
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM SD
Specialized Disclosure Report

Latham Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

001-40358
(Commission File Number)

83-2797583
(I.R.S. Employer Identification No.)

787 Watervliet Shaker Road, Latham, NY 12110
(Address of principal executive offices)

Scott M. Rajeski, Chief Executive Officer and President, (800) 833-3800
(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, 2023.
 Rule 13q-1 under the Securities Exchange Act (17 CFR 240.13q-1) for the fiscal year ended _____.
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Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report.

This Specialized Disclosure Report (“Form SD”) for Latham Group, Inc. (the “Company”) is provided in accordance with Rule 13p-1 under the Securities Exchange Act of 1934, as amended, for the reporting period from January 1 to December 31, 2023 (the “Reporting Period”). A copy of the Conflict Minerals Report of the Company for the Reporting Period is provided as Exhibit 1.01 attached hereto (the “Conflicts Mineral Report”). The Conflict Minerals Report is also publicly available at <https://ir.lathamgroup.com/financial-information/sec-filings>. The information included in the Conflict Minerals Report is incorporated herein by reference. This Form SD, including Exhibit 1.01 attached hereto, contains references to our website; however, the information on our website is not incorporated by reference into this Form SD or the attached Conflict Minerals Report.

Item 1.02 Exhibit.

The Conflict Minerals Report as required by Item 1.01 is filed as Exhibit 1.01 to this Form SD.

Section 3 – Exhibits.

Item 3.01 Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
1.01	Conflict Minerals Report as required by Items 1.01 and 1.02 of Form SD.

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 undersigned hereunto duly authorized.

Date: May 31, 2024

LATHAM GROUP, INC.

By: /s/ Scott M. Rajeski

Name: Scott M. Rajeski

Title: Chief Executive Officer and President

Latham Group, Inc.
Conflict Minerals Report
For the Year Ended December 31, 2023

Introduction

This Conflict Minerals Report (this “Report”) of Latham Group, Inc. (“Latham,” “we,” “us,” “our” or the “Company”) covers the reporting period from January 1 to December 31, 2023 (the “Reporting Period”). This Report is prepared pursuant to Rule 13p-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Form SD (collectively, the “Conflict Minerals Rule”).

The Conflict Minerals Rule requires disclosure of certain information when a company manufactures or contracts to manufacture products for which coltan, cassiterite, gold, wolframite, or their derivatives, which are limited to tantalum, tin and tungsten, are necessary to the functionality or production of those products (such minerals are referred to herein as “Conflict Minerals”). Certain of our operations manufacture or contract to manufacture products for which Conflict Minerals are necessary to the functionality or production of those products. As described in this Report, we were unable to conclusively determine, for a substantial portion of Covered Products (defined below), whether the Conflict Minerals sourced from Covered Suppliers (defined below) for the Reporting Period may have originated from the Democratic Republic of Congo or adjoining countries (the “Covered Countries”), or whether such Conflict Minerals originated from recycled or scrap sources. None of the responses from Covered Suppliers identified Conflict Minerals originating from the Covered Countries for Covered Products on a product-level or Latham-specific basis.

Business Overview

Latham Group, Inc. is the largest designer, manufacturer, and marketer of in-ground residential swimming pools in North America, Australia, and New Zealand. Latham has a coast-to-coast operations platform consisting of approximately 1,800 employees across over 24 locations.

Products Covered by This Report

This Report relates to products manufactured or contracted to be manufactured by us in the Reporting Period for which Conflict Minerals are or may be necessary to the functionality or production of that product. These products, which we refer to as “Covered Products”, are the following products: fiberglass pools, packaged pools, vinyl pool liners, automatic safety covers, winter covers, pool safety covers and related products.

Reasonable Country of Origin Inquiry; Due Diligence Framework and Overview

For the Reporting Period, Latham identified 101 direct suppliers of Covered Products that were considered potentially in-scope based on a conservative analysis (the “Covered Suppliers”), which represented approximately 60% of its direct raw material expense for the Reporting Period. Out-of-scope direct suppliers included vendors exclusively providing products that were evaluated and determined to contain no metallic content. Covered Suppliers were subject to a good-faith, reasonable country of origin inquiry (“RCOI”), and due diligence exercise. Latham sent a Reporting Template (defined below) to all Covered Suppliers and received full or partial responses from 62% of the Covered Suppliers based on direct raw material expense in the Reporting Period.

Under the OECD Guidance (defined below), the Company is a downstream entity in the Conflict Minerals supply chain. Latham does not do any direct business with any smelters or refiners of Conflict Minerals and is several tiers removed from smelters, refiners and the origin of the Conflict Minerals present in our supply chain. Therefore, Latham relies on the Covered Suppliers to provide accurate and reliable information about Conflict Minerals in their supply chains, including their direct and indirect suppliers.

We conducted an RCOI designed to determine, for the Reporting Period, whether the Conflict Minerals in Covered Products originated in the Covered Countries and whether any of the Conflict Minerals may be from recycled or scrap sources.

Similarly, we exercised due diligence on the source and chain of custody of the Conflict Minerals. Our due diligence measures were designed to conform, in all material respects, with the internationally recognized due diligence framework, The Organisation for Economic Co-operation and Development (“OECD”) in the publication OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas: Third Edition and related supplements (“OECD Guidance”). Our compliance with the OECD Guidance is discussed further below.

OECD Guidance – Due Diligence

Step 1. Establish Strong Company Management Systems

Latham has adopted a Conflict Minerals Policy as part of its efforts to encourage its suppliers to respect human rights and to source Conflict Minerals in a socially responsible manner. The Conflict Minerals Policy is publicly available at <https://latham.pool.gcs-web.com/static-files/aedb3bc6-e5d3-412b-94fe-3c046ce2973e>. The Conflict Minerals Policy states that Latham is committed to using reasonable efforts, including partnering with its supply chain, to avoid the use of Conflict Minerals that directly or indirectly finance or benefit armed groups in a Covered Country. It further states that Latham does not support general embargoes of Conflict Minerals from the Covered Countries, and instead encourages its suppliers to continue to source responsibly from conflict-affected and high-risk areas. The Company's Code of Conduct for Suppliers, among other things, requires suppliers to comply with the Company's Conflict Minerals Policy and applicable conflict minerals laws, to enact reasonable policies and programs to reasonably ensure their activities do not benefit perpetrators of human rights abuses in Covered Countries, and encourages suppliers to exercise due diligence on source and supply chain custody of Conflict Minerals. The Company's Code of Conduct for Suppliers is publicly available at <https://ir.latham.pool.com/static-files/5f3f4ad9-7fb1-46e4-bd30-5d1e7627fa31>.

A cross-functional internal team comprised of members from the Company's legal and supply chain departments (the "internal team") was established in early 2023 and delegated the responsibility to manage the Company's Conflict Minerals compliance program and related reporting with the Securities and Exchange Commission (the "SEC"). The internal team also coordinated with outside legal counsel to assist with its compliance efforts, including training regarding the Conflict Minerals Rule. The Audit Committee of the Company's Board of Directors (the "Audit Committee") and certain members of the executive leadership team received updates regarding the foregoing activities and this Report.

Latham used tools and relied on information provided by the Responsible Mineral Initiative ("RMI"), an industry group focused on Conflict Minerals within supply chains, including (i) the Conflict Minerals Reporting Template (the "Reporting Template"), which Latham used to obtain relevant information from the Covered Suppliers that it surveyed, and (ii) information from the Responsible Minerals Assurance Process ("RMAP"), which uses an independent third-party assessment of the management systems and sourcing practices of smelters and refiners to validate responsible procurement of Conflict Minerals in accordance with its standards.

Step 2. Identify and Assess Risks in the Supply Chain

Our reasonable best efforts to determine the origin of Conflict Minerals in our supply chain involved the request of Covered Suppliers to complete the Reporting Template, including to identify the smelters and refiners in our supply chain as well as any Conflict Minerals originated from recycled or scrap sources. For any smelters or refiners identified in the Reporting Template as being located in a Covered Country, the internal team checked the information available on such smelter or refiner against information provided by the RMAP to determine whether the smelter or refiner has completed a RMAP audit and has maintained good standing with the RMAP's program and continual validation process ("RMAP Conformant").

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

Responses to the Reporting Template from our Covered Suppliers were reviewed by the internal team for completeness, clarity, and consistency. The internal team corresponded with all Covered Suppliers who initially provided responses that were incomplete, unclear or inconsistent, and sent reminders to and corresponded with certain Covered Suppliers that did not respond to Latham's request to complete the Reporting Template.

The internal team reported on its due diligence activities to certain members of our executive leadership team and the Audit Committee.

Step 4. Carry Out Independent Third-Party Audit of Supplier's Due Diligence Practices

Latham used and relied upon information made available by RMI concerning its independent third-party assessments of smelters and refiners to determine whether an identified smelter or refiner is RMAP Conformant.

Step 5. Report on Supply Chain Due Diligence

Latham files a Form SD and this Report with the SEC annually, and makes a copy of the Form SD and this Report available on its website. Latham will continue to file a Form SD and a Conflict Minerals report annually in future years, as applicable.

Smelters and Refiners

The Reporting Template allowed, and the internal team encouraged, Covered Suppliers to provide product- or Latham-specific information. However, substantially all responses received by the Company from Covered Suppliers were provided on an entity-wide basis and were not tailored to Latham. For example, for the few Covered Suppliers that did provide the names of smelters and refiners and/or country of origin information, they did so on an entity-wide basis without distinguishing between Conflict Minerals purchased for goods supplied to Latham and Conflict Minerals purchased by the Covered Supplier for other purposes. We determined that it was misleading to include every response reported by a Covered Supplier in its final version of the Reporting Template if the number of smelters and/or refiners reported was excessive relative to the products supplied or if there was not a reasonably clear nexus between Conflict Minerals purchased by the Covered Supplier and goods supplied to Latham.

The Company also did not receive responses from 38% of the Covered Suppliers (based on direct raw material expense in the Reporting Period) and, in some cases, responses from Covered Suppliers were incomplete or did not appear to be accurate.

As a result of the foregoing, we were unable to conclusively determine, for a substantial portion of Covered Products, whether Conflict Minerals sourced from Covered Suppliers may have originated from the Covered Countries, or whether such Conflict Minerals originated from recycled or scrap sources. None of the responses from Covered Suppliers identified Conflict Minerals originating from the Covered Countries for Covered Products based on a product-level or Latham-specific basis.

Future Risk Mitigation Efforts

We will evaluate implementing additional steps to enhance our ability to (i) determine the country of origin of the Conflict Minerals and the facilities used to mine and refine the Conflict Minerals used in, and necessary to, the functionality or production of our products and (ii) further mitigate the risks that necessary Conflict Minerals contained in the Company's products finance or benefit armed groups in Covered Countries. These additional steps may include the following activities set forth below.

1. Further enhance the Company's due diligence process and communications (including our escalation process) to improve responsiveness, completeness and accuracy of the responses to the Reporting Template provided by Covered Suppliers.
2. Correspond with Covered Suppliers to encourage increased accuracy and compliance, as well as disclosure of product-level information, in their responses to the Reporting Template in future years.
3. Further educate our supply chain regarding the Conflict Minerals Rule.
4. Communicate Latham's sourcing expectations relating to Conflict Minerals to suppliers through direct communications and information posted on Latham's website and its supplier portal.
5. Include or enhance requirements related to Conflict Minerals in our supplier terms and conditions and Code of Conduct for Suppliers.
6. Monitor non-compliant and high-risk smelters and refiners in our supply chain and consider risk mitigation steps, if applicable.

Forward-Looking Statements

This Report includes "forward-looking statements" within the meaning of Section 21E of the Exchange Act and Section 27A of the Securities Act of 1933, as amended, and such forward-looking statements involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements relating to the Company's intention to evaluate implementing additional steps to enhance its Conflict Minerals' compliance program. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report or the date specified herein. These statements are subject to various risks, uncertainties and other factors, including, among other matters, a Covered Supplier's responsiveness and cooperation with the Company's due diligence efforts, the Company's ability to identify and mitigate risks in its supply chain, whether smelters and refiners and other market participants responsibly source Conflict Minerals, political and regulatory developments in the Covered Countries, the United States or elsewhere, and whether industry organizations and initiatives remain effective as a source of external guidance and support to us in the compliance process. Forward-looking statements are based on management's current views, beliefs and expectations of future events based on certain assumptions. Forward-looking statements are not guarantees of future performance. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law. Subsequent events may affect our future determinations under the Conflict Minerals Rule.