

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**FORM SD**  
**Specialized Disclosure Report**



**BRUNSWICK CORPORATION**

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(Exact Name of Registrant Specified in Charter)

**Delaware**

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(State or Other  
Jurisdiction of  
Incorporation)

**001-01043**

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(Commission File  
Number)

**36-0848180**

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(I.R.S. Employer  
Identification No.)

**1 N. Field Court  
Lake Forest, Illinois**

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(Address of Principal Executive Offices)

**60045-4811**

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(Zip Code)

**Registrant's telephone number, including area code: (847) 735-4700**

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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:

X Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2013.

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**Item 1.01. Conflict Minerals Disclosure and Report**

Brunswick Corporation (Brunswick) determined that tin, tantalum, tungsten and/or gold (Conflict Minerals) were necessary for the production or functionality of products manufactured or contracted for manufacture by Brunswick during the year ended December 31, 2013 and is subject to reporting under Section 1502 (b) of the Dodd-Frank Act, and SEC Rule 13p-1, Item 1.01(b). Brunswick therefore conducted a good faith reasonable country of origin inquiry (RCOI) regarding the applicable Conflict Minerals to assess whether they originated from the Democratic Republic of the Congo or an adjoining country that shares an internationally recognized border with the Democratic Republic of the Congo (the Conflict Region). As Brunswick continues to review the results from its RCOI, Brunswick has reason to believe that certain of its necessary Conflict Minerals originated, or may have originated, in the Conflict Region and are not from recycled or scrap sources. These Conflict Minerals were subject to the exercise of due diligence by Brunswick as described in the Conflict Minerals Report attached as an exhibit hereto.

**Published Results**

A copy of this Form SD and attached Conflict Minerals Report in accordance with Rule 12b-12 (17 CFR 240.12b-12) may be found on our website at <http://www.brunswick.com/company/governance/policies.php>.

**Item 1.02. Exhibit**

Brunswick has filed, as an exhibit to this Form SD, the Conflict Minerals Report for the year ended December 31, 2013 as required by Item 1.01 and 1.02 of this Form.

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**Item 2.01. Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
1.02	Conflict Minerals Report for the year ended December 31, 2013 as required by Items 1.01 and 1.02 of this Form

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**SIGNATURE**

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.

**BRUNSWICK CORPORATION**

Date: June 2, 2014

By: /s/ KRISTIN M. COLEMAN  
Kristin M. Coleman  
Vice President, General Counsel & Secretary

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**EXHIBIT INDEX:**

**Exhibit No.**

**Description of Exhibit**

1.02

Conflict Minerals Report for the year ended December 31, 2013 as required by Items 1.01 and 1.02 of this Form.

# Brunswick Corporation

## Conflict Minerals Report

For the Year Ended December 31, 2013

Brunswick Corporation (Brunswick, we, us or our) determined that tin, tantalum, tungsten and/or gold (Conflict Minerals) were necessary for the production or functionality of products manufactured or contracted for manufacture by Brunswick during the year ended December 31, 2013 and is therefore subject to reporting under Section 1502 (b) of the Dodd-Frank Act, and SEC Rule 13p-1, Item 1.01(b). Accordingly, Brunswick conducted a good faith reasonable country of origin inquiry (RCOI) regarding the applicable Conflict Minerals to assess whether they originated from the Democratic Republic of the Congo or an adjoining country that shares an internationally recognized border with the Democratic Republic of the Congo (the Conflict Region). As Brunswick continues to review the results from its RCOI, Brunswick has reason to believe that certain of its necessary Conflict Minerals originated, or may have originated, in the Conflict Region and are not from recycled or scrap sources. These Conflict Minerals were subject to the exercise of due diligence by Brunswick as described in this Conflict Minerals Report, prepared by the management of Brunswick, for the year ended December 31, 2013, which is presented to comply with Rule 13p-1 of the Securities Exchange Act of 1934.

### 1. Company Overview.

Brunswick is a leading global designer, manufacturer and marketer of recreation products including marine engines, boats, fitness equipment and bowling and billiards equipment. The Company's engine products include: outboard, sterndrive and inboard engines; trolling motors; propellers; engine control systems; and marine parts and accessories, while its boat offerings include: fiberglass pleasure boats; yachts and sport yachts; offshore fishing boats; aluminum fishing boats; inflatable boats; pontoon boats and deck boats. The Company's fitness products include both cardiovascular and strength training equipment for the commercial and consumer markets. The Company's bowling products include capital equipment, aftermarket and consumer goods and the Company owns and operates Brunswick bowling entertainment centers in the United States and Canada. The Company also sells a complete line of billiards tables and other gaming tables and accessories.

Brunswick does not directly source any Conflict Minerals that may be used in the products it manufactures or contracts to manufacture. Therefore, as discussed in more detail below, we must rely solely on our upstream supply chain to provide us with information on the origin of the Conflict Minerals contained in components and materials supplied to us - including sources of Conflict Minerals that are supplied to them from lower tier suppliers. To that effect, we have engaged over 2400 of our direct suppliers as part of our due diligence efforts, and they have in turn engaged thousands more of their own suppliers. Due to our size and the complexity of our products and supply chain, it is very difficult to identify and survey suppliers that are upstream from our direct suppliers. Accordingly we participate in a number of industry-wide initiatives as described in Section 3 below to assist with our compliance with the Conflict Minerals legislation.

### 2. Design of Due Diligence Process.

In designing its due diligence program related to Conflict Minerals, Brunswick adopted a policy and methodology in accordance with Annex I of the Organization for Economic Co-Operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (the OECD Framework). Accordingly, all steps taken by Brunswick in preparing this Conflict Minerals Report conform, in all material respects, with the OECD Framework, and specifically, the five-step framework for risk-based due diligence for responsible supply chains of minerals from conflict-affected and high-risk areas which will be further described below.

### 3. Due Diligence Measures Undertaken and Results.

Brunswick undertook the following measures in its exercise of due diligence on the source and chain of custody of its conflict minerals.

#### a. Establish Strong Company Management Systems.

Brunswick established an internal cross-functional team to support its Conflict Minerals due diligence efforts. This team was led by Brunswick's legal team and a senior member (Vice President or Director) with oversight responsibility for the supply chain of each of Brunswick's four divisions, and included members from the purchasing, supply chain and engineering teams from each division. Brunswick's Vice President, General Counsel and Secretary had oversight of this cross-functional team.

Brunswick is taking steps to develop and implement a policy with the ultimate goal of eliminating the use of Conflict Minerals whose extraction or trade directly or indirectly financed or benefited an armed group in the Conflict Region (as "armed group" is

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defined in paragraph (d)(2) of the instructions to Item 1.01). A copy of our policy can be found on our website at <http://www.brunswick.com/company/governance/policies.php>.

Brunswick has established and maintained control systems which include, in addition to the Conflict Minerals Policy, our many standards, policies and procedures designed to provide guidelines on how to conduct business in an ethical manner and how to report grievances. Please see our Annual Report on Form 10-K for more information on these controls and our Brunswick Code of Conduct and other related policies and procedures, all of which can be found at [www.brunswick.com](http://www.brunswick.com).

Brunswick engaged its suppliers very early in the diligence process and, during supplier meetings starting as early as the end of 2012, began educating them on the Conflict Minerals legislation and Brunswick's expectations regarding their compliance with our due diligence efforts. The leaders of Brunswick's cross-functional team met regularly to discuss issues raised by suppliers during the diligence process. In the event of an issue or grievance raised by a certain supplier, the relevant supply chain leader would discuss the issue and proposed response with Brunswick's legal team.

b. Identify and Assess Risk in the Supply Chain.

Brunswick does not directly source any Conflict Minerals that may be used in the products it manufactures or contracts to manufacture. Therefore, we must rely solely on our upstream supply chain to assist with our required RCOI and due diligence efforts. Specifically, Brunswick took the following steps as part of its RCOI and due diligence program related to Conflict Minerals:

- Reviewed those business units which manufactured or contracted to manufacture products reasonably believed to contain one or more Conflict Mineral;
- Determined that each of Brunswick's four business units, Mercury Marine, Brunswick Boat Group, Life Fitness and Brunswick Bowling and Billiards, manufacture or contract to manufacture products reasonably believed to contain one or more Conflict Mineral;
- Determined that none of Brunswick's four business units directly source Conflict Minerals from the Conflict Region in order to manufacture or contract to manufacture products;
- Identified approximately 2400 suppliers which provided raw materials or components used in the production of those products reasonably believed to contain one or more Conflict Mineral;
- Contacted the identified suppliers and, using the EICC-GeSI Due Diligence Template, requested from those suppliers confirmation of the presence of Conflict Minerals in the raw materials or components they supplied to Brunswick and information regarding the origin of those minerals;
- Established an initial deadline for suppliers to provide the requested information and documentation;
- Performed follow-up with suppliers to request compliance with its requests for information and documentation;
- Reviewed and analyzed the responses compiled for each responding supplier;
- Identified suppliers that required further due diligence on source and chain of custody of the necessary conflict minerals they provided to Brunswick; and
- Followed up with suppliers, and performed additional due diligence on the supply chain of suppliers which either:
  - Reported potentially sourcing Conflict Minerals from the Conflict Region;
  - or
  - Provided data indicating sourcing or potentially sourcing from a mine located in the Conflict Region;
  - or
  - Did not provide full information in response to our inquiries.

c. Design and Implement a Strategy to Respond to Identified Risks.

Brunswick's cross-functional Conflict Minerals team met regularly as a group to discuss the results of their due diligence efforts and the risks identified in the process. Brunswick's legal team also met individually each month with the senior member of the supply chain of each division to discuss specific risks and issues raised by that division. Brunswick's legal team then made regular reports of its due diligence findings to Brunswick's Senior Management Team through its Vice President, General Counsel and Secretary. Brunswick's Board of Directors also received information regarding the Conflict Minerals legislation and Brunswick's compliance efforts.

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d. Carry Out Independent Third-Party Audit of Supply Chain Due Diligence at Identified Points in the Supply Chain.

Given that Brunswick does not directly source any Conflict Minerals used in our products, we do not engage in any third-party audits of smelters or refiners that may be in our supply chain. However, we support the EICC-GeSI efforts to influence smelters and refiners to become certified through their Conflict-Free Smelter Program and will continue to encourage our upstream suppliers to utilize these certified smelters and refiners when sourcing Conflict Minerals.

e. Report on Supply Chain Due Diligence.

A copy of this Conflict Minerals Report, along with a copy of our Conflict Minerals Policy, can be found on our website at <http://www.brunswick.com/company/governance/policies.php>.

#### **4. Due Diligence Results.**

As a result of Brunswick's exercise of due diligence on the source and chain of custody of Conflict Minerals necessary to the functionality or production of products manufactured or contracted for manufacture by Brunswick during the year ended December 31, 2013, Brunswick has reason to believe that certain of its necessary Conflict Minerals originated, or may have originated, in the Conflict Region and are not from recycled or scrap sources. Brunswick was unable to determine the origin of some of the Conflict Minerals in these products, and was further unable to determine whether any of the Conflict Minerals contained in these products directly or indirectly financed or benefited an armed group in the Conflict Region (as "armed group" is defined in paragraph (d)(2) of the instructions to Item 1.01). The products manufactured or contracted for manufacture by Brunswick which contain Conflict Minerals that originated, or may have originated, in the Conflict Region and are not from recycled or scrap sources include, but may not be limited to, those products listed on Attachment A to this Conflict Minerals Report.

Through our participation in the Conflict-Free Sourcing Initiative (CFSI), the OECD implementation programs, and requesting our suppliers to complete EICC-GeSI template, we have determined that seeking information about Conflict Mineral 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 Conflict Minerals in our supply chain. Our suppliers reported utilizing 195 refiners and smelters to process Conflict Minerals in their supply chains, with 72 being listed by CFSI as having been audited and found to be compliant with the Conflict-Free Smelter Program assessment protocols. There was insufficient information for the remaining smelters and refiners reported by our suppliers on the origin of Conflict Minerals they processed or to indicate whether any of the Conflict Minerals may have directly or indirectly financed or benefited armed groups in the Conflict Region. This information was reported to us through many layers of the minerals supply chain by our suppliers and we are unable to independently verify or confirm that Conflict Minerals processed by these reported facilities are used in our products.

#### **5. Steps to be Taken to Mitigate Risk.**

Brunswick continues to look for ways to improve our Conflict Minerals due diligence process and to mitigate the risk that Conflict Minerals in our products could benefit armed groups in the Conflict Region. Specifically, we are undertaking, and will continue to undertake, the following steps:

- Engage those suppliers that have not responded to our request for Conflict Minerals information, ultimately seeking to have responses from suppliers detailing:
    - the use of necessary Conflict Minerals in the materials or components they supply to us;
    - the country of origin of those Conflict Minerals;
    - the use of scrap or recycled sources in those Conflict Minerals; and
    - the source and chain of custody of those Conflict Minerals originating in the Conflict Region and not obtained from scrap or recycled sources;
  - Engage those suppliers that have responded to our request for Conflict Minerals information, but where the responses received were incomplete or had inconsistencies within the data the supplier reported in the EICC/GeSI template;
  - Review the potential opportunities and advantages of using a third-party service provider to assist with RCOI and/or due diligence efforts;
  - Work with upstream suppliers to educate them on the necessary processes they need to undertake in order to allow them to assist us in performing the due diligence and RCOI required by the OECD Framework;
  - Review supplier contracts in an effort to including specific language on the use of Conflict Minerals in the materials or components supplied to Brunswick; and
  - Continue devising and developing a strategy for managing and mitigating Conflict Mineral risk in our supply chain.
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**Forward-Looking Statements**

Certain statements in this Conflict Minerals Report are forward-looking as defined in the Private Securities Litigation Reform Act of 1995. Such statements are based on current expectations, estimates and projections about Brunswick's business. Forward-looking statements by their nature address matters that are, to different degrees, uncertain and often contain words such as "may", "could", "expect", "intend", "plan", "seek", "estimate", "believe", "predict", "potential" or "continue". These statements are not guarantees of future performance and involve certain risks and uncertainties that may cause actual results to differ materially from expectations as of the date of this Conflict Minerals Report. Such forward-looking statements speak only as of the date on which they are made and Brunswick does not undertake any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Conflict Minerals Report. These forward-looking statements should be considered in the light of the information included in this report and our other filings with the SEC, including, without limitation, the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2013.

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## ATTACHMENT A

**List of Products which contain Conflict Minerals that originated, or may have originated, in the Conflict Region**

The following products are more fully described in the company's Annual Report on Form 10-K, which may be found on our website at: <http://www.brunswick.com/investors/publications-and-filings/annualreports.php>, and at [www.brunswick.com](http://www.brunswick.com).

**Brunswick Boat Group**

- Motoryachts
- Fiberglass      Recreational  
Boats
- Offshore      Fishing  
Boats
- Aluminum      Fishing  
Boats
- Pontoon  
Boats
- Deck  
Boats

**Brunswick Bowling and Billiards**

- Electronics, motors, fittings and castings used in bowling center construction and equipment

**Life Fitness**

- Commercial    and    Consumer    Cardio  
Products
- Insignia      Commercial    Strength  
Products

**Mercury Marine**

- Mercury Outboard  
Engines
- Mercury SternDrive  
Engines
- Mercury Inboard  
Engines
- Mercury Racing Inboard & Outboard  
Engines
- Mercury Pod  
Drives
- MotorGuide Trolling  
Motors
- Attwood gas  
springs
- Attwood pedestal  
products
- Attwood incandescent lighting  
products
- Attwood electrical switches and  
plugs
- Attwood  
funnels
- Land N Sea "Sea Choice" Marine  
Accessories.