

# LANDS' END, INC.

## **FORM SD** (Specialized Disclosure Report)

Filed 05/31/17

Address	ONE LANDS END LN DODGEVILLE, WI 53595
Telephone	6089359341
CIK	0000799288
Symbol	LE
SIC Code	5651 - Family Clothing Stores
Industry	Apparel & Accessories Retailers
Sector	Consumer Cyclical
Fiscal Year	01/31

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

---

**FORM SD  
Specialized Disclosure Report**

---

**LANDS' END, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

---

<b>Delaware</b>  (State or Other Jurisdiction of Incorporation)	<b>001-09769</b>  (Commission File Number)	<b>36-2512786</b>  (IRS Employer Identification No.)
<b>1 Lands' End Lane Dodgeville, Wisconsin</b>  (Address of Principal Executive Offices)		<b>53595</b>  (Zip Code)

---

**Peter L. Gray**  
**Executive Vice President, Chief Administrative Officer and General Counsel**  
**1 Lands' End Lane**  
**Dodgeville, Wisconsin**  
**608-935-9341**

(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

Lands' End, Inc. (the "Company") is a multi-channel retailer of clothing, accessories, footwear, and home products.

A copy of the Company's Conflict Minerals Report for the reporting period January 1, 2016 to December 31, 2016 is attached hereto as Exhibit 1.01 and is publicly available at [www.landsend.com/sustainability/](http://www.landsend.com/sustainability/). References to [www.landsend.com](http://www.landsend.com) do not constitute the incorporation by reference of the information at [www.landsend.com](http://www.landsend.com).

**Item 1.02 Exhibit**

See Item 2.01 of this Form SD.

**Section 2 - Exhibits**

**Item 2.01 Exhibits**

The following exhibit is filed as part of this Form SD:

<b>Exhibit No.</b>	<b>Description</b>
1.01	Conflict Minerals Report for the reporting period January 1, 2016 to December 31, 2016 as required by Items 1.01 and 1.02 of this Form SD.

**SIGNATURE**

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

**LANDS' END, INC.**

Date: May 31, 2017

By: /s/ Peter L. Gray

Name: Peter L. Gray

Title: Executive Vice President, Chief Administrative Officer and General Counsel

**Lands' End, Inc.**  
**Conflict Minerals Report**  
**For the Year Ended December 31, 2016**

**Introduction**

Lands' End, Inc. (the "Company") is a multi-channel retailer of clothing, accessories, footwear, and home products. The Company is including this Conflict Minerals Report ("Report") as an exhibit to its Form SD for the year ended December 31, 2016, as required by Rule 13p-1 under the Securities Exchange Act of 1934, as amended, and Form SD (collectively, the "Conflict Minerals Rule").

If a Securities and Exchange Commission ("SEC") registrant manufactures or contracts to manufacture products containing cassiterite (tin), columbite-tantalite (tantalum), gold and wolframite (tungsten) (collectively, "Conflict Minerals" or "3TG"), and the 3TG are necessary to any such product's functionality or production, the Conflict Minerals Rule requires that the registrant annually report to the SEC its efforts to determine whether any 3TG originated in the Democratic Republic of Congo or the adjoining countries of Angola, the Republic of the Congo, Central African Republic, South Sudan, Uganda, Rwanda, Burundi, Tanzania and Zambia (collectively, the "Covered Countries"), or are from recycled or scrap sources.

Actions described in this Report as have been conducted by the Company include actions conducted on the Company's behalf by a third party vendor.

**Product Description**

During 2016, the Company "contracted to manufacture" certain products for which 3TG are necessary to their functionality or production. This Report describes our diligence efforts to determine the source and chain of custody of 3TG necessary to the products we contracted to manufacture during 2016, including apparel, footwear, home fashion, jewelry and accessories. Within these products are components that can be specified but are generally obtained indirectly from other suppliers by our direct suppliers. These components may include, but are not limited to, fabrics, zippers, fashion accessories, buttons, snaps and buckles. The foregoing is not an exhaustive list of all of the Company's product categories and components and should not be relied upon as such.

**Reasonable Country of Origin Inquiry ("RCOI")**

We analyzed our supply chain to determine which products and suppliers were in-scope for purposes of the Conflict Minerals Rule. To implement the RCOI, the Company's suppliers that were identified as in-scope through this analysis were engaged to collect information regarding the presence and sourcing of 3TG used in the products supplied to the Company. The Company believes that its RCOI was reasonably designed to determine whether such Conflict Minerals originated in the Covered Countries or came from recycled or scrap sources. Information was collected and stored using an online platform provided by a third party vendor.

The Company's supplier engagement followed these steps:

- An introduction email was sent to suppliers that directly provide products to the Company that contain, or might reasonably be expected to contain, one or more of the Conflict Minerals ("Tier-1 Suppliers"), which described the compliance requirements and requested 3TG information via a survey using the CMRT (as defined below);
- Reminder emails were subsequently sent to each non-responsive supplier requesting survey completion; and
- Suppliers who did not respond to email reminders were contacted by telephone to try and determine the reason for the delay and to provide further assistance for completing the survey.

An escalation process was initiated for suppliers that continued to be non-responsive after the above contacts were made.

Our RCOI utilized the Electronic Industry Citizenship Coalition ("EICC") and Global e-Sustainability Initiative ("GeSI") Conflict Minerals Reporting Template ("CMRT") for data collection. The CMRT includes questions regarding a direct

supplier's conflict-free policy, its due diligence process, and its supply chain, such as the names and locations of 3TG smelters and refiners ("SORs") and the origin of 3TG used by those facilities.

Supplier responses were evaluated for plausibility, consistency, and gaps. Additional supplier contacts were conducted to address issues, including incomplete data obtained through the CMRT, responses that did not identify SORs for listed metals, and organizations that were identified as SORs, but were not verified as such through further analysis and research. Our inquiries did not always reveal definitive answers. The survey response rate among the Company's Tier-1 Suppliers was 66% and represented over 80% of our in-scope unit volume. Of the responding suppliers, 3% indicated that the products supplied to the Company contained one or more 3TG that was necessary to the functionality or production of such products.

### **Design of Due Diligence Measures**

Following our RCOI, we conducted a due diligence process intended to conform in all material respects with the framework provided by the Organisation for Economic Co-operation and Development ("OECD") Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and accompanying Supplements, an internationally-recognized due diligence framework (the "OECD Guidance"). As we do not purchase any Conflict Minerals from mines or SORs, and only contract to manufacture products covered by the Conflict Minerals Rule, we must rely on our direct suppliers to provide information regarding the origin of the Conflict Minerals that are included in such products. The OECD Guidance was written for both upstream and downstream companies in the supply chain. (Upstream companies are those between the mine and SORs. Downstream companies are those entities between the SOR and retailer.) As we are a downstream company in the supply chain, our due diligence practices were developed accordingly.

### **Due Diligence Measures Performed**

We undertook to perform the following due diligence measures:

- Policies and Procedures. We have a Conflict Minerals Policy, which is publicly available at [www.landsend.com/sustainability/](http://www.landsend.com/sustainability/), and emphasizes our commitment to sourcing all components and materials from companies that share our values of integrity, human rights and sustainability. In addition, we have informed our suppliers that they must respond to inquiries from us regarding their use of Conflict Minerals. We also have a Company-level mechanism to enable the reporting of grievances, including those related to Conflict Minerals.
- Internal Measures. Our sustainability committee consists of a committed team of cross functional employees. The committee is tasked with reviewing policies and practices related to sustainability, including ensuring that due diligence program criteria related to Conflict Minerals is implemented across all levels of the Company. The committee is also responsible for overseeing the preparation of the Form SD and this Report. The committee also has the authority to engage consultants and advisors to assist with its efforts.
- Identification and Assessment of Supply Chain Risks. We created a process to request information from our suppliers about the origin of Conflict Minerals that are necessary to the functionality or production of our products. This process is intended to identify SORs in our supply chain.
- Respond to Identified Risks. We designed and implemented a strategy to respond to supply chain risks, which, as discussed below, included additional investigation of SORs that are known or thought to be sourcing from the Covered Countries.
- Management Reporting. We reported risk management findings to members of the Company's senior management.
- Annual Reporting. This Report, which constitutes our annual report on our Conflict Minerals due diligence, was prepared for filing with the Securities and Exchange Commission. This Report is available on our website at [www.landsend.com/sustainability/](http://www.landsend.com/sustainability/).
- Document Retention. The Company is retaining documentation regarding its due diligence process for 2016 in accordance with its records retention policies.

As stated above, Tier-1 Suppliers were requested to use the CMRT to identify SORs and associated countries of origin. For those SORs identified by our suppliers that are known or thought to be sourcing from the Covered Countries, additional investigation was conducted to determine the source and chain-of-custody of the regulated metals. The Company also

compared the names of any SOR identified in the suppliers' responses to the Standard Smelter Names set forth in the CMRT and the list of conflict-free SORs and country of origin information published by the Conflict-Free Sourcing Initiative ("CFSI") Conflict-Free Smelter Program, the London Bullion Market Association Good Delivery Program and the Responsible Jewellery Council Chain-of-Custody Certification. If the SOR was not certified by these internationally-recognized schemes, the Company attempted to contact the SOR to gain more information about its sourcing practices, including countries of origin and transfer, and whether there are any internal due diligence procedures in place or other processes the SORs takes to track the chain-of-custody on the source of its mineral ores. Relevant information to review included: whether the SOR has a documented, effective and communicated conflict-free policy, an accounting system to support a mass balance of materials processed, and traceability documentation. Internet research was also performed to determine whether there were any outside sources of information regarding the SOR's sourcing practices. Up to three contact attempts were made to SORs to gather information about the mine country of origin and sourcing practices.

### **Due Diligence Results**

The table set forth on Schedule 1 to this Report lists the SORs identified by the suppliers we surveyed, including SORs with indications of sourcing from an unknown reserve. Not all of these SORs necessarily processed 3TG contained in our 2016 products, which are described under "Product Description" above; this is because our suppliers generally provided facility information through the CMRT at the company level, representing the suppliers' entire product lines, and generally did not limit their CMRT responses to facility information for 3TG in products they supplied to the Company specifically. In 2016, jewelry products we contracted to manufacture were greatly reduced from 2015 levels, resulting in a lower number of SORs.

The suppliers we surveyed who identified the countries of origin of 3TG in their products identified the countries listed on Schedule 2 to this Report. The 3TG contained in our 2016 products did not necessarily originate in the countries listed on Schedule 2 because our suppliers generally provided country of origin information via the CMRT at the company level, representing the suppliers' entire product lines, and generally did not limit their CMRT responses to countries of origin for products they supplied to the Company specifically. Suppliers that identified a Covered Country as the country of origin for 3TG identified processing facilities that are listed as having been designated as "conflict-free" under the CFSI's Conflict-Free Smelter Program (or have received a "conflict-free" designation from another independent third party audit program).

### **Steps to Improve Due Diligence**

The Company supports the objective of preventing armed groups in the Covered Countries from benefitting from the sourcing of Conflict Minerals from that region. We are committed to responsible sourcing of materials for our products, including the sourcing of Conflict Minerals, and we expect that our suppliers are likewise committed to responsible sourcing. We expect our suppliers to take steps to determine if their products contain Conflict Minerals and if so, implement supply chain due diligence processes to identify sources of these minerals and support efforts to eradicate the use of Conflict Minerals which directly or indirectly finance or benefit armed groups in the Covered Countries. Accordingly, we intend to take the following steps to further mitigate the risk that the 3TG in our products finance or benefit armed groups in the Covered Countries:

- Continue to assess the presence of 3TG in our supply chain,
- Identify indirect component suppliers that have well-established Conflict Minerals programs,
- Continue to compare RCOI results to information collected via independent conflict-free smelter validation programs such as the CFSI's Conflict-Free Smelter Program, and contact SORs identified through the RCOI process to request their participation in obtaining a "conflict-free" designation from an industry program such as the CFSI's Conflict-Free Smelter Program, and
- Continue to conduct ongoing communication and training with suppliers and relevant employees related to the responsibilities and expectations of the Company's Conflict Minerals Policy.

**Schedule 1**

The following lists the SORs that the suppliers we surveyed reported as being in their supply chains and indicates (with the \* symbol) which of these SORs have been certified as complying with CFSI's Conflict-Free Smelter Program or an equivalent third party audit program. As previously noted, not all of these SORs necessarily processed 3TG contained in our 2016 products because our suppliers generally provided facility information through the CMRT at the company level, representing the suppliers' entire product lines, and generally did not limit their CMRT responses to facility information for 3TG in products they supplied to the Company specifically.

<b>Smelter/Refiner</b>	<b>Metal</b>
Metalor Technologies SA*	Gold (Au)
Minsur*	Tin (Sn)
Yunnan Tin Group (Holding) Company Limited*	Tin (Sn)

## **Schedule 2**

The following lists the countries of origin from which the reported SORs in Schedule 1 collectively source 3TG, based on information provided by our suppliers and the CFSI or an equivalent third party audit program. As previously noted, the 3TG contained in our 2016 products did not necessarily originate in the countries listed because our suppliers generally provided country of origin information via the CMRT at the company level, representing the suppliers' entire product lines, and generally did not limit their CMRT responses to countries of origin for products they supplied to the Company specifically.

Argentina	Kazakhstan
Australia	Laos
Austria	Luxembourg
Belgium	Madagascar
Bolivia	Malaysia
Brazil	Mongolia
Cambodia	Myanmar
Canada	Nambia
Chile	Netherlands
China	Nigeria
Colombia	Peru
Czech Republic	Portugal
Djibouti	Russian Federation
DRC-Congo (Kinshasa)	Rwanda
Ecuador	Sierra Leone
Egypt	Singapore
Estonia	Slovakia
Ethiopia	South Korea
France	Spain
Germany	Suriname
Guyana	Sweden
Hong Kong	Switzerland
Hungary	Taiwan
India	Thailand
Indonesia	United Kingdom
Ireland	United States
Israel	Vietnam
Japan	Zimbabwe