** PUBLIC DISCLOSURE COPY **

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

C Name of organization: POPULATION SERVICES INTERNATIONAL

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1120 NINETEENTH STREET, NW — Room/suite: 600

City, town, or post office, state, and ZIP code: WASHINGTON, DC 20036

D Employer identification number: 56-0942853

E Telephone number: 202-785-0072

G Gross receipts $ 592,394,157.

F Name and address of principal officer: KARL HOFMANN
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes [X] No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

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

J Website: ▶ WWW.PSI.ORG

K Form of organization: [X] Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1970

M State of legal domicile: NC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: MEASURABLY IMPROVE THE HEALTH OF PEOPLE IN THE DEVELOPING WORLD.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	16
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	404
6	Total number of volunteers (estimate if necessary)	6	220
7 a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	269,161.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	85,236.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	348,982,099.	515,384,644.
	9	Program service revenue (Part VIII, line 2g)	0.	3,375,973.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	235,506.	580,011.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	101,313.	4,063,832.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	349,318,918.	523,404,460.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	42,281,608.	319,641,477.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	60,766,644.	69,175,847.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 316,076.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	245,782,284.	128,144,396.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	348,830,536.	516,961,720.
	19	Revenue less expenses. Subtract line 18 from line 12	488,382.	6,442,740.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	425,303,841.	543,692,015.
	21	Total liabilities (Part X, line 26)	393,237,741.	492,153,308.
	22	Net assets or fund balances. Subtract line 21 from line 20	32,066,100.	51,538,707.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date

▶ KIM SCHWARTZ, VP AND CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL SORRELLS, CPA				P00001737

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 7101 WISCONSIN AVE., SUITE 800
BETHESDA, MD 20814-4827 — Phone no. (301)654-4900

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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

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

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

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

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

4a (Code:) (Expenses $ 159,222,456. including grants of $ 77,651,696.) (Revenue $)

POPULATION SERVICES INTERNATIONAL (PSI) SUPPORTS EFFORTS TO INCREASE ACCESS TO EFFECTIVE MALARIA PREVENTION AND TREATMENT INTERVENTIONS, AND WORKS CLOSELY WITH MINISTRIES OF HEALTH , PRIMARILY IN AFRICA AND ASIA, TO SCALE UP PROVEN INTERVENTIONS AND SUSTAIN COVERAGE OVER TIME. THESE INTERVENTIONS INCLUDE; DELIVERY OF LONG-LASTING INSECTICIDE TREATED NETS, LONG-LASTING INSECTICIDE RETREATMENT TABLETS, ARTEMISININ-BASED COMBINATION THERAPIES, RAPID DIAGNOSTIC TESTS, STRATEGIC BEHAVIOR CHANGE COMMUNICATIONS AND APPLIED OPERATIONAL RESEARCH. PSI USES MULTIPLE CHANNELS TO DELIVER THESE INTERVENTIONS, INCLUDING THE PUBLIC AND PRIVATE SECTORS AND COMMUNITY CASE MANAGEMENT STRATEGIES. PSI WORKS IN 32 MALARIA ENDEMIC COUNTRIES, INCLUDING 24 IN SUB-SAHARAN AFRICA.

4b (Code:) (Expenses $ 253,733,949. including grants of $ 199,374,323.) (Revenue $ 3,402,529.)

PSI HAS HIV PROGRAMS IN OVER 60 COUNTRIES AROUND THE WORLD. INTERVENTIONS, WHICH INCLUDE SOCIAL MARKETING OF HIV PRODUCTS AND SERVICES AND TARGETED HIV COMMUNICATION, ARE BASED UPON A COMMITMENT TO PRODUCE MEASURABLE HEALTH IMPACT AND AN EMPHASIS UPON RIGOROUS RESEARCH AND EVALUATION. ALTHOUGH CONDOM SOCIAL MARKETING AND TARGETED COMMUNICATION REMAIN CORNERSTONES OF PSI'S WORK TO ADDRESS THE HIV PANDEMIC, COUNTRY PROGRAMS IMPLEMENT AN INCREASINGLY COMPRREHENSIVE RANGE OF INTERVENTIONS IN RESPONSE TO THE CHANGING NEEDS OF SPECIFIC COUNTRY CONTEXTS AND POPULATIONS.

4c (Code:) (Expenses $ 68,914,944. including grants of $ 42,615,458.) (Revenue $ 3,375,973.)

PSI'S OTHER PRIMARY HEALTH AREAS INCLUDE THE AREAS REPRODUCTIVE HEALTH, CHILD SURVIVAL, AND TUBERCULOSIS. REPRODUCTIVE HEALTH SERVICES FOCUSES ON INCREASING CONTRACEPTIVE PREVALENCE RATES AND DECREASING MATERNAL MORTALITY RATIOS, IN LINE WITH INTERNATIONAL STANDARDS AND NATIONALS PRIORITIES. CHILD SURVIVAL EFFORTS ARE FOCUSED ON FINDING THE MOST APPROPRIATE CHANNELS TO REACH CARETAKERS AND PROVIDE THEM WITH HIGH QUALITY, COST EFFECTIVE, AND INTEGRATED HEALTH SERVICES THAT ADDRESS THE MAIN CAUSES OF CHILDHOOD MORBIDITY AND MORTALITY. LASTLY, TUBERCULOSIS AND RELATED SERVICES, ENGAGE PRIVATE SECTOR PROVIDERS IN THE DIAGNOSIS AND TREATMENT AND INTEGRATING HIV COUNSELING AND TESTING WITH TUBERCULOSIS SERVICES.

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

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

4e **Total program service expenses** ▶ 481,871,349.

Part IV | Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	113		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	404		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a		X	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in 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 SCHEDULE O				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a			X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*	14b			

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

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

Section A. Governing Body and Management

		Line	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a: 16			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b: 16			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X	
6	Did the organization have members or stockholders?	6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ AL,AK,AZ,CA,CT,DC,FL,GA,IL,KS,KY,LA

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

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

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

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

KIM SCHWARTZ - 202-785-0072

1120 NINETEENTH STREET, NW, NO. 600, WASHINGTON, DC 20036

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) FRANK LOY DIRECTOR, CHAIR	2.00	X		X				0.	0.	0.
(2) SARAH EPSTEIN DIRECTOR	1.00	X						0.	0.	0.
(3) GAIL MCGREEVY HARMON DIRECTOR	1.00	X						0.	0.	0.
(4) JUDITH RICHARDS HOPE DIRECTOR	1.00	X						0.	0.	0.
(5) GILBERT OMENN DIRECTOR	1.00	X						0.	0.	0.
(6) DR. REHANA AHMED DIRECTOR	1.00	X						0.	0.	0.
(7) DAVID BLOOM DIRECTOR	1.00	X						0.	0.	0.
(8) SHIMA GYOH DIRECTOR	1.00	X						0.	0.	0.
(9) WILLIAM HARROP DIRECTOR	1.00	X						0.	0.	0.
(10) ASHLEY JUDD DIRECTOR	1.00	X						0.	0.	0.
(11) MALCOLM POTTS DIRECTOR	1.00	X						0.	0.	0.
(12) BARBARA PIERCE BUSH DIRECTOR	1.00	X						0.	0.	0.
(13) FRANS ENGERING DIRECTOR	1.00	X						0.	0.	0.
(14) PUTNAM KELLER DIRECTOR	1.00	X						0.	0.	0.
(15) BILL SANDERS DIRECTOR	1.00	X						0.	0.	0.
(16) REBECCA VAN DYCK DIRECTOR	1.00	X						0.	0.	0.
(17) KARL HOFMANN PRESIDENT & CHIEF EXECUTIVE OFFICER	50.00			X				392,290.	0.	52,023.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(18) PETER CLANCY EVP & CHIEF OPERATING OFFICER	50.00			X				341,803.	0.	51,189.
(19) KIM SCHWARTZ SVP AND CHIEF FINANCIAL OFFICER	50.00			X				312,593.	0.	46,787.
(20) STEVE CHAPMAN SVP & CHIEF TECHNOLOGY OFFICER	50.00			X				296,604.	0.	28,198.
(21) SALLY COWAL SVP & CHIEF LIASION OFFICER	50.00			X				276,931.	0.	26,986.
(22) KATHLYN ROBERTS VP, CORPORATE MARKETING, COMM. & AD.	50.00				X			288,224.	0.	32,743.
(23) DESMIOND CHAVASSE VP, MALARIA CONTROL & CHILD SURVIVAL	50.00				X			281,793.	0.	20,610.
(24) CHASTAIN FITZGERALD VP, BUSINESS DEVELOPMENT & STRATEGIC	50.00				X			271,339.	0.	52,641.
(25) DAVID REENE SVP & COUNTRY REPRESANTATIVE (CR)	50.00				X			227,507.	0.	35,577.
(26) MOUSSA ABBO SR REG'L DIR., WEST & CENTRAL AFRICA	50.00				X			208,356.	0.	37,202.
1b Sub-total ▶								2,897,440.	0.	383,956.
c Total from continuation sheets to Part VII, Section A ▶								1,797,484.	0.	192,440.
d Total (add lines 1b and 1c) ▶								4,694,924.	0.	576,396.

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 ▶ 125

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
BDO USA,LLP P.O.BOX 642743, PITTSBURGH, PA 15264	AUDIT & TAX	559,435.
SONENTHAL & OVERALL 1120 19TH STREET, NW, WASHINGTON, DC 20036	LEGAL	359,439.
HIRESTRATEGY,INC, 1875 EXPLORER STREET, SUITE 520, RESTON, VA 20191	TEMPORARY HELP	260,237.
STEPTOE & JOHNSON, 1330 CONNECTICUT AVENUE, NW, WASHINGTON, DC 20036	LEGAL	170,285.
JST CONSULTING,INC 1508 PARK AVENUE, RICHMOND, VA 23220	CONSULTING	161,479.

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 11

SEE PART VII, SECTION A CONTINUATION SHEETS

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(27) BRIAN SMITH VP & SR REG'L DIR., ASIA & E. EUROPE	50.00				X			187,156.	0.	38,744.
(28) DOUGLAS CALL SR REG'L DIR., SOUTHERN AFRICA	50.00				X			173,908.	0.	36,615.
(29) LISA SIMUTAMI REGIONAL DIRECTOR, EAST AFRICA	50.00				X			172,779.	0.	36,591.
(30) BARRY WHITTLE CR-MYANMAR	50.00					X		279,920.	0.	18,423.
(31) BONER, ANDREW CR - NEPAL	50.00					X		267,704.	0.	16,436.
(32) ROBINSON, CYNTHIA L. CR - PAPUA NEW GUINEA	50.00					X		245,028.	0.	16,102.
(33) TILSON, DANA ASSOCIATE DIRECTOR , SRHT	50.00					X		241,485.	0.	14,137.
(34) SEASTEDT, ERIC W. CR - DOMINCAN REPUBLIC	50.00					X		229,504.	0.	15,392.
Total to Part VII, Section A, line 1c								1,797,484.		192,440.

232201
07-25-12

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	347,713,827.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	167,670,817.				
	g Noncash contributions included in lines 1a-1f: $		105,642,102.				
	h **Total.** Add lines 1a-1f			515,384,644.			
Program Service Revenue			Business Code				
	2 a PROCUREMENT FEE INCOME		900099	3,375,973.	3,375,973.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g **Total.** Add lines 2a-2f			3,375,973.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			428,186.			428,186.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
		(i) Real	(ii) Personal				
	6 a Gross rents	2,879,434.					
	b Less: rental expenses	1,916,933.					
	c Rental income or (loss)	962,501.					
	d Net rental income or (loss)			962,501.		269,161.	693,340.
	7 a Gross amount from sales of assets other than inventory	(i) Securities 59,862,357.	(ii) Other				
	b Less: cost or other basis and sales expenses	59,710,532.					
	c Gain or (loss)	151,825.					
	d Net gain or (loss)			151,825.			151,825.
	8 a Gross income from fundraising events (not including $ ____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a	10,764,761.				
	b Less: cost of goods sold	b	7,362,232.				
	c Net income or (loss) from sales of inventory			3,402,529.	3,402,529.		
	Miscellaneous Revenue		Business Code				
	11 a FOREIGN CUR TRANS LOSS		900099	-301,198.			-301,198.
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d			-301,198.			
	12 **Total revenue.** See instructions.			523,404,460.	6,778,502.	269,161.	972,153.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	14,501,378.	14,501,378.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	305,140,099.	305,140,099.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	5,271,320.	2,291,429.	2,947,434.	32,457.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	49,082,283.	36,750,908.	12,305,633.	25,742.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	2,037,976.	1,010,779.	1,023,139.	4,058.
9 Other employee benefits	10,926,731.	7,291,473.	3,622,280.	12,978.
10 Payroll taxes	1,857,537.	875,623.	977,987.	3,927.
11 Fees for services (non-employees):				
a Management				
b Legal	687,687.	223,257.	464,430.	
c Accounting	1,165,641.	523,458.	642,183.	
d Lobbying	74,290.	74,290.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	10,897,392.	7,279,297.	3,475,690.	142,405.
12 Advertising and promotion	14,128,559.	14,121,052.	7,507.	
13 Office expenses	4,611,480.	3,569,369.	1,041,888.	223.
14 Information technology	1,130,790.	501,626.	629,164.	
15 Royalties				
16 Occupancy	5,287,448.	3,554,842.	1,732,606.	
17 Travel	15,930,544.	13,543,910.	2,368,516.	18,118.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	2,537,094.	2,068,338.	466,895.	1,861.
20 Interest	35,122.		35,122.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	5,633,639.	4,220,509.	1,413,130.	
23 Insurance	1,239,397.	927,874.	311,523.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a COMMODITIES	48,149,198.	48,149,198.		
b FURNITURE AND EQUIPMENT	8,037,079.	7,831,610.	205,469.	
c TRAINING	3,856,517.	3,831,453.	25,064.	
d RESEARCH AND EVALUATION	2,799,687.	2,798,211.	1,476.	
e All other expenses	1,942,832.	791,366.	1,077,159.	74,307.
25 **Total functional expenses.** Add lines 1 through 24e	516,961,720.	481,871,349.	34,774,295.	316,076.
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing	130,895,687.	1	281,409,567.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	106,165,221.	3	68,413,844.
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	33,865,884.	8	72,231,158.
	9	Prepaid expenses and deferred charges	15,852,016.	9	12,573,763.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 77,782,421.			
	b	Less: accumulated depreciation — 10b: 21,698,036.	59,321,722.	10c	56,084,385.
	11	Investments - publicly traded securities	20,302,182.	11	18,898,500.
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	58,901,129.	15	34,080,798.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	425,303,841.	16	543,692,015.
Liabilities	17	Accounts payable and accrued expenses	52,554,275.	17	43,452,394.
	18	Grants payable		18	
	19	Deferred revenue	236,850,538.	19	285,932,896.
	20	Tax-exempt bond liabilities	28,200,000.	20	28,200,000.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	17,324,000.	23	17,291,806.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	58,308,928.	25	117,276,212.
	26	**Total liabilities.** Add lines 17 through 25	393,237,741.	26	492,153,308.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	21,803,739.	27	41,516,722.
	28	Temporarily restricted net assets	10,251,174.	28	10,010,798.
	29	Permanently restricted net assets	11,187.	29	11,187.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ [ ] and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	32,066,100.	33	51,538,707.
	34	Total liabilities and net assets/fund balances	425,303,841.	34	543,692,015.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	523,404,460.
2	Total expenses (must equal Part IX, column (A), line 25)	2	516,961,720.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,442,740.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	32,066,100.
5	Net unrealized gains (losses) on investments	5	151,697.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	12,878,170.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	51,538,707.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: [ ] Separate basis [X] Consolidated basis [ ] Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL
Employer identification number: 56-0942853

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

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 [ ] A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 [ ] A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 [ ] A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 [ ] A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 [ ] A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 [ ] A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 [ ] An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 [ ] An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 [ ] An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a [ ] Type I **b** [ ] Type II **c** [ ] Type III - Functionally integrated **d** [ ] Type III - Non-functionally integrated

e [ ] By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box [ ]

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

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

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

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

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	388,359,005.	195,742,605.	234,567,271.	348,982,099.	515,384,644.	1683035624.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	388,359,005.	195,742,605.	234,567,271.	348,982,099.	515,384,644.	1683035624.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						1683035624.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	388,359,005.	195,742,605.	234,567,271.	348,982,099.	515,384,644.	1683035624.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,018,108.	2,274,113.	2,402,693.	2,796,851.	3,307,620.	12,799,385.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		140,262.	2,802,847.	-282,147.	-301,198.	2,359,764.
11 **Total support.** Add lines 7 through 10						1698194773.

12 Gross receipts from related activities, etc. (see instructions) ..... 12 | 14,140,734.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ..... ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) ..... 14 | 99.11 %

15 Public support percentage from 2011 Schedule A, Part II, line 14 ..... 15 | 99.01 %

16a **33 1/3% support test - 2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ▶ ☒

b **33 1/3% support test - 2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ..... ▶ ☐

17a **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

b **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ..... ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ..... ▶ ☐

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

FOREIGN CUR TRANS GAIN

2009 AMOUNT: $ 140,262.

2010 AMOUNT: $ 2,802,847.

2011 AMOUNT: $ -282,147.

2012 AMOUNT: $ -301,198.

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

Schedule of Contributors

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

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2012

Name of the organization	**Employer identification number**
POPULATION SERVICES INTERNATIONAL	56-0942853

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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		$ 145,716,016.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2		$ 45,081,582.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3		$ 67,696,980.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4		$ 81,241,947.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5		$ 47,570,010.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
6		$ 21,355,585.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		$ 18,081,042.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8		$ 22,740,754.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9		$ 17,492,987.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	COMMODITIES	$ 45,081,582.	12/31/12
5	SECURITIES-PUBLICLY TRADED	$ 47,570,010.	12/31/12
		$	
		$	
		$	
		$	

Name of organization

POPULATION SERVICES INTERNATIONAL

Employer identification number

56-0942853

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

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.**
▶ **See separate instructions.**

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

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

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

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

Name of organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

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.

2 Political expenditures ▶ $

3 Volunteer hours

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ **Yes** ☐ **No**

4a Was a correction made? ☐ **Yes** ☐ **No**

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ **Yes** ☐ **No**

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

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

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

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

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

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)	74,290.	
c Total lobbying expenditures (add lines 1a and 1b)	74,290.	
d Other exempt purpose expenditures	516,887,430.	
e Total exempt purpose expenditures (add lines 1c and 1d)	516,961,720.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

	(a)	(b)
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ 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 instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	70,416.	87,577.	41,961.	74,290.	274,244.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

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

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

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

		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 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 expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to 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, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization POPULATION SERVICES INTERNATIONAL

Employer identification number 56-0942853

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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

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

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

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

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

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ ______

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

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

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

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

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

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

Part V Endowment Funds.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ ______ %

b Permanent endowment ▶ ______ %

c Temporarily restricted endowment ▶ ______ %

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

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

Part VI Land, Buildings, and Equipment.

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		24,938,612.		24,938,612.
b Buildings		23,505,846.	3,478,861.	20,026,985.
c Leasehold improvements		5,272,707.	1,934,920.	3,337,787.
d Equipment		4,789,096.	2,979,048.	1,810,048.
e Other		19,276,160.	13,305,207.	5,970,953.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				56,084,385.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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

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

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

(a) Description	(b) Book value
(1) DEPOSITS AND OTHERS	12,930,815.
(2) ADVANCES	14,753,067.
(3) DUE FROM AFFILIATES	1,403,351.
(4) DUE FROM UNCONSOLIDATED AFFILIATES	4,993,565.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 15.)* ▶	34,080,798.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEPOSITS HELD IN TRUST	116,160,020.
(3) OTHER LIABILITIES	1,116,192.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	117,276,212.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII .... [X]

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

1	Total revenue, gains, and other support per audited financial statements			1	546,449,232.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	151,697.		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	15,530,843.		
e	Add lines **2a** through **2d**			2e	15,682,540.
3	Subtract line **2e** from line **1**			3	530,766,692.
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	-7,362,232.		
c	Add lines **4a** and **4b**			4c	-7,362,232.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	523,404,460.

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

1	Total expenses and losses per audited financial statements			1	537,695,363.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d	20,733,643.		
e	Add lines **2a** through **2d**			2e	20,733,643.
3	Subtract line **2e** from line **1**			3	516,961,720.
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	516,961,720.

Part XIII Supplemental Information

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

PART X, LINE 2: PSI ADOPTED THE PROVISIONS OF ASC 740-10, INCOME TAXES, ON JANUARY 1, 2007. UNDER ASC 740-10, AN ORGANIZATION MUST RECOGNIZE THE TAX BENEFIT ASSOCIATED WITH TAX POSITIONS TAKEN FOR TAX RETURN PURPOSES WHEN IT IS MORE-LIKELY-THAN-NOT THAT THE POSITION WILL BE SUSTAINED. THE IMPLEMENTATION OF ASC 740-10 HAD NO IMPACT ON PSI'S FINANCIAL STATEMENTS. PSI DOES NOT BELIEVE THERE ARE ANY UNRECOGNIZED TAX BENEFITS THAT SHOULD BE RECORDED. NO INTEREST OR PENALTIES WERE ACCRUED AS OF JANUARY 1, 2007 AS A RESULT OF THE ADOPTION OF ASC 740-10. FOR THE

Part XIII Supplemental Information *(continued)*

YEARS ENDED DECEMBER 31, 2012 AND 2011, THERE WERE NO INTEREST OR PENALTIES RECORDED OR INCLUDED IN THE STATEMENTS OF ACTIVITIES. PSI IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FOREIGN CORPORATIONS' ACTIVITY	15,530,843.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	-7,362,232.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FOREIGN CORPORATIONS' ACTIVITY	13,371,411.
COST OF GOODS SOLD	7,362,232.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	20,733,643.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

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

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

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

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

(a) Region	**(b)** Number of offices in the region	**(c)** Number of employees, agents, and independent contractors in region	**(d)** Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	**(e)** If activity listed in (d) is a program service, describe specific type of service(s) in region	**(f)** Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	166	6	PROGRAM SERVICES	SOCIAL MARKETING	29,563,982.
EAST ASIA AND THE PACIFIC	1587	42	PROGRAM SERVICES	SOCIAL MARKETING	43,146,258.
NORTH AMERICA	36	3	PROGRAM SERVICES	SOCIAL MARKETING	2,915,271.
RUSSIA & THE NEWLY INDEPENDENT STATES	75	4	PROGRAM SERVICES	SOCIAL MARKETING	5,667,843.
SOUTH ASIA	991	13	PROGRAM SERVICES	SOCIAL MARKETING	24,758,947.
SUB-SAHARAN AFRICA	3742	168	PROGRAM SERVICES	SOCIAL MARKETING	316,750,673.
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENTS		265,261.
SOUTH AMERICA	0	0	INVESTMENTS		1,838,589.
3 a Sub-total	6597	236			424,906,824.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	6597	236			424,906,824.

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	PSI/KENYA	45,397,468.	WIRE	0.		
		SUB-SAHARAN AFRICA	ASSOCIATION DE SANTE FAMILIALE - DRC	39,337,468.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/MADAGASCAR	27,082,670.	WIRE	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	PSI/HAITI	22,051,206.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/ZIMBABWE	19,288,822.	WIRE	0.		
		SOUTH ASIA	PSI/INDIA	17,741,816.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/TANZANIA	16,856,171.	WIRE	0.		
		SUB-SAHARAN AFRICA	SOCIETY FOR PUBLIC HEALTH (SFH) - ZAMBIA	16,401,393.	WIRE	0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ▶ 100

3 Enter total number of other organizations or entities ▶ 0

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	PSI/MALAWI	13,337,706.	WIRE	0.		
		SUB-SAHARAN AFRICA	SOCIETY FOR FAMILY HEALTH - SOUTH AFRICA	11,911,993.	WIRE	0.		
		SUB-SAHARAN AFRICA	PACE - UGANDA	9,163,149.	WIRE	0.		
		SUB-SAHARAN AFRICA	ASSOCIATION CAMEROUNAISE POUR LE MARKETING SOCIAL (ACMS) - CAMEROON	8,062,545.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/SWAZILAND	5,953,962.	WIRE	0.		
		SUB-SAHARAN AFRICA	ASSOCIATION BENINOISE POUR LE MARKETING SOCIAL (ABMS) - BENIN	5,528,899.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/LESOTHO	5,028,539.	WIRE	0.		
		SUB-SAHARAN AFRICA	SOMALIA MATERNAL & CHILD HEALTH	4,795,272.	CHECK	0.		
		SOUTH ASIA	PAKISTAN FAMILY PLANNING & MATERNAL HEALTH	4,318,981.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	SOCIETY FOR FAMILY HEALTH - TRINIDAD & TOBAGO	3,044,596.	WIRE	0.		
		NORTH AMERICA	POPULATION SERVICES INTERNATIONAL PSI, A.C. - MEXICO	2,865,813.	WIRE	0.		
		EAST ASIA AND THE PACIFIC	Q.HOUSE - THAILAND	2,849,979.	WIRE	0.		
		SUB-SAHARAN AFRICA	ANZANIA SOCAL MARKETING	2,713,619.	CHECK	0.		
		SUB-SAHARAN AFRICA	PSI/BOTSWANA	2,701,922.	WIRE	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	CENTER FOR SOCIAL DEVELOPMENT & INFORMATION - RUSSIA	2,216,487.	WIRE	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	GUATEMALA - REGIONAL OFFICE	1,653,507.	WIRE	0.		
		SUB-SAHARAN AFRICA	PSI/TOGO - ATMS	1,498,800.	WIRE	0.		
		SOUTH ASIA	NEPAL REDUCE HIV IMPACT	1,224,879.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	ASSOCIATION CENTRAFRICAINE POUR LE MARKETING SOCIAL (ACAMS) - CAR	1,050,965.	WIRE	0.		
		SUB-SAHARAN AFRICA	RWANDA SOCIAL MARKETING	935,474.	CHECK	0.		
		SUB-SAHARAN AFRICA	SOUTH SUDAN MALARIA	894,972.	CHECK	0.		
		SUB-SAHARAN AFRICA	REGIONAL MALARIA PREVENTION	569,014.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	KAZAHKSTAN HIV	517,388.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA INTEGRATED HEALTH	422,874.	CHECK	0.		
		SUB-SAHARAN AFRICA	ETHIOPIA HIV PREVENTION	407,190.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	TAJIKISTAN HEALTH OUTREACH PROGRAM	405,011.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	KAZAHKSTAN HEALTH OUTREACH PROGRAM	356,244.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	CAMBODIA SOCIAL MARKETING AND BEHAVIOR CHANGE	355,974.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	KYRGYSTAN HEALTH OUTREACH PROGRAM	311,093.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA HIV PREVENTION	283,826.	CHECK	0.		
		SOUTH ASIA	NEPAL MALARIA	263,656.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	PNG MALARIA OUTREACH	240,410.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	PASMO BELIZE	227,228.	WIRE	0.		
		SUB-SAHARAN AFRICA	ANGOLA HIV MOST AT RISK POPULATIONS	220,720.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE INTEGRATED HEALTH SOCIAL MARKETING	214,589.	CHECK	0.		
		SUB-SAHARAN AFRICA	TANZANIA HIV PREVENTION	206,934.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA	NEPAL MATERNAL HEALTH	198,502.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	VIETNAM HIV	194,494.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA FAMILY PLANNING & MATERNAL HEALTH	190,583.	CHECK	0.		
		SUB-SAHARAN AFRICA	ETHIOPIA HIV COMMUNICATION OUTREACH	188,967.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR MALARIA MARC PROJECT	183,149.	CHECK	0.		
		SUB-SAHARAN AFRICA	SOUTH SUDAN INTEGRATED COMMUNITY CASE MANAGEMENT	177,083.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	HAITI HIV & FAMILY PLANNING	170,871.	CHECK	0.		
		SUB-SAHARAN AFRICA	COTE D'IVOIRE HIV	169,245.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYAMNAR FAMILY PLANNING	149,000.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA	PAKISTAN FAMILY PLANNING & CONTRACEPTION	130,568.	CHECK	0.		
		SUB-SAHARAN AFRICA	GUINEA SOCIAL MARKETING	125,027.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR HEALTH MARKETS	124,492.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	REGIONAL SE ASIA HIV CHINA	119,373.	CHECK	0.		
		SOUTH ASIA	INDIA PROJECT CONNECT HIV	111,328.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE MALARIA & DIARRHEA	110,927.	CHECK	0.		
		SOUTH ASIA	INDIA TB CONTROL & CARE INITUITIVE	106,750.	CHECK	0.		
		SUB-SAHARAN AFRICA	NIGERIA MATERNAL HEALTH	100,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA MALARIA	99,448.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	MULU HIV PREVENTION	91,967.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	DOMINICAN REPUBLIC HIV/STI	89,434.	CHECK	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	ROMANIA HIV PREVENTION	87,157.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	DOMINICAN REPUBLIC CONDOM SOCIAL MARKETING	80,959.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	REGIONAL SE ASIA HIV LAOS	78,112.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE HIV PREVENTION	71,762.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	PNG HEALTH PROJECT	66,654.	CHECK	0.		
		SUB-SAHARAN AFRICA	RWANDA REPRODUCTIVE HEALTH	61,212.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR HEALTH MARKETS	58,976.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	MOZAMBIQUE - FEMALE CONDOM AND LGBT	58,012.	CHECK	0.		
		SUB-SAHARAN AFRICA	ANGOLA MALARIA DELIEVER PROJECT	56,337.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA MALARIA CONTROL	54,453.	CHECK	0.		
		SOUTH ASIA	PAKISTAN CLEAN WATER	50,000.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CENTRAL AMERICA REGION HIV	49,824.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	CENTRAL ASIA HEALTH OUTREACH	48,754.	CHECK	0.		
		SUB-SAHARAN AFRICA	SOUTH SUDAN COUNTRY COORDINATING MECHANISM	45,119.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	CAMBODIA HIV PREVENTION	42,638.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	DOMINICAN REPUBLIC HIV PREVENTION	42,181.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	COTE D'IVOIRE MALARIA	42,138.	CHECK	0.		
		SUB-SAHARAN AFRICA	NIGERIA FAMILY PLANNING & MATERNAL HEALTH	41,952.	CHECK	0.		
		SUB-SAHARAN AFRICA	SWAZILAND HIV	40,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	NIGERIA MATERNAL HEALTH	30,533.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE FEMALE CONDOM	30,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	REGIONAL HIV	27,548.	CHECK	0.		
		SUB-SAHARAN AFRICA	SOMALIAND FAMILY PLANNING	26,912.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	DOMINICAN REPUBLIC CLEAN DRINKING WATER	24,574.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	MYANMAR BEHAVIOR CHANGE	23,185.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	NAMBIA HIV	21,950.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI SOCIAL MARKETING	20,685.	CHECK	0.		
		SUB-SAHARAN AFRICA	SOUTH SUDAN SAFE WATER	20,296.	CHECK	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	HAITI MALARIA	17,214.	CHECK	0.		
		RUSSIA & THE NEWLY INDEPENDENT STATES	RUSSIA HIV	16,000.	CHECK	0.		
		SUB-SAHARAN AFRICA	MALI MATERNAL HEALTH	15,104.	CHECK	0.		
		SUB-SAHARAN AFRICA	MOZAMBIQUE - FEMALE CONDOM	12,825.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	REGIONAL ASIA HIV	11,791.	CHECK	0.		
		SUB-SAHARAN AFRICA	NAMIBIA WATER PURIFICATION	9,094.	CHECK	0.		

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	VIETNAM TB REACH	7,493.	CHECK	0.		
		EAST ASIA AND THE PACIFIC	PNG HEALTH IMPACT	5,891.	CHECK	0.		

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

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

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ..... [X] Yes [ ] No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ..... [ ] Yes [X] No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ..... [X] Yes [ ] No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ..... [ ] Yes [X] No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ..... [ ] Yes [X] No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* ..... [ ] Yes [X] No

Part V Supplemental Information

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

SCHEDULE F, PART I, LINE 2: PSI HAS THE RESPONSIBILITY TO ENSURE THAT OUR SUBRECIPIENTS SPEND AWARDS IN ACCORDANCE WITH THE DONOR'S APPLICABLE LAWS AND REGULATIONS AND PSI'S INTERNAL POLICIES AND PROCEDURES ON SUBRECIPIENT MANAGEMENT. THIS STATEMENT IS TRUE WHEN PSI, AS A PRIMARY RECIPIENT OF DONOR FUNDS, AWARDS PART OF THE GRANT TO A SUBRECIPIENT. COMPLIANCE WITH DONOR IMPOSED AUDITS (PROGRAM SPECIFIC OR SINGLE AUDIT, FOR EXAMPLE) IS ONLY ONE OF THE MANY SUBRECIPIENT MONITORING TOOLS AVAILABLE. SUBRECIPIENT MONITORING SHOULD OCCUR THROUGHOUT THE YEAR OR THE PROJECT PERIOD AND NOT SOLELY RELY ON A YEARLY AUDIT. MONITORING THROUGH ON A CONTINUOUS BASIS CAN TAKE MANY FORMS. A FUNDAMENTAL MONITORING TOOL IS INFORMING THE SUBRECIPIENT OF THE BASIC AWARD INFORMATION (E.G. GRANT/CONTRACT AGREEMENT NUMBER, DONOR NAME, AWARD TERM) AND APPLICABLE COMPLIANCE REQUIREMENTS. ADDITIONAL MONITORING TOOLS INCLUDE THE FOLLOWING: - 1. REVIEWING FINANCIAL PERFORMANCE REPORTS SUBMITTED BY THE SUBRECIPIENT. 2. PERFORMING SITE VISITS TO THE SUBRECIPIENT TO REVIEW FINANCIAL AND PROGRAMMATIC RECORDS AND OBSERVE OPERATIONS. 3. REGULAR CONTACT WITH THE SUBRECIPIENT AND MAKING APPROPRIATE INQUIRIES CONCERNING PROGRAM ACTIVITIES. 4. ARRANGING FOR AGREED-UPON PROCEDURES AND ENGAGEMENTS FOR CERTAIN ASPECTS OF THE SUBRECIPIENT ACTIVITIES, SUCH AS ELIGIBILITY DETERMINATION. DONOR LAWS AND REGULATIONS MAY IMPOSE SUBRECIPIENT MONITORING REQUIREMENTS SPECIFIC TO A PROGRAM. IN ADDITION, FACTORS SUCH AS THE SIZE OF THE AWARDS, PERCENTAGE OF THE PASS-THROUGH ENTITY'S TOTAL PROGRAM FUNDS AWARDED TO SUBRECIPIENTS, THE COMPLEXITY OF THE COMPLIANCE REQUIREMENTS, AND RISK OF SUBRECIPIENT NON-COMPLIANCE AS ASSESSED BY THE PASS-THROUGH ENTITY MAY INFLUENCE THE NATURE AND EXTENT OF THE MONITORING PROCEDURES. PROGRAM COMPLEXITY: PROGRAMS WITH COMPLEX COMPLIANCE REQUIREMENTS HAVE A HIGHER

Part V **Supplemental Information**

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

RISK OF NON-COMPLIANCE. PASS-THROUGH FUNDING: THE LARGER THE PERCENTAGE OF PROGRAM AWARDS PASSED THROUGH, THE GREATER THE NEED FOR PSI TO MONITOR THE SUBRECIPIENT. AMOUNT OF AWARD: LARGER DOLLAR AWARDS ARE OF GREATER RISK. SUBRECIPIENTS ARE EVALUATED AND ASSESSED TO DETERMINE IF THERE IS A NEED FOR CLOSER MONITORING. IN GENERAL, NEW SUBRECIPIENTS WOULD REQUIRE CLOSER MONITORING. EXISTING SUBRECIPIENTS WILL BE EVALUATED BASED ON RESULTS OF AWARD MONITORING AND SUBRECIPIENT AUDITS.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047
2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL
Employer identification number: 56-0942853

Part I — General Information on Grants and Assistance

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ABT ASSOCIATES 55 WHEELER STREET CAMBRIDGE, MA 02138-1168	22-6548547		263,839.	0.			BENIN HIV/AIDS
ABT ASSOCIATES 55 WHEELER STREET CAMBRIDGE, MA 02138-1168	22-6548547		76,817.	0.			INDIA FAMILY PLANNING
CARE INTERNATIONAL 151 ELLIS STREET ATLANTA, GA 30303	13-1685039	501(C)(3)	850,905.	0.			ZAMBIA HIV, MALARIA AND MATERNAL HEALTH
CICATELLI ASSOCIATES, INC. 505 8TH AVE FL 16 NEW YORK, NY 10018	13-3020576	501(C)(3)	52,650.	0.			MEXICO HIV PREVENTION
CICATELLI ASSOCIATES, INC. 505 8TH AVE FL 16 NEW YORK, NY 10018	13-3020576	501(C)(3)	169,470.	0.			CENTRAL AMERICA REGIONAL HIV PREVENTION
CLINTON HEALTH ACCESS INITIATIVE INC. - 383 DORCHESTER AVE STE 400 - BOSTON, MA 02127	27-1414646	501(C)(3)	327,717.	0.			TANZANIA SOCIAL MARKETING PROGRAM

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 50.

3 Enter total number of other organizations listed in the line 1 table ▶ 9.

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COOPERATIVE HOUSING FOUNDATION 8601 GEORGIA AVENUE, SUITE 800 SILVER SPRING, MD 20910	52-0846183	501(C)(3)	361,462.	0.			RWANDA BEHAVIORAL CHANGE SOCIAL MARKETING
CROWN AGENTS USA, INC. 1129 20TH STREET, N.W., SUITE 500 WASHINGTON, DC 20036	52-2112316		142,362.	0.			MALAWI DISTRIBUTION AND MARKETING OF MALARIA NETS
DKT INTERNATIONAL INC. 1701 K STREET, NW SUITE 900 WASHINGTON, DC 20036	58-1593137	501(C)(3)	218,222.	0.			DUTCH SOCIAL MARKETING
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION (EGPAF) - 1140 CONNECTICUT AVENUE, N.W., SUITE 200 - WASHINGTON, DC 20036	95-4191698	501(C)(3)	103,433.	0.			SWAZILAND HIV PREVENTION
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION (EGPAF) - 1140 CONNECTICUT AVENUE, N.W., SUITE 200 - WASHINGTON, DC 20036	95-4191698	501(C)(3)	132,119.	0.			LESOTHO HIV PREVENTION
ENGENDERHEALTH, INC. 440 9TH AVENUE NEW YORK, NY 10001	13-1623838	501(C)(3)	246,708.	0.			TANZANIA HIV PREVENTION
FAMILY HEALTH INTERNATIONAL 2224 E NC HWY 54 DURHAM, NC 27713	23-7413005	501(C)(3)	286,708.	0.			DR CONGO AIDS
GLOBAL BUSINESS COALITION 110 WILLIAM STREET SUITE 1800 NEW YORK, NY 10038	13-4185520	501(C)(3)	529,879.	0.			RUSSIA HIV PREVENTION
GUTTMACHER INSTITUTE INC. 125 MAIDEN LANE, 7TH FLOOR NEW YORK, NY 10038	13-2890727	501(C)(3)	129,934.	0.			MULTI-REGIONAL FAMILY PLANNING

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HOPE GLOBAL CONSULTING, LLC. 930 MONTGOMERY STREET, SUITE 300 SAN FRANCISCO, CA 94133	27-0562064		37,176.	0.			CONGO HIV, MALARIA, FAMILY PLANNING, WATER
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	83,109.	0.			BELIZE HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	22,044.	0.			COSTA RICA HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	53,599.	0.			EL SALVADOR HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	60,704.	0.			GUATEMALA HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	41,465.	0.			MEXICO HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	32,502.	0.			NICARAGUA HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	23,283.	0.			PANAMA HIV PREVENTION
INTERNATIONAL PLANNED PARENTHOOD 125 MAIDEN LANE, 9TH FLOOR NEW YORK, NY 10038	13-1845455	501(C)(3)	112,845.	0.			CENTRAL AMERICA REGIONAL HIV PREVENTION

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTERNATIONAL RESCUE COMMITTEE, INC. (IRC) - 122 EAST 42ND STREET - NEW YORK, NY 10168	13-5660870	501(C)(3)	392,790.	0.			SOUTH SUDAN HEALTH SERVICES
INTRAHEALTH INTERNATIONAL, INC. 6340 QUADRANGLE DRIVE, SUITE 200 CHAPEL HILL, NC 27517	55-0825466	501(C)(3)	47,658.	0.			MULTI-REGIONAL FAMILY PLANNING
INTRAHEALTH INTERNATIONAL, INC. 6340 QUADRANGLE DRIVE, SUITE 200 CHAPEL HILL, NC 27517	55-0825466	501(C)(3)	92,632.	0.			ZAMBIA HIV, MALARIA AND MATERNAL HEALTH
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	53,130.	0.			BENIN HIV/AIDS
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	327,680.	0.			RWANDA BEHAVIORAL CHANGE SOCIAL MARKETING
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	75,888.	0.			MADAGASCAR FAMILY PLANNING
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	140,908.	0.			REGIONAL SOUTH AFRICA HIV
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	303,512.	0.			SWAZILAND HIV PREVENTION
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	348,876.	0.			LESOTHO HIV PREVENTION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET NO C020 BALTIMORE, MD 21218	52-0595110	501(C)(3)	121,687.	0.			ZAMBIA HIV, MALARIA AND MATERNAL HEALTH
KIMETRICA LLC 2020 PENNSYLVANIA AVE, NW #715 WASHINGTON, DC 20006	20-5000444		16,484.	0.			MALAWI DISTRIBUTION AND MARKETING OF MALARIA NETS
LUKE COMMISSION INC. PO BOX 1335 SAGLE, ID 83860	20-8635797	501(C)(3)	238,851.	0.			SWAZILAND HIV PREVENTION
MARIE STOPES INTERNATIONAL 1 CONWAY STREET, FITZROY SQUARE LONDON, UNITED KINGDOM	54-1901882	501(C)(3)	1,797,675.	0.			REGIONAL SOUTH AFRICA HIV
MEDICAL CARE DEVELOPMENT INC. 11 PARKWOOD DR AUGUSTA, ME 04330	01-6022787	501(C)(3)	406,637.	0.			MADAGASCAR MALARIA NETS
MERLIN FOUNDATION 919 THIRD AVE NEW YORK, NY 10022	23-7418853	501(C)(3)	72,838.	0.			SOUTH SUDAN HEALTH SERVICES
MONITOR COMPANY GROUP, L.P. 2 CANAL PARK CAMBRIDGE, MA 02141	04-3532729		540,000.	0.			INDIA SUSTAINABLE SANITATION IMPROVEMENTS
OVERSEAS STRATEGIC CONSULTING LTD 1500 WALNUT ST PHILADELPHIA, PA 19102	23-2720769		77,242.	0.			ZAMBIA HIV, MALARIA AND MATERNAL HEALTH
PACT, INC. 1828 L ST, SUITE 300, NW WASHINGTON, DC 20036	13-2702768	501(C)(3)	430,516.	0.			MOZAMBIQUE INTEGRATED HEALTH SOCIAL MARKETING

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC section if applicable	**(d)** Amount of cash grant	**(e)** Amount of non-cash assistance	**(f)** Method of valuation (book, FMV, appraisal, other)	**(g)** Description of non-cash assistance	**(h)** Purpose of grant or assistance
PACT, INC. 1828 L ST, SUITE 300, NW WASHINGTON, DC 20036	13-2702768	501(C)(3)	973,638.	0.			MALAWI EVIDENCE BASED TARGETED HIGH RISK BEHAVIOR
PACT, INC. 1828 L ST, SUITE 300, NW WASHINGTON, DC 20036	13-2702768	501(C)(3)	293,880.	0.			REGIONAL ASIA HIV PREVENTION
PATHFINDER INTERNATIONAL 9 GALEN STREET, SUITE 217 WATERTOWN, MA 02472	53-0235320	501(C)(3)	120,081.	0.			MOZAMBIQUE HIV PREVENTION
PATHFINDER INTERNATIONAL 9 GALEN STREET, SUITE 217 WATERTOWN, MA 02472	53-0235320	501(C)(3)	133,791.	0.			MOZAMBIQUE HIV PREVENTION
PATHFINDER INTERNATIONAL 9 GALEN STREET, SUITE 217 WATERTOWN, MA 02472	53-0235320	501(C)(3)	67,640.	0.			MOZAMBIQUE HIV AND FAMILY PLANNING
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA, 9TH FL NEW YORK, NY 10017	13-1687001	501(C)(3)	1,118,560.	0.			REGIONAL SOUTH AFRICA HIV
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA, 9TH FL NEW YORK, NY 10017	13-1687001	501(C)(3)	230,286.	0.			ZAMBIA HIV, MALARIA AND MATERNAL HEALTH
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD, VA 22646	53-0242962	501(C)(3)	411,225.	0.			CENTRAL ASIA HEALTH OUTREACH PROGRAM
RTI INTERNATIONAL 3040 E. CORNWALLIS ROAD RESEARCH TRIANGLE PARK, NC 27709	56-0686338	501(C)(3)	19,042.	0.			REGIONAL ASIA HIV PREVENTION

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SAVE THE CHILDREN FEDERATION, INC. 54 WILTON ROAD WESTPORT, CT 06880	06-0726487	501(C)(3)	28,755.	0.			REGIONAL ASIA HIV PREVENTION
SOCIAL IMPACT INC 4312 MAIN ST APT 406 PHILADELPHIA, PA 19127	27-4002976	501(C)(3)	231,391.	0.			CONGO HIV, MALARIA, FAMILY PLANNING, WATER
THE QED GROUP LLC 1250 I STREET, SUITE 1100 WASHINGTON, DC 20005			12,413.	0.			CONGO HIV, MALARIA, FAMILY PLANNING, WATER
UNITED NATIONS DEVELOPMENT PROJECT (UNDP) - 270 PARK AVE, 43RD FLOOR - NEW YORK, NY 10017	13-2626199	501(C)(3)	125,000.	0.			NEPAL REDUCE HIV IMPACT
UNIVERSITY OF WASHINGTON 3917 UNIVERSITY WAY NE SEATTLE, WA 98195	94-3079432	501(C)(3)	21,204.	0.			REGIONAL SOUTH AFRICA HIV
WILD LIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	13-1740011	501(C)(3)	7,241.	0.			MADAGASCAR FAMILY PLANNING
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA CH-1211 GENEVA, SWITZERLAND			449,522.	0.			NEPAL MALARIA
WORLD VISION INTERNATIONAL 800 WEST CHESTNUT AVE MONROVIA, CA 91016	95-3202116	501(C)(3)	381,450.	0.			SOUTH SUDAN HEALTH SERVICES

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

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

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

SCHEDULE I, PART I, LINE 2: SEE SCHEDULE F, PART V

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization	Employer identification number
POPULATION SERVICES INTERNATIONAL	56-0942853

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Travel for companions ☒ Tax indemnification and gross-up payments ☐ Discretionary spending account ☒ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☒ Health or social club dues or initiation fees ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	**1b**	X	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	X	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☐ Compensation committee ☐ Independent compensation consultant ☒ Form 990 of other organizations ☒ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	**4a**		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	**5a**		X
b	Any related organization?	**5b**		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	**6a**		X
b	Any related organization?	**6b**		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	**8**		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	**9**		

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
(1) KARL HOFMANN	(i)	334,376.	57,500.	414.	27,500.	24,523.	444,313.	0.
PRESIDENT & CHIEF EXECUTIVE OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) PETER CLANCY	(i)	290,941.	50,000.	862.	27,500.	23,689.	392,992.	0.
EVP & CHIEF OPERATING OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) KIM SCHWARTZ	(i)	266,819.	45,000.	774.	27,500.	19,287.	359,380.	0.
SVP AND CHIEF FINANCIAL OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) STEVE CHAPMAN	(i)	252,591.	37,500.	6,513.	26,946.	1,252.	324,802.	0.
SVP & CHIEF TECHNOLOGY OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) SALLY COWAL	(i)	242,762.	32,500.	1,669.	25,944.	1,042.	303,917.	0.
SVP & CHIEF LIASION OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) KATHLYN ROBERTS	(i)	257,958.	30,000.	266.	27,500.	5,243.	320,967.	0.
VP, CORPORATE MARKETING, COMM. & AD.	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) DESMIOND CHAVASSE	(i)	169,491.	40,000.	72,302.	8,475.	12,135.	302,403.	0.
VP, MALARIA CONTROL & CHILD SURVIVAL	(ii)	0.	0.	0.	0.	0.	0.	0.
(8) CHASTAIN FITZGERALD	(i)	241,069.	30,000.	270.	26,518.	26,123.	323,980.	0.
VP, BUSINESS DEVELOPMENT & STRATEGIC	(ii)	0.	0.	0.	0.	0.	0.	0.
(9) DAVID REENE	(i)	204,593.	22,500.	414.	21,433.	14,144.	263,084.	0.
SVP & COUNTRY REPRESANTATIVE (CR)	(ii)	0.	0.	0.	0.	0.	0.	0.
(10) MOUSSA ABBO	(i)	162,942.	45,000.	414.	17,924.	19,278.	245,558.	0.
SR REG'L DIR., WEST & CENTRAL AFRICA	(ii)	0.	0.	0.	0.	0.	0.	0.
(11) BRIAN SMITH	(i)	176,886.	10,000.	270.	19,457.	19,287.	225,900.	0.
VP & SR REG'L DIR., ASIA & E. EUROPE	(ii)	0.	0.	0.	0.	0.	0.	0.
(12) DOUGLAS CALL	(i)	158,728.	15,000.	180.	17,350.	19,265.	210,523.	0.
SR REG'L DIR., SOUTHERN AFRICA	(ii)	0.	0.	0.	0.	0.	0.	0.
(13) LISA SIMUTAMI	(i)	157,509.	15,000.	270.	17,326.	19,265.	209,370.	0.
REGIONAL DIRECTOR, EAST AFRICA	(ii)	0.	0.	0.	0.	0.	0.	0.
(14) BARRY WHITTLE	(i)	159,561.	15,000.	105,359.	7,973.	10,450.	298,343.	0.
CR-MYANMAR	(ii)	0.	0.	0.	0.	0.	0.	0.
(15) BONER, ANDREW	(i)	123,016.	4,500.	140,188.	6,070.	10,366.	284,140.	0.
CR - NEPAL	(ii)	0.	0.	0.	0.	0.	0.	0.
(16) ROBINSON, CYNTHIA L.	(i)	116,286.	3,000.	125,742.	5,754.	10,348.	261,130.	0.
CR - PAPUA NEW GUINEA	(ii)	0.	0.	0.	0.	0.	0.	0.

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

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

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

(A) Name and Title		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported as deferred in prior Form 990
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
(17) TILSON, DANA	(i)	115,449.	8,000.	118,036.	5,729.	8,408.	255,622.	0.
ASSOCIATE DIRECTOR , SRHT	(ii)	0.	0.	0.	0.	0.	0.	0.
(18) SEASTEDT, ERIC W.	(i)	101,578.	1,500.	126,426.	5,079.	10,313.	244,896.	0.
CR - DOMINCAN REPUBLIC	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION POLICY AS A MEANS OF REWARDING EMPLOYEES IN THEIR ACHIEVING INDIVIDUAL AND ORGANIZATIONAL GOALS.

SCHEDULE J, PART II, COLUMN (III): OTHER REPORTABLE COMPENSATION INCLUDES HOUSING AND EDUCATIONAL ALLOWANCES, DANGER PAY, POST ALLOWANCE AND POST DIFFERENTIAL. THESE COSTS APPLY TO THOSE EMPLOYEES LISTED ON SCHEDULE J, WHO ARE BASED OVERSEAS.

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

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.

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2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL
Employer identification number: 56-0942853

Part I Bond Issues

SEE PART VI FOR COLUMN (F) CONTINUATIONS

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased Yes	(g) Defeased No	(h) On behalf of issuer Yes	(h) On behalf of issuer No	(i) Pooled financing Yes	(i) Pooled financing No
A	DISTRICT OF COLUMBIA	53-6001131	2548392E2	11/01/07	28,200,000.	PURCHASE OF LAND, OFFICE BUILDING, AND IMPROVEMENT		X		X		X
B												
C												
D												

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired				
2	Amount of bonds legally defeased				
3	Total proceeds of issue	28,200,000.			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	176,250.			
8	Credit enhancement from proceeds				
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	28,023,750.			
11	Other spent proceeds				
12	Other unspent proceeds				
13	Year of substantial completion	2007			

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of 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							

Part III Private Business Use

		A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D 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						

Part III Private Business Use *(Continued)*

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
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?								
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 ▶		%		%		%		%
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 ▶		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%
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 non-governmental 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 Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
1 Has the issuer filed Form 8038-T?	X							
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?								
c No rebate due?								
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
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?								

Part IV Arbitrage *(Continued)*

	A Yes	A No	B Yes	B No	C Yes	C No	D Yes	D No
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 Yes	A No	B Yes	B No	C Yes	C No	D Yes	D 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 is not available under applicable regulations?								

Part VI Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: DISTRICT OF COLUMBIA

(F) DESCRIPTION OF PURPOSE:

PURCHASE OF LAND, OFFICE BUILDING, AND IMPROVEMENTS.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

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2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

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	1	47,570,010.	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 ▶ (COMMODITIES)	X	6	58,072,092.	FMV
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

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

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II.			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard 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 did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.			

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule M (Form 990) (2012)**

232141
12-20-12

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

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

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2012
Open to Public Inspection

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number 56-0942853

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

MEASURABLY IMPROVE THE HEALTH OF PEOPLE IN THE DEVELOPING WORLD,
PRINCIPALLY THROUGH SOCIAL MARKETING BY FOCUSING ON SERIOUS CHALLENGES
LIKE A LACK OF FAMILY PLANNING, HIV AND AIDS, BARRIERS TO MATERNAL
HEALTH, AND THE GREATEST THREATS TO CHILDERN UNDER FIVE, INCLUDING
MALARIA, DIARRHEA, PNEUMONIA, AND MALNUTRITION.

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

ANGOLA, BELIZE, BENIN (DAHOMEY), BOTSWANA,
BURUNDI, CAMBODIA, CAMEROON, TRINIDAD & TOBAGO,
CENTRAL AFRICAN REP, KAZAKHSTAN, KYRGYZSTAN, TAJIKISTAN,
CHINA, COSTA RICA, COTE D IVOIRE, CONGO, DEM REP,
DOMINICAN REPUBLIC, EL SALVADOR, ETHIOPIA, GUATEMALA,
GUINEA, HAITI, HONDURAS, INDIA,
KENYA, LAOS, LESOTHO, MADAGASCAR,
MALAWI, MALI, MEXICO, MOZAMBIQUE,
BURMA, NEPAL, NICARAGUA, NIGERIA,
PAKISTAN, PANAMA, PAPUA NEW GUINEA, PARAGUAY,
RUSSIA, RWANDA, SOMALIA, SOUTH AFRICA,
SUDAN, SWAZILAND, TANZANIA, THAILAND,
TOGO, UGANDA, VIETNAM,
ZAMBIA, ZIMBABWE

FORM 990, PART VI, SECTION A, LINE 5: DURING 2012, PSI BECAME AWARE OF
SIGNIFICANT DIVERSIONS OF ASSETS TOTALING $545,945 IN DIFFERENT INSTANCES
ACROSS SIX COUNTRIES. FOR ALL INSTANCES REPORTED, PSI PERFORMED

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

INVESTIGATIONS TO DETERMINE THE EXTENT OF THE ISSUE, REPORTED THE VALUE TO ANY FUNDERS WHOSE ACTIVITIES WERE IMPACTED BY THE DIVERSIONS, ENSURED THAT FUNDS WERE RETURNED FROM OTHER SOURCES, AND IDENTIFIED IMPROVEMENTS TO INTERNAL CONTROLS TO REDUCE THE RISK OF SIMILAR OCCURRENCES. THE STAFF INVOLVED IN THESE INSTANCES ARE NO LONGER EMPLOYED BY PSI. IN A SEPARATE INCIDENT, PSI SUFFERED A LOSS OF PRODUCT WITH A VALUE OF $269,588 DUE TO POLITICAL INSTABILITY, DESPITE BEST EFFORTS TO MAINTAIN PRODUCTS IN A SECURE ENVIRONMENT.

FORM 990, PART VI, SECTION B, LINE 11: THE ORGANIZATION'S GOVERNING BODY IS PRESENTED WITH A DRAFT OF THE FORMS 990 AND 990T PRIOR TO FILING. THE EXECUTIVE COMMITTEE OF THE GOVERNING BODY IS ABLE TO SPEAK DIRECTLY WITH THE PREPARER TO HAVE ANY QUESTIONS OR CONCERNS ANSWERED. THE EXECUTIVE COMMITTEE AUTHORIZES THAT THE FILINGS BE FINALIZED AND SUBMITTED TO THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION REQUIRES OFFICERS, DIRECTORS, AND KEY EMPLOYEES TO COMPLETE THE FORM ANNUALLY AND THE FORMS ARE REVIEWED FOR ANY DISCLOSURES. A DECISION IS MADE TO DETERMINE WHETHER THE DIRECTOR MUST ABSTAIN IN VOTING ON ANY MATTERS WHERE THE CONFLICT MAY BE AN ISSUE.

FORM 990, PART VI, SECTION B, LINE 15: THE CEO CONSULTS WITH THE BOARD ON COMPENSATION FOR OTHER KEY EMPLOYEES. THE ORGANIZATION MAINTAINS AN INCENTIVE COMPENSATION POLICY AS A MEANS OF REWARDING EMPLOYEES IN THEIR ACHEIVING INDIVIDUAL AND ORGANIZATIONAL GOALS. COUNTRY REPRESENTATIVES' INCENTIVE COMPENSATION IS DETERMINED ACCORDING TO A FORMULA WHICH ASSIGNS MONETARY VALUE TO INCREASES IN CERTAIN SPECIFIC MEASURABLE CRITERIA,

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

INCLUDING BUT NOT LIMITED TO, INCREASES IN E.G., DALYS OR OTHER HEALTH IMPACT METRIC DEEMED APPROPRIATE FOR THE YEAR IN QUESTION OVER THE PRIOR YEAR; INCREASES IN ACTIVE PROJECT VALUE AND UNRESTRICTED FUND BALANCES OVER THE PREVIOUS YEAR. THE CEO IN CONSULTATION WITH THE COO AND REGIONAL DIRECTORS, MAY ADJUST AMOUNTS INDICATED BY FORMULA RESULTS AT HIS DISCRETION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL,AK,AZ,CA,CT,DC,FL,GA,IL,KS,KY,LA,MD,MA,MI,MN,MS,MO,NC,ND,NH,NJ,NM,NY,OH OK,OR,PA,RI,SC,TN,VA,WA,WV,WI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

LOSS ON DECONSOLIDATIONS	-2,551,706.
UNREALIZED CURRENCY TRANSLATION GAIN	79,000.
LOCALLY REGISTERED 2011 NET ASSETS- SEE SCHEDULE O NOTE BELOW	15,350,876.
TOTAL TO FORM 990, PART XI, LINE 9	12,878,170.

LOCALLY REGISTERED NET ASSETS:

ON THE PRIOR YEAR FORM 990, EXPENDITURES IN SUPPORT OF PSI LOCALLY REGISTERED ENTITIES WERE EXCLUDED RESULTING IN AN UNDERSTATEMENT OF NET ASSETS. THE CHANGE TO INCLUDE THESE ENTITIES' EXPENDITURES AND RELATED NET ASSETS WITHIN THE FORM 990 FOR THE PERIOD ENDED DECEMBER 31, 2012 WAS DEEMED NECESSARY AS THE FUNDING TO THESE LOCAL REGISTERED PSI

Name of the organization: POPULATION SERVICES INTERNATIONAL

Employer identification number: 56-0942853

ENTITIES ARE FROM GRANTS AWARDED AND FUNDED TO PSI WASHINGTON. THE
RESULT OF THIS CHANGE HAS CREATED AN ADJUSTMENT TO THE 990 REPORTED NET
ASSETS IN THE AMOUNT OF $15,350,876.

SCHEDULE M, LINE 25

COMMODITIES DONATED TO THE ORGANIZATION:

COMMODITIES RECEIVED INCLUDE CONTRACEPTIVES, ORAL REHYDRATION SALTS,
INSECTICIDE TREATED NETS FOR MALARIA PREVENTION AND SAFE WATER SYSTEMS

FORM 990, PART XII, LINE 2C

OVERSIGHT OF AUDIT:

THERE HAVE BEEN NO CHANGES DURING THE YEAR IN THE PROCESS FOR OVERSIGHT
OF THE AUDIT OF THE FINANCIAL STATEMENTS.

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

Related Organizations and Unrelated Partnerships

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

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Name of the organization: POPULATION SERVICES INTERNATIONAL
Employer identification number 56-0942853

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
PRUDENCE, LLC - 20-8836430 1120 19TH STREET, NW WASHINGTON, DC 20036	COMMERCIAL RENTAL REAL ESTATE	DISTRICT OF COLUMBIA	2,251,758.	49,679,251.	POPULATION SERVICES INTERNATIONAL

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity? Yes	No
PASMO BELIZE 1296 MARBLE CONE DR. BELIZE CITY, BELIZE	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BELIZE			POPULATION SERVICES INTERNATIONAL		X
ASSOCIATION BENINOISE POUR LE MARKETING SOCIAL (ABMS) - BENIN, B.P. 08-0876 TRI POSTAL COTONOU R.B, COTONOU, BENIN (DAHOMEY)	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BENIN (DAHOMEY)			POPULATION SERVICES INTERNATIONAL		X
PSI/BOTSWANA KGALE MEWS UNIT 13 GABORONE, BOTSWANA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	BOTSWANA			POPULATION SERVICES INTERNATIONAL		X
ASSOCIATION CAMEROUNAISE POUR LE MARKETING SOCIAL (ACMS) - CAMEROON, BP 14025 MBALLA II FACE DRAGAGES, YAOUNDE, CAMEROON	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CAMEROON			POPULATION SERVICES INTERNATIONAL		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990. **Schedule R (Form 990) 2012**

SEE PART VII FOR CONTINUATIONS

232161
12-10-12 LHA

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization? Yes	No
ASSOCIATION CENTRAFRICAINE POUR LE MARKETING SOCIAL (ACAMS) - CAR, BP 127, AVENUE DE L'INDEPENDENCE,	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CENTRAL AFRICAN REP.			POPULATION SERVICES INTERNATIONAL		X
ASSOCIATION DE SANT FAMILIALE - DRC 232 AVENUE TOMBALBAYE IM KINSHASA, CONGO, DEMO. REP. OF	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	CONGO, DEMO. REP. OF			POPULATION SERVICES INTERNATIONAL		X
PSI/HAITI 157 RUE L'OUVERTURE PETION-VILLE, HAITI	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	HAITI			POPULATION SERVICES INTERNATIONAL		X
PSI/INDIA DLF CYBER CITY GURGAON (HARYANA), INDIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	INDIA			POPULATION SERVICES INTERNATIONAL		X
PSI/KENYA 2ND FLOOR, WING B, JUMUIA PLACE, NAIROBI, KENYA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	KENYA			POPULATION SERVICES INTERNATIONAL		X
PSI/MADAGASCAR IMMEUBLE FIARO, AMPEFILOHA ANTANANARIVO 101, MADAGASCAR	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MADAGASCAR			POPULATION SERVICES INTERNATIONAL		X
PSI/MALAWI WESTBURY HOUSE, PLOT NY 312 BLANTYRE, MALAWI	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MALAWI			POPULATION SERVICES INTERNATIONAL		X
POPULATION SERVICES INTERNATIONAL PSI, A.C. - MEXICO, MANUEL VILLALONGIN NO. 150 COLONIA CUAHTEM, MEXICO DISTRITO FEDERAL	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	MEXICO			POPULATION SERVICES INTERNATIONAL		X
SOCIETY FOR FAMILY HEALTH - SOUTH AFRICA METROPARK JOHANNESBURG 2193, SOUTH AFRICA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	SOUTH AFRICA			POPULATION SERVICES INTERNATIONAL		X
CENTER FOR SOCIAL DEVELOPMENT & INFORMATION - RUSSIA, LENINGRADSKY PROPEKT 68,BUILDING 16, MOSCOW, RUSSIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	RUSSIA			POPULATION SERVICES INTERNATIONAL		X
PSI/TANZANIA HAILE SELASSIE ROAD DAR ES SALAAM, TANZANIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TANZANIA			POPULATION SERVICES INTERNATIONAL		X
Q.HOUSE - THAILAND CONVENT BUILDING UNIT 12A, BANGKOK 10500, THAILAND	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	THAILAND			POPULATION SERVICES INTERNATIONAL		X

Part II **Continuation of Identification of Related Tax-Exempt Organizations**

(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 organization? Yes	No
PSI/TOGO - ATMS IMMEUBLE AUBA, 1ER TAGE LOME, TOGO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TOGO			POPULATION SERVICES INTERNATIONAL		X
SOCIETY FOR FAMILY HEALTH - TRINIDAD & TOBAGO, 13 HENRY PIERRE STREET WOODBROOK, , PORT OF SPAIN, TRINIDAD &	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	TRINIDAD & TOBAGO			POPULATION SERVICES INTERNATIONAL		X
PACE - UGANDA PLOT 2 IBIS VALE KOLOLO, UGANDA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	UGANDA			POPULATION SERVICES INTERNATIONAL		X
SOCIETY FOR PUBLIC HEALTH (SFH) - ZAMBIA PLOT NO. 549, ITUNA ROAD, LUSAKA, ZAMBIA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	ZAMBIA			POPULATION SERVICES INTERNATIONAL		X
PSI/ZIMBABWE BLOCK E - EMERALD OFFICE PARK HARARE, ZIMBABWE	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	ZIMBABWE			POPULATION SERVICES INTERNATIONAL		X
PSI/LESOTHO 138 MOSHOESHOE ROAD, INDUSTRIAL AREA MASERU 100, LESOTHO	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	LESOTHO			POPULATION SERVICES INTERNATIONAL		X
PSI/SWAZILAND DLANUBEKA BUILDING, 6TH FLOOR MBABANE, SWAZILAND	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	SWAZILAND			POPULATION SERVICES INTERNATIONAL		X

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity? Yes	(i) No
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL PRIMERA CALLE PONIENTE Y 51 AVENIDA NORTE, NO SAN SALVADOR, EL SALVADOR	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	EL SALVADOR	POPULATION SERVICES INTERNATIONAL	C CORP	2,332,007.	576,258.	99.48%		X
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL 5 AVENIDA 15-45 ZONA 10 GUATEMALA CITY, GUATEMALA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	GUATEMALA	POPULATION SERVICES INTERNATIONAL	C CORP	5,509,196.	1,087,262.	99.98%		X
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL COLONIA CASTANOS BLOQUE #3 CASA N. 2702 TEGUCIGALPA, HONDURAS	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	HONDURAS	POPULATION SERVICES INTERNATIONAL	C CORP	846,550.	312,900.	83.18%		X
ASOCIACION PANAMERICANA DE MERCADEO SOCIAL CARRETERA MASAYA KM 10 1/4 MANAGUA, NICARAGUA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	NICARAGUA	POPULATION SERVICES INTERNATIONAL	C CORP	3,465,664.	1,305,933.	99.98%		X
PROYECTOS EN SALUD INTEGRAL (PSI) SOCIEDAD ANONIMA, EDIFICIO 3335 EN BARRIO ESCALANTE, SAN JOSE, COSTA RICA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	COSTA RICA	POPULATION SERVICES INTERNATIONAL	C CORP	469,539.	251,000.	99.98%		X

Part IV **Continuation of Identification of Related Organizations Taxable as a Corporation or Trust**

(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
PANAMERICAN SOCIAL MARKETING ORGANIZATION, INC, EDIFICIO DE LESSEP, PISO 3, OFICINA 31, CIUDAD DE PANAMA, PANAMA	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	PANAMA	POPULATION SERVICES INTERNATIONAL	C CORP	827,683.	383,056.	99.98%		X
PSI PARAGUAY SOCIEDAD ANONIMA 1844 CASI JOSE MARTI ASUNCION, PARAGUAY	SOCIAL MARKETING OF HEALTH-RELATED PRODUCTS AND SERVICES	PARAGUAY	POPULATION SERVICES INTERNATIONAL	C CORP	1,902,528.	2,633,381.	100.00%		X

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

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

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

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

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ASOCIACION PANAMERICANA DE MERCADEO SOCIAL - EL SALVADOR	Q	1,653,253.	
(2)	ASOCIACION PANAMERICANA DE MERCADEO SOCIAL - GUATEMALA	Q	2,422,298.	
(3)	ASOCIACION PANAMERICANA DE MERCADEO SOCIAL - NICARAGUA	Q	2,078,544.	
(4)	PROYECTOS EN SALUD INTEGRAL (PSI) SOCIEDAD ANONIMA - COSTA RICA	Q	125,920.	
(5)	PASMO BELIZE	B	227,228.	
(6)	ASSOCIATION BENINOISE POUR LE MARKETING SOCIAL (ABMS) - BENIN	B	5,528,899.	

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) PSI/BOTSWANA	B	2,701,922.	
(8) ASSOCIATION CAMEROUNAISE POUR LE MARKETING SOCIAL (ACMS) - CAMEROON	B	8,062,545.	
(9) ASSOCIATION CENTRAFRICAINE POUR LE MARKETING SOCIAL (ACAMS) - CAR	B	1,050,965.	
(10) ASSOCIATION DE SANT' FAMILIALE - DRC	B	39,337,468.	
(11) PSI/HAITI	B	22,051,206.	
(12) PSI/INDIA	B	17,741,816.	
(13) PSI/KENYA	B	45,397,468.	
(14) PSI/LESOTHO	B	5,028,539.	
(15) PSI/MADAGASCAR	B	27,082,670.	
(16) PSI/MALAWI	B	13,337,706.	
(17) POPULATION SERVICES INTERNATIONAL PSI, A.C. - MEXICO	B	2,865,813.	
(18) CENTER FOR SOCIAL DEVELOPMENT & INFORMATION - RUSSIA	B	2,216,487.	
(19) SOCIETY FOR FAMILY HEALTH - SOUTH AFRICA	B	11,911,993.	
(20) PSI/SWAZILAND	B	5,953,962.	
(21) PSI/TANZANIA	B	16,856,171.	
(22) Q.HOUSE - THAILAND	B	2,849,979.	
(23) PSI/TOGO - ATMS	B	1,498,800.	
(24) SOCIETY FOR FAMILY HEALTH - TRINIDAD & TOBAGO	B	3,044,596.	

Part V **Continuation of Transactions With Related Organizations** (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) PACE - UGANDA	B	9,163,149.	
(8) SOCIETY FOR PUBLIC HEALTH (SFH) - ZAMBIA	B	16,401,393.	
(9) PSI/ZIMBABWE	B	19,288,822.	
(10) GUATEMALA - REGIONAL OFFICE	B	1,653,507.	
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership

Part VII Supplemental Information

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

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME AND ADDRESS OF RELATED ORGANIZATION:

ASSOCIATION CENTRAFRICAINE POUR LE MARKETING SOCIAL (ACAMS)

- CAR

BP 127, AVENUE DE L'INDEPENDENCE,

BANGUI, CENTRAL AFRICAN REP.

NAME AND ADDRESS OF RELATED ORGANIZATION:

POPULATION SERVICES INTERNATIONAL PSI, A.C. - MEXICO

MANUEL VILLALONGIN NO. 150 COLONIA CUAHTE

MEXICO DISTRITO FEDERAL C.P. 06500, MEXICO

NAME AND ADDRESS OF RELATED ORGANIZATION:

SOCIETY FOR FAMILY HEALTH - TRINIDAD & TOBAGO

13 HENRY PIERRE STREET WOODBROOK,

PORT OF SPAIN, TRINIDAD & TOBAGO