** PUBLIC DISCLOSURE COPY **

Form **990**

Return of Organization Exempt From Income Tax

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

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

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

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0047

2013

Open to Public Inspection

A For the 2013 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 ACTION INTERNATIONAL

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 1300 19TH STREET, N.W. Room/suite: 200

City or town, state or province, country, and ZIP or foreign postal code: WASHINGTON, DC 20036

D Employer identification number: 52-0812075

E Telephone number: (202)557-3400

G Gross receipts $ 8,360,115.

F Name and address of principal officer: SUZANNE EHLERS
SAME AS C ABOVE

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

H(b) Are all subordinates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

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

J Website: ▶ WWW.POPULATIONACTION.ORG

H(c) Group exemption number ▶

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

L Year of formation: 1965 **M** State of legal domicile: DC

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: PAI WORKS WITH ITS PARTNERS TO MOBILIZE THE RESOURCES, POLICIES, AND POLITICAL WILLPOWER NECESSARY

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	15
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	37
6	Total number of volunteers (estimate if necessary)	6	18
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	58.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	6,152,323.	5,511,728.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-5,769.	174,207.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	420.	3,065.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,146,974.	5,689,000.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,345,739.	488,313.
	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)	2,748,470.	2,586,127.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 335,426.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,070,037.	2,132,885.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,164,246.	5,207,325.
	19	Revenue less expenses. Subtract line 18 from line 12	-1,017,272.	481,675.
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	4,674,364.	5,155,978.
	21	Total liabilities (Part X, line 26)	1,424,988.	1,368,194.
	22	Net assets or fund balances. Subtract line 21 from line 20	3,249,376.	3,787,784.

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

▶ RAYMOND D. BOYER, VICE PRESIDENT OF FINANCE
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
YONG ZHANG, CPA				P01249785

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 1861 INTERNATIONAL DRIVE, SUITE 400
MCLEAN, VA 22102 — Phone no. 703-336-6400

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
POPULATION ACTION INTERNATIONAL PROMOTES UNIVERSAL ACCESS TO FAMILY PLANNING AND REPRODUCTIVE HEALTH SERVICES THROUGH RESEARCH, ADVOCACY, AND INNOVATIVE PARTNERSHIPS. ACHIEVING THIS MISSION WILL DRAMATICALLY IMPROVE THE HEALTH AND AUTONOMY OF WOMEN, REDUCE POVERTY, STRENGTHEN

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 $ 2,774,971. including grants of $ 149,276.) (Revenue $)
CLIMATE CHANGE/ POPULATION, HEALTH AND ENVIRONMENT: A WOMAN-CENTERED APPROACH

WOMEN'S HEALTH IS INEXTRICABLY LINKED TO ENVIRONMENTAL SUSTAINABILITY. "POPULATION-HEALTH-ENVIRONMENT" (PHE) PROGRAMS ARE A PROMISING MODEL FOR INTEGRATING REPRODUCTIVE HEALTH AND ENVIRONMENTAL PROTECTION AT THE PROGRAM LEVEL, BY HELPING COMMUNITIES MANAGE THEIR NATURAL RESOURCES IN WAYS THAT IMPROVE HEALTH AND LIVELIHOODS, CONSERVE CRITICAL ECOSYSTEMS, AND IMPROVE ACCESS TO FAMILY PLANNING AND OTHER HEALTH SERVICES. PAI HELPS SOUTHERN PARTNERS IN KEY VULNERABLE HOTSPOT COUNTRIES APPLY BEST PRACTICES FROM THE PHE FIELD IN THEIR COMMUNITY-BASED RESPONSE MODELS AND IN NATIONAL DEVELOPMENT PLANNING.

4b (Code:) (Expenses $ 1,278,620. including grants of $ 155,429.) (Revenue $)
COUNTRY ADVOCACY

IN RECOGNITION OF THE GROWING IMPORTANCE OF SOUTHERN COUNTRY LEADERSHIP AND OWNERSHIP, OVER THE PAST YEAR PAI STRENGTHENED FP/RH AT THE NATIONAL AND SUB-NATIONAL LEVELS IN SELECT COUNTRIES, INCLUDING THE EXAMPLES BELOW.

- THROUGH A FIVE YEAR INITIATIVE HOUSED AT THE JOHNS HOPKINS BLOOMBERG SCHOOL OF PUBLIC HEALTH, ADVANCE FAMILY PLANNING, PAI IS MANAGING A $1 MILLION OPPORTUNITY FUND. THE OPPORTUNITY FUND IS DEDICATED TO PROMOTING ADVOCACY IN THE GLOBAL SOUTH FOR FAMILY PLANNING AND REPRODUCTIVE HEALTH, AND TO ADVANCING THE FP2020 AGENDA.

4c (Code:) (Expenses $ 252,599. including grants of $ 143,608.) (Revenue $)
GLOBAL ADVOCACY, RESEARCH

FP 2020: PAI PRESIDENT SUZANNE EHLERS WAS THIS YEAR NAMED A CO-CHAIR OF THE RIGHTS & EMPOWERMENT WORKING GROUP, WHICH PLAYS A CRITICAL ROLE IN THE IMPLEMENTATION OF THE FP2020 AGENDA. THE RIGHTS & EMPOWERMENT WORKING GROUP'S MISSION IS TO ENSURE THAT FP2020 DELIVERS ON ITS PROMISE OF REACHING 120 MILLION NEW USERS OF MODERN CONTRACEPTION IN A WAY THAT IS RIGHTS-BASED, AND THAT PUTS AN EMPHASIS ON THE QUALITY - AND NOT JUST QUANTITY - OF CARE THAT IS RECEIVED. PAI'S PUBLISHED A SERIES OF BLOGS, ON INTERNATIONAL FINANCING FOR FP/RH, THE FIRST ANALYSES FOR THE FP/RH ADVOCACY COMMUNITY TO QUANTIFY DEVELOPING COUNTRY COMMITMENTS PLEDGED IN LONDON.

4d Other program services (Describe in Schedule O.)
(Expenses $ 208,575. including grants of $ 40,000.) (Revenue $)

4e Total program service expenses ▶ 4,514,765.

SEE SCHEDULE O FOR CONTINUATION(S)

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules *(continued)*

		Line	Yes	No
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	29			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	37			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶					
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O.					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

Part VI Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	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	15		
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		
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 ▶ SEE SCHEDULE O

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 [X] 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: ▶

RAYMOND D. BOYER, VP OF FINANCE - 202-557-3451

1300 19TH STREET, NW, STE 200, 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 or note to any line in this Part VII ☐

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) THE HON. HARRIET C. BABBITT CHAIR	3.00	X		X				0.	0.	0.
(2) VICTORIA SANT VICE CHAIR	2.00	X		X				0.	0.	0.
(3) DR. POURU BHIWANDI TREASURER	2.00	X		X				0.	0.	0.
(4) THE HON. SUSAN ESSERMAN SECRETARY	2.00	X		X				0.	0.	0.
(5) DR. MOISES NAIM FORMER CHAIR	2.00	X						0.	0.	0.
(6) DR. JACQUES ATTALI DIRECTOR	1.00	X						0.	0.	0.
(7) CARLO DE BENEDETTI DIRECTOR	1.00	X						0.	0.	0.
(8) DR. PAMELA BEVIER DIRECTOR	1.00	X						0.	0.	0.
(9) CLARA BRILLEMBOURG DIRECTOR	1.00	X						0.	0.	0.
(10) THE HON. JOSE MARIA FIGUERES OL DIRECTOR	1.00	X						0.	0.	0.
(11) ENRIQUE GONI DIRECTOR	1.00	X						0.	0.	0.
(12) MICHAEL KEATING DIRECTOR	1.00	X						0.	0.	0.
(13) DR. THOMAS LOVEJOY DIRECTOR	1.00	X						0.	0.	0.
(14) DR. ELIZABETH LULE DIRECTOR	1.00	X						0.	0.	0.
(15) JACQUELINE C. MORBY DIRECTOR	1.00	X						0.	0.	0.
(16) DR. PATRICIA SEEMANN DIRECTOR	1.00	X						0.	0.	0.
(17) DR. MARI SIMONEN DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) 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) THE HON. S. BRUCE SMART DIRECTOR	2.00	X						0.	0.	0.
(19) SUZANNE EHLERS PRESIDENT/CEO	40.00	X		X				211,434.	0.	28,356.
(20) CAROLYN VOGEL CHIEF OPERATING OFFICER	40.00			X				141,983.	0.	8,164.
(21) SARAH HUMPHRIES VP OF DEVELOPMENT	40.00					X		137,461.	0.	2,535.
(22) ELISHA DUNN-GEORGIOU VP OF ADVOCACY	40.00					X		136,395.	0.	8,261.
(23) CRAIG LASHER DIR OF US GOV'T RELATIONS	40.00					X		107,287.	0.	9,199.
1b Sub-total ▶								734,560.	0.	56,515.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								734,560.	0.	56,515.

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 ▶ 5

		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
MERCEDES MAS DE XAXAS LUIS ANTUNEZ. 6, BARCELONA, SPAIN 08006	INTERNATIONAL ADVOCACY CONSULTANT	106,811.

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 ▶ 1

Part VIII Statement of Revenue

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

					(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,511,728.				
	g	Noncash contributions included in lines 1a-1f: $						
	h	**Total.** Add lines 1a-1f ▶			5,511,728.			
Program Service Revenue				Business Code				
	2 a							
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	**Total.** Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶			66,685.		58.	66,627.
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss) ▶						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities: 2,778,637.	(ii) Other:				
	b	Less: cost or other basis and sales expenses	2,671,115.					
	c	Gain or (loss)	107,522.					
	d	Net gain or (loss) ▶			107,522.			107,522.
	8 a	Gross income from fundraising events (not including $ of contributions reported on line 1c). See Part IV, line 18	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from fundraising events ▶						
	9 a	Gross income from gaming activities. See Part IV, line 19	a					
	b	Less: direct expenses	b					
	c	Net income or (loss) from gaming activities ▶						
	10 a	Gross sales of inventory, less returns and allowances	a					
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory ▶						
		Miscellaneous Revenue		Business Code				
	11 a	OTHER REVENUE		900099	3,065.			3,065.
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a-11d ▶			3,065.			
	12	**Total revenue.** See instructions. ▶			5,689,000.	0.	58.	177,214.

Part IX Statement of Functional Expenses

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

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

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	89,429.	89,429.		
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	398,884.	398,884.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	384,603.	334,605.	26,922.	23,076.
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	1,846,516.	1,557,507.	141,477.	147,532.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	20,513.	17,436.	1,436.	1,641.
9 Other employee benefits	201,171.	170,995.	14,082.	16,094.
10 Payroll taxes	133,324.	113,325.	9,333.	10,666.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	29,325.	26,393.	2,639.	293.
d Lobbying	62,058.	55,852.	5,585.	621.
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	24,565.	24,565.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	528,146.	499,597.	27,782.	767.
12 Advertising and promotion	8,670.	8,670.		
13 Office expenses	159,605.	141,164.	17,596.	845.
14 Information technology	79,709.	68,550.	11,159.	
15 Royalties				
16 Occupancy	678,231.	491,286.	82,645.	104,300.
17 Travel	299,212.	294,809.	1,432.	2,971.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	483.	415.	68.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	62,619.	44,804.	8,303.	9,512.
23 Insurance	29,480.	25,353.	4,127.	
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 PROGRAM SUPPORT	115,719.	112,270.	2,548.	901.
b PUBLICATIONS	55,063.	38,856.		16,207.
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	5,207,325.	4,514,765.	357,134.	335,426.
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 or note to any line in this Part X ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		500.	1	500.
	2	Savings and temporary cash investments		2,094,337.	2	2,190,518.
	3	Pledges and grants receivable, net		237,784.	3	316,854.
	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			8	
	9	Prepaid expenses and deferred charges		50,292.	9	54,503.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,358,464.			
	b	Less: accumulated depreciation	10b 1,119,910.	257,700.	10c	238,554.
	11	Investments - publicly traded securities		2,033,751.	11	2,355,049.
	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			15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		4,674,364.	16	5,155,978.
Liabilities	17	Accounts payable and accrued expenses		189,388.	17	103,028.
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		1,235,600.	25	1,265,166.
	26	**Total liabilities.** Add lines 17 through 25		1,424,988.	26	1,368,194.
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		2,608,007.	27	3,232,816.
	28	Temporarily restricted net assets		484,701.	28	398,300.
	29	Permanently restricted net assets		156,668.	29	156,668.
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building, or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		3,249,376.	33	3,787,784.
	34	Total liabilities and net assets/fund balances		4,674,364.	34	5,155,978.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,689,000.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,207,325.
3	Revenue less expenses. Subtract line 2 from line 1	3	481,675.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,249,376.
5	Net unrealized gains (losses) on investments	5	56,733.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	3,787,784.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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

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

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

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

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

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

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

332021
09-25-13

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5,912,730.	3,930,055.	7,520,667.	6,152,323.	5,511,728.	29,027,503.
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	5,912,730.	3,930,055.	7,520,667.	6,152,323.	5,511,728.	29,027,503.
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)						10,427,257.
6 **Public support.** Subtract line 5 from line 4.						18,600,246.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	5,912,730.	3,930,055.	7,520,667.	6,152,323.	5,511,728.	29,027,503.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	66,733.	37,314.	40,053.	55,704.	66,685.	266,489.
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.)	5,264.	20,822.	1,604.	420.	3,065.	31,175.
11 **Total support.** Add lines 7 through 10						29,325,167.

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

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) 14 63.43 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 15 62.63 %

16a **33 1/3% support test - 2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support test - 2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a **33 1/3% support tests - 2013.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

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

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

OMB No. 1545-0047

2013

Name of the organization	**Employer identification number**
POPULATION ACTION INTERNATIONAL	52-0812075

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 its Form 990-PF, Part I, line 2, 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 ACTION INTERNATIONAL	52-0812075

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		$ 1,240,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2		$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3		$ 870,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4		$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5		$ 335,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6		$ 208,923.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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		$ 165,788.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8		$ 143,514.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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

OMB No. 1545-0047

2013

Open to Public Inspection

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 ACTION INTERNATIONAL	52-0812075

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)	0.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	62,058.	
c Total lobbying expenditures (add lines 1a and 1b)	62,058.	
d Other exempt purpose expenditures	5,278,856.	
e Total exempt purpose expenditures (add lines 1c and 1d)	5,340,914.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	417,046.	

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)	104,262.	
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)** 2010	**(b)** 2011	**(c)** 2012	**(d)** 2013	**(e)** Total
2a Lobbying nontaxable amount	401,282.	471,800.	508,083.	417,046.	1,798,211.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,697,317.
c Total lobbying expenditures	61,923.	102,138.	51,246.	62,058.	277,365.
d Grassroots nontaxable amount	100,321.	117,950.	127,021.	104,262.	449,554.
e Grassroots ceiling amount (150% of line 2d, column (e))					674,331.
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**

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

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization POPULATION ACTION INTERNATIONAL
Employer identification number 52-0812075

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	1,956,168.	1,956,168.	1,956,168.	1,956,168.	1,956,168.
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	1,956,168.	1,956,168.	1,956,168.	1,956,168.	1,956,168.

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

a Board designated or quasi-endowment ▶ 91.99 %

b Permanent endowment ▶ 8.01 %

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

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

Part VI **Land, Buildings, and Equipment.**

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		661,572.	486,448.	175,124.
d Equipment				
e Other		696,892.	633,462.	63,430.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				238,554.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) REFUNDABLE ADVANCE	769,846.
(3) DEFERRED RENT	488,171.
(4) CAPITAL LEASE OBLIGATION	7,149.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	1,265,166.

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

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

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

1	Total revenue, gains, and other support per audited financial statements			1	5,854,757.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	56,733.		
b	Donated services and use of facilities	2b	133,589.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	190,322.
3	Subtract line **2e** from line **1**			3	5,664,435.
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	24,565.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	24,565.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	5,689,000.

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

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

1	Total expenses and losses per audited financial statements			1	5,316,349.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	133,589.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.)	2d			
e	Add lines **2a** through **2d**			2e	133,589.
3	Subtract line **2e** from line **1**			3	5,182,760.
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	24,565.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines **4a** and **4b**			4c	24,565.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	5,207,325.

Part XIII Supplemental Information.

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

PART V, LINE 4:

EXPLANATION: BOARD DESIGNATED NET ASSETS INCLUDE FUNDS DESIGNATED BY THE BOARD FOR SPECIFIC PROGRAMS. BOARD DESIGNATED NET ASSETS AT DECEMBER 31, 2013, WERE AVAILABLE IN THE RESERVE FUND (HELEN EDEY BEQUEST), AND THE BALANCE WAS $1,799,500.

PERMANENTLY RESTRICTED NET ASSETS CONSISTS OF CONTRIBUTIONS TO THE BOARD RESERVE FUND OF $156,668.

PART X, LINE 2:

EXPLANATION: PAI IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE).

Part XIII Supplemental Information *(continued)*

IN ADDITION, PAI QUALIFIES FOR CHARITABLE CONTRIBUTIONS DEDUCTIONS AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION. INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES. THERE WAS NO TAX LIABILITY FOR UNRELATED BUSINESS INCOME TAX FOR THE YEAR ENDED DECEMBER 31, 2013.

PAI HAS ADOPTED THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS POLICY, PAI MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WOULD BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. MANAGEMENT HAS EVALUATED PAI'S TAX POSITIONS AND HAS CONCLUDED THAT PAI HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDELINE.

PAI WOULD BE LIABLE FOR INCOME TAXES IN THE U.S. FEDERAL JURISDICTION. GENERALLY, PAI IS NO LONGER SUBJECT TO U.S. FEDERAL TAX EXAMINATIONS BY TAX AUTHORITIES BEFORE 2010.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

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

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ...... [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	0	0	GRANT MAKING		10,000.
CENTRAL AMERICA AND THE CARIBBEAN			PROGRAM SERVICE	PROVIDE STRATEGIC ADVICE AND PARTICIPATE IN THE DEVELOPMENT AND IMPLEMENTATION OF PAI	32,043.
SOUTH ASIA	0	0	GRANT MAKING		93,934.
SUB-SAHARAN AFRICA	0	0	GRANT MAKING		294,950.
SUB-SAHARAN AFRICA			PROGRAM SERVICES	PROVIDE STRATEGIC ADVICE AND PARTICIPATE IN THE DEVELOPMENT AND IMPLEMENTATION OF PAI	74,768.
3 a Sub-total	0	0			505,695.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			505,695.

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

SEE PART V FOR COLUMN (E) DESCRIPTIONS

332071
10-03-13

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

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	GRANT FOR NATIONAL CAMPAIGN ON THE RIGHT TO FAMILY PLANNING AND ACCESS TO	10,000.	BANK WIRE TRANSFER	0.		
		SOUTH ASIA	USING THE LANCET SERIES ON FAMILY PLANNING TO HELP REPOSITION FAMILY	34,158.	BANK WIRE TRANSFER	0.		
		SOUTH ASIA	TO ADVOCATE FOR INCORPORATION OF REPRODUCTIVE HEALTH AND POPULATION	20,000.	BANK WIRE TRANSFER	0.		
		SOUTH ASIA	TO INCORPORATE REPRODUCTIVE HEALTH WITH THE CLIMATE CHANGE ADAPTATION	19,976.	BANK WIRE TRANSFER	0.		
		SOUTH ASIA	TO ADVOCATE FOR INTEGRATION OF REPRODUCTIVE HEALTH ISSUES AND CLIMATE	19,800.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	USING THE LANCET SERIES ON FAMILY PLANNING TO HELP REPOSITION FAMILY	35,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	SUPPORT ETHIOPIAN POLICYMAKERS AT BOTH NATIONAL AND REGIONAL LEVELS TO PRIORITIZE	46,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO BUILD CAPACITY OF STAKEHOLDERS FROM BOTH STATE AND NON-STATE ACTORS ON	50,000.	BANK WIRE TRANSFER	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 ▶ 17

3 Enter total number of other organizations or entities ▶ 0

SEE PART V FOR COLUMN (D) DESCRIPTIONS

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	TO BUILD CAPACITY OF STAKEHOLDERS FROM BOTH STATE AND NON-STATE ACTORS ON	25,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO DESIGN AND FACILITATE BUDGET LITERACY TRAINING FOR PAI'S RH BUDGETWATCH	3,450.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO ACCESS THE AMOUNT OF GOVERNEMTN FUNDING ALLOCATED AND SPENT ON RH INCLUDING	25,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO DESIGN AND FACILITATE BUGET LITERACY TRAINING FOR PAI'S RH BUDGETWATCH	21,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	THIS ADDENDUM TO THE GRANT AGREEMENT BETWEEN PAI AND PATHFINDER	12,500.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	THIS REVISED ADDENDUM TO THE GRANT AGREEMENT BETWEEN PAI AND PATHFINDER	12,500.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO CONTRIBUTE TOWARDS POLICY ADVOCACY ON POPULATION, CLIMATE CHANGE AND	20,000.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO USE MIXED METHODS TO DISSEMINATE THE LINKAGES BETWEEN POPULATION,	19,500.	BANK WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	TO CALL FOR PURPOSEFUL ACTION AND INCLUSION OF GENDER, REPRODUCTIVE HEALTH,	25,000.	BANK WIRE TRANSFER	0.		

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

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

Part IV Foreign Forms

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

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

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

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

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

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

Part V Supplemental Information

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

PART I, LINE 2:

EXPLANATION: POPULATION ACTION INTERNATIONAL SUPPORTS INTERNATIONAL AND DOMESTIC NON-GOVERNMENT ORGANIZATIONS IN THEIR WORK TO INCREASE THE POLITICAL AND FINANCIAL SUPPORT THAT GOVERNMENTS OF THE WORLD GIVE TO POPULATION AND REPRODUCTIVE HEALTH PROGRAMS IN ACCORDANCE WITH THE GOALS OF THE INTERNATIONAL CONFERENCE ON POPULATION AND DEVELOPMENT'S PROGRAM OF ACTION. PAI USES A THOROUGH APPLICATION PROCESS OF BOTH PROPOSAL AND BUDGET REVIEW TO DETERMINE WHICH ORGANIZATIONS ARE BEST SUITED TO CARRY OUT THIS IMPORTANT WORK.

PART I, LINE 3, COLUMN (E):

REGION: CENTRAL AMERICA AND THE CARIBBEAN

(E) SPECIFIC TYPES OF SERVICES IN REGION: PROVIDE STRATEGIC ADVICE AND PARTICIPATE IN THE DEVELOPMENT AND IMPLEMENTATION OF PAI ACTIVITIES IN THE AREA OF MATERNAL AND CHILD HEALTH (MCH) AND REPRODUCTIVE HEALTH (RH) SUPPLIES.

REGION: SUB-SAHARAN AFRICA

(E) SPECIFIC TYPES OF SERVICES IN REGION: PROVIDE STRATEGIC ADVICE AND PARTICIPATE IN THE DEVELOPMENT AND IMPLEMENTATION OF PAI ACTIVITIES IN THE AREA OF MATERNAL AND CHILD HEALTH (MCH) AND REPRODUCTIVE HEALTH (RH) SUPPLIES.

PART II, COLUMN (D):

REGION: CENTRAL AMERICA AND THE CARIBBEAN

(D) PURPOSE OF GRANT: GRANT FOR NATIONAL CAMPAIGN ON THE RIGHT TO FAMILY PLANNING AND ACCESS TO CONTRACEPTIVE SUPPLIES, PARTICULARLY IN PRIORITY

Part V **Supplemental Information**

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

MUNICIPALITIES FOR ZERO HUNGER PACT.

REGION: SOUTH ASIA

(D) PURPOSE OF GRANT: USING THE LANCET SERIES ON FAMILY PLANNING TO HELP REPOSITION FAMILY PLANNING HIGH ON THE DEVELOPMENT AGENDA OF INDIA.

REGION: SOUTH ASIA

(D) PURPOSE OF GRANT: TO ADVOCATE FOR INCORPORATION OF REPRODUCTIVE HEALTH AND POPULATION TOWARDS SUSTAINABLE CLIMATE ADAPTATION IN BANGLADESH.

REGION: SOUTH ASIA

(D) PURPOSE OF GRANT: TO INCORPORATE REPRODUCTIVE HEALTH WITH THE CLIMATE CHANGE ADAPTATION PROJECTS AND PLANS UNDER BANGLADESH CLIMATE CHANGE STRATEGY AND ACTION PLAN (BCCSAP) 2009.

REGION: SOUTH ASIA

(D) PURPOSE OF GRANT: TO ADVOCATE FOR INTEGRATION OF REPRODUCTIVE HEALTH ISSUES AND CLIMATE CHANGE INTO NATIONAL LEVEL PROGRAMS AND POLICIES. THE PROJECT WILL SENSITIZE KEY POLICY ACTORS FROM GOVERNMENT, DEVELOPMENT PARTNERS, DONORS AND NGOS FOR UNDERSTANDING THE IMPORTANCE OF THE LINKAGE BETWEEN CLIMATE CHANGE AND REPRODUCTIVE HEALTH AND TAKE NECESSARY INITIATIVES TO ACT IMMEDIATELY.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: USING THE LANCET SERIES ON FAMILY PLANNING TO HELP REPOSITION FAMILY PLANNING AS HEALTH AND DEVELOPMENT PRIORITY IN NIGERIA.

Part V **Supplemental Information**

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

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: SUPPORT ETHIOPIAN POLICYMAKERS AT BOTH NATIONAL AND REGIONAL LEVELS TO PRIORITIZE FUNDING FOR FAMILY PLANNING IN BUDGET PROCESSES.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO BUILD CAPACITY OF STAKEHOLDERS FROM BOTH STATE AND NON-STATE ACTORS ON GENDER, REPRODUCTIVE HEALTH AND GENDER ISSUES TO BETTER ENABLE THEM TO ENGAGE EFFECTIVELY IN INFLUENCING KEY PROCESSES BOTH AT NATIONAL AND INTERNATIONAL LEVELS FOR GENDER, REPRODUCTIVE HEALTH AND CLIMATE CHANGE SOUND POLICIES.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO BUILD CAPACITY OF STAKEHOLDERS FROM BOTH STATE AND NON-STATE ACTORS ON GENDER, REPRODUCTIVE HEALTH AND GENDER ISSUES TO BETTER ENABLE THEM TO ENGAGE EFFECTIVELY IN INFLUENCING KEY PROCESSES BOTH AT NATIONAL AND INTERNATIONAL LEVELS FOR GENDER, REPRODUCTIVE HEALTH AND CLIMATE CHANGE SOUND POLICIES.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO DESIGN AND FACILITATE BUDGET LITERACY TRAINING FOR PAI'S RH BUDGETWATCH PROJECT AND TO PROVIDE TECHNICAL SUPPORT FOR RH BUDGETWATCH PARTNERS TO CONDUCT THEIR CONTRACEPTIVE BUDGET AND EXPENDITURE ASSESSMENTS.

REGION: SUB-SAHARAN AFRICA

Part V Supplemental Information

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

(D) PURPOSE OF GRANT: TO ACCESS THE AMOUNT OF GOVERNEMTN FUNDING ALLOCATED AND SPENT ON RH INCLUDING CONTRACEPTIVE PROGRAMMES, AND TO ADVOACATE FOR INCREASED BUDGET ALLOCATION AND EFFECTIVE USE OF FUNDS FOR FAMILY PLANNING PROGRAMS IN KENYA.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO DESIGN AND FACILITATE BUGET LITERACY TRAINING FOR PAI'S RH BUDGETWATCH PROJECT AND TO PROVIDE TECHNICAL SUPPORT FOR RH BUDGETWATCH PARTNERS TO CONDUCT THEIR CONTRACEPTIVE BUDGET AND EXPENDITURE ASSESSMENTS.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: THIS ADDENDUM TO THE GRANT AGREEMENT BETWEEN PAI AND PATHFINDER INTERNATIONAL, TANZANIA COUNTRY OFFICE (GRANT NUMBER IA-093-FINANCING) COVERS AN ADJUSTMENT TO THE GRANT AMOUNT AND REPORTING SCHEDULE FOR THE GRANT DUE TO DELAYS IN THE WORK PLAN OF PATHFINDER INTERNATIONAL. SPECIFICALLY, PAI WILL DISBURSE HALF ($12,500 USD) OF THE PREVIOUSLY SCHEDULED SECOND TRANCHE OF FUNDING TO PATHFINDER INTERNATIONAL IN AUGUST 2013. IN OCTOBER 2013, PATHFINDER INTERNATIONAL WILL PROVIDE AN UPDATED FINANCIAL REPORT TO PAI AND BE REIMBURSED BY PAI FOR ANY OUTSTANDING EXPENDITURE.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: THIS REVISED ADDENDUM TO THE GRANT AGREEMENT BETWEEN PAI AND PATHFINDER INTERNATIONAL, TANZANIA COUNTRY OFFICE (GRANT NUMBER IA-093-FINANCING) VOIDS THE PREVIOUS ADDENDUM DATED 25 JULY 2013. REVISED ADDENDUM HAS BEEN SET IN PLACE DUE TO UPDATED PROJECT ACTIVITIES

Part V **Supplemental Information**

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

AND FINANCIAL REPORT DATED OCTOBER 15, 2013 AND CONFIRMS THAT PATHFINDER WILL BE GRANTED THE FULL PAYMENT AMOUNT OUTLINED IN GRANT AGREEMENT IA-093-FINANCING. SPECIFICALLY, PAI WILL DISBURSE THE REMAINING AMOUNT OF THE ORIGINAL GRANT ($12,500 USD) TO PATHFINDER INTERNATIONAL IN NOVEMBER 2013.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO CONTRIBUTE TOWARDS POLICY ADVOCACY ON POPULATION, CLIMATE CHANGE AND SUSTAINABLE DEVELOPMENT IN THE CONTEXT OF THE NATIONAL POPULATION POLICY, NATIONAL CLIMATE CHANGE POLICY AND OTHER KEY RELEVANT POPULATION RELATED POLICIES IN THE CRITICAL SECTORS OF POPULATION, HEALTH AND ENVIRONMENT IN MALAWI.

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO USE MIXED METHODS TO DISSEMINATE THE LINKAGES BETWEEN POPULATION, REPRODUCTIVE HEALTH AND CLIMATE CHANGE ADAPTATION FOR POLICY AND PROGRAM IMPLEMENTATION IN MALAWI

REGION: SUB-SAHARAN AFRICA

(D) PURPOSE OF GRANT: TO CALL FOR PURPOSEFUL ACTION AND INCLUSION OF GENDER, REPRODUCTIVE HEALTH, AND POPULATION DYNAMICS IN CLIMATE CHANGE DEBATES, POLICIES AND ADAPTATION PROGRAMS WITHIN THE NEWLY FORMED GOVERNANCE SYSTEM IN KENYA.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

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
PATHFINDER INTERNATIONAL 9 GALEN STREET, SUITE 217 WATERTOWN, MA 02472	53-0235320	501(C)(3)	40,000.	0.			TO SUPPORT AND LEAD A CONGRESSIONAL STUDY TOUR TO SHOW FIRST HAND FP/RH PROGRAMS AND SERVICES IN
MARIE STOPES INTERANTIONAL US P.O. BOX 35528 WASHINGTON, DC 20033	54-1901882	501(C)(3)	48,429.	0.			SUPPORT DISTRICT HEALTH OFFICIALS IN IMPLEMENTING MALI'S NEW NATIONAL PROCEDURES FOR

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

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

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

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

332101
10-29-13

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

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

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

PART I, LINE 2:

EXPLANATION: POPULATION ACTION INTERNATIONAL SUPPORTS INTERNATIONAL AND DOMESTIC NON-GOVERNMENT ORGANIZATIONS IN THEIR WORK TO INCREASE THE POLITICAL AND FINANCIAL SUPPORT THAT GOVERNMENTS OF THE WORLD GIVE TO POPULATION AND REPRODUCTIVE HEALTH PROGRAMS IN ACCORDANCE WITH THE GOALS OF THE INTERNATIONAL CONFERENCE ON POPULATION AND DEVELOPMENT'S PROGRAM OF ACTION. PAI USES A THOROUGH APPLICATION PROCESS OF BOTH PROPOSAL AND BUDGET REVIEW TO DETERMINE WHICH ORGANIZATIONS ARE BEST SUITED TO CARRY OUT THIS IMPORTANT WORK.

Part IV Supplemental Information

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: PATHFINDER INTERNATIONAL

(H) PURPOSE OF GRANT OR ASSISTANCE: TO SUPPORT AND LEAD A CONGRESSIONAL STUDY TOUR TO SHOW FIRST HAND FP/RH PROGRAMS AND SERVICES IN THE FIELD AND WITHIN THE BORADER CONTEXT OF THE US DEVELOPMENT AGENDA.

NAME OF ORGANIZATION OR GOVERNMENT: MARIE STOPES INTERANTIONAL US

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT DISTRICT HEALTH OFFICIALS IN IMPLEMENTING MALI'S NEW NATIONAL PROCEDURES FOR REPRODUCTIVE HEALTH (KEY ELEMENT OF MALI'S OUAGADOUGOU PARTNERSHIP ACTION PLAN), SPECIFICALLY FOR PROVISION OF VOLUNTARY TUBAL LIGATION AT HEALTH CENTRE LEVEL IN 15 DISTRICTS.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

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 ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
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 ☐ Written employment contract ☐ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ 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) SUZANNE EHLERS	(i)	192,661.	18,773.	0.	2,120.	26,236.	239,790.	0.
PRESIDENT/CEO	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) CAROLYN VOGEL	(i)	138,483.	3,500.	0.	1,354.	6,810.	150,147.	0.
CHIEF OPERATING OFFICER	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 7:

EXPLANATION: SUPERVISORS MAY CHOOSE TO AWARD A PERFORMANCE INCENTIVE IN LIEU OF OR IN ADDITION TO A SALARY INCREASE. THESE INCENTIVES ARE BASED ON THE EXTRAORDINARY PERFORMANCE AND EFFORT OF AN EMPLOYEE.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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

TO CLOSE THE GLOBAL GAP IN FAMILY PLANNING, WHICH IS AN UNMET NEED ESTIMATED AT 222 MILLION WOMEN.

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

CIVIL SOCIETY, AND PROTECT THE ENVIRONMENT.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THROUGH ITS CLIMATE CHANGE INITIATIVE, PAI IS SUPPORTING CIVIL SOCIETY IN COUNTRIES LIKE MALAWI, KENYA, BANGLADESH AND THE PHILIPPINES TO PROMOTE FAMILY PLANNING AND INVESTMENTS IN WOMEN AND REPRODUCTIVE HEALTH AS CRITICAL TO CLIMATE ADAPTATION PLANS. PAI STAFF PRESENTED AT THE WOODROW WILSON INTERNATIONAL CENTER FOR SCHOLARS ON THIS TOPIC IN APRIL OF THIS YEAR - LEARNING FROM KENYA AND MALAWI ON CLIMATE CHANGE. MALAWI PROVIDES AN EXCELLENT EXAMPLE OF THE KINDS OF RESULTS PAI PRODUCES THROUGH OUR CLIMATE CHANGE PORTFOLIO, INCLUDING:

- THE NATIONAL POPULATION POLICY NOW INCLUDES MENTION OF CLIMATE CHANGE, WHICH PROVIDES A PLATFORM TO INTEGRATE POPULATION-CLIMATE CHANGE PROGRAMS AS THE POLICY IS IMPLEMENTED.

- IN 2013, FAMILY PLANNING IS NOW - FOR THE FIRST TIME - LISTED AS A LINE ITEM IN THE NATIONAL BUDGET.

- NATIONAL LEADERS, INCLUDING THE PRESIDENT AND VICE PRESIDENT, ARE

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

BECOMING MORE VOCAL CHAMPIONS FOR WOMEN AS CENTRAL TO DEVELOPMENT, AND CLIMATE ADAPTATION PRIORITIES.

- THE UPDATED VERSION OF THE NATIONAL CLIMATE CHANGE POLICY ALSO MAKES MENTION OF PEOPLE'S ABILITY TO MANAGE THEIR OWN FERTILITY.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

- PAI OPERATES A PROJECT CALLED RH BUDGETWATCH, WORKING WITH CIVIL SOCIETY ORGANIZATIONS IN KENYA AND TANZANIA TO ENSURE THAT NATIONAL LEVEL BUDGETS INCLUDE LINE ITEMS FOR CONTRACEPTIVES, AND THAT THOSE LINE ITEMS ACTUALLY GET SPENT.

- IN GUATEMALA, PAI ESTABLISHED PARTNERSHIPS WITH, AND PROVIDED SUBGRANTS TO, TWO CIVIL SOCIETY ORGANIZATIONS - APROFAM AND OBSERVATORIO EN SALUD REPRODUCTIVA (OSAR). PAI'S SUBGRANTS ALLOWED THEM TO PURSUE ADVOCACY OPPORTUNITIES AROUND CONTRACEPTIVE HEALTH SUPPLIES. PAI ALSO RECENTLY AWARDED A SUBGRANT TO THE GUATEMALA ECOLOGICAL ORGANIZATION, FUNDAECO, TO ADVOCATE AROUND THE INTERSECTION OF GENDER, REPRODUCTIVE HEALTH AND CLIMATE CHANGE.

- IN JULY 2012, THE PROMINENT HEALTH JOURNAL, THE LANCET, RELEASED A SPECIAL SERIES EXAMINING THE EVIDENCE FOR THE EFFECTS OF POPULATION AND FAMILY PLANNING ON PEOPLE'S WELL-BEING AND THE ENVIRONMENT. PAI DESIGNED AND EXECUTED A GLOBAL RELEASE AND ADVOCACY PLAN FOR THIS SPECIAL FAMILY PLANNING THEME EDITION.

- PAI ISSUED SMALL GRANTS TO COUNTRY PARTNERS IN LATE 2013/EARLY 2013 TO SUPPORT COUNTRY LAUNCH EVENTS. THEY INCLUDED THOSE IN NIGERIA, AT

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

THE NIGERIA FAMILY PLANNING CONFERENCE, AND IN KENYA, WHERE PAI'S PARTNER, AFIDEP, HOSTED A SERIES OF TARGETED BRIEFINGS WITH POLICYMAKERS IN NAIROBI, AS WELL AS IN ADVANCE OF KENYA'S NATIONAL ELECTION. IN INDIA, PAI SPONSORED A LANCET AUTHOR TO SPEAK AT THE LAUNCH EVENT WHICH DREW OVER 100 GOVERNMENT OFFICIALS (BOTH NATIONAL AND STATE), CIVIL SOCIETY, AND DONORS INCLUDING USAID, UNFPA, GATES, FORD, MACARTHUR AND OTHERS.

PAI'S RESEARCH TRANSLATES DATA INTO KNOWLEDGE, TAKING COMPLEX DEMOGRAPHIC AND GLOBAL HEALTH DATA, AND MAKING IT COMPREHENSIBLE FOR POLICYMAKERS AND ADVOCATES ALIKE. PAI USES ONLY THE MOST RELIABLE SOURCES OF INFORMATION, AND IS WELL KNOWN FOR PAIRING EVIDENCE WITH CLEAR, ACTIONABLE POLICY RECOMMENDATIONS. EXAMPLES OF RESEARCH PRODUCED OVER THE PAST YEAR INCLUDE SEVERAL NEW PUBLICATIONS FROM OUR CLIMATE TEAM. THESE INCLUDE POPULATION, REPRODUCTIVE HEALTH AND INTERNATIONAL ADAPTATION FINANCE, WHICH WAS PRESENTED AT THE CONFERENCE, POPULATION AND CLIMATE CHANGE: TOWARDS CLIMATE DEVELOPMENT FOR AFRICA (LILONGWE, MALAWI); AND AT THE INTERNATIONAL CONFERENCE ON POPULATION AND CLIMATE CHANGE (ACCRA, GHANA).

PAI IS ALSO WELL KNOWN FOR RESEARCH EFFORTS AROUND DEMOGRAPHY AND DEVELOPMENT. THIS YEAR, PAI'S PRESIDENT PRESENTED IN SEVERAL VENUES ON THIS TOPIC, INCLUDING AT THE WORLD AFFAIRS COUNCIL AND THE NATIONAL DEFENSE UNIVERSITY. PAI'S RESEARCH TEAMS ARE FEATURED PRESENTERS AND FACILITATORS IN MULTIPLE VENUES SUCH AS THE 11TH INTERNATIONAL DIALOGUE ON POPULATION AND SUSTAINABLE DEVELOPMENT, AND THE CIVIL SOCIETY CONSULTATIONS FOR THE GLOBAL THEMATIC CONSULTATION ON POPULATION DYNAMICS IN THE POST-2015 UN DEVELOPMENT AGENDA.

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number 52-0812075

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

THE UN COMMISSION ON LIFE-SAVING COMMODITIES FOR WOMEN AND CHILDREN IDENTIFIED AND ENDORSED AN INITIAL LIST OF 13 OVERLOOKED LIFE-SAVING COMMODITIES THAT, IF MORE WIDELY ACCESSED AND PROPERLY USED, WILL SAVE THE LIVES OF MORE THAN 6 MILLION WOMEN AND CHILDREN. PAI SUCCESSFULLY ADVOCATED FOR THE THREE FAMILY PLANNING COMMODITIES (IMPLANTS, FEMALE CONDOMS, AND EMERGENCY CONTRACEPTION) AND THREE MATERNAL HEALTH COMMODITIES (OXYTOCIN, MAGNESIUM SULFATE AND MISOPROSTOL) INCLUDED ON THE LIST. PAI WORKS ON THE ADVOCACY WORKING GROUP AND THE MATERNAL HEALTH TECHNICAL RESOURCE TEAM, INCLUDING SIGNIFICANT ENGAGEMENT WITH ITS COMMODITY SECURITY SUBGROUP.

UN COMMISSION ON POPULATION AND DEVELOPMENT: PAI CONTINUED TO MAKE MODEST INVESTMENTS TO PROACTIVELY INFLUENCE THE OUTCOMES OF MAJOR UN GATHERINGS AND PROCESSES. AT THE 46TH SESSION OF THE UN COMMISSION ON POPULATION AND DEVELOPMENT (CPD), "NEW TRENDS IN MIGRATION: DEMOGRAPHIC ASPECTS," PAI PRESIDENT WAS ONCE AGAIN INVITED BY THE STATE DEPARTMENT TO SERVE AS AN OFFICIAL MEMBER OF THE U.S. DELEGATION TO THE CPD. PAI'S PARTICIPATION HELPED TO ENSURE THAT CIVIL SOCIETY VOICES WERE INCLUDED IN THE DELIBERATIONS, AND THAT PREVIOUS GAINS MADE FOR REPRODUCTIVE HEALTH WERE PROTECTED. RESEARCH ASSOCIATE KAJA JURCZYNSKA PLAYED A CRITICAL ROLE VIS-A-VIS NGO ORGANIZING, AND PUBLISHED A BLOG ON THE CPD.

THE REPRODUCTIVE HEALTH SUPPLIES COALITION (RHSC) CONTINUED TO PLAY PROMINENTLY IN PAI'S WORK AS WELL, AT IT IS THE PREMIERE GLOBAL ENTITY

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

ADDRESSING SUPPLIES SHORTAGES AND CONTRACEPTIVE SECURITY AROUND THE WORLD. PAI ONCE AGAIN PROVIDED LEADERSHIP WITHIN THE ADVOCACY AND ACCOUNTABILITY WORKING GROUP OF THE COALITION; AND NURTURED THE NEW LATIN AMERICA/CARIBBEAN FORUM.A MAIN HIGHLIGHT OF OUR WORK WITH THE RHSC THIS YEAR WAS THE PRODUCTION OF A NEW ADVOCACY FILM, CON LOS MANOS VACIAS.

PAI CONTINUED OUR CO-LEADERSHIP OF THE MATERNAL HEALTH SUPPLIES WORKING GROUP OF THE MATERNAL HEALTH SUPPLIES TASK FORCE. IN 2013 THE WORKING GROUP HELD TWO IN-PERSON MEETINGS AND HOSTED "IN OUR HANDS: SUCCESSFUL STRATEGIES TO PRIORITIZE ESSENTIAL MATERNAL HEALTH SUPPLIES" WHICH FEATURED AN "IDEAS EXCHANGE" BETWEEN MH AND RH EXPERTS AT THE WOMEN DELIVER CONFERENCE IN KUALA LUMPUR. MALAYSIA. AT THE ANNUAL RHSC MEETING IN 2013, PAI SPONSORED SEVERAL MATERNAL HEALTH SUPPLIES ADVOCATES FROM THE GLOBAL SOUTH TO ATTEND.

TO KEEP STAKEHOLDERS ENGAGED AND INFORMED ABOUT PAI'S POSITION AND WORK ON KEY GLOBAL PROCESSES, WE RECENTLY LAUNCHED A NEWSLETTER FEATURING GLOBAL FAMILY PLANNING POLICY INSIGHT AND ANALYSIS, FP2020 VISION. FP2020 VISION - DEBUTED AT THE INTERNATIONAL CONFERENCE ON FAMILY PLANNING (ICFP) IN ADDIS, ETHIOPIA IN NOVEMBER 2013 - WILL COVER ISSUES RANGING FROM FP2020 AND THE POST2015 AGENDA, TO REPRODUCTIVE HEALTH SUPPLIES TO BUDGET ADVOCACY.

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

UNITED STATES GOVERNMENT RELATIONS

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

THIS YEAR, PAI REMAINED AMONG THE MOST INFLUENTIAL ADVOCATES IN WASHINGTON FOR U.S. LEADERSHIP FOR INTERNATIONAL FP/RH. AT EVERY OPPORTUNITY, PAI WORKED CLOSELY AND DILIGENTLY WITH OUR COALITION PARTNERS TO HIGHLIGHT WHAT FUNDING CUTS AND OTHER IMPEDIMENTS MEAN IN THE LIVES OF WOMEN WHO ARE BENEFICIARIES OF USAID AND UNFPA PROGRAMS. PAI HAD OVER 1,000 INDIVIDUAL ADVOCACY CONTACTS WITH CONGRESSIONAL AND EXECUTIVE BRANCH OFFICES (MEETINGS, PHONE CALLS AND EMAILS).

PAI'S CLOSE RELATIONSHIPS WITH BOTH OTHER ADVOCATES AND CONGRESSIONAL STAFF MEMBERS UNDERPINNED OUR TACTICS, WHICH INCLUDED:

- COORDINATING THE TWO MAIN ANNUAL CONGRESSIONAL SIGN-ON LETTERS FOR U.S. FUNDING FOR FP/RH, WHICH PROVIDE A STRONG SIGNAL FROM CONGRESSIONAL LEADERSHIP AS TO BUDGETARY PRIORITIES FOR THE COMING YEAR:

- PAI CONTINUED TO PROVIDE LEADERSHIP TO THE INTERNATIONAL FAMILY PLANNING COALITION OVER THE PAST YEAR, AGAIN SERVING AS ITS SECRETARIAT AND COORDINATING COMMUNICATIONS AND MONTHLY MEETINGS AT PAI'S OFFICES FOR THE IFPC'S MEMBER ORGANIZATIONS.

- PAI'S DIRECTOR OF COMMUNICATIONS AGAIN CHAIRED THE IFPC COMMUNICATORS WORKING GROUP (IFPCC), WHICH HELPED DEVELOP COHESIVE MESSAGING ON TOPICAL ISSUES, AS WELL AS CONDUCTED PERIODIC POLLING AND MAPPING OF VARIOUS SPHERES OF INFLUENCES TO DETERMINE WHICH MESSAGES RESONATE BEST WITH WHICH AUDIENCES.

- HOSTING BRIEFINGS, SUCH AS ONE FOR SENATORS AND THEIR STAFF IN APRIL

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

FOCUSING ON FAMILY PLANNING AS A DEVELOPMENT "BEST BUY."

- ORGANIZING MEETINGS OF LEADING ADVOCATES WITH KEY HOUSE AND SENATE OFFICES; AND

- BUILDING DEEP RELATIONSHIPS WITH THE EXECUTIVE BRANCH, SUCH AS WITH THE STATE DEPARTMENT' S BUREAU FOR POPULATION, REFUGEES AND MIGRATION; THE OFFICE OF MANAGEMENT AND BUDGET; USAID; AND.

- CONTINUING TO ENGAGE A DIVERSE RANGE OF POTENTIAL NEW ALLIES TO INCREASE SUPPORT FOR FP/RH FROM NON-TRADITIONAL SOURCES.

- HOSTING SENIOR STAFF FROM FOUR SENATE OFFICES (COONS, CARDIN, DURBIN AND BOXER) TO TANZANIA, TO SEE THE IMPACT OF U.S. ASSISTANCE FOR INTERNATIONAL FP/RH IN ACTION. EARLIER IN THE YEAR, PAI HOSTED A GRASSTOPS STUDY TOUR TO PERU, IN PARTNERSHIP WITH PATHFINDER. PAI BROUGHT SEVERAL ATTENDEES FROM OUR MIAMI GRASSTOPS NETWORK.

EXPENSES $ 208,575. INCLUDING GRANTS OF $ 40,000. REVENUE $ 0.

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

EXPLANATION: THE PAI BOARD OF DIRECTORS DELEGATES RESPONSIBILITY FOR THE REVIEW OF THE COMPLETED FORM 990 TO THE AUDIT COMMITTEE. THE COMMITTEE REVIEWS THE FORM WITH THE VICE PRESIDENT OF FINANCE AND WHEN THE COMMITTEE IS IN AGREEMENT WITH MANAGEMENT ON THE INFORMATION IN THE RETURN IT APPROVES THE FINAL COPY FOR MANAGEMENT TO SIGN. A COMPLETE COPY OF THE FINAL RETURN IS DISTRIBUTED TO ALL BOARD MEMBERS AND THE AUDIT COMMITTEE REPORTS ITS APPROVAL TO THE FULL BOARD AT THE NEXT SCHEDULED MEETING OF THE BOARD.

Name of the organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

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

EXPLANATION: EACH OFFICER AND DIRECTOR OF THE PAI BOARD OF DIRECTORS REVIEWS, COMPLETES, AND SIGNS THE CONFLICT OF INTEREST REVIEW FORM ANNUALLY. THE SIGNED FORM IS SUBMITTED TO THE CHAIR OF THE PAI BOARD OF DIRECTORS. ANY CONFLICT OF INTEREST THAT ARISES IS BROUGHT TO THE ATTENTION OF THE BOARD OF DIRECTORS AND THE OFFICER OR DIRECTOR INVOLVED DOES NOT VOTE ON THE MATTER.

EACH STAFF MEMBER REVIEWS, COMPLETES, AND SIGNS THE PAI POLICY STATEMENTS (INCLUDING CONFLICT OF INTEREST) UPON HIRE. THE SIGNED FORM IS SUBMITTED TO THE VICE PRESIDENT OF FINANCE & ADMINISTRATION AND ANY CONFLICTS ARE REPORTED TO THE CHAIR OF THE BOARD OF DIRECTORS. THE STAFF MEMBER AGREES TO REPORT TO THE CHAIR OF THE BOARD OF DIRECTORS ANY FURTHER SITUATIONS THAT MAY DEVELOP DURING THEIR EMPLOYMENT.

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

EXPLANATION: PAI DETERMINES COMPENSATION FOR ALL EMPLOYEES BY FOLLOWING THE GUIDELINES SET FORTH IN THE PAI SALARY ADMINISTRATION POLICY. THE PAI EXECUTIVE COMMITTEE AND BUDGET & FINANCE COMMITTEE PERIODICALLY REVIEW AND APPROVE THIS POLICY.

EACH STAFF POSITION IS ANALYZED AND DEFINED IN A JOB DESCRIPTION DEVELOPED THROUGH A COOPERATIVE EFFORT OF THE DEPARTMENT VICE PRESIDENT OR DIRECTOR, THE CHIEF OPERATING OFFICER AND THE INCUMBENT (WHEN APPROPRIATE), AND APPROVED BY THE PRESIDENT/CEO.

TO ACHIEVE INTERNAL AND EXTERNAL EQUITY A SALARY COMPARISON IS COMPLETED IN

Name of the organization	Employer identification number
POPULATION ACTION INTERNATIONAL	52-0812075

EVEN NUMBERED YEARS FOR EACH POSITION. THE OUTCOME OF THE SALARY COMPARISON IS THE ESTABLISHMENT OF A SALARY RANGE FOR EACH POSITION. THESE RANGES ARE DEVELOPED BY THE VP OF FINANCE & ADMINISTRATION AND APPROVED BY THE PRESIDENT/CEO BY UTILIZING UP TO THREE CURRENT SALARY STUDIES SUCH AS, PRM CONSULTING, INC. - MANAGEMENT COMPENSATION REPORT FOR NOT-FOR-PROFIT ORGANIZATIONS; INSIDE NGO - HEADQUARTERS SALARY, BENEFITS, AND HUMAN RESOURCE ADMINISTRATIVE POLICIES SURVEY COMPENSATION REPORT; AND TOTAL COMPENSATION SOLUTIONS - NOT-FOR-PROFIT COMPENSATION SURVEY.

DEVELOPMENT OF THE SALARY COMPARISON RESULTS IN A SALARY RANGE INVOLVING A MINIMUM, MIDPOINT AND MAXIMUM AS DEFINED BELOW:

- MINIMUM - THE LOWEST RATE PAID TO AN INDIVIDUAL WHO IS HIRED FOR OR PROMOTED TO A JOB/POSITION THAT HAS BEEN CLASSIFIED IN THE GRADE LEVEL. THE MINIMUM IS 15% BELOW THE MID-POINT.

- MIDPOINT - COMPETITIVE RATE FOR THE PARTICULAR GRADE LEVEL WHICH REPRESENTS THE WORTH OF THE JOB/POSITION TO PAI - THAT IS, THE AMOUNT OF COMPENSATION CONSIDERED TO BE FAIR AND EQUITABLE FOR AN EMPLOYEE WHO IS FULLY QUALIFIED IN TERMS OF TRAINING AND EXPERIENCE. THE MID-POINT OF EACH SALARY RANGE IS THE WEIGHTED AVERAGE OF SURVEY COMPOSITES (STAFF SIZE, BUDGET SIZE, ORGANIZATION TYPE, SCOPE, ETC.) AT THE MEDIAN (50TH PERCENTILE) BASE SALARY OF EACH JOB/POSITION.

- MAXIMUM - HIGHEST RATE WHICH MAY BE PAID TO AN INCUMBENT IN THE GRADE LEVEL. THE MAXIMUM IS 45% GREATER THAN THE MINIMUM.

THE PAI BOARD OF DIRECTORS PLANS TO CONDUCT A 360 DEGREE PERFORMANCE

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

APPRAISAL AND SALARY REVIEW OF THE PRESIDENT/CEO EVERY TWO YEARS. THE SALARY RANGE IS DETERMINED BY THE PROCESS DESCRIBED IN THE SALARY ADMINISTRATION POLICY AND GUIDELINES ABOVE.

THE BOARD OF DIRECTORS REVIEWED THE SALARY OF THE CEO IN SPRING OF 2012 AND MANAGEMENT SALARIES IN THE FALL OF 2013.

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

AK,AL,AR,AZ,CA,CT,FL,GA,HI,IL,KS,KY,LA,MA,MD,ME,MI,MS,MN,NC,NJ,NH,NM,NY,OH

OK,OR,PA,RI,SC,TN,UT,VA,WI,WV

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

EXPLANATION: PAI MAKES ITS GOVERNING DOCUMENTS (E.G. MINUTES OF BOARD AND COMMITTEE MEETINGS, AUDITED FINANCIAL STATEMENTS, FORM 990, CONFLICT OF INTEREST STATEMENT, WHISTLEBLOWER POLICY AND DOCUMENT RETENTION POLICY) AVAILABLE TO THE GENERAL PUBLIC BY PROVIDING COPIES ON REQUEST OR ALLOWING INSPECTION AT THE WASHINGTON DC OFFICE OF THE ORGANIZATION. THE FORM 990 IS ALSO POSTED ON GUIDESTAR.ORG AND IS AVAILABLE FOR INSPECTION ANYTIME. THE FORM 990 AND CURRENT AUDITED FINANCIAL STATEMENTS ARE ALSO POSTED ON PAI'S WEB SITE FOR REVIEW ANYTIME.

FORM 990, PART IX, LINE 11G, OTHER FEES:

OTHER PROFESSIONAL FEES:

PROGRAM SERVICE EXPENSES	499,597.
MANAGEMENT AND GENERAL EXPENSES	27,782.
FUNDRAISING EXPENSES	767.
TOTAL EXPENSES	528,146.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	528,146.

Name of the organization: POPULATION ACTION INTERNATIONAL

Employer identification number: 52-0812075

FORM 990, PART XII, LINE 2C

EXPLANATION: THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT THAT AUDITED THE FINANCIAL STATEMENTS IS OVERSEEN BY PAI'S AUDIT COMMITTEE. THE AUDIT COMMITTEE REPORTS SELECTIONS TO THE BOARD OF DIRECTORS.

FORM 990 PART I LINE 6

EXPLANATION: THIS ESTIMATE REPRESENTS THE NUMBER OF INDIVIDUALS WHO WHERE PART OF PAI'S BOARD OF DIRECTORS VOLUNTEERS.

FORM 990, PART VI, LINE 8A AND 8B

EXPLANATION: THE ORGANIZATION CONTEMPORANEOUSLY DOCUMENTS ALL MEETINGS OF THE BOARD OF DIRECTORS, BUDGET AND FINANCE COMMITTEE, AUDIT COMMITTEE, INVESTMENT SUB-COMMITTEE AND EXECUTIVE COMMITTEE. NO OTHER COMMITTEES HAVE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY.