

WHIRLPOOL CORP /DE/

FORM SD (Specialized Disclosure Report)

Filed 05/31/17

Address	WHIRLPOOL CNTR 2000 M 63 C/O CORPORATE SECRETARY BENTON HARBOR, MI 49022-2692
Telephone	2699235000
CIK	0000106640
Symbol	WHR
SIC Code	3630 - Household Appliances
Industry	Appliances, Tools & Housewares
Sector	Consumer Cyclical
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SD
Specialized Disclosure Report

WHIRLPOOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

1-3932
(Commission
File Number)

38-1490038
(IRS Employer
Identification No.)

**2000 North M-63,
Benton Harbor, Michigan**
(Address of principal executive offices)

49022-2692
(Zip Code)

D. Jeffrey Noel, Corporate Vice President, Communications, telephone: 269-923-0107
(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2016.
-

SECTION 1 - CONFLICT MINERALS DISCLOSURE

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

A copy of Whirlpool Corporation's Conflict Minerals Report is filed as Exhibit 1.01 hereto and is publicly available at <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>.

Item 1.02 Exhibit

The Conflict Minerals Report required by this Item 1.02 is filed as Exhibit 1.01 to this report.

SECTION 2 - EXHIBITS

Item 2.01 Exhibits

The following exhibit is filed as part of this report:

Exhibit 1.01 - Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

Date: May 31, 2017

WHIRLPOOL CORPORATION

By: /s/ DAVID T. SZCZUPAK
Name: David T. Szczupak
Title: Executive Vice President, Global Product Organization

EXHIBIT INDEX

Exhibit No.	Document
1.01	Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

Exhibit 1.01

Whirlpool Corporation

Conflict Minerals Report

For the year ended December 31, 2016

1. Executive Summary

Whirlpool Corporation is committed to complying with federal laws and regulations requiring disclosure of the use of conflict minerals. Since 2013, we have established a formal Program Management Office, organized a cross-functional executive steering committee, proactively administered an internationally recognized due diligence framework, and developed an internal management system to oversee our supply chain due diligence process. We have evaluated our global supply chain and surveyed 100% of our in-scope suppliers to understand potential risks in their supply chains, organized and analyzed their responses and have filed an annual Conflict Minerals Report to share our due diligence process.

While our continued efforts in 2016 have not provided us with enough information to conclusively determine whether our products contain 3TG that directly or indirectly financed or benefited armed groups in the DRC or surrounding countries (the “Covered Countries”), our efforts in 2016 have continued to improve overall supply chain transparency and create further awareness within the organization regarding conflict minerals compliance that will allow us to improve due diligence and mitigate risk in 2017 and beyond.

Details of the process we have followed and the results to date can be found in this report, and within our Conflict Minerals Policy, both of which are located online at: <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>

2. Introduction

This report has been prepared by Whirlpool pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended. Rule 13p-1 imposes reporting requirements on issuers if their products contain metals derived from minerals defined as “conflict minerals,” which currently include cassiterite (the metal ore from which tin is extracted), columbite-tantalite (the metal ore from which tantalum is extracted), wolframite (the metal ore used to produce tungsten), and gold. These minerals - tin, tantalum, tungsten and gold - are referred to collectively as “3TG” or “3TG minerals”.

2.1 Company Overview

Whirlpool Corporation, the world’s leading global manufacturer and marketer of major home appliances, was incorporated in 1955 under the laws of Delaware as the successor to a business that traces its origin to 1898. Whirlpool’s reportable segments consist of North America, EMEA (Europe, Middle East and Africa), Latin America and Asia. As of December 31, 2016, Whirlpool had approximately 93,000 employees.

Whirlpool markets products in nearly every country around the world under brand names such as *Whirlpool*, *KitchenAid*, *Maytag*, *Consul*, *Brastemp*, *Amana*, *Bauknecht*, *Jenn-Air* and *Indesit*.

In 2016, we continued the integration of Indesit Company S.p.A. (“Indesit”) and Hefei Rongshida Sanyo Electric Co. Ltd. (“Hefei Sanyo”), each of which we acquired in the fourth quarter of 2014. These entities are now included in our conflict minerals reporting efforts for the 2016 calendar year. In July 2015, we acquired American Dryer Corporation (“ADC”), and we will include ADC in our conflict minerals reporting efforts for calendar year 2017.

Whirlpool maintains an internet website at <http://www.whirlpoolcorp.com>. A copy of this Report can be found at <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>.

As used in this Report, and except where the context otherwise requires, “Whirlpool,” “we,” “us,” and “our” refer to Whirlpool Corporation and its consolidated subsidiaries.

2.2 Products

Whirlpool manufactures and markets a full line of major home appliances and related products. Our principal products are laundry appliances, refrigerators and freezers, cooking appliances, dishwashers, mixers and other small domestic appliances. We also produce hermetic compressors for refrigeration systems, garage organization systems, and commercial laundry products. We have determined that tin, tantalum, tungsten, and gold are present in many of Whirlpool’s products.

3. Reasonable Country of Origin Inquiry (“RCOI”)

We conducted an inquiry of our suppliers according to steps 1 and 2 of the internationally recognized due diligence framework developed by the Organisation for Economic Cooperation and Development (“OECD”) titled “OECD Due Diligence Guidance for Responsible Supply Chains of Materials from Conflict-Affected and High-Risk Areas”.

We used a global risk-based approach, to identify direct suppliers providing products to Whirlpool which we considered to be at risk of containing 3TG minerals (“in-scope suppliers”), and therefore subject to RCOI efforts. We require these suppliers to complete the Conflict Minerals Reporting Template (“CMRT”) developed by the Conflict Free Sourcing Initiative (“CFSI”). All in-scope suppliers were sent a letter, available in multiple languages, which included instructions on how to complete the CMRT. Details regarding Whirlpool’s policy and conflict minerals tools and resources were also provided in the letter to communicate our expectation of suppliers and to improve supplier reporting. The information which we received was entered into an electronic database which facilitates information processing and analysis. We surveyed 1,609 suppliers for calendar year 2016.

OECD Step 1: Establish Strong Management Systems

Policy

To ensure that our conflict minerals due diligence and management systems address risks associated with

3TG minerals from the Covered Countries, we developed and published a Conflict Minerals Policy Statement (the “Policy Statement”). The Policy Statement is available to the public on Whirlpool’s website at <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>.

Internal Management Systems

Our internal management system includes senior management with the necessary expertise, knowledge and experience overseeing the supply chain due diligence process.

Whirlpool established a Conflict Minerals Steering Committee (the “Steering Committee”) comprised of representatives from multiple internal organizations, including procurement, legal, communications, global information systems, internal audit, and accounting. The Steering Committee includes certain members of the Company’s Executive Committee. The Steering Committee meets regularly to develop and oversee strategic plans to achieve compliance with the conflict minerals regulation.

Whirlpool also established a Global Program Management Office (“Global PMO”) to lead the conflict minerals compliance program, including the establishment of processes and procedures to implement the Policy Statement. The Global PMO periodically reports on the status of its conflict minerals compliance program to the Steering Committee.

System of Controls and Transparency

Whirlpool relies on its first tier suppliers to provide information on the origin of 3TG minerals present in commodities, parts or components included in its products based on the global risk assessment performed. We sent the CMRT to in-scope suppliers to gather information on the chain of custody of the necessary 3TG minerals included in our products. The status of our RCOI and due diligence efforts is reported to our Steering Committee and PMO teams on a regular basis.

Engagement with Suppliers

Whirlpool incorporated conflict minerals requirements into its Supplier Code of Conduct located at <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>. The Supplier Code of Conduct is incorporated by reference into Whirlpool’s global contract terms and conditions. We also provide instructions and related information in multiple languages to assist our suppliers in responding to the CMRT. In addition, we continue to maintain a dedicated email address, compliance@whirlpool.com, to facilitate supplier communication with us regarding the conflict minerals compliance program.

Grievance Mechanism

Whirlpool has a long established Code of Ethics governing its business conduct. As a part of its compliance programs, Whirlpool has publicly available communication channels for confidential telephone or online reporting of questions regarding its business conduct, including matters relating to conflict minerals and other social responsibility concerns. This reporting mechanism is available at <http://www.whirlpooethicshotline.com> and through a dedicated hotline number.

Records Retention

Whirlpool is retaining conflict minerals documentation according to its existing corporate retention policy and procedures.

Industry Participation and Collaboration

With respect to initiatives aimed at improving transparency in the supply chain, we are a member of and support the CFSI (CFSI member code WHIR), and participate on the Smelter Engagement Team. The CFSI has developed a program, the Conflict Free Smelter Program (“CFSP”), which uses independent third-party audits to identify smelters and refiners that have systems in place to ensure sourcing of conflict-free 3TG minerals. Through our membership, we have access to information regarding smelter and mine locations, smelter validation data, information regarding sourcing initiatives, and regulatory developments.

OECD Step 2: Identify and Assess Risks in the Supply Chain

As outlined above, we identified all in-scope suppliers that provide products to Whirlpool that may contain 3TG. All of these suppliers were sent a request to complete and return a CMRT. For non-responsive suppliers we followed-up frequently with reminder emails, and established an internal escalation process to notify the procurement organization of the lack of response of these suppliers. Suppliers who sent responses in a format other than that requested were asked to resubmit their response using the appropriate version of the CMRT.

We reviewed all responses internally against criteria which were developed to determine whether further engagement was necessary. These criteria included, among other things, completeness, data consistency, and the inclusion of a smelter list when warranted. When necessary, we engaged directly with our suppliers to secure revised responses.

The majority of suppliers returning the CMRT to us reported 3TG smelters and refiners at a company level, which does not specify whether the minerals provided by a certain smelter were included in products supplied to Whirlpool. The RCOI did not provide us with sufficient information to determine the source of the 3TG minerals in our products. Therefore, we conducted due diligence on the source and chain of custody of the 3TG minerals identified by our suppliers.

4. Due Diligence

4.1 Due Diligence Design

Whirlpool developed a conflict minerals due diligence framework conforming to the internationally recognized due diligence framework developed by the OECD titled “OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.”

4.2 Due Diligence Measures Performed

The due diligence measures we performed are presented below according to steps 3 through 5 of the five-

step OECD framework.

OECD Step 3. Design and Implement a Strategy to Respond to Identified Risks

We designed due diligence guidelines and procedures to be followed if Whirlpool identified risks that a supplier sources 3TG minerals from the Covered Countries. We compared the 3TG smelters identified by our suppliers to the CFSI Standard Smelter List. For those smelters that appear on both lists, we were able to determine whether the smelters may have sourced from the Covered Countries and, if so, determine their status using information published on the CFSI website.

Some suppliers reported 3TG minerals that may have originated in the Covered Countries, and also reported smelters whose status was not shown as “compliant” on the CFSI list. In this case, Whirlpool procedures include follow-up inquiries to those suppliers on whether they 1) provided information on all smelters where 3TG minerals are sourced, 2) performed due diligence procedures for non-certified smelters, and 3) were able to determine if 3TG minerals financed or benefited armed groups. Whirlpool also established an escalation process to notify our procurement organization to engage with suppliers who did not respond to our inquiries.

There was no instance where we determined that it was necessary to implement risk mitigation efforts, temporarily suspend trade, or disengage with a supplier.

OECD Step 4. Carry out Independent Third-party Audit of Smelter/Refiner’s Due Diligence Practices

Due to our downstream position in the 3TG supply chain, we do not have direct relationships with any smelters or refiners. We support independent third party audits of 3TG smelters and refiners through our participation and activity in the CFSI (CFSI member code: WHIR).

OECD Step 5. Report Annually on Our Supply Chain Due Diligence

Whirlpool publicly communicates our conflict minerals policy, due diligence activities and related supplier expectations on our supplier code of conduct website, which website contains our Conflict Minerals Report and is located at <http://www.whirlpoolcorp.com/supplier-code-of-conduct/>. In addition, this report is filed annually with the U.S. Securities and Exchange Commission.

5. Due Diligence Results

For calendar year 2016, the vast majority of our in-scope suppliers provided data at a company or divisional level, or otherwise were unable to identify specific entities that had processed the 3TGs contained in the products or components supplied to us. As a result we were unable to determine whether our products contain 3TG minerals that directly or indirectly financed or benefited armed groups. Since we are unable to verify the source and chain of custody of the vast majority of the 3TG in our supply chain, we have elected not to present the smelter and refiner names provided by our supply chain in this report.

Of the smelters or refiners reported by our supply chain, a total of 299 unique smelters or refiners were reported to us that were also identified as smelters or refiners by the CFSP. Of these 299 smelters or refiners,

84% were classified as “compliant” or “active” by the CFSP, which is an increase from 79% “compliant” or “active” in the previous year. The remaining smelters or refiners had other CFSP classifications.

6. Measures to Improve Due Diligence and Mitigate Risk

We continue the following actions to improve due diligence and further mitigate the risk that 3TG minerals in our products benefit armed groups:

- Enhance escalation and follow-up procedures to increase the response rate of our suppliers to the CMRT; and to enhance due diligence measures to obtain detailed information from suppliers that responded that they may be sourcing 3TG minerals from the Covered Countries;
- Continue to participate in CFSI and other industry groups to support an increase the number of smelters and refiners participating in the CFSP, and other solutions aimed at improving supply chain transparency;
- Continue to monitor leading practices of peer companies to enhance our own conflict minerals program;
- Follow processes to identify newly added direct suppliers to Whirlpool and to acquired entities and incorporate them into our RCOI efforts;
- Continue to develop further awareness within the organization and supply base regarding conflict minerals compliance through outreach and training;
- Continue to institutionalize our conflict minerals compliance program by improving our standard operating procedures, rolling out the procedure to identified business units, and identifying and prioritizing improvement opportunities; and
- In the event that any of our suppliers are found to be providing us with components or materials containing 3TG from sources that support conflict in the Covered Countries, work with them to establish alternative sources of 3TG.

Forward-Looking Statements

This document includes forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, including (but not limited to) statements about expected future supplier diligence efforts, development of company processes supporting those efforts and our expectations regarding those company processes. Many of the forward-looking statements contained in this document may be identified by the use of words such as “believe,” “expect,” “anticipate,” “should,” “planned,” “estimate” and “potential,” among others. These forward-looking statements are based on our expectations and beliefs concerning future events and involve risks and uncertainties that may cause actual results to differ materially from current expectations. These risks and uncertainties are difficult to predict accurately and may be beyond our control, and may include (but are not limited to) regulatory changes and judicial developments relating to conflict minerals disclosure, changes in or developments related to our products or our supply chain, and industry developments relating to supply chain diligence, disclosure and other practices. Other risks and uncertainties relevant to our forward-looking statements are discussed in greater detail in our reports filed with the Securities and Exchange Commission. Forward-looking statements in this document speak only as of the date made, and we disclaim any obligation to update or revise these statements as a result of new developments or otherwise.