

PUBLIC DISCLOSURE COPY

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.**2024****Open to Public
Inspection****A For the 2024 calendar year, or tax year beginning and ending**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION		D Employer identification number 04-2105850	
	Doing business as		E Telephone number (508) 457-2000	
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
	569 WOODS HOLE ROAD MS 14			
	City or town, state or province, country, and ZIP or foreign postal code		G Gross receipts \$ 393,913,698.	
	WOODS HOLE, MA 02543			
F Name and address of principal officer: PETER DE MENOCA 569 WOODS HOLE ROAD, MS 14, WOODS HOLE, MA 02543			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions.	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(c) Group exemption number	
J Website: WWW.WHOI.EDU				
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			L Year of formation: 1930 M State of legal domicile: MA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.				
	3 Number of voting members of the governing body (Part VI, line 1a)	3	31		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	29		
Revenue	5 Total number of individuals employed in calendar year 2024 (Part V, line 2a)	5	1,446		
	6 Total number of volunteers (estimate if necessary)	6	61		
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-38,167.		
	b Net unrelated business taxable income from Form 990-T, Part I, line 11	7b	NONE		
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	334,061,264.	Current Year	331,673,405.
	9 Program service revenue (Part VIII, line 2g)		10,435,673.		11,032,718.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		NONE		NONE
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		1,367,822.		1,632,649.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		345,864,759.		344,338,772.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		14,447,303.		14,811,311.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		NONE		NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		149,148,752.		178,580,095.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		516,083.		370,409.
	b Total fundraising expenses (Part IX, column (D), line 25)		5,207,402.		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		167,516,821.		159,444,618.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		331,628,959.		353,206,433.
	19 Revenue less expenses. Subtract line 18 from line 12		14,235,800.		-8,867,661.
	20 Total assets (Part X, line 16)	Beginning of Current Year	766,141,956.	End of Year	785,140,988.
	21 Total liabilities (Part X, line 26)		162,841,803.		146,440,867.
	22 Net assets or fund balances. Subtract line 21 from line 20		603,300,153.		638,700,121.

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	11/04/2025	
	Signature of officer	Date
	KATHRYN LINK	VP OPS & CFO
Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ERICA R MCREYNOLDS	ERICA R MCREYNOLDS	11/03/2025		P00977806
	Firm's name	PWC US TAX LLP	Firm's EIN	92-0460586	
	Firm's address	101 SEAPORT BLVD., SUITE 500 BOSTON, MA 02210	Phone no.	617-530-5000	

May the IRS discuss this return with the preparer shown above? See instructions. ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

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JSA

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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** ☒ **No**
If "Yes," describe these new services on Schedule O.

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

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

4a (Code:) (Expenses \$ 290,402,653. including grants of \$ 13,991,016.) (Revenue \$ 1,529,348.)

SEE SCHEDULE O

4b (Code:) (Expenses \$ 17,044,370. including grants of \$ 820,295.) (Revenue \$ 9,503,370.)

SEE SCHEDULE O

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

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

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

4e Total program service expenses 307,447,023.

Part IV Checklist of Required Schedules

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

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Page **4****Part IV Checklist of Required Schedules** (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	X	
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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 the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions).		
28a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in noncash 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	
35b 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 on 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 ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable	368	
1b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable.	NONE	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		

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Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	1,446
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	X
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on Schedule O	14b	
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see the instructions and file Form 4720, Schedule N.	15	X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16	X
17	Section 501(c)(21) organizations. Did the trust, or any disqualified or other person engage in any activities that would result in the imposition of an excise tax under section 4951, 4952, or 4953? If "Yes," complete Form 6069.	17	

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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 on Schedule O. See instructions.

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

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 31		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.			
b Enter the number of voting members included on line 1a, above, who are independent.	1b 29		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O.	9		X

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, 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 ☒ Upon request ☐ Other (explain on Schedule O)

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

20 State the name, address, and telephone number of the person who possesses the organization's books and records.
DANA FERNANDEZ, SR DIR FINANCE 569 WOODS HOLE RD, MS 14 WOODS HOLE, MA 025

JSA 508-289-3505

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☒ X**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See the 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, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) 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.

See the instructions for the order in which to list the persons above.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/ 1099-MISC/ 1099-NEC)	(E) Reportable compensation from related organizations (W-2/ 1099-MISC/ 1099-NEC)	(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) PETER DE MENOCAL PRESIDENT/DIRECTOR	50.00 NONE	X		X				682,313.	NONE	655,849.
(2) RICHARD MURRAY DD & VP SCI & ENG (UNTIL 9/24)	50.00 NONE				X			767,692.	NONE	31,826.
(3) KATHRYN LINK VP OPS & CFO	50.00 NONE			X				543,958.	NONE	48,864.
(4) ROBERT MUNIER VP MARINE FACILITIES & OPS	50.00 NONE				X			413,668.	NONE	80,865.
(5) SAMUEL HARP VP FOR ADVANCEMENT & CMO	50.00 NONE					X		405,704.	NONE	71,939.
(6) GEORGE C. CLAYTON CHIEF DEVELOPMENT OFFICER	50.00 NONE					X		332,776.	NONE	76,317.
(7) KENT SHEASLEY MASTER SHIP OPERATIONS	50.00 NONE					X		322,643.	NONE	82,223.
(8) KEITH GLAVIN SR. DIR. INFORMATION SYSTEMS	50.00 NONE					X		325,819.	NONE	70,734.
(9) PAUL MATTHIAS SENIOR PROGRAM MANAGER AOPE	50.00 NONE					X		301,132.	NONE	86,097.
(10) BENJAMIN VAN MOOY ACTING DDVPR (AS OF 9/24)	50.00 NONE				X			256,362.	NONE	72,713.
(11) CRYSTAL TALLEY VP LEGAL AFRS/GC (AS OF 5/24)	50.00 NONE	X		X				280,649.	NONE	30,906.
(12) MARY MCNAIR INTERIM SECRETARY (UNTIL 05/24)	40.00 NONE			X				121,790.	NONE	16,877.
(13) PAUL SALEM CHAIRMAN	2.50 NONE	X		X				NONE	NONE	NONE
(14) MARIA WILHELM VICE CHAIR - BD OF TRUSTEES	2.50 NONE	X		X				NONE	NONE	NONE

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Page **8****Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) MARGARET A. FLANAGAN VICE CHAIR - BD OF TRUSTEES	2.50 NONE	X		X				NONE	NONE	NONE
(16) JAMES M. CLARK, JR. CHAIR OF CORP.	2.50 NONE	X		X				NONE	NONE	NONE
(17) WILLIAM SCHMIDT TREASURER	2.50 NONE	X		X				NONE	NONE	NONE
(18) CULLEN BUIE TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(19) SUSAN BURKE TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(20) ALAN CHUNG TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(21) H. LARRY CLARK TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(22) GEORGE DAVID TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(23) ROBERT C. DUCOMMUN TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(24) MICHAEL ESPOSITO TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(25) LAWRENCE FISH TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
1b Sub-total								4,754,506.	NONE	1,325,210.
c Total from continuation sheets to Part VII, Section A								NONE	NONE	NONE
d Total (add lines 1b and 1c)								4,754,506.	NONE	1,325,210.

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 ► 524

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

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Page **8****Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) CLINT HARRIS TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(27) SARAH JOHNSON TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(28) JOHN KREIDER TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(29) ANNE C. KRONENBERG TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(30) ROBIN POWELL MANDJES TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(31) SALLY ROCKER TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(32) LINDA SALLOP TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(33) ROBERT SMITH TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(34) JOHN STAVIS TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(35) EDWARD TREGURTHA TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(36) BARBARA WU TRUSTEE	2.50 NONE	X						NONE	NONE	NONE

1b Sub-total ▶**c Total from continuation sheets to Part VII, Section A** ▶**d Total (add lines 1b and 1c)** ▶**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

	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		
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		
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		

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

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Page **8****Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) JAMES A. AUSTIN JR TRUSTEE (UNTIL 05/24)	2.50 NONE	X						NONE	NONE	NONE
(38) JAMES P. ROSENFELD TRUSTEE (UNTIL 05/24)	2.50 NONE	X						NONE	NONE	NONE
(39) JEFFERSON E. HUGHES, JR. TRUSTEE (UNTIL 05/24)	2.50 NONE	X						NONE	NONE	NONE
(40) JOYCE K. MOSS TRUSTEE (UNTIL 05/24)	2.50 NONE	X						NONE	NONE	NONE
(41) SAMUEL COLEMAN TRUSTEE (UNTIL 05/24)	2.50 NONE	X						NONE	NONE	NONE
(42) ROBERT JEFFE TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(43) STEPHANIE VAN PUTTEN TRUSTEE	2.50 NONE	X						NONE	NONE	NONE
(44) JEROME VASCELLARO TRUSTEE (AS OF 02/2024)	2.50 NONE	X						NONE	NONE	NONE
(45) SHARI SANT TRUSTEE (AS OF 05/2024)	2.50 NONE	X						NONE	NONE	NONE
(46) SUSAN LOZIER TRUSTEE (AS OF 05/2024)	2.50 NONE	X						NONE	NONE	NONE

1b Sub-total ▶**c Total from continuation sheets to Part VII, Section A** ▶**d Total (add lines 1b and 1c)** ▶**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶

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

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

(A) Name and business address	(B) Description of services	(C) Compensation
SEE SCHEDULE O		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 41

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Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants, and Other Similar Amounts	1a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions) . .	1e	254,394,523.				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	77,278,882.				
	g	Noncash contributions included in lines 1a-1f	1g	\$ 4,537,444.				
	h	Total. Add lines 1a-1f		331,673,405.				
	Program Service Revenue			Business Code				
2a		EDUCATION	900099	9,503,370.	9,503,370.			
b		CHARTER INCOME	541900	1,000,000.	1,000,000.			
c		INFO CENTER INCOME	900099	529,348.	529,348.			
d								
e								
f		All other program service revenue						
g		Total. Add lines 2a-2f		11,032,718.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		NONE		-38,167.	38,167.	
	4	Income from investment of tax-exempt bond proceeds . . .		NONE				
	5	Royalties		88,653.			88,653.	
	6a	Gross rents	6a	(i) Real	559,897.			
				(ii) Personal				
	b	Less: rental expenses	6b	429,694.				
	c	Rental income or (loss)	6c	130,203.	NONE			
	d	Net rental income or (loss)		130,203.			130,203.	
	7a	Gross amount from sales of assets other than inventory	7a	(i) Securities	49,145,232.			
				(ii) Other				
	b	Less: cost or other basis and sales expenses . .	7b	49,145,232.				
	c	Gain or (loss)	7c					
	d	Net gain or (loss)		NONE			NONE	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a		NONE			
	b	Less: direct expenses	8b	NONE				
	c	Net income or (loss) from fundraising events		NONE				
9a	Gross income from gaming activities. See Part IV, line 19	9a		NONE				
b	Less: direct expenses	9b	NONE					
c	Net income or (loss) from gaming activities		NONE					
10a	Gross sales of inventory, less returns and allowances	10a		NONE				
b	Less: cost of goods sold	10b	NONE					
c	Net income or (loss) from sales of inventory		NONE					
Miscellaneous Revenue			Business Code					
	11a	SPONSORED RESEARCH	900099	1,413,793.			1,413,793.	
	b							
	c							
	d	All other revenue						
e	Total. Add lines 11a-11d			1,413,793.				
12	Total revenue. See instructions			344,338,772.	11,032,718.	-38,167.	1,670,816.	

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Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	NONE			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	14,811,311.	14,811,311.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	3,959,786.	1,524,957.	1,746,245.	688,584.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	112,170,184.	96,245,711.	14,342,393.	1,582,080.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	16,559,021.	13,929,466.	2,254,368.	375,187.
9 Other employee benefits	37,120,745.	31,226,009.	5,053,670.	841,066.
10 Payroll taxes	8,770,359.	7,377,635.	1,194,009.	198,715.
11 Fees for services (nonemployees):				
a Management	4,994,643.	3,752,608.	1,242,035.	
b Legal	1,106,190.	276,001.	830,189.	
c Accounting	716,753.		716,753.	
d Lobbying	18,333.		18,333.	
e Professional fundraising services. See Part IV, line 17	370,409.			370,409.
f Investment management fees	1,413,753.		1,413,753.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Schedule O.)	628,877.	579,528.	4,982.	44,367.
12 Advertising and promotion	819,488.	392,541.	147,970.	278,977.
13 Office expenses	20,465,364.	20,144,282.	278,005.	43,077.
14 Information technology	5,170,988.	3,467,041.	1,584,726.	119,221.
15 Royalties	NONE			
16 Occupancy	2,745,336.	844,368.	1,900,968.	
17 Travel	7,123,030.	6,612,966.	344,156.	165,908.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	2,902,265.	2,880,497.	21,768.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	16,752,236.	15,599,129.	1,153,107.	
23 Insurance	6,783,771.	5,415,964.	1,367,807.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a EQUIPMENT	23,467,372.	23,465,305.	2,067.	
b OUTSIDE SERVICES	20,338,870.	18,498,256.	1,641,887.	198,727.
c SUBCONTRACTS	18,894,627.	18,894,627.		
d FEDERAL AND STATE INCOME TAX	52,369.		52,369.	
e All other expenses	25,050,353.	21,508,821.	3,240,448.	301,084.
25 Total functional expenses. Add lines 1 through 24e	353,206,433.	307,447,023.	40,552,008.	5,207,402.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	9,308,063.	1	17,963,621.
	2	Savings and temporary cash investments.	36,508,261.	2	24,230,977.
	3	Pledges and grants receivable, net	52,170,437.	3	49,516,591.
	4	Accounts receivable, net	208,654,698.	4	61,697,590.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	NONE	5	NONE
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B).	NONE	6	NONE
	7	Notes and loans receivable, net	839,609.	7	717,878.
	8	Inventories for sale or use	3,433,344.	8	3,035,514.
	9	Prepaid expenses and deferred charges	6,446,888.	9	4,040,823.
	10 a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 338,080,081.		
	b	Less: accumulated depreciation.	10b 215,770,624.		
			118,908,900.	10c	122,309,457.
	11	Investments - publicly traded securities.	3,821,904.	11	97,303,504.
	12	Investments - other securities. See Part IV, line 11.	319,609,221.	12	397,949,414.
	13	Investments - program-related. See Part IV, line 11.	NONE	13	NONE
	14	Intangible assets	NONE	14	NONE
15	Other assets. See Part IV, line 11	6,440,631.	15	6,375,619.	
16	Total assets. Add lines 1 through 15 (must equal line 33)	766,141,956.	16	785,140,988.	
Liabilities	17	Accounts payable and accrued expenses.	42,261,623.	17	43,610,056.
	18	Grants payable	NONE	18	NONE
	19	Deferred revenue	3,286,161.	19	1,009,345.
	20	Tax-exempt bond liabilities	76,482,751.	20	74,543,569.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	NONE	21	NONE
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	NONE	22	NONE
	23	Secured mortgages and notes payable to unrelated third parties	NONE	23	NONE
	24	Unsecured notes and loans payable to unrelated third parties.	NONE	24	NONE
	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	40,811,268.	25	27,277,897.
	26	Total liabilities. Add lines 17 through 25.	162,841,803.	26	146,440,867.
Net Assets or Fund Balances		Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27	Net assets without donor restrictions.	81,221,093.	27	97,508,049.
	28	Net assets with donor restrictions.	522,079,060.	28	541,192,072.
		Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29	Capital stock or trust principal, or current funds		29	
	30	Paid-in or capital surplus, or land, building, or equipment fund		30	
	31	Retained earnings, endowment, accumulated income, or other funds		31	
	32	Total net assets or fund balances	603,300,153.	32	638,700,121.
33	Total liabilities and net assets/fund balances.	766,141,956.	33	785,140,988.	

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Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	344,338,772.
2	Total expenses (must equal Part IX, column (A), line 25)	2	353,206,433.
3	Revenue less expenses. Subtract line 2 from line 1	3	-8,867,661.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	603,300,153.
5	Net unrealized gains (losses) on investments	5	43,971,583.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O).	9	296,046.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	638,700,121.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII. ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- 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 on Schedule O and describe any steps taken to undergo such audits . . .

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

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SCHEDULE A
(Form 990)Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2024

Open to Public
Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

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

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

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

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

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

Schedule A (Form 990) 2024

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

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Schedule A (Form 990) 2024

Page 2

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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	247,862,118.	286,413,539.	342,645,334.	334,061,264.	331,673,405.	1,542,655,660.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						NONE
3 The value of services or facilities furnished by a governmental unit to the organization without charge						NONE
4 Total. Add lines 1 through 3	247,862,118.	286,413,539.	342,645,334.	334,061,264.	331,673,405.	1,542,655,660.
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).						38,439.
6 Public support. Subtract line 5 from line 4						1,542,617,221.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(f) Total
7 Amounts from line 4	247,862,118.	286,413,539.	342,645,334.	334,061,264.	331,673,405.	1,542,655,660.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	-1,204,438.	-2,617,221.	-106,985.	746,416.	648,550.	-2,533,678.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	798,950.	3,273,412.	67,002.	NONE	NONE	4,139,364.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	146,944.	218,107.	2,667,661.	1,094,230.	1,413,793.	5,540,735.
11 Total support. Add lines 7 through 10						1,549,802,081.
12 Gross receipts from related activities, etc. (see instructions)					12	44,325,922.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f))	14	99.54 %
15 Public support percentage from 2023 Schedule A, Part II, line 14	15	99.29 %
16a 33 1/3% support test - 2024. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization.		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2023. 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 - 2024. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here . Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here . Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990) 2024

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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) 2020	(b) 2021	(c) 2022	(d) 2023	(e) 2024	(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 on 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 VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2023 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2024 (line 10c, column (f), divided by line 13, column (f)).	17	%
18 Investment income percentage from 2023 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2024. 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 - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization . . ☐

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

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

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

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

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

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (<i>explain in detail in Part VI</i>):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**Section D - Distributions****Current Year**

1	Amounts paid to supported organizations to accomplish exempt purposes	1	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3	
4	Amounts paid to acquire exempt-use assets	4	
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>)	5	
6	Other distributions (<i>describe in Part VI</i>). See instructions.	6	
7	Total annual distributions. Add lines 1 through 6.	7	
8	Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions.	8	
9	Distributable amount for 2024 from Section C, line 6	9	
10	Line 8 amount divided by line 9 amount	10	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2024	(iii) Distributable Amount for 2024
1	Distributable amount for 2024 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2024 (reasonable cause required - <i>explain in Part VI</i>). See instructions.			
3	Excess distributions carryover, if any, to 2024			
a	From 2019			
b	From 2020			
c	From 2021			
d	From 2022			
e	From 2023			
f	Total of lines 3a through 3e			
g	Applied to underdistributions of prior years			
h	Applied to 2024 distributable amount			
i	Carryover from 2019 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4	Distributions for 2024 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2024 distributable amount			
c	Remainder. Subtract lines 4a and 4b from line 4.			
5	Remaining underdistributions for years prior to 2024, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
6	Remaining underdistributions for 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.			
7	Excess distributions carryover to 2025. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a	Excess from 2020			
b	Excess from 2021			
c	Excess from 2022			
d	Excess from 2023			
e	Excess from 2024			

Schedule A (Form 990) 2024

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Schedule A (Form 990 or 990-EZ) 2024

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

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2020	2021	2022	2023	2024	TOTAL
OTHER INCOME	146,944.	218,107.	2,667,661.	1,094,230.	1,413,793.	5,540,735.
TOTALS	146,944.	218,107.	2,667,661.	1,094,230.	1,413,793.	5,540,735.

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Schedule B (Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

Name of the organization

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

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

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Schedule B (Form 990) (Rev. 12-2024)

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Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	N/A	\$ 158,769,835.	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input checked="checked" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>
2	N/A	\$ 30,528,278.	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input checked="checked" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>
3	N/A	\$ 23,615,213.	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input checked="checked" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>
		\$	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>
		\$	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>
		\$	<div style="display: flex; justify-content: space-between;"> <div> Person Payroll Noncash </div> <div style="text-align: center;"> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> </div> </div> <p style="font-size: small;">(Complete Part II for noncash contributions.)</p>

Schedule B (Form 990) (Rev. 12-2024)

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Employer identification number

04-2105850

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

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SCHEDULE C
(Form 990)Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

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

OMB No. 1545-0047

2024

Open to Public
Inspection

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

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

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

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

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

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

Name of organization	Employer identification number (EIN)
WOODS HOLE OCEANOGRAPHIC INSTITUTION	04-2105850

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

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

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990) 2024

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Schedule C (Form 990) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page 2

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

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grassroots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.															
<table><thead><tr><th>IF the amount on line 1e, column (a) or (b), is:</th><th>THEN the lobbying nontaxable amount is:</th></tr></thead><tbody><tr><td>not over \$500,000,</td><td>20% of the amount on line 1e.</td></tr><tr><td>over \$500,000 but not over \$1,000,000,</td><td>\$100,000 plus 15% of the excess over \$500,000.</td></tr><tr><td>over \$1,000,000 but not over \$1,500,000,</td><td>\$175,000 plus 10% of the excess over \$1,000,000.</td></tr><tr><td>over \$1,500,000 but not over \$17,000,000,</td><td>\$225,000 plus 5% of the excess over \$1,500,000.</td></tr><tr><td>over \$17,000,000</td><td>\$1,000,000.</td></tr></tbody></table>		IF the amount on line 1e, column (a) or (b), is:	THEN the lobbying nontaxable amount is:	not over \$500,000,	20% of the amount on line 1e.	over \$500,000 but not over \$1,000,000,	\$100,000 plus 15% of the excess over \$500,000.	over \$1,000,000 but not over \$1,500,000,	\$175,000 plus 10% of the excess over \$1,000,000.	over \$1,500,000 but not over \$17,000,000,	\$225,000 plus 5% of the excess over \$1,500,000.	over \$17,000,000	\$1,000,000.		
IF the amount on line 1e, column (a) or (b), is:	THEN the lobbying nontaxable amount is:														
not over \$500,000,	20% of the amount on line 1e.														
over \$500,000 but not over \$1,000,000,	\$100,000 plus 15% of the excess over \$500,000.														
over \$1,000,000 but not over \$1,500,000,	\$175,000 plus 10% of the excess over \$1,000,000.														
over \$1,500,000 but not over \$17,000,000,	\$225,000 plus 5% of the excess over \$1,500,000.														
over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2021	(b) 2022	(c) 2023	(d) 2024	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990) 2024

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Schedule C (Form 990) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page 3

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

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?	X		
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		25,644.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		
i Other activities?		X	
j Total. Add lines 1c through 1i			25,644.
2a Did the activities in line 1 cause the organization to not be described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

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

SEE PAGE 4

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Part IV Supplemental Information (continued)

LOBBYING ACTIVITY EXPLANATION 2024

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION DID NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGNS. THE WOODS HOLE OCEANOGRAPHIC INSTITUTION EMPLOYS A DIRECTOR OF GOVERNMENT RELATIONS TO ADVOCATE ON A BROAD RANGE OF POLICY AND SPENDING LEGISLATION RELATING TO OCEAN SCIENCE. SPECIFICALLY, WHOI SUPPORTS INCREASED FUNDING FOR COMMUNITY-WIDE COMPETITIVE OCEAN SCIENCE GRANT PROGRAMS IN THE US NAVY, THE NATIONAL SCIENCE FOUNDATION, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION. IN ADDITION, THE INDIVIDUAL REPORTS TO WOODS HOLE OCEANOGRAPHIC INSTITUTION ON FEDERAL POLICY AND POLITICAL ISSUES OF INTEREST TO AND/OR FACING THE INSTITUTION. THERE WERE NO DIRECT LOBBYING EXPENSES IN 2024.

WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

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SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Supplemental Financial Statements

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

Attach to Form 990.

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

OMB No. 1545-0047

Open to Public
Inspection

Employer identification number

04-2105850

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

Part II Conservation Easements

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

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

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input checked="" type="checkbox"/> Preservation of open space	

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a 4
b Total acreage restricted by conservation easements	2b 16.09
c Number of conservation easements on a certified historic structure included on line 2a . .	2c
d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register	2d

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

4 Number of states where property subject to conservation easement is located 1

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, handling of violations, and enforcing conservation easements during the year 12.00

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

8 Does each conservation easement reported on line 2d 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" on Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

Schedule D (Form 990) (Rev. 12-2024)

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

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

- a ☒ Public exhibition d ☐ Loan or exchange program
b ☒ Scholarly research e ☐ Other _____
c ☒ Preservation for future generations

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

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

Part IV Escrow and Custodial Arrangements

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐ Yes ☐ No

Part V Endowment Funds

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	494,521,067.	465,168,384.	513,017,766.	469,357,845.	434,028,549.
b Contributions	9,564,008.	2,195,763.	33,205,942.	821,485.	1,684,014.
c Net investment earnings, gains, and losses	42,812,573.	49,400,920.	-59,808,324.	63,694,436.	54,343,282.
d Grants or scholarships					
e Other expenditures for facilities and programs	22,547,000.	22,244,000.	21,247,000.	20,856,000.	20,698,000.
f Administrative expenses					
g End of year balance	524,350,648.	494,521,067.	465,168,384.	513,017,766.	469,357,845.

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

- a Board designated or quasi-endowment 17.9500 %
b Permanent endowment 24.6500 %
c Term endowment 57.4000 %

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

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

	Yes	No
(i) Unrelated organizations?	3a(i)	X
(ii) Related organizations?	3a(ii)	X
b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Land, Buildings, and Equipment

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	5,247.	4,294,551.		4,299,798.
b Buildings	574,821.	240,961,973.	150,178,539.	91,358,255.
c Leasehold improvements		25,195,465.	20,938,737.	4,256,728.
d Equipment		35,713,169.	26,389,529.	9,323,640.
e Other	991,497.	30,343,359.	18,263,820.	13,071,036.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B))				122,309,457.

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Schedule D (Form 990) (Rev. 12-2024)

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page **3**

Part VII Investments - Other Securities

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) PVT EQTY, VENTURE CAP, & OTHER	397,949,414.	FMV
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, line 12, col. (B)) . . .	397,949,414.	

Part VIII Investments - Program Related

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

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

Part IX Other Assets

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

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

Part X Other Liabilities

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PENSION LIABILITY	16,842,385.
(3) DEFERRED FIXED RATE VARIANCE	10,435,512.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, line 25, col. (B)).	27,277,897.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	350,627,667.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b	1,192,667.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	22,547,000.	
e	Add lines 2a through 2d	2e		23,739,667.
3	Subtract line 2e from line 1	3		326,888,000.
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	17,450,772.	
c	Add lines 4a and 4b	4c		17,450,772.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		344,338,772.

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

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

1	Total expenses and losses per audited financial statements		1	353,874,458.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	1,192,667.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	889,110.	
e	Add lines 2a through 2d	2e		2,081,777.
3	Subtract line 2e from line 1	3		351,792,681.
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	1,413,752.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		1,413,752.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		353,206,433.

Part XIII Supplemental Information

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

SEE SUPPLEMENTAL PAGE

Part XIII Supplemental Information *(continued)*

CONSERVATION EASEMENTS

FORM 990, SCHEDULE D, PART II, LINE 5

FACILITIES OFFICE PERSONNEL WALK THE CONSERVATION EASEMENT AREAS TWICE A YEAR TO ENSURE THAT THERE ARE NO ENCROACHMENTS ON THE 16.09 ACRES AND THAT THERE ARE NO PROHIBITED USES AS DEFINED IN THE TERMS OF THE CONSERVATION RESTRICTIONS.

FORM 990, SCHEDULE D, PART II, LINE 9

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION'S CONSERVATION EASEMENTS ARE NOT ACCOUNTED FOR SEPARATELY, BUT ARE INCLUDED AS PART OF LAND ON THE BALANCE SHEET.

ORGANIZATIONS MAINTAINING COLLECTIONS OF ART, HISTORICAL TREASURES, OR

OTHER SIMILAR ASSETS

FORM 990, SCHEDULE D, PART III, LINE 4

IN 2013, WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) ADDED THE DEEPSEA CHALLENGER, A HUMAN OCCUPIED SUBMERSIBLE VEHICLE, TO ITS COLLECTION. WHOI SCIENTISTS AND ENGINEERS COLLABORATED WITH THE DEEPSEA CHALLENGE ENGINEERING TEAM TO CONDUCT A FULL SYSTEM SURVEY, COMPLETELY DISASSEMBLING AND REASSEMBLING THE VEHICLE, AND TO DOCUMENT AND DETAIL THE DESIGN APPROACH TO THE VEHICLE'S SUBSYSTEMS. WHOI ENGINEERS HAVE PRESENTED THEIR FINDINGS TO THE OCEAN ENGINEERING COMMUNITY AND INFORMATION ABOUT THE DEEPSEA CHALLENGER IS INCLUDED ON WHOI'S WEBSITE. THE VEHICLE WAS DAMAGED IN A FIRE, HAD COSMETIC/DISPLAY REPAIR COMPLETED,

Part XIII Supplemental Information (continued)

AND IS NOW MOVING FROM MUSEUM TO MUSEUM FOR SHORT-TERM EXHIBITS.

INTENDED USE OF ENDOWMENT FUND

FORM 990, SCHEDULE D, PART V, LINE 4

-PROVIDE A STREAM OF INCOME IN SUPPORT OF ANNUAL BUDGETARY NEEDS.

-PRESERVE AND ENHANCE THE REAL (INFLATION-ADJUSTED) PURCHASING POWER.

-PROVIDE SUPPORT FOR CAPITAL INVESTMENT NEEDS AS THEY ARISE.

OTHER LIABILITIES

SCHEDULE D, PART X, LINE 2

WOODS HOLE OCEANOGRAPHIC INSTITUTION DOES NOT HAVE A FIN 48 FOOTNOTE IN ITS FINANCIAL STATEMENTS.

REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN

FORM 990, SCHEDULE D, PART XI, LINE 2D

REVERSE DISTRIBUTION OF ENDOWMENT DRAW	\$22,547,000
	=====
TOTAL	\$22,547,000

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Schedule D (Form 990) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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Part XIII Supplemental Information (continued)

REVENUE INCLUDED ON RETURN BUT NOT ON BOOKS

FORM 990, SCHEDULE D, PART XI, LINE 4B

RENT EXPENSES	\$429,694
RELEASE FROM RESTRICTION	\$17,021,078
	=====
TOTAL	\$17,450,772

EXPENSES INCLUDED ON BOOKS BUT NOT ON RETURN

FORM 990, SCHEDULE D, PART XII, LINE 2D

RENT EXPENSE	\$429,694
VEBA EXPENSE	\$149,970
OTHER NON-OP EXPENSE	\$309,446
	=====
TOTAL	\$889,110

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**SCHEDULE F
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

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

Attach to Form 990.

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

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA/CARIBBEAN	NONE	23	PROGRAM SERVICES	SHIP OPERATIONS	105,163.
(2) SOUTH AMERICA	NONE	23	PROGRAM SERVICES	SHIP OPERATIONS	11,239.
(3) EUROPE	NONE	126	PROGRAM SERVICES	SHIP OPERATIONS	186,633.
(4) ANTARCTICA	NONE	4	PROGRAM SERVICES	SCIENTIFIC RESEARCH	2,604.
(5) CENTRAL AMERICA/CARIBBEAN	NONE	49	PROGRAM SERVICES	SCIENTIFIC RESEARCH	128,130.
(6) EAST ASIA AND THE PACIFIC	NONE	58	PROGRAM SERVICES	SCIENTIFIC RESEARCH	284,677.
(7) EUROPE	NONE	152	PROGRAM SERVICES	SCIENTIFIC RESEARCH	611,202.
(8) MIDDLE EAST AND NORTH AFRICA	NONE	2	PROGRAM SERVICES	SCIENTIFIC RESEARCH	4,301.
(9) NORTH AMERICA	NONE	85	PROGRAM SERVICES	SCIENTIFIC RESEARCH	205,260.
(10) SOUTH AMERICA	NONE	44	PROGRAM SERVICES	SCIENTIFIC RESEARCH	119,754.
(11) RUSSIA/INDEPENDENT STATES	NONE	14	PROGRAM SERVICES	SCIENTIFIC RESEARCH	50,044.
(12) SOUTH ASIA	NONE	11	PROGRAM SERVICES	SCIENTIFIC RESEARCH	31,877.
(13) SUB-SAHARAN AFRICA	NONE	17	PROGRAM SERVICES	SCIENTIFIC RESEARCH	63,824.
(14)					
(15)					
(16)					
(17)					
3a Subtotal	NONE	608.			1,804,708.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	NONE	608.			1,804,708.

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

Schedule F (Form 990) (Rev. 12-2024)

JSA
4E1274 1.000

SI8053 7377

V24-7.4F

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities

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

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

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Schedule F (Form 990) (Rev. 12-2024) **MODS HOLE OCEANOGRAPHIC INSTITUTION**

04-2105850

Page **4****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 the Instructions for Form 926)* ☒ **Yes** ☐ **No**
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see the Instructions for Forms 3520 and 3520-A; don't file with Form 990)* ☐ **Yes** ☒ **No**
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect to Certain Foreign Corporations (see the 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 the 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 the Instructions for Form 8865)* ☒ **Yes** ☐ **No**
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see the Instructions for Form 5713; don't file with Form 990)* ☐ **Yes** ☒ **No**

Schedule F (Form 990) (Rev. 12-2024)

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Schedule F (Form 990) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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Part V

Supplemental Information

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

DESCRIPTION OF FOREIGN ACTIVITIES

SCHEDULE F, PART I, LINE 3

WOODS HOLE OCEANOGRAPHIC INSTITUTION (WHOI) OPERATES TWO U.S.

GOVERNMENT-OWNED OCEANOGRAPHIC RESEARCH VESSELS UNDER THE

UNIVERSITY-NATIONAL OCEANOGRAPHIC LABORATORY SYSTEM (UNOLS). THE SHIPS

OPERATE BY "LEGS," PERIODS OF TIME AT SEA. EACH LEG ENDS IN A PORT OF

CALL TO DISEMBARK RESEARCHERS, EQUIPMENT AND SOMETIMES MARINE CREW, THEN

LOAD EQUIPMENT, AND BOARD THE NEXT SET OF RESEARCHERS AND SOMETIMES CREW

MEMBERS FOR THE FOLLOWING LEG. SOME PORTS OF CALL ARE IN FOREIGN REGIONS

AS DETERMINED BY GRANTS THAT FUND SHIP OPERATIONS.

HOWEVER, AGENTS, PRIMARILY SHIP'S AGENTS WHO ARE PAID FOR SERVICES TO

FACILITATE THE TURNOVER BETWEEN LEGS AT SEA, ARE REPORTED BY NUMBER AND

TOTAL EXPENDITURES (PART I, LINE 3, COLUMNS (C) AND (F)).

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Schedule F (Form 990) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page **5**

Part V Supplemental Information

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

ACTIVITIES PER REGION

PART I, LINE 3, COLUMNS (B) & (F)

REPORTABLE INFORMATION IS OBTAINED THROUGH WHOI'S FINANCIAL MANAGEMENT
SYSTEM. PROVISION OF COLUMN (F) DATA FOR THE INSTITUTION WAS FACILITATED
BY A LOCALLY-IMPOSED ACCOUNTING PROCEDURE THAT SEPARATES COSTS INCURRED
INSIDE ITS BORDERS FROM THOSE INCURRED OUTSIDE.

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SCHEDULE G
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

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

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

- | | |
|--|--|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of nongovernment grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

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

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
SEE SUPPLEMENT INFORMATION						
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total				140,199.	362,606.	NONE

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.

CT, MA, NY,

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Schedule G (Form 990) (Rev. 12-2024)

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page 2

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(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. Subtract line 10 from line 3, column (d)				

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

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

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

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Schedule G (Form 990 or 990-EZ) 2024

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page 3

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions:

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

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

SCHEDULE G, PART I, LINE 2B

FUNDRAISING CONSULTANT EDWARD FONES WAS ASSOCIATED WITH THE SAME FUNDRAISING ACTIVITIES AS BALLANTINE CORPORATION. GROSS RECEIPTS FROM THIS JOINT EFFORT ARE INCLUDED ON LINE 1, COLUMN IV.

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

NAME:

BALLANTINE CORPORATION

ADDRESS:

1 HIGH STREET COURT, SUITE 6
MORRISTOWN, NJ 07960

ACTIVITY :

MAILING

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : 140,199.

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 51,147.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

NAME:

EDWARD FONES

ADDRESS:

2206 APPLE ROAD
FOGELSVILLE, PA 18051-1905

ACTIVITY :

SEE PART IV

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 21,251.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

NAME:

COMMUNITY COUNSELLING SVC

ADDRESS:

527 MADISON AVENUE 5TH FLOOR
NEW YORK, NY 10022

ACTIVITY :

CAPITAL CAMPAIGN

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 264,160.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

NAME:

PMX AGENCY LLC

ADDRESS:

ONE WORLD TRADE CENTER, 63RD FLOOR
NEW YORK, NY 10007

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 7,899.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, SCHEDULE G, LINE 2B - HIGHEST PAID INDIVIDUALS/ENTITIES

NAME:

MMS USA (DBA EPILSON DATA MANAGEMENT LLC)

ADDRESS:

11030 CIRCLE POINT ROAD, SUITE 110,
BROOMFIELD, CO 80020

ACTIVITY :

FUNDRAISER LIST

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 7,200.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

NAME:

HATTAWAY COMMUNICATIONS INC

ADDRESS:

1717 RHODE ISLAND AVENUE, NW STE 650
WASHINGTON, DC 20036

ACTIVITY :

CAPITAL CAMPAIGN

CUSTODY OR CONTROL OF CONTRIBUTION?

NO

GROSS RECEIPTS FROM ACTIVITY : NONE

AMOUNT PAID TO (OR RETAINED BY) FUNDRAISER : 10,949.

AMOUNT PAID TO (OR RETAINED BY) ORGANIZATION : NONE

SCHEDULE I
(Form 990)

Rev. December 2024)

Department of the Treasury
Internal Revenue Service
Name of the organization

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

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

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

OMB No. 1545-0047

Open to Public
Inspection

Employer identification number

04-2105850

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Part I General Information on Grants and Assistance

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of noncash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table							
3 Enter total number of other organizations listed in the line 1 table							

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

Schedule I (Form 990) (Rev. 12-2024)

Part III

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 TUITION/FELLOWSHIPS & SCHOLARSHIPS	156		10,179,985.	BOOK	TUITION
2 STIPENDS	194	4,631,326.			
3					
4					
5					
6					
7					

Part IV

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

MAINTAINING RECORDS

FORM 990, SCHEDULE I, PART I, LINE 1

APPLICATIONS FOR ADMISSIONS ARE REVIEWED BY FACULTY. STUDENTS ARE

ADMITTED BASED UPON THEIR ACADEMIC RECORD, AND ALL ARE GIVEN SUPPORT

THROUGH EITHER WHOI OR MIT. WRITTEN RECORDS OF ALL DECISIONS ARE

RETAINED.

MONITORING USE OF GRANT FUNDS

FORM 990, SCHEDULE I, PART I, LINE 2

Part III

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

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

Part IV

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

EACH STUDENT'S ACADEMIC PROGRESS IS EVALUATED YEARLY TO ENSURE

SATISFACTORY ACADEMIC PROGRESS.

PUBLIC DISCLOSURE COPY

SCHEDULE J (Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

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

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the 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 checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) (Rev. 12-2024)

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
PETER DE MENOCA 1 PRESIDENT/DIRECTOR	(i)	636,666.	NONE	45,647.	562,787.	93,062.	1,338,162.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
ROBERT MUNIER 2 VP MARINE FACILITIES & OPS	(i)	368,109.	35,000.	10,559.	46,000.	34,865.	494,533.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
SAMUEL HARP 3 VP FOR ADVANCEMENT & CMO	(i)	356,639.	45,000.	4,065.	36,461.	35,478.	477,643.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
RICHARD MURRAY 4 DD & VP SCI & ENG (UNTIL 9/24)	(i)	299,139.	NONE	468,553.	27,411.	4,415.	799,518.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
GEORGE C. CLAYTON 5 CHIEF DEVELOPMENT OFFICER	(i)	331,945.	NONE	831.	27,255.	49,062.	409,093.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
PAUL MATTHIAS 6 SENIOR PROGRAM MANAGER AOPE	(i)	297,168.	NONE	3,964.	37,981.	48,116.	387,229.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
KEITH GLAVIN 7 SR. DIR. INFORMATION SYSTEMS	(i)	314,819.	7,500.	3,500.	38,973.	31,761.	396,553.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
KATHRYN LINK 8 VP OPS & CFO	(i)	431,519.	97,000.	15,439.	45,864.	3,000.	592,822.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
CRYSTAL TALLEY 9 VP LEGAL AFRS/GC (AS OF 5/24)	(i)	249,279.	30,000.	1,370.	20,846.	10,060.	311,555.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
KENT SHEASLEY 10 MASTER SHIP OPERATIONS	(i)	321,449.	NONE	1,194.	38,561.	43,662.	404,866.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
BENJAMIN VAN MOOY 11 ACTING DDVPR (AS OF 9/24)	(i)	239,092.	15,000.	2,270.	32,604.	40,109.	329,075.	NONE
	(ii)	NONE	NONE	NONE	NONE	NONE	NONE	NONE
12	(i)							
12	(ii)							
13	(i)							
13	(ii)							
14	(i)							
14	(ii)							
15	(i)							
15	(ii)							
16	(i)							
16	(ii)							

Part III Supplemental Information

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

BENEFITS TO INDIVIDUALS LISTED ON PART VII, SECTION A

HOUSING ALLOWANCE OR RESIDENCE FOR PERSONAL USE

FORM 990, SCHEDULE J, LINE 1A

PETER DE MENOCA RECEIVED HOUSING AS A CONDITION OF EMPLOYMENT FOR THE CONVENIENCE OF THE EMPLOYER. SUCH AMOUNTS ARE NOT CONSIDERED TAXABLE COMPENSATION. THE VALUE OF THE HOUSING IS INCLUDED IN SCHEDULE J, PART II, COLUMN (D).

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

FORM 990, SCHEDULE J, LINE 4A

RICHARD MURRAY, IN CONNECTION WITH HIS SEPARATION FROM THE ORGANIZATION, WAS ENTITLED TO TOTAL OF \$400,000 DURING CALENDAR YEAR 2024. THESE PAYMENTS ARE INCLUDED IN SCHEDULE J, PART II, COLUMN (B) (III).

FORM 990, SCHEDULE J, LINE 4B

PETER DE MENOCA IS ENTITLED TO INCENTIVE PAYMENTS WHICH WERE CREDITED TO

Part III Supplemental Information

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

HIS DEFERRED COMPENSATION ACCOUNT PURSUANT TO SECTION 457 (F) . IN 2024, \$522,365 WAS CREDITED TO HIS ACCOUNT, WHICH WILL VEST OVER THE NEXT SEVERAL YEARS. THIS AMOUNT IS INCLUDED IN SCH J, PART II, COLUMN (C) .

TERMS AND CONDITIONS OF DISCRETIONARY BONUS

FORM 990, SCHEDULE J, LINE 7

CERTAIN LISTED PERSONS RECEIVED NONFIXED PERFORMANCE BONUSES IN 2024 . THE BONUSES WERE APPROVED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES, AND THE AMOUNTS ARE INCLUDED IN SCHEDULE J, PART II, COLUMN B (II) .

SCHEDULE K
(Form 990)
(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds
Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions,
explanations, and any additional information in Part VI.

Attach to Form 990.

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

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A MHEFA	04-2456011	57584YGR4	05/09/2018	86,306,214.	REFINANCED BOND ISSUE OF 12/4/2008		X		X		X
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased								
3 Total proceeds of issue		86,468,681.						
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds		2,297,624.						
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds		645,990.						
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		32,864,843.						
11 Other spent proceeds		50,660,224.						
12 Other unspent proceeds		NONE						
13 Year of substantial completion		2019						
14 Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?	X							
15 Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?		X						
16 Has the final allocation of proceeds been made?	X							
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

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

Schedule K (Form 990) (Rev. 12-2024)

Part III Private Business Use

MHEFA

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?	X							
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?	X							
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government		NONE %		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government		NONE %		%		%		%
6 Total of lines 4 and 5		NONE %		%		%		%
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of		%		%		%		%
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?	X							
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed.								
3 Is the bond issue a variable rate issue?		X						

Part IV Arbitrage (continued)

MHEFA

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge.								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

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

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

[illegible]

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

TOTAL PROCEEDS OF ISSUE

TOTAL PROCEEDS OF ISSUE

SCHEDULE K, PART I, LINE A, COLUMN (F) REFINANCED BOND ISSUE OF 12/04/2008 AND CONSTRUCTION.

SCHEDULE K, PART II, LINE 3
THE AMOUNT REPORTED INCLUDES TOTAL PROCEEDS OF PRINCIPAL TOTALING \$75,510,000 AND PREMIUM OF \$10,958,681.

SCHEDULE K, PART III, LINE 9; PART IV, LINE 7; PART V
THE ORGANIZATION HAS A CHECKLIST IN PLACE TO ENSURE COMPLIANCE WITH FEDERAL TAX REQUIREMENTS.

SCHEDULE K, PART IV, LINE 2C
THE REBATE COMPUTATION WAS PERFORMED ON 06/06/2018.

PUBLIC DISCLOSURE COPY

**SCHEDULE M
(Form 990)**Department of the Treasury
Internal Revenue Service**Noncash Contributions**

Complete if the organizations answered "Yes" on Form 990, Part IV, line 29 or 30.

Attach to Form 990.

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

OMB No. 1545-0047

2024**Open to Public
Inspection**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	25	4,537,444.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ()				
26 Other ()				
27 Other ()				
28 Other ()				

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

29

1

30a During the year, did the organization receive by contribution any property reported on Part I, lines 1 through 28, that it must hold for at least 3 years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		X

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?

31	X	
----	---	--

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

32a	X	
-----	---	--

b If "Yes," describe in Part II.

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

--	--	--

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

Schedule M (Form 990) 2024

JSA

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V24-7.4F

PUBLIC DISCLOSURE COPY

Schedule M (Form 990) (2024)

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850 Page **2**

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

CONTRIBUTION METHOD

FORM 990, SCHEDULE M, PART I, COLUMN (B)

WOODS HOLE OCEANOGRAPHIC INSTITUTION HAS REPORTED THE NUMBER OF
CONTRIBUTIONS ON THIS SCHEDULE.

PUBLIC DISCLOSURE COPY

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2024

Open to Public
Inspection

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

MISSION STATEMENT

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

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION IS DEDICATED TO ADVANCING
KNOWLEDGE OF THE OCEAN AND ITS CONNECTION WITH THE EARTH SYSTEM THROUGH A
SUSTAINED COMMITMENT TO EXCELLENCE IN SCIENCE, ENGINEERING, AND
EDUCATION, AND TO THE APPLICATION OF THIS KNOWLEDGE TO PROBLEMS FACING
SOCIETY.

DELEGATION OF BOARD AUTHORITY

FORM 990, PART VI, LINE 1A

THE EXECUTIVE COMMITTEE SHALL BE COMPOSED OF THE CHAIR OF THE BOARD OF
TRUSTEES; VICE CHAIR(S) OF THE BOARD OF TRUSTEES; CHAIR OF THE
CORPORATION; THE CHAIRS OF THE ADVANCEMENT COMMITTEE, AUDIT AND RISK
COMMITTEE, COMMITTEE ON THE BOARD, FINANCE COMMITTEE, AND UP TO TWO "AT
LARGE" TRUSTEES APPOINTED BY THE CHAIR OF THE BOARD OF TRUSTEES, AND UP
TO TWO "AT-LARGE" TRUSTEES APPOINTED BY THE BOARD FROM TRUSTEES SUGGESTED
BY THE COMMITTEE ON THE BOARD. AT-LARGE MEMBERS SHALL SERVE FOR A
THREE-YEAR TERM, WITH THE POWER GIVEN TO THE CHAIR OF THE BOARD OF
TRUSTEES TO RECOMMEND MEMBERS FOR ONE ADDITIONAL THREE-YEAR TERM. THE
CHAIR OF THE BOARD OF TRUSTEES SHALL SERVE AS THE CHAIR OF THE EXECUTIVE
COMMITTEE.

THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, SO FAR AS MAY BE
PERMITTED BY LAW, ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS
BETWEEN MEETINGS OF THE BOARD OF TRUSTEES EXCEPT SUCH POWERS OR DUTIES AS
MAY HAVE BEEN SPECIFICALLY DELEGATED BY THE BOARD TO OTHER COMMITTEES OR

PUBLIC DISCLOSURE COPY

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

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

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

OFFICERS, AND SHALL HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT, AND SUCH OTHER POWERS AS THE BOARD MAY DELEGATE TO IT. THE EXECUTIVE COMMITTEE MAY HOLD MEETINGS AND MAKE RULES FOR THE CONDUCT OF ITS BUSINESS AS IT SHALL FROM TIME TO TIME DEEM NECESSARY OR ADVISABLE. THE PRESENCE OF AT LEAST FIVE MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE TRUSTEES SHALL CONSTITUTE A QUORUM AND MAY TAKE ACTION BY MAJORITY VOTE OF SUCH QUORUM. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED TO THE BOARD IN WRITING OR AT THE NEXT MEETING OF THE BOARD.

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11A

THE ORGANIZATION HAS PROVIDED A COMPLETE COPY OF THE FORM 990 TO ITS GOVERNING BODY.

FORM 990, PART VI, LINE 11B

WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (WHOI) FORM 990 IS PREPARED WITH THE ASSISTANCE OF ITS OUTSIDE TAX ACCOUNTANTS. FOLLOWING WHOI'S INTERNAL MANAGEMENT'S REVIEW, A DRAFT VERSION OF THE RETURN IS DISTRIBUTED TO THE AUDIT AND RISK COMMITTEE FOR REVIEW AND COMMENTS. ONCE THE RETURN HAS BEEN UPDATED WITH INTERNAL MANAGEMENT AND THE AUDIT AND RISK COMMITTEE'S COMMENTS, EACH VOTING MEMBER OF THE GOVERNING BODY, THE PRESIDENT & DIRECTOR AND VP FOR OPERATIONS AND CHIEF FINANCIAL OFFICER, WILL RECEIVE COPIES OF FORM 990 FOR REVIEW. THE AUDITORS/TAX CONSULTANTS WILL THEN FINALIZE THE FORM 990. COPIES OF COMPLETED FORM 990 WILL BE DISTRIBUTED

PUBLIC DISCLOSURE COPY

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2024

Open to Public
Inspection

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

IN ELECTRONIC OR PAPER FORM TO MEMBERS OF THE GOVERNING BODY PRIOR TO
FILING WITH THE IRS. A DESIGNEE OF THE CHIEF FINANCIAL OFFICER WILL BE
RESPONSIBLE FOR MAINTAINING A CURRENT DISTRIBUTION LIST AND DISTRIBUTING
THE COPIES.

CONFLICT OF INTEREST COMPLIANCE

FORM 990, PART VI, LINE 12C

EACH TRUSTEE, OFFICER, AND KEY EMPLOYEE OF WOODS HOLE OCEANOGRAPHIC
INSTITUTION ("WHOI") IS REQUIRED TO DISCLOSE ON AN ONGOING BASIS, IN
WRITING, ON WHOI'S DISCLOSURE STATEMENT, (A) ANY FINANCIAL OR BUSINESS
RELATIONSHIPS THAT HE OR SHE, OR ANY FAMILY MEMBER, HAS WITH WHOI OR ANY
AFFILIATED ORGANIZATION OR WITH ORGANIZATIONS THAT DO BUSINESS WITH WHOI
OR ANY AFFILIATED ORGANIZATION, (B) ANY ELECTED OR APPOINTED OFFICE OR
POSITION THAT HE OR SHE, OR ANY FAMILY MEMBER, HOLDS IN A BRANCH OF
GOVERNMENT OR IN A REGULATORY AGENCY HAVING AUTHORITY OR JURISDICTION
OVER WHOI, OR (C) OTHER PERSONAL, FAMILIAL, FINANCIAL, OR BUSINESS
RELATIONSHIPS THAT OTHERWISE COULD BE CONSTRUED TO AFFECT THE
INDEPENDENT, UNBIASED JUDGMENT OF SUCH TRUSTEE OR OFFICER IN LIGHT OF HIS
OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITIES FOR WHOI.

THE DISCLOSURE STATEMENTS ARE FILED WITH WHOI'S SECRETARY AND THE
SECRETARY WILL PREPARE A REPORT ANNUALLY OR MORE FREQUENTLY AS NECESSARY
FOR THE TRUSTEES AND OFFICERS SUMMARIZING ANY CONFLICT ISSUES. THE AUDIT
COMMITTEE REVIEWS THE DISCLOSURE REPORTS AND ANY CONFLICTS OR POTENTIAL
CONFLICTS ARE BROUGHT TO THE EXECUTIVE COMMITTEE'S ATTENTION. THE
EXECUTIVE COMMITTEE WILL DETERMINE WHETHER A CONFLICT EXISTS BASED ON

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SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

► Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2024

Open to Public
Inspection

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

WHOI'S CONFLICT OF INTEREST POLICY. IF A CONFLICT OF INTEREST IS
DETERMINED, THE EXECUTIVE COMMITTEE WILL EXERCISE ITS JUDGMENT ON THE
BEST COURSE TO FOLLOW.

COMPENSATION APPROVAL

FORM 990, PART VI, LINE 15

THE ANNUAL COMPENSATION APPROVAL PROCESS CONSISTS OF A REVIEW BY THE
ORGANIZATION'S EXECUTIVE COMPENSATION SUB COMMITTEE OF THE COMMITTEE ON
THE BOARD, USING COMPARABLE, RELEVANT MARKET DATA FOR THE INSTITUTION'S
POSITIONS OBTAINED FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES
SUCH AS PEER ORGANIZATIONS' 990 FORMS. OTHER SURVEYS OF SPECIALIZED SKILL
SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE INSTITUTION
WILL ALSO BE INCORPORATED AS NEEDED. MOREOVER, THE COMMITTEE MAY RELY ON
MEMBERS OF WHOI MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL
TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO
COMPENSATION-RELATED MATTERS.

PUBLIC DISCLOSURE OF DOCUMENTS

FORM 990, PART VI, LINE 19

THE WOODS HOLE OCEANOGRAPHIC INSTITUTION MAKES ITS GOVERNING DOCUMENTS
CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC THROUGH ITS WEBSITE.

RECONCILIATION OF NET ASSETS

FORM 990, PART XI, LINE 9

VEBA RELATED EXPENSE	881,691
RETURN ON INVESTMENT FOR RETIREE & ACTIVE MED.	771,001
CHANGE IN SPLIT INTEREST AGREEMENTS	254,742

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SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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PENSION RELATED CHANGES OTHER THAN COST	19,009,992
OTHER NONOPERATING EXPENSES	(17,880,466)
DESIGNATED NET ASSETS APPROPRIATED	(3,166,667)
GIFT FOR PLANT	425,753

TOTAL	296,046

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Schedule O (Form 990 or 990-EZ) 2024

Page **2**

Name of the organization

Employer identification number

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART III - PROGRAM SERVICE

LINE 4A, PROGRAM SERVICE

SPONSORED AND INSTITUTIONAL RESEARCH IN OCEANOGRAPHY AND RELATED
FIELDS: OF THE 852 SPONSORED RESEARCH AWARDS, 572 AWARDS ARE FROM
9 FEDERAL AGENCIES AND 280 ARE FROM 117 OTHER SPONSORS.
INSTITUTION RESEARCH SPONSORED 347 PROJECTS FROM UNRESTRICTED
FUNDS. IN ADDITION, WOODS HOLE OCEANOGRAPHIC INSTITUTION ISSUED
585 PUBLICATIONS IN 2024.

LINE 4B, PROGRAM SERVICE

EDUCATION: JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE
SCIENCES. IN 2024, THERE WERE 149 GRADUATE STUDENTS, 35 DEGREE
RECIPIENTS, 37 POST-DOCTORAL SCHOLARS AND FELLOWS, 10 GEOPHYSICAL
FLUID DYNAMICS PROGRAM PARTICIPANTS, 27 SUMMER STUDENT FELLOWS AND
123 GUEST STUDENTS.

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Schedule O (Form 990 or 990-EZ) 2024

Page **2**

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

FORM 990, PART VII-COMPENSATION OF THE 5 HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS -----	DESCRIPTION OF SERVICES -----	COMPENSATION -----
41 NORTH OFFSHORE LLC 7 FISH ISLAND, NEW BEDFORD NEWTON, MA 02740	DOCKING SERVICES	1,843,815.
MC GARR SERVICE CORP 233 NEEDHAM STREET, SUITE 530 NEWTON, MA 02464	CLEANING SERVICES	1,127,220.
BARRY INTERNATIONAL FORWARDING INC 143 WOOD ROAD BRAINTREE, MA 02184	FREIGHT SERVICES	1,002,739.
MAKSE GROUP LLC SUITE 190, 550 RESERVE STREET SOUTH LAKE, TX 76092	SOFTWARE DEVELOPMENT	903,712.
WS SHULTZ CO INC PO BOX 643 WOODS HOLE, MA 02543	CONSTRUCTION SERVICE	851,569.

SCHEDULE R
(Form 990)

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service
Name of the organization

Related Organizations and Unrelated Partnerships

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

Attach to Form 990.

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

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number
04-2105850

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

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST 04-3282355 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	BEN. TRUST	MA	501 (C) (9)	N/A	WOODS HOLE	X	
(2)	RETIREMENT TRUST FOR EMPLOYEES OF WHOI 04-2893434 569 WOODS HOLE ROAD, MS#14 WOODS HOLE, MA 02543	INVESTMENTS	MA	401 (A) TRUST	N/A	N/A		X
(3)								
(4)								
(5)								
(6)								
(7)								

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

Schedule R (Form 990) (Rev. 12-2024)

Part III

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

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

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) QUISSETT DEVELOPMENT CORP. REALTY TRUST 26-6212595 569 WOODS HOLE ROAD WOODS HOLE, MA 02543	LICENSING	MA	WOODS HOLE	TRUST			100.0000	X	
(2) CHARITABLE REMAINDER TRUST (1)	SUPPORT	MA	WOODS HOLE	TRUST				X	
(3) CHARITABLE REMAINDER TRUST (2)	SUPPORT	NY	WOODS HOLE	TRUST				X	
(4) CHARITABLE REMAINDER TRUST (3)	SUPPORT	FL	WOODS HOLE	TRUST				X	
(5)									
(6)									
(7)									

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a	Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity.	1a		Yes	No
b	Gift, grant, or capital contribution to related organization(s).	1b			X
c	Gift, grant, or capital contribution from related organization(s).	1c			X
d	Loans or loan guarantees to or for related organization(s).	1d			X
e	Loans or loan guarantees by related organization(s).	1e			X
f	Dividends from related organization(s).	1f			
g	Sale of assets to related organization(s).	1g			X
h	Purchase of assets from related organization(s).	1h			X
i	Exchange of assets with related organization(s).	1i			X
j	Lease of facilities, equipment, or other assets to related organization(s).	1j			X
k	Lease of facilities, equipment, or other assets from related organization(s).	1k			X
l	Performance of services or membership or fundraising solicitations for related organization(s).	1l			X
m	Performance of services or membership or fundraising solicitations by related organization(s).	1m			X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s).	1n			X
o	Sharing of paid employees with related organization(s).	1o			X
p	Reimbursement paid to related organization(s) for expenses.	1p			X
q	Reimbursement paid by related organization(s) for expenses.	1q			X
r	Other transfer of cash or property to related organization(s).	1r			X
s	Other transfer of cash or property from related organization(s).	1s			X

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

	(a) Name of related organization	(b) Transaction type (a - s)	(c) Amount involved	(d) Method of determining amount involved
(1)	WHOI TAX EXEMPT EMP. WELFARE BEN. TRUST	Q	1,043,570.	CASH
(2)	RETIREMENT TRUST FOR EMPLOYEES OF WHOI	R	5,273,332.	CASH
(3)				
(4)				
(5)				
(6)				

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

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

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

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Part VII **Supplemental Information**

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