8,400.	0. 19,281.	163,329. 168,041.	0.
(6) PASCAL BIJLEVELD EVP, HEALTH FINANCING	(i) 155,386. (ii) 0.	0.	0.	12,059.	0. 4,299.	210,682. 163,077.	0.
(7) FRANK WIGNALL ADVISOR, SENIOR	(i) 0. (ii) 0.	0.	0.	0.	0. 7,691.	0. 0.	0.
(8) VISHAL BRIJLAL COUNTRY DIRECTOR	(i) 0. (ii) 0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

Complete this part to 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: CHAI PROVIDES AN ALLOWANCE EQUAL TO THE LOCAL TAXES OWED IN THE COUNTRY OF ASSIGNMENT FOR PASCAL BIJLEVELD. THIS ALLOWANCE IS CONSIDERED TAXABLE.

STAFF WHO ARE ENROLLED IN THE CHAI DOMESTIC MEDICAL PLAN ARE ELIGIBLE FOR REIMBURSEMENT OF THEIR GYM MEMBERSHIP UP TO \$250 PER CALENDAR YEAR. THE REIMBURSEMENT IS TAXABLE INCOME.

PART I, LINE 4A: SEVERENCE PAYMENTS:

PATRICIA COLLINS \$45,000

DANIEL MENDIETA \$39,750

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.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

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

EXPAND ACCESS TO HIGH-QUALITY CARE AND TREATMENT FOR HIV/AIDS, MALARIA
AND OTHER DISEASES.

FORM 990, PART I, LINE 5:

THE NUMBER REPORTED ON PART I, LINE 5 REFLECTS THE NUMBER OF PEOPLE
REPORTED ON FORM W-3. CHAI EMPLOYS 769 PEOPLE AROUND THE GLOBE.

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

CHAI APPLIES THE RIGOROUS THINKING, ANALYSIS AND URGENCY OF THE
BUSINESS WORLD TO SAVE LIVES AND STRENGTHEN HEALTH SYSTEMS RAPIDLY AND
MORE EFFICIENTLY. IN ADDITION TO RETAINING ITS INITIAL FOCUS ON
HIV/AIDS CARE AND TREATMENT, CHAI IMPLEMENTS PROGRAMS ON VACCINES,
MALARIA, AND HEALTH SYSTEMS STRENGTHENING MATERNAL AND CHILD HEALTH IN
MORE THAN 25 COUNTRIES.

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

MALARIA

EXPENSES \$ 6,660,070. INCLUDING GRANTS OF \$ 1,285,827. REVENUE \$ 0.

VACCINES

EXPENSES \$ 3,763,870. INCLUDING GRANTS OF \$ 106,458. REVENUE \$ 0.

MATERNAL AND CHILD HEALTH

EXPENSES \$ 3,309,093. INCLUDING GRANTS OF \$ 186,012. REVENUE \$ 0.

Name of the organization CLINTON HEALTH ACCESS INITIATIVE, INC.	Employer identification number 27-1414646
--	--

FORM 990, PART V, LINE 4B, LIST OF FOREIGN COUNTRIES:

CAMBODIA, CAMEROON, ETHIOPIA, HAITI,

INDIA, INDONESIA, JAMAICA, KENYA,

LESOTHO, LIBERIA, MALAWI, MOZAMBIQUE,

NIGERIA, PAPUA NEW GUINEA, RWANDA, SOUTH AFRICA,

SWAZILAND, TANZANIA, UKRAINE, UGANDA,

VIETNAM, ZAMBIA, ZIMBABWE, CONGO, DEM REP

FORM 990, PART VI, SECTION A, LINE 2: WILLIAM J. CLINTON AND CHELSEA CLINTON HAVE A PARENT/CHILD RELATIONSHIP.

FORM 990, PART VI, SECTION A, LINE 6: UNDER CHAI'S BYLAWS, THE WILLIAM J. CLINTON FOUNDATION HAS THE POWER TO DESIGNATE FIVE (5) SUCCESSOR MEMBERS OF THE BOARD, TWO OF WHOM SHALL BE PRESIDENT WILLIAM J. CLINTON, WHO SHALL SERVE AS A DIRECTOR AND CHAIR OF THE BOARD UNTIL SUCH TIME AS HE RESIGNS, DIES OR BECOMES INCAPACITATED, AND IRA C. MAGAZINER, WHO SHALL SERVE AS A DIRECTOR AND VICE CHAIR OF THE BOARD FOR SO LONG AS HE REMAINS AN EMPLOYEE OR CONSULTANT OF THE CORPORATION OR UNTIL SUCH TIME AS HE RESIGN, DIES OR BECOMES INCAPACITATED.

FORM 990, PART VI, SECTION A, LINE 7A: UNDER CHAI'S BYLAWS, THE WILLIAM J. CLINTON FOUNDATION HAS THE POWER TO DESIGNATE FIVE (5) SUCCESSOR MEMBERS OF THE BOARD, TWO OF WHOM SHALL BE PRESIDENT WILLIAM J. CLINTON, WHO SHALL SERVE AS A DIRECTOR AND CHAIR OF THE BOARD UNTIL SUCH TIME AS HE RESIGNS, DIES OR BECOMES INCAPACITATED, AND IRA C. MAGAZINER, WHO SHALL SERVE AS A DIRECTOR AND VICE CHAIR OF THE BOARD FOR SO LONG AS HE REMAINS AN EMPLOYEE OR CONSULTANT OF THE CORPORATION OR UNTIL SUCH TIME AS HE RESIGN, DIES OR

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

BECOMES INCAPACITATED.

FORM 990, PART VI, SECTION B, LINE 11: THE ACCOUNTING MANAGER COLLECTS AND CONSOLIDATES THE INFORMATION AFTER THE 2012 AUDIT IS COMPLETED. THE RETURN IS PREPARED BY OUR EXTERNAL TAX ADVISOR. THE DIRECTOR OF ACCOUNTING AND PAYROLL, SENIOR DIRECTOR OF FINANCE AND OPERATIONS, AND THE CFO REVIEW THE FORM 990, WHICH IS SUBSEQUENTLY REVIEWED BY THE AUDIT COMMITTEE. THE BOARD OF DIRECTORS WILL RECEIVE A COPY OF THE 990 AT A MEETING PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: INTERESTED PERSONS MUST DISCLOSE ANY TRANSACTION OR ARRANGEMENT WHICH RESULTS IN A CONFLICT OF INTEREST TO THE BOARD OR COMMITTEE OF WHICH THEY ARE A MEMBER. THE BOARD MEETS, REVIEWS AND DISCUSSES ANY DISCLOSED CONFLICT OF INTEREST. CHAI SHALL TAKE APPROPRIATE DISCIPLINARY ACTIONS, AS DETERMINED BY THE BOARD, WITH RESPECT TO AN INTERESTED PERSON WHO HAS VIOLATED THE CONFLICT OF INTEREST POLICY. THIS APPLIES TO DIRECTORS, OFFICERS, KEY EMPLOYEES, OR COMMITTEE MEMBERS AND ALL OTHERS WHO ARE PERMITTED TO VOTE AT BOARD OF DIRECTOR MEETINGS.

FORM 990, PART VI, SECTION B, LINE 15: CHAI CONTRACTED WITH AN OUTSIDE CONSULTANT IN 2011 TO CONDUCT A MANAGEMENT STUDY TO HELP ASSIST IN DETERMINING EXECUTIVE COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII:

THE COMPENSATION REPORTED ON PART VII FOR IRA MAGAZINER REPRESENTS COMPENSATION FOR HIS SERVICES TO CHAI AS CEO. SEPARATELY, THE CLINTON

Name of the organization CLINTON HEALTH ACCESS INITIATIVE, INC.	Employer identification number 27-1414646
--	--

FOUNDATION HAS A CONSULTING AGREEMENT WITH SJS ADVISORS, OF WHICH IRA
MAGAZINER IS A PRINCIPAL. THE CLINTON FOUNDATION PAID SJS ADVISORS
\$127,185 FOR SERVICES RELATED TO THE CLINTON FOUNDATION'S CLINTON
CLIMATE INITIATIVE.

REASONS FOR AMENDING RETURN

THE ORGANIZATION IS AMENDING ITS 2012 FORM 990 IN ORDER TO UPDATE
CERTAIN PRIOR YEAR INFORMATION, AS REPORTED HEREIN, TO REFLECT
AMENDMENTS TO CHAI'S 2011 FORM 990.

FOLLOWING IS A SUMMARY OF THE PARTS AND SCHEDULES OF THE FORM 990 THAT
ARE BEING AMENDED.

PART I, LINE 20, BEGINNING OF CURRENT YEAR COLUMN - CHANGED FROM
53,063,545 TO 52,362,846

PART I, LINE 21, BEGINNING OF CURRENT YEAR COLUMN - CHANGED FROM
39,210,973 TO 38,510,274

990, PART X, COLUMN A

LINE 2 - CHANGED FROM 6,231,585 TO 5,123,177

LINE 4 - CHANGED FROM 1,254,882 TO 554,183

LINE 15 - CHANGED FROM 37,631,296 TO 38,739,704

LINE 17 - CHANGED FROM 5,220,992 TO 4,520,293

SCHEDULE A, PART II, SECTION A, LINE 1, COLUMN (C) CHANGED FROM
64,645,004 TO 66,874,152

SCHEDULE A, PART II, SECTION A, LINE 1, COLUMN (D) CHANGED FROM

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number

27-1414646

54,863,301 TO 64,721,151

SCHEDULE A, PART II, SECTION A, LINE 5, COLUMN (F) CHANGED FROM

127,529,223 TO 125,111,823

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization

CLINTON HEALTH ACCESS INITIATIVE, INC.

Employer identification number
27-1414646

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to 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" to 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
CLINTON FOUNDATION - 31-1580204 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	ECONOMIC DEVELOPMENT	ARKANSAS	501(C)(3)	LINE 7	N/A		
WILLIAM J. CLINTON FOUNDATION - UK 610 PRESIDENT CLINTON AVE, 2ND FLOOR LITTLE ROCK, AR 72201	FUNDRAISING	UNITED KINGDOM	N/A	N/A	CLINTON FOUNDATION		X
CLINTON GLOBAL INITIATIVE, INC. - 27-1551550 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	INITIATIVE	ARKANSAS	501(C)(3)	LINE 11A, I	CLINTON FOUNDATION		X
CLINTON FOUNDATION INSALINGSSTIFTELSE TORNGREN MAGNELL VAST TRADGARD STOCKHOLM, SWEDEN	FUNDRAISING	SWEDEN	N/A	N/A	CLINTON FOUNDATION		X

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

Schedule R (Form 990) 2012

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

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

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

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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to 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.

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		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.

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

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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.?		(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropor- tionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Lined area for supplemental information.