

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

FORM SD

Specialized Disclosure Report

**The Children's Place, Inc.**

(Exact name of the registrant as specified in its charter)

**Delaware**

(State of other jurisdiction of  
incorporation or organization)

**0-23071**

(Commission  
File Number)

**31-1241495**

(IRS Employer  
Identification No.)

**500 Plaza Drive, Secaucus NJ**

(Address of principal executive offices)

**07094**

(Zip code)

**Bradley Cost, Senior Vice President, General Counsel and Secretary**

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

**(201) 453-7496**

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

This Specialized Disclosure Form (“Form SD”) of The Children’s Place, Inc., together with the associated Conflict Minerals Report (Exhibit 1.01), is filed pursuant to Rule 13p-1 (the “Rule”) under the Securities Exchange Act of 1934, as amended, for the reporting period from January 1 through December 31, 2016.

A copy of this Form SD and the Conflict Minerals Report is publicly available at [www.childrensplace.com](http://www.childrensplace.com) under “Investor Relations”.

**Item 1.02 Exhibit**

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

**Section 2 – Exhibit**

**Item 2.01 Exhibit**

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 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 duly authorized undersigned.

THE CHILDREN’S PLACE, INC.  
(Registrant)

/s/ Bradley P. Cost  
By: (Signature and Title)\*  
Bradley P. Cost  
Senior Vice President, General Counsel and Secretary

May 31, 2017  
(Date)

\* Print name and title of the registrant’s signing executive officer under his or her signature.

## Exhibit 1.01 Conflict Minerals Report

THE CHILDREN'S PLACE, INC.  
Conflict Minerals Report  
For the Year Ended December 31, 2016

### SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this report may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," and similar terms. These forward-looking statements are based upon current expectations and assumptions of The Children's Place, Inc. and are subject to various risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements. Readers of this Report are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to release publicly any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. The inclusion of any statement in this Report does not constitute an admission by the Company or any other person that the events or circumstances described in such statement are material.

#### 1. Introduction

This Conflict Minerals Report has been prepared by The Children's Place, Inc. and its subsidiaries (herein referred to as "The Children's Place," the "Company," "we," "us," or "our") pursuant to Rule 13p-1 (the "Rule") promulgated under the Securities Exchange Act of 1934, as amended, for the reporting period from January 1 through December 31, 2016 (the "Reporting Period").

The Children's Place is the largest pure-play children's specialty apparel retailer in North America offering apparel, accessories and footwear for children sizes 0-18 under the proprietary "The Children's Place", "Place" and "Baby Place" brand names. The Company also offers merchandise online at [www.childrensplace.com](http://www.childrensplace.com). The Company does not directly manufacture products but rather designs, and "contracts to manufacture" from its suppliers, certain branded and generic products.

The Rule requires companies to disclose their use of conflict minerals (as defined below) if those minerals are "necessary to the functionality or production of a product" manufactured or contracted to be manufactured by those companies. The conflict minerals covered by the Rule are tantalum, tin, gold, tungsten ("3TG") or any other mineral or its derivatives determined by the U.S. Secretary of State to be financing conflict in the Democratic Republic of the Congo or an adjoining country (collectively, the "Covered Countries").

The Company has determined that it contracts to manufacture certain products for which one or more of the 3TG metals are necessary to the functionality or production of those products. Accordingly, the Company conducted a reasonable country of origin inquiry (or "RCOI") and due diligence as required by the Rule.

#### 2. Reasonable Country of Origin Inquiry

The Company is far removed from the sources of ore from which minerals are produced, and the smelters or refineries ("SORs") that process those ores. The efforts undertaken to identify the country(ies) of origin of those ores reflect the Company's circumstances and position in the supply chain. The Company must rely on information obtained from direct suppliers, who in turn, must obtain information from upstream suppliers, on the origin of the 3TG used in the products manufactured for the Company. Such information may be inaccurate or incomplete.

The Company has a conflict minerals team (or "CMT") that manages the implementation and progress of its RCOI and due diligence efforts. The team is composed of representatives from the Company's legal and global sourcing departments, as well as a conflict minerals third-party service provider (the "CMT Service Provider").

As part of the Company's RCOI process, the Company developed a risk-based approach that focused on direct suppliers of finished products, as well as suppliers that are reasonably likely to supply components or trims containing one or more of the 3TG metals (together, the "In-Scope Suppliers") which could have originated from the Covered Countries.

In-Scope Suppliers were asked to complete the Conflict-Free Sourcing Initiative's Conflict Minerals Reporting Template (the "CMRT"). The Company believes that the CMRT is generally regarded as the most common reporting tool for conflict minerals content and sourcing information worldwide, developed by several of the world's leading consumer electronics brands. As such, the Company believes the process was reasonably designed and performed in good faith.

The CMRT includes questions regarding the presence and sourcing of 3TG used in the products supplied to the Company, the In-Scope Supplier's conflict minerals policy, due diligence process, and information about its supply chain, including the names and locations of SORs.

The CMRT responses were evaluated for plausibility, consistency, and gaps. Based on the In-Scope Supplier's response, additional follow-up was performed, as necessary.

The response rate among In-Scope Suppliers was 79%.

Of those responding In-Scope Suppliers, 5% reported one or more of the 3TG metals as necessary to the functionality or production of the products they manufactured for the Company. Further due diligence (as described below) was undertaken to ascertain the chain and custody of the identified 3TG metals.

Of the In-Scope Suppliers who reported use of a 3TG metal, 88% provided SOR information.

### 3. Due Diligence

#### A. Design of Due Diligence

The Company's due diligence measures were designed to conform, in all material respects, with the due diligence framework presented by 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: Second Edition, OECD Publishing* (OECD Guidance) and related Supplements on Tin, Tantalum, and Tungsten and on Gold.

#### B. Due Diligence Performed

The Company performed its due diligence as follows:

##### Step 1: Establish a Strong Company Management System

###### *Policies and Procedures*

The Company communicated its conflict minerals policy to all In-Scope Suppliers. In addition, the Company's purchase order ("PO") terms and conditions contain provisions regarding conflict minerals compliance. In-Scope Suppliers are required to certify compliance to the conflict minerals policy and the PO terms and conditions.

###### *Internal Team*

As mentioned above, the Company has a conflict minerals team that manages the implementation and progress of its RCOI and due diligence efforts.

### *Control Systems*

The Company has in place the following controls: (i) a company-wide business code of conduct that outlines expected behaviors for all Company associates, and (ii) a vendor code of conduct that outlines expected behavior and working conditions for vendors and suppliers.

### *Maintain Records*

The Company has a records retention policy that provides that relevant materials must be preserved for appropriate periods.

### *Supplier Engagement*

The Company utilized members of its global sourcing team and the CMT Service Provider to engage with In-Scope Suppliers on the exchange of supply chain and conflict minerals related information.

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

For those In-Scope Suppliers who identified the use of one or more 3TG metals in products supplied to the Company, further investigation was performed to determine the source and chain-of-custody of the 3TG, and specifically, whether the SOR of the 3TG is known or thought to be sourcing from the Covered Countries.

The following internationally accepted audit standards were used to determine which SORs are considered “DRC Conflict Free”: the CFSI Conflict-Free Smelter Program (“CFSP”), the London Bullion Market Association Good Delivery Program (“LBMA”) and the Responsible Jewellery Council Chain-of-Custody Certification (“RJC”).

If the SOR was not certified by an internationally-recognized scheme, additional research (internet, industry and government associations) and outreach (email and telephone) with the SOR was performed to confirm the data provided in the CMRT and to gain more information about their sourcing practices, including countries of origin and transfer, and whether there were any internal due diligence procedures in place or other processes the SORs took to track the chain-of-custody on the source of its mineral ores.

### Step 3: Design and Implement a Strategy to Respond to Risks

The CMT received regular updates on the RCOI and due diligence efforts. Findings were reported to senior management.

In the event the Company discovers that an In-Scope Supplier is using conflict minerals in products manufactured for the Company, the Company will work with the In-Scope Supplier to ensure the minerals are sourced from registered conflict free smelters or the minerals are eliminated from use. During the Reporting Period, there were no instances where it was necessary for the Company to implement risk mitigation efforts, temporarily suspend trade or disengage with a supplier for sourcing and using conflict minerals in products manufactured for the Company.

### Step 4: Carry out independent third-party audit of smelter/refiner’s due diligence at identified points in the supply chain

The Company does not have a direct relationship with SORs and therefore does not perform or direct audits of these entities.

### Step 5: Reports on Supply Chain Due Diligence

This Conflict Minerals Report constitutes the Company’s annual report on its conflict minerals due diligence. The Report is available at [www.childrensplace.com](http://www.childrensplace.com) and is filed with the SEC.

### C. Due Diligence Findings

Given the Company's position in the supply chain and the CMRT responses from In-Scope Suppliers, the Company is unable to determine whether the 3TG present in its products originated in the Covered Countries or financed or benefited armed groups in those countries.

#### Product Description

The products at issue are children's apparel, accessories and footwear.

#### Processing Facilities

Based on the CMRT responses from In-Scope Suppliers, the attached Appendix 1 sets forth the SORs that may have processed the 3TG used in products manufactured for the Company.

#### Country of Origin

The following is a list of the countries of origin of the 3TG processed by the SORs identified in the attached Appendix 1:

- Angola\*, Argentina, Armenia, Australia, Austria;
- Belgium, Bermuda, Bolivia, Brazil, Burundi\*;
- Cambodia, Canada, Central African Republic\*, Chile, China Colombia, Congo (Brazzaville)\*, Czech Republic;
- Djibouti, DRC – Congo (Kinshasa)\*;
- Ecuador, Egypt, Estonia, Ethiopia;
- Finland, France;
- Germany, Guinea, Guyana;
- Hong Kong, Hungary;
- India, Indonesia, Ireland, Israel, Italy;
- Japan, Jersey
- Kazakhstan, Kenya\*, Korea, Kyrgyzstan;
- Laos, Luxembourg;
- Madagascar, Malaysia, Mexico, Mongolia, Morocco, Mozambique\*, Myanmar;
- Namibia, Netherlands, Niger, Nigeria;
- Papua New Guinea, Peru, Philippines, Poland, Portugal;
- Russia, Rwanda\*;
- Saudi Arabia, Sierra Leone, Singapore, Slovakia, South Africa\*, South Sudan\*, Spain, Suriname, Sweden, Switzerland;
- Taiwan, Tajikistan, Tanzania\*, Thailand, Turkey;
- Uganda\*, United Arab Emirates\*, United Kingdom, United States, Uzbekistan;
- Vietnam; and
- Zambia\*, Zimbabwe.

\*All smelters that are known to source from Angola, Burundi, Central African Republic, Congo (Brazzaville), DRC, Kenya, Mozambique, Rwanda, South Africa, South Sudan, Tanzania, Uganda, United Arab Emirates and Zambia are certified conflict free.

#### Independent Private Sector Audit

For the Reporting Period, the company is not required to obtain an independent private sector audit of the Conflict Minerals Report.

#### 4. Steps to Improve Due Diligence

The Company continues to take the following steps to improve due diligence processes in place, namely:

- Continue engagement with In-Scope Suppliers and direct them to information and training resources in order to improve the content of the In-Scope Suppliers CMRT responses;
- Continue to require In-Scope Suppliers to certify that conflict minerals are not used in their products; and
- Work with In-Scope Suppliers, if found to be providing the Company with components or materials containing minerals from sources that support conflict in the Covered Countries, to establish an alternative source of minerals that does not support such conflict.

**Appendix 1 to Conflict Minerals Report**

Official Smelter Name	Conflict-Free Certifications	Certified Smelter
<b>Gold</b>		
Advanced Chemical Company	CFSP	YES
Aida Chemical Industries Co., Ltd.	CFSP	YES
Argor-Heraeus SA	LBMA, RJC, CFSP	YES
Asahi Pretec Corporation	LBMA, CFSP	YES
Asahi Refining USA Inc.	LBMA, CFSP	YES
Asaka Riken Co., Ltd.	CFSP	YES
Aurubis AG	LBMA, CFSP	YES
Boliden AB	LBMA, CFSP	YES
CCR Refinery - Glencore Canada Corporation	LBMA, CFSP	YES
Chimet S.p.A.	LBMA, CFSP	YES
Faggi Enrico S.p.A.	Inactive	Inactive
Gold Refinery of Zijin Mining Group Co., Ltd	LBMA, CFSP	YES
Heraeus Metals Hong Kong Ltd	LBMA, RJC, CFSP	YES
Heraeus Precious Metals GmbH & Co. KG	LBMA, CFSP	YES
Ishifuku Metal Industry Co., Ltd.	LBMA, CFSP	YES
Istanbul Gold Refinery	LBMA, CFSP	YES
Legor Group USA	Verification in progress	Verification in progress
LS-NIKKO Copper Inc.	LBMA, CFSP	YES
Matsuda Sangyo Co., Ltd.	LBMA, CFSP	YES
Metalor Technologies (Hong Kong) Ltd.	LBMA, RJC, CFSP	YES
Metalor Technologies SA	LBMA, RJC, CFSP	YES
Metalor USA Refining Corporation	LBMA, RJC, CFSP	YES
METALÚRGICA MET-MEX PEÑALES, S.A. DE C.V	LBMA, CFSP	YES
Mitsubishi Materials Corporation	LBMA, CFSP	YES
Nihon Material Co., Ltd.	LBMA, CFSP	YES
Ohura Precious Metal Industry Co., Ltd.	CFSP	YES
PAMP S.A.	LBMA, RJC, CFSP	YES
Republic Metals Corporation	LBMA, RJC, CFSP	YES
Royal Canadian Mint	LBMA, CFSP	YES
SAFIMET SPA	Verification in progress	Verification in progress
SEMPSA Joyería Platería SA	LBMA, CFSP	YES
Shandong Zhaojin Gold & Silver Refinery Co., Ltd.	LBMA, CFSP	YES
So Accurate Group, Inc.	Not certified	NO
Sumitomo Metal Mining Co., Ltd.	LBMA, CFSP	YES
Tanaka Kikinzoku Kogyo K.K.	LBMA, CFSP	YES



The Refinery of Shandong Gold Mining Co., Ltd.	LBMA, CFSP	YES
Umicore Brasil Ltda.	LBMA, CFSP	YES
Umicore SA Business Unit Precious Metals Refining	LBMA, CFSP	YES
Valcambi SA	LBMA, RJC, CFSP	YES
YMAD	Verification in progress	Verification in progress
Zhongyuan Gold Smelter of Zhongjin Gold Corporation	LBMA, CFSP	YES
<b>Tin</b>		
Alpha	CFSP	YES
Cooperativa Metalurgica de Rondônia Ltda.	CFSP	YES
CV United Smelting	CFSP	YES
Dowa	CFSP	YES
EM Vinto	CFSP	YES
Fenix Metals	CFSP	YES
Gejiu Non-Ferrous Metal Processing Co., Ltd.	CFSP	YES
Gejiu Zili Mining And Metallurgy Co., Ltd.	Unknown	Unknown
Luen Hop Metal Po Ho Co., Ltd.	Verification in progress	Verification in progress
Magnu's Minerais Metais e Ligas Ltda.	CFSP	YES
Malaysia Smelting Corporation (MSC)	CFSP	YES
Melt Metais e Ligas S.A.	CFSP	YES
Metallo-Chimique N.V.	CFSP	YES
Mineração Taboca S.A.	CFSP	YES
Minsur	CFSP	YES
Mitsubishi Materials Corporation	CFSP	YES
O.M. Manufacturing (Thailand) Co., Ltd.	CFSP	YES
Operaciones Metalurgical S.A.	CFSP	YES
PT Artha Cipta Langgeng	CFSP	YES
PT ATD Makmur Mandiri Jaya	CFSP	YES
PT Bangka Tin Industry	CFSP	YES
PT Belitung Industri Sejahtera	CFSP	YES
PT Bukit Timah	CFSP	YES
PT DS Jaya Abadi	CFSP	YES
PT Eunindo Usaha Mandiri	CFSP	YES
PT Inti Stania Prima	CFSP	YES
PT Mitra Stania Prima	CFSP	YES
PT Panca Mega Persada	CFSP	YES
PT Refined Bangka Tin	CFSP	YES
PT Sariwiguna Binasantosa	CFSP	YES
PT Stanindo Inti Perkasa	CFSP	YES
PT Timah (Persero) Tbk Kundur	CFSP	YES

PT Timah (Persero) Tbk Mentok	CFSP	YES
PT Tinindo Inter Nusa	CFSP	YES
Thaisarco	CFSP	YES
White Solder Metalurgia e Mineração Ltda.	CFSP	YES
Umicore SA Business Unit Precious Metals Refining	Unknown	Unknown
Yunnan Tin Group (Holding) Company Limited	CFSP	YES
<b>Tungsten</b>		
None.	N/A	N/A
<b>Tantalum</b>		
None.	N/A	N/A