

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

**FORM SD
Specialized Disclosure Report**

Hillman Solutions Corp.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

1-39609

(Commission
File Number)

85-2096734

(IRS Employer
Identification No.)

1280 Kemper Meadow Drive

(Address of principal executive offices)

45240

(Zip Code)

Anne McCalla

(Name and telephone number, including area code, of the person to contact in connection with this report.)

513-595-8281

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, 2023 to December 30, 2023.

Section 1 – Conflict Minerals Disclosure

[Item 1.01](#) Conflict Minerals Disclosure and Report

The Hillman Solutions Corp. evaluated its current product lines and determined that certain products contain tin, tungsten, tantalum and/or gold (3TG). The survey of suppliers determined that our supply chain is DRC Conflict Undeterminable. As a result, we have filed a Conflict Minerals Report.

Item 1.02 Exhibit

A copy of the Company's Conflict Minerals Report is provided as Exhibit 1.01 hereto and is available at www.hillmangroup.com under "Investor Relations/SEC Filings."

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.

Hillman Solutions Corp.

(Registrant)

By: /s/ Amanda M. Kitzberger
Name: Amanda M. Kitzberger
Title: Secretary and General Counsel

May 23, 2024
(Date)

**HILLMAN SOLUTIONS CORP.
CONFLICT MINERALS REPORT
FOR THE YEAR ENDED DECEMBER 30, 2023**

This report for the year ended December 30, 2023, is presented to comply with Rule 13p-1 under the Securities Exchange Act of 1934, as amended (the "Rule"). The Rule was adopted by the Securities and Exchange Commission ("SEC") to implement reporting and disclosure requirements related to conflict minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act"). The Rule imposes certain reporting obligations on SEC registrants who have manufactured or contracted to manufacture products contain conflict minerals which are necessary to the functionality or production of their products. Conflict minerals are defined as cassiterite, columbite-tantalite, gold, wolframite, and their derivatives, which are limited to tin, tantalum, tungsten, and gold ("3TG"). These requirements apply to registrants whatever the geographic origin of the conflict minerals and whether they fund armed conflict.

If a registrant can establish that the conflict minerals originated from sources other than the Democratic Republic of the Congo or an adjoining country (the "Covered Countries"), or from recycled and scrap sources, they must submit a Form SD which describes the Reasonable Country of Origin Inquiry completed.

Hillman supports the Rule and evaluates its current product lines. Based on the lack of response and/or responses received from the suppliers surveyed, Hillman determined that certain products may contain tin, tungsten, tantalum and/or gold. The survey of suppliers determined that our supply chain is DRC Conflict Undeterminable. As a result, we are submitting the Form SD and a Conflict Minerals report.

Hillman's products are "DRC Conflict Undeterminable." Consistent with Rule 13p-1 and the SEC's 2014 statement (Statement on the Effect of the Recent Court of Appeals Decision on the Conflict Minerals Rule, Keith F. Higgins, Director, SEC Division of Corporation Finance, April 29, 2014), the report presented herein is not required to be accompanied by an independent private sector audit.

1. COMPANY OVERVIEW

This report has been prepared by management of Hillman Solutions Corp. (herein referred to as "Hillman," the "Company," "we," "us," or "our"). The information includes the activities of all subsidiaries that are required to be consolidated.

Hillman Solutions Corp. and its wholly owned subsidiaries (collectively, "Hillman" or "Company") are one of the largest providers of hardware-related products and related merchandising services to retail markets in North America. Our principal business is operated through our wholly owned subsidiary, The Hillman Solutions Corp. and its wholly owned subsidiaries (collectively, "Hillman Group"), which had net sales of approximately \$1,476.4 million in 2023. Hillman Group sells its products to hardware stores, home centers, mass merchants, pet supply stores, and other retail outlets principally in the United States, Canada, Mexico, Latin America, and the Caribbean. Product lines include thousands of small parts such as fasteners and related hardware items; threaded rod and metal shapes; keys and accessories; builder's hardware; personal protective equipment, such as gloves and eyewear; and identification items, such as tags and letters, numbers, and signs. We support product sales with services that include design and installation of merchandising systems, maintenance of appropriate in-store inventory levels, and break-fix for our robotics kiosks. We conducted an analysis of our products and determined that conflict minerals are found in products supplied by 13.9% of the suppliers that responded to the survey.

SUPPLY CHAIN

We market and distribute a wide variety of Stock Keeping Units ("SKUs") of small, hard-to-find and hard-to-manage hardware items. We function as a category manager for retailers and support these products with in-store service, high order fill rates, and rapid delivery of products sold. Sales and service representatives regularly visit retail outlets to review stock levels, reorder items in need of replacement, and interact with the store management to offer new product and merchandising ideas. Thousands of items can be actively managed with the retailer experiencing a substantial reduction of in-store labor costs and replenishment paperwork. Service representatives also assist in organizing the products in a consumer-friendly manner. We complement our broad range of products with merchandising services such as displays, product identification stickers, retail price labels, store rack and drawer systems, assistance in rack positioning and store layout, and inventory restocking services. We regularly refresh retailers' displays with new products and package designs utilizing color-coding to simplify the shopping experience for consumers and improve the attractiveness of individual store displays. We operate from 22 strategically located distribution centers in North America and supplement our operations with third-party logistics providers to warehouse and ship customer orders in the certain areas.

Products and Suppliers

Our product strategy concentrates on providing total project solutions using the latest technology for common and unique home improvement projects. Our portfolio provides retailers the assurance that their shoppers can find the right product at the right price within an 'easy to shop' environment.

We currently manage a worldwide supply chain comprised of a large number of vendors, the largest of which accounted for approximately 8.3% of the Company's annual purchases and the top five of which accounted for approximately 17.9% of our annual purchases. Our vendor quality control procedures include on-site evaluations and frequent product testing. Vendors are also evaluated based on delivery performance and the accuracy of their shipments.

Process Overview

We rely on our direct suppliers to provide information on the origin of the 3TG contained in components and materials supplied to us, including sources of 3TG that are supplied to them from lower tier suppliers.

It is not practicable to conduct a survey of all our suppliers and we believe a reasonable approach would be to conduct a survey of the suppliers where the nature of the component or the location of the supplier indicated that those components were likely to contain 3TG. We surveyed direct suppliers representing 59% of our total vendor population. In 2023, 49 of Hillman's vendors were attributed to Big Time Products. These vendors were not included in the survey process as their products are determined not likely to contain 3TG. We assessed our industry as well as others and confirmed that this risk-based approach is consistent with how many peer companies are approaching compliance with the Rule.

We are unable with reasonable assurance to determine the origin of the 3TG in our products and therefore cannot exclude the possibility that some may have originated in the Covered Countries. For that reason, we are required under the Rule to submit to the SEC a Conflict Minerals Report ("CMR") as an Exhibit to Form SD. This report must include:

- A description of the measures we took to exercise due diligence on the conflict minerals' source and chain of custody.
- A description of the products manufactured or contracted to be manufactured that are not DRC conflict free.
- The facilities used to process the conflict minerals.
- The country of origin of the conflict minerals.
- The efforts to determine the mine or location of origin.

The products that we manufacture that are subject to the reporting obligations of the Rule are "DRC Conflict Undeterminable" because we have been unable to determine the origin of the 3TG they contain or to determine whether they come from recycled or scrap sources; the facilities used to process them; their country of origin; or their mine or location of origin.

Because of our size, the complexity of our products, and the depth, breadth, and constant evolution of our supply chain, it is difficult to identify actors upstream from our direct suppliers. Accordingly, we are taking actions as described in section 3 below to ensure that our products are being sourced responsibly.

In accordance with the OECD Guidance and the Rule, this report is available on our website <https://ir.hillmangroup.com/corporate-governance/governance-documents>.

CONFLICT MINERALS POLICY

We have adopted the following conflict minerals policy:

Hillman, together with its subsidiaries, is committed to corporate responsibility and to respecting human rights in its own operations and in its global supply chain. Hillman is committed to complying with the SEC's Conflict Minerals Disclosure Rule. As part of that commitment, Hillman will seek to identify and reduce the use in its products of conflict minerals that directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo and surrounding countries.

Our policy is publicly available on our website at <https://ir.hillmangroup.com/corporate-governance/governance-documents>.

2. DUE DILIGENCE PROCESS

2.1 DESIGN OF DUE DILIGENCE

Our due diligence measures have been designed to conform, in all material respects, with the framework in the Organization for Economic Co-Operation and Development ("OECD") Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict Affected and High-Risk Areas ("OECD Guidance") and the related Supplements for gold and for tin, tantalum and tungsten.

2.2 MANAGEMENT SYSTEMS

Internal Team

Our company is a centralized organization with corporate headquarters in Cincinnati, Ohio. Hillman has established a conflict minerals management system which is sponsored by the Senior Director of Global Sourcing as well as management level representatives and a team of subject matter experts. The team of subject matter experts is responsible for implementing our conflict minerals compliance strategy.

Control Systems

As we do not typically have a direct relationship with 3TG smelters and refiners, we are engaged and actively correspond with our suppliers. Additionally, we support the Conflict Free Sourcing Initiative ("CFSI") and encourage our suppliers to do the same.

Controls include, but are not limited to, our Code of Conduct which outlines expected behaviors for all Hillman employees and our Supplier Code of Conduct.

Supplier Engagement

With respect to the OECD requirement to strengthen engagement with suppliers, we have encouraged our suppliers to support the CFSI by evaluating as part of our periodic review of the business relationship, as well as their monitoring their smelter listing to ensure that they are only using smelters that are conflict free.

Grievance Mechanism

We have multiple longstanding grievance mechanisms whereby employees and suppliers can report violations of Hillman's policies.

The Company has an Ethics Hotline that is available to all employees and outside parties which is posted on our website at <https://ir.hillmangroup.com/corporate-governance/governance-documents>.

Additionally, we provide a complaint form on our website, and any complaints submitted in this manner are monitored by our Customer Service Department, which directs them to the appropriate person and department for resolution.

2.3 IDENTIFY AND ASSESS RISK IN THE SUPPLY CHAIN

We have identified 1,097 suppliers that we purchase products from directly. We rely on these suppliers, some of whose components contain 3TG, to provide us with information about the source of conflict minerals contained in the components supplied to us using the Conflict Minerals Reporting Template from the Conflict-Free Sourcing Initiative. Our direct suppliers are similarly reliant upon information provided by their suppliers.

2.4 DESIGN AND IMPLEMENT A STRATEGY TO RESPOND TO RISKS

In response to this risk assessment, Hillman has an approved risk management plan through which the conflict minerals program is implemented, managed, and monitored. In response to our risk management plan, we ensure suppliers understand our expectations, we have communicated directly to all of them, as well as posted our policy on our website.

2.5 CARRY OUT INDEPENDENT THIRD PARTY AUDIT OF SUPPLY CHAIN DUE DILIGENCE AT IDENTIFIED POINTS IN THE SUPPLY CHAIN

We do not typically have a direct relationship with 3TG smelters and refiners and do not perform or direct audits of these entities within our supply chain. We support audits through our support of the CFSI.

3. DUE DILIGENCE RESULTS

Request Information

We conducted a survey of those direct suppliers described above using the template developed by the Electronic Industry Citizenship Coalition® (EICC®) and the Global e-Sustainability Initiative ("GeSI"), known as the CFSI Conflict Minerals Reporting Template (the "Template"). The Template was developed to facilitate disclosure and communication of information regarding smelters that provide material to a company's supply chain. It includes questions regarding a company's conflict-free policy, engagement with its direct suppliers, and a listing of smelters the company and its suppliers use. In addition, the template contains questions about the origin of conflict minerals included in their products, as well as supplier due diligence. Written instructions and recorded training illustrating the use of the tool is available on EICC's website. The Template is being used by many companies in their due diligence processes related to conflict minerals.

Survey Responses

We received responses from 37.6% of the suppliers surveyed. We reviewed the responses against criteria developed to determine which required further engagement with our suppliers. These criteria included untimely or incomplete responses as inconsistencies within the data reported in the Template. We have worked directly with these suppliers to provide revised responses. A summary of the survey responses is as follows:

SURVEY ATTRIBUTE	SURVEY RESULTS
<i>Total number of Hillman ven</i>	1,097
<i>Total number of vendors surveyed</i>	649
<i>Total number of vendors that responded to the survey</i>	244
<i>Total number of vendors that identified 3TG in the products they supply to Hillman</i>	34
<i>Total number of vendors that sourced 3TG from the DRC or adjoining countries</i>	3
<i>Total number of smelters listed by vendors that identified as 3TG in products</i>	2,483
<i>Total number of smelters that are certified as a CFSP (Conflict Free Smelter Program) "Conflict Free Smelter"</i>	2,481
<i>Total number of smelters that are progressing toward CFSP validation</i>	0
<i>Total number of smelters with an "Unknown" CFSP status</i>	2

The large majority of the responses received provided data at a company or divisional level, or as described above, were unable to specify the smelters or refiners used for components supplied to Hillman. We are therefore unable to determine whether any of the conflict minerals reported by these suppliers were contained in components or parts supplied to us or to validate that any of these smelters or refiners are in our supply chain.

Efforts to Determine Mine or Location of Origin

Through our support of the CFSI program, and requesting our suppliers to complete the Template, we have determined that seeking information about 3TG smelters and refiners in our supply chain represents the most reasonable effort we can make to determine the mines or locations of origin of the 3TG in our supply chain.

Smelters or Refiners

The vast majority of our suppliers were unable to represent to us the smelters or refiners that they use and, as such, the source of the 3TG actually included in the components they supplied to Hillman.

Additionally, we only received company level surveys and do not have information to a level of what specifically may be in Hillman products. We therefore do not have any smelter and refiner names to list in this report.

4. STEPS TO BE TAKEN TO MITIGATE RISK

Should the need arise, we will determine an appropriate response based upon facts and circumstances with any of our direct suppliers found to be supplying us with 3TG from sources that support conflict in the DRC or any adjoining country.