

FEC FORM 5

REPORT OF INDEPENDENT EXPENDITURES MADE AND CONTRIBUTIONS RECEIVED

To Be Used by Persons (Other than Political Committees) including Qualified Nonprofit Corporations

1. (a) Name of Individual, Organization or Corporation AMERICANS FOR PROSPERITY		3. FEC Identification Number C C90013285
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2111 WILSON BLVD. SUITE 350		
(c) City, State and ZIP Code ARLINGTON VA 22201		
2. Corporate filers only	Is the filer a qualified nonprofit corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Individual filers only	Name of Employer	Occupation

4. TYPE OF REPORT (check appropriate boxes):

(a) April 15 Quarterly Report
 July 15 Quarterly Report
 October 15 Quarterly Report
 January 31 Year-End Report

24-Hour Report
 48-Hour Report

b) Is this Report an amendment? Yes No

5. COVERING PERIOD: FROM

/ /

THROUGH

/ /

6. TOTAL CONTRIBUTIONS

7. TOTAL INDEPENDENT EXPENDITURES

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or any political party committee or its agent. In addition, (if the independent expenditures reported herein were made by a corporation) I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM	SIGNATURE	DATE
Tim Phillips	<i>Tim Phillips</i>	12/17/2012

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this report to the penalties of 2 U.S.C. §437g.

For further information, contact:
 Federal Election Commission, 999 E Street, N.W., Washington, D.C. 20463 Toll Free 800-424-9530, Local 202-694-1100

**SCHEDULE 5-E
ITEMIZED INDEPENDENT EXPENDITURES**

NAME OF FILER (In Full)
AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Tommy Downs		Date MM / DD / YYYY 08 / 20 / 2012
Mailing Address 2111 Wilson Blvd. Suite 350		Amount 315.26 Transaction ID : F57.000001
City Arlington	State VA	
Zip Code 22201	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Purpose of Expenditure Advertising - allocable salary and benefits for in-house production of web ad ("Voted For")		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Calendar Year-To-Date Per Election for Office Sought 14118793.60		

Full Name (Last, First, Middle Initial) of Payee Target Enterprises		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 15260 Ventura Blvd. Suite 1240		Amount 50500.00 Transaction ID : F57.000002
City Sherman Oaks	State CA	
Zip Code 91403	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Calendar Year-To-Date Per Election for Office Sought 14169293.60		

Full Name (Last, First, Middle Initial) of Payee AOL Advertising		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 770 Broadway 6th Floor		Amount 240832.35 Transaction ID : F57.000003
City New York	State NY	
Zip Code 10003	Category/ Type 004	Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Purpose of Expenditure Advertising - placement of web ad ("Voted For")		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) _____ Convention
Calendar Year-To-Date Per Election for Office Sought 14410125.95		

(a) SUBTOTAL of Itemized Independent Expenditures.....	▶	291647.61
(b) SUBTOTAL of Unitemized Independent Expenditures.....	▶	
(c) TOTAL Independent Expenditures	▶	
(carry total from last page forward to Line 7)		

**SCHEDULE 5-E
ITEMIZED INDEPENDENT EXPENDITURES**

NAME OF FILER (In Full)
AMERICANS FOR PROSPERITY

Full Name (Last, First, Middle Initial) of Payee Adtegrity.com		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 38 Commerce Ave., SW Suite 200		Amount 136111.11 Transaction ID : F57.000004
City Grand Rapids	State MI	
Zip Code 49503	Purpose of Expenditure Advertising - placement of web ad ("Voted For")	Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Calendar Year-To-Date Per Election for Office Sought 14546237.06		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) <input type="checkbox"/> Convention

Full Name (Last, First, Middle Initial) of Payee Google Inc.		Date MM / DD / YYYY 08 / 21 / 2012
Mailing Address 1600 Amphitheatre Parkway		Amount 190000.00 Transaction ID : F57.000005
City Mountain View	State CA	
Zip Code 94043	Purpose of Expenditure Advertising - placement of web ad ("Voted For")	Category/ Type 004
Name of Federal Candidate Supported or Opposed by Expenditure: Barack Obama		Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input checked="" type="checkbox"/> President
Calendar Year-To-Date Per Election for Office Sought 14736237.06		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input checked="" type="checkbox"/> Other (specify) <input type="checkbox"/> Convention

Full Name (Last, First, Middle Initial) of Payee		Date MM / DD / YYYY
Mailing Address		Amount
City	State	
Zip Code	Purpose of Expenditure	Category/ Type
Name of Federal Candidate Supported or Opposed by Expenditure:		Office Sought: <input type="checkbox"/> House State: _____ <input type="checkbox"/> Senate District: _____ <input type="checkbox"/> President
Calendar Year-To-Date Per Election for Office Sought		Check One: <input type="checkbox"/> Support <input type="checkbox"/> Oppose
		Disbursement For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) <input type="checkbox"/> Convention

(a) SUBTOTAL of Itemized Independent Expenditures.....	▶	326111.11
(b) SUBTOTAL of Unitemized Independent Expenditures.....	▶	
(c) TOTAL Independent Expenditures..... (carry total from last page forward to Line 7)	▶	617758.72