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

FORM SD

Specialized Disclosure Report

THE GOODYEAR TIRE & RUBBER COMPANY
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

1-1927
(Commission
File Number)

34-0253240
(IRS Employer
Identification No.)

200 Innovation Way, Akron, Ohio
(Address of principal executive offices)

44316-0001
(Zip Code)

Daniel T. Young
Secretary
(330) 796-2121
(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, 2019.

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Introduction

The terms “Goodyear,” “Company” and “we,” “us” or “our” wherever used herein refer to The Goodyear Tire & Rubber Company together with all of its consolidated U.S. and foreign subsidiary companies, unless the context indicates to the contrary. Terms used herein that are defined in Item 1.01(d) of Form SD are used as defined therein.

We are one of the world’s leading manufacturers of tires, engaging in operations in most regions of the world. We develop, manufacture, market and distribute tires for most applications. We also manufacture and market rubber-related chemicals for various applications. We manufacture our products in 46 manufacturing facilities in 21 countries, including the United States, and we have marketing operations in almost every country around the world. We are one of the world’s largest operators of commercial truck service and tire retreading centers. In addition, we operate approximately 1,000 retail outlets where we offer our products for sale to consumer and commercial customers and provide repair and other services.

Description of Reasonable Country of Origin Inquiry (“RCOI”)

Following a review of the raw materials and components used to manufacture our products, we determined that the following components are necessary to the functionality of certain of our products and contain conflict minerals:

- Bead wire, which is used in all tires, allows a tire to be mounted on a rim and includes bronze electroplating to improve wire to rubber adhesion properties (other than radial aircraft tires which use brass electroplating). Bronze is a metal alloy consisting primarily of copper and tin.
- Tungsten studs, which are used in certain studded winter replacement tires.
- RFID chips, which are incorporated into certain commercial and race tires, contain tin, tungsten, tantalum and gold.

In 2019, our spending on bead wire constituted approximately 96% of our spending on the components described above, making tin the most significant conflict mineral in our supply chain by a wide margin.

We sent the Responsible Minerals Initiative Conflict Minerals Reporting Template (each a “Template” and collectively the “Templates”) to each of the suppliers that directly supply us with any of the components described above in order to collect further information on, among other things, the country of origin of the conflict minerals contained in our products. Once we received a completed Template from a supplier, we evaluated the Template for completeness and accuracy, and made further inquiries of our suppliers in order to clarify or improve the quality of their responses to us. Our objective was to identify each of the smelters that placed conflict minerals into our supply chain, which we believed would facilitate our ability to identify the country of origin of the conflict minerals contained in our products.

In 2019, we had a total of 19 direct suppliers of the components described above. We received Templates that we deemed to be complete, or acceptable representations as to country of origin, from all of those suppliers. We deemed a Template to be complete if it identified all of the smelters in a supplier's supply chain. We excluded RFID chips from our RCOI because our spending on RFID chips is de minimis. Based on the Templates that we reviewed, we identified 33 total smelters, including 26 tin smelters and seven tungsten smelters, that provided conflict minerals that were ultimately incorporated into our products.

We are a member of the Responsible Minerals Initiative ("RMI"), an industry initiative that audits smelters' and refiners' due diligence activities. We used the Reasonable Country of Origin Inquiry report that we received as part of our RMI membership (the "RMI RCOI Report") to identify the country of origin for 30 of our smelters.

Based on the RMI RCOI Report, we identified five tin smelters and one tungsten smelter that supplied conflict minerals to our suppliers and that we had reason to believe may have sourced conflict minerals directly or indirectly from the Democratic Republic of the Congo or an adjoining country (collectively, the "Covered Countries"). Based on the RMI RCOI Report, we also determined that a portion of our conflict minerals did not originate in the Covered Countries (23 smelters) or were solely from recycled or scrap sources (one smelter).

With respect to the remaining three smelters, we reviewed representations made by certain suppliers and smelters, reviewed the smelters' websites, if any, and conducted open-source internet searches for any further information on our suppliers and the smelters regarding the country of origin of the conflict minerals they used. Based on those additional inquiries, we had no reason to believe that our conflict minerals from those smelters may have originated in the Covered Countries.

For information on the due diligence that we performed with respect to the source and chain of custody of the conflict minerals sourced from the smelters whose conflict minerals may have originated in the Covered Countries, see the Conflict Minerals Report attached hereto as Exhibit 1.01.

This Form SD and the related Conflict Minerals Report are available on our Internet website at <http://investor.goodyear.com/sec.cfm>. Please note, however, that information contained on our Internet website is not incorporated by reference into this Form SD or otherwise considered to be a part of this document.

Item 1.02 Exhibit

The Conflict Minerals Report required by Item 1.01 is attached hereto as Exhibit 1.01. See Item 2.01 below.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.01 – Conflict Minerals Report

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.

The Goodyear Tire & Rubber Company
(Registrant)

By: /s/ David E. Phillips
David E. Phillips
Senior Vice President and General Counsel

Date: June 1, 2020

THE GOODYEAR TIRE & RUBBER COMPANY
Conflict Minerals Report
For the Year Ended December 31, 2019

Introduction

The terms “Goodyear,” “Company” and “we,” “us” or “our” wherever used herein refer to The Goodyear Tire & Rubber Company together with all of its consolidated U.S. and foreign subsidiary companies, unless the context indicates to the contrary. Terms used herein that are defined in Item 1.01(d) of Form SD are used as defined therein.

For a brief description of our business and products and the necessary components of our products that contain conflict minerals, see the Form SD to which this Conflict Minerals Report is attached.

Description of Due Diligence Measures

In 2019, we designed our due diligence measures to conform, in all material respects, with the framework in 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 the related Supplements on tin, tantalum, tungsten and gold (collectively, the “OECD Guidance”).

This Conflict Minerals Report is available on our Internet website as an Exhibit to Form SD at <http://investor.goodyear.com/sec.cfm>. Please note, however, that information contained on our Internet website is not incorporated by reference into this Conflict Minerals Report or otherwise considered to be a part of this document.

Establishment of Strong Company Management Systems

To lead our compliance efforts with respect to conflict minerals and to develop a sustainable process for future compliance, a cross-functional team was created that currently includes associates from the following departments:

- Global Procurement
- Global Environmental, Health, Safety & Sustainability
- Law

The activities of this team are directed by an executive steering committee comprised of leaders in the departments listed above. As the needs of this team continue to evolve, members will be added or removed to address specific needs in the compliance process. This team provides periodic updates to the executive steering committee, as well as the Audit Committee of the Board of Directors, regarding our ongoing compliance efforts.

Goodyear's Supplier Code of Conduct includes the following provision with respect to conflict minerals:

"Suppliers shall source minerals, derivatives of minerals, and other raw materials in a manner that respects human rights. Suppliers shall avoid directly or indirectly financing or benefiting armed groups in the Democratic Republic of Congo (DRC) and/or its adjoining countries. Suppliers are required, from time to time, to certify that all materials and products supplied to Goodyear either: i) do not contain tantalum, tin, tungsten or gold or ii) if they do contain those elements, Suppliers shall cooperate with Goodyear in determining the country of origin and the source (including the applicable smelter) and chain of custody of those elements."

All suppliers of components that contain conflict minerals are required to agree to the Supplier Code of Conduct in order to do business with us, and we reserve the right to terminate our business relationship with any supplier found not to be in compliance with the Supplier Code of Conduct. The Supplier Code of Conduct is specifically incorporated into the terms and conditions of our purchase orders in the Americas and Asia Pacific, and is in the process of being incorporated into purchase orders globally.

In order to increase awareness of conflict minerals issues, we developed internal and external communications aimed at (1) sourcing raw materials and components in a manner that respects human rights, (2) identifying conflict minerals in our products, (3) collecting information with respect to the country of origin, source and chain of custody of conflict minerals, and (4) responding appropriately to inquiries from our customers.

Any associate, supplier or customer may choose to report a policy violation, including a violation of our Supplier Code of Conduct, or raise a question through the Goodyear Integrity Hotline, which is run by an independent service. Reports of policy violations may be made anonymously.

Identification and Assessment of Risks in the Supply Chain

We sent the Responsible Minerals Initiative Conflict Minerals Reporting Template (each a "Template" and collectively the "Templates") to each of the suppliers that directly supply us with components that contain conflict minerals in order to collect product-level information on all of the smelters in their supply chain, as well as the country of origin, source and chain of custody of those conflict minerals. Once we received a completed Template from a supplier, we evaluated the Template for completeness and accuracy, and made further inquiries of our suppliers in order to clarify or improve the quality of their responses to us. Our objective was to identify each of the smelters that placed conflict minerals into our supply chain, which we believed would facilitate our ability to identify the source and chain of custody of the conflict minerals contained in our products.

We are a member of the Responsible Minerals Initiative ("RMI"), an industry initiative that audits smelters' and refiners' due diligence activities, in order to satisfy several of the recommendations outlined in the OECD Guidance. Through our membership in the RMI, we reviewed information provided by the Responsible Minerals Assurance Process of the RMI to assist us in determining whether a smelter was sourcing conflict minerals in a socially

responsible manner. If a smelter was included on the Conformant Smelter List maintained by the RMI, we determined that we would rely on the results of that third-party audit for purposes of (1) the risk assessment with respect to the conflict minerals supply chain and (2) the evaluation of whether the smelter has effective due diligence practices.

We also reviewed representations made by certain suppliers and smelters, reviewed the smelters' websites, if any, and conducted open-source internet searches for any further information on our suppliers and the smelters regarding the source and chain of custody of the conflict minerals they used, including information with respect to the mine or location of origin of the ore processed by the smelters.

Design and Implementation of a Strategy to Respond to Identified Risks

We have established a process through which we assist suppliers in complying with their conflict minerals reporting obligations to us and decide whether to continue doing business with suppliers who are unwilling or unable to comply with the Supplier Code of Conduct, which requires suppliers to "source minerals, derivatives of minerals, and other raw materials in a manner that respects human rights" and to "avoid directly or indirectly financing or benefiting armed groups in the Democratic Republic of Congo (DRC) and/or its adjoining countries." We reserve the right to terminate our business relationship with any supplier found not to be in compliance with the Supplier Code of Conduct. We are not currently aware of any supplier who has breached this provision of our Supplier Code of Conduct and, therefore, no corrective action has been required.

Independent Third-Party Audit of Smelter's Due Diligence Practices

For calendar year 2019, we relied on independent third-party audits of a smelter's due diligence of its conflict minerals supply chain that were conducted by the RMI. In the future, we intend to rely on such audits that are conducted by the RMI or other similar industry initiatives or by governments.

Annual Reporting on Supply Chain Due Diligence

To the extent required by Section 13(p) of the Securities Exchange Act of 1934 and Rule 13p-1 thereunder, we will annually provide a Conflict Minerals Report as an exhibit to Form SD that describes our due diligence practices with respect to conflict minerals that we know or have reason to believe may have originated in the Democratic Republic of the Congo ("DRC") or an adjoining country (collectively, the "Covered Countries"), including with respect to our management systems, risk assessment and risk management activities. We will also provide an independent private sector audit of our Conflict Minerals Report to the extent required by law.

Results of 2019 Due Diligence Inquiries

In 2019, we had a total of 19 direct suppliers of the necessary components of our products that contain conflict minerals. We received Templates that we deemed to be complete, or acceptable representations as to country of origin, from all of those suppliers.

As a result of our reasonable country of origin inquiry (“RCOI”) described in the Form SD, we identified the following smelters that supplied conflict minerals to our suppliers and that we had reason to believe may have sourced conflict minerals directly or indirectly from the Covered Countries:

<u>Smelter</u>	<u>Conflict Mineral</u>	<u>Location of Smelter</u>
Alpha	Tin	Altoona, Pennsylvania, USA
Malaysia Smelting Corporation	Tin	Butterworth, Penang, Malaysia
Metallo Belgium N.V.	Tin	Beerse, Antwerp, Belgium
Thaisarco	Tin	Amphur Muang, Phuket, Thailand
Yunnan Tin Company Ltd.	Tin	Gejiu, Yunnan, China
Xiamen Tungsten (H.C.) Co., Ltd.	Tungsten	Xiamen, Fujian, China

Each of the smelters identified above has in place policies or statements regarding conflict minerals that express their commitment to sourcing conflict minerals from the Covered Countries in a responsible and ethical manner. Each smelter is also included on the Conformant Smelter List maintained by the RMI.

However, we ultimately were unable to determine whether our products were “DRC conflict free” in 2019 due to (1) the difficulty inherent in obtaining complete and accurate information from entities that are far-removed from us in the supply chain and (2) our corresponding inability to determine definitively the country of origin of a portion of the conflict minerals that we used in our products.

All of the tires that we manufacture contain bead wire, which in turn contains tin (except for radial aircraft tires). An indeterminate portion of the tin that is incorporated into the bead wire we use is ultimately provided to us through a number of our suppliers by Alpha, Malaysia Smelting Corporation, Metallo Belgium N.V., Thaisarco and Yunnan Tin Company Ltd. An indeterminate portion of the tungsten that is incorporated into tungsten-studded winter replacement tires is ultimately provided to us through one of our suppliers by Xiamen Tungsten (H.C.) Co., Ltd.

Appendix A to this Report sets forth the potential countries of origin of the necessary conflict minerals in our products that are supplied to us by the six smelters identified above. In order to determine the related mines or locations of origin of those conflict minerals, we relied upon the due diligence measures described above and found:

- Alpha stated on its corporate website that its “policy is to not knowingly purchase Conflict Minerals that, directly or indirectly, finance or benefit armed groups in the Democratic Republic of the Congo or any adjoining country.” The RMI RCOI Report indicated that Alpha may indirectly source some raw materials from the Covered Countries.
- Malaysia Smelting Corporation stated in its Responsible Minerals Sourcing Policy Statement that it sources between 15-20% of its tin from predominantly artisanal miners in Central Africa, including Rwanda and the southern Katanga Province of the DRC.

- Metallo Belgium N.V. stated in its Responsible Minerals Sourcing Policy that it “focuses mainly on processing multi-metallic raw materials that are generated as scrap or residual waste during manufacturing processes.” The RMI RCOI Report indicated that Metallo Belgium N.V. may indirectly source some raw materials from the Covered Countries.
- Thaisarco stated on its public website that it sources tin from mines located in Rwanda and the DRC.
- Yunnan Tin Company Ltd. stated in its Conflict Mineral Policy Statement that its tin ore (cassiterite) is generally sourced from mines in China, Brazil, Bolivia and Australia, as well as from recycled materials, and that “should [it] source cassiterite from the DRC or adjoining countries... [it] will do so through the iTSCi system” and in accordance with the OECD Guidance. The RMI RCOI Report indicated that Yunnan Tin Company may indirectly source some raw materials from the Covered Countries.
- Xiamen Tungsten (H.C.) Co., Ltd. stated in its Conflict Minerals Policy that it “avoid[s] the use of conflict minerals which directly or indirectly finance or benefit armed groups in the conflict-affected regions such as Democratic Republic of Congo or adjoining countries.” The RMI RCOI Report indicated that Xiamen Tungsten (H.C.) Co., Ltd. may directly source some raw materials from the Covered Countries.

Based on the guidance provided by the staff of the Division of Corporation Finance in its “Statement on the Effect of the Recent Court of Appeals Decision on the Conflict Minerals Rule” dated April 29, 2014, and its “Updated Statement on the Effect of the Court of Appeals Decision on the Conflict Minerals Rule” dated April 7, 2017, we have not provided an independent private sector audit of our 2019 Conflict Minerals Report.

Appendix A

Potential Countries of Origin

Australia	Laos	Spain
Bolivia	Malaysia	Taiwan
Brazil	Mongolia	Thailand
Burundi	Myanmar	Uganda
China	Nigeria	United Kingdom
Colombia	Peru	United States of America
Democratic Republic of the Congo	Portugal	Uzbekistan
Guinea	Russia	Venezuela
Indonesia	Rwanda	Vietnam