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

FORM SD
SPECIALIZED DISCLOSURE REPORT

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

Delaware
(State or other jurisdiction
of incorporation or organization)

000-21250
(Commission
File Number)

94-2615258
(IRS Employer
Identification No)

500 Howard St, San Francisco, California
(Address of principal executive offices)

94105
(Zip code)

Kimberly Holtz MacMillan, Corporate Secretary 415-278-7228
(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, 2015.

**Conflict Minerals Report of Gymboree
In accord with Rule 13p-1 under the Securities Exchange Act of 1934**

This is the Conflict Mineral Report of **The Gymboree Corporation** and its affiliates (“**Gymboree**”) for calendar year 2015 in accord with Rule 13p-1 under the Securities Exchange Act of 1934 (“**Rule 13p-1**”). Please refer to Rule 13p-1, Form SD and the 1934 Act Release No. 34-67716 for definitions to the terms used in this Report, unless otherwise defined herein.

Gymboree contracts to manufacture products that may contain tin, tungsten, tantalum or gold (“**3TG**”), including children’s specialty apparel, shoes, backpacks, hair accessories, belts, costumes and other accessories, toys and play equipment.

Due Diligence (Instructions 1.01(c)(1))

Overview: 3TG are necessary to the functionality of certain Gymboree products (“**In-Scope Products**”) that Gymboree contracts to manufacture. For calendar year 2015, Gymboree completed due diligence that encompassed:

- a reasonable country of origin inquiry (“**RCOI**”) regarding the 3TG in the In-Scope Products that was reasonably designed to determine whether any of the 3TG originated in the Democratic Republic of Congo or an adjoining country (“**Covered Country**”) or are from recycled or scrap sources; and
- measures to exercise due diligence on the source and chain of custody of those 3TG.

Gymboree’s due diligence process is based on the internationally recognized due diligence framework that was developed by the Organization for Economic Cooperation and Development as part of its “Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas” (“**OECD Guidance**”). In accordance with the OECD Guidance, Gymboree’s due diligence exercise included:

- Adoption of a Conflict Minerals Policy, publicly available at www.gymboree.com, www.janieandjack.com, www.crazy8.com and www.gymboreeclasses.com;
- Review and assessment of risk in the supply chain; and
- A strategy to continue responding to risks in the supply chain, including implementation of internal measures to strengthen company engagement with suppliers, reporting risk management findings and implementing the risk management plan.

Work with Suppliers: Gymboree identified suppliers of products that Gymboree contracted to have manufactured and for which 3TG might be necessary for product functionality or production.

Each supplier was contacted and requested to complete the Electronic Industry Citizenship Coalition and Global e-Sustainability Initiative (“**EICC GeSI**”) Conflict Minerals Reporting Template (“**CMRT**”) to collect information regarding the presence and sourcing of 3TG used in the products supplied to Gymboree. Suppliers were offered two options to submit the information: (i) upload the CMRT in Microsoft Excel format or (ii) complete an online survey version of the CMRT directly into a website. Information was collected and stored using an online platform provided by a third party vendor.

Supplier engagement included these steps:

- An introduction email was sent to the suppliers describing the compliance requirements and requesting conflict minerals information;
- Following the initial introductions to the program and information request, up to four reminder emails were sent to each non-responsive supplier requesting survey completion; and
- Suppliers were also directed to Gymboree's third party vendors' online resource center for information about the program and why this information was being requested.

An escalation process was initiated by Gymboree for suppliers who continued to be non-responsive after the above contacts were made.

As a retailer of consumer products, Gymboree is several levels removed from the mining of conflict minerals, does not make direct purchases of raw or unrefined minerals and makes no purchases in the Covered Countries. Therefore, Gymboree requested that each supplier identify whether 3TGs are used in items produced for Gymboree, whether the minerals were recycled or scrap, and if not, all the smelters in the supplier's supply chain, including the name and country of the smelter, and whether those smelters had been validated as conflict-free in accordance with the Conflict-Free Sourcing Initiative's Conflict-Free Smelter (CFS) program. Supplier responses were evaluated for plausibility, consistency, and gaps both in terms of which products were stated to contain or not contain necessary 3TG, as well as the origin of those materials. Additional supplier contacts were conducted to address issues including, without limitation, implausible statements regarding no presence of 3TG, incomplete data on the CMRT, responses that did not identify smelters or refiners ("SOR"), responses which indicated sourcing location without complete supporting information from the supply chain, and organizations that were identified as SOR, but not verified as such through further analysis and research.

All suppliers were identified as in-scope for conflict mineral regulatory purposes and contacted, regardless of the type of product the supplier produced. Most suppliers responded to the survey but some did not. Of the suppliers who responded, a very small number responded yes as to having one or more of the regulated metals (3TG) as necessary to the functionality or production of the products they supply to Gymboree. However, of those who responded yes, based on a RCOI and subsequent due diligence, Gymboree does not have sufficient information from the suppliers or other sources to conclude whether the necessary conflict minerals originated in the Covered Countries and whether the necessary conflict minerals that were from recycled or scrap sources, were DRC conflict free, or have not been found to be DRC conflict free.

The Gymboree Form SD and this CMR will be publicly available at www.gymboree.com, www.janieandjack.com, www.crazy8.com and www.gymboreeclasses.com upon the filing of this CMR.

Product Description and Related Matters (Instructions 1.01(c)(2))

Description of In-Scope Products: The In-Scope Products are children's apparel, shoes, backpacks, hair accessories, belts, costumes and other accessories, toys and play equipment.

Facilities Used to Process Necessary Conflict Minerals in the In-Scope Products: The list below identifies facilities (smelters) that are known to have processed 3TG used in In-Scope Products¹:

¹ Verified smelters are those listed by the EICC.

<u>SOR / Facility Name</u>	<u>Location of SOR/Facility</u>
<u>Gold</u>	
Advanced Chemical Company	Australia
Aida Chemical Industries Co., Ltd.	Belgium
Argor-Heraeus SA	Brazil
Asahi Pretec Corporation	Canada
Asahi Refining Canada Limited	China
Asahi Refining USA Inc.	Germany
Asaka Riken Co., Ltd.	Indonesia
Atasay Kuyumculuk Sanayi Ve Ticaret A.S.	Italy
Aurubis AG	Japan
Bangko Sentral ng Pilipinas (Central Bank of the Philippines)	Kazakhstan
Bauer Walser AG	Kyrgyzstan
Boliden AB	Mexico
C. Hafner GmbH + Co. KG	Netherlands
Caridad	Philippines
CCR Refinery—Glencore Canada Corporation	Russia
Cendres + Métaux SA	Saudi Arabia
Chimet S.p.A.	Singapore
Chugai Mining	South Africa
Daejin Indus Co., Ltd.	South Korea
Daye Non-Ferrous Metals Mining Ltd.	Spain
DODUCO GmbH	Sweden
Dowa	Switzerland
DSC (Do Sung Corporation)	Taiwan
Eco-System Recycling Co., Ltd.	Thailand
Elemental Refining, LLC	Turkey
Faggi Enrico S.p.A.	United States
Gansu Seemine Material Hi-Tech Co Ltd	Uzbekistan
Guangdong Jinding Gold Limited	
Hangzhou Fuchunjiang Smelting Co., Ltd.	
Heimerle + Meule GmbH	
Heraeus Ltd. Hong Kong	
Heraeus Precious Metals GmbH & Co. KG	
Hunan Chenzhou Mining Co., Ltd.	
Hwasung CJ Co. Ltd	
Inner Mongolia Qiankun Gold and Silver Refinery Share Company Limited	
Ishifuku Metal Industry Co., Ltd.	
Istanbul Gold Refinery	
Japan Mint	
Jiangxi Copper Company Limited	
JSC Ekaterinburg Non-Ferrous Metal Processing Plant	
JSC Uralsmet	
JX Nippon Mining & Metals Co., Ltd.	
Kazzinc	
Kennecott Utah Copper LLC	
Kojima Chemicals Co., Ltd.	
Korea Metal Co. Ltd	
Kyrgyzaltyn JSC	

SOR / Facility Name**Location of SOR/Facility**

L'azurde Company For Jewelry
Lingbao Jinyuan Tonghui Refinery Co. Ltd.
LS-NIKKO Copper Inc.
Luo yang Zijin Yinhui Metal Smelt Co Ltd
Materion
Matsuda Sangyo Co., Ltd.
Metalor Technologies (Hong Kong) Ltd.
Metalor Technologies (Singapore) Pte., Ltd.
Metalor Technologies SA
Metalor USA Refining Corporation
METALÚRGICA MET-MEX PEÑÓLES, S.A. DE C.V
Mitsubishi Materials Corporation
Mitsui Mining & Smelting
Moscow Special Alloys Processing Plant
Nadir Metal Rafineri San. Ve Tic. A.Ş.
Navoi Mining and Metallurgical Combinat
Nihon Material Co., Ltd.
Ohura Precious Metal Industry Co., Ltd.
OJSC "The Gulidov Krasnoyarsk Non-Ferrous Metals Plant" (OJSC Krastsvetmet)
OJSC Kolyma Refinery
OJSC Novosibirsk Refinery
PAMP SA
Penglai Penggang Gold Industry Co Ltd
Prioksky Plant of Non-Ferrous Metals
PT Aneka Tambang (Persero) Tbk
PX Pržcinox SA
Rand Refinery (Pty) Ltd.
Royal Canadian Mint
Sabin Metal Corp.
SAMWON METALS Corp.
Schone Edelmetaal B.V.
SEMPSA Joyeria Plateria SA
Shandong Zhaojin Gold & Silver Refinery Co., Ltd.
So Accurate Group, Inc.
SOE Shyolkovsky Factory of Secondary Precious Metals
Solar Applied Materials Technology Corp.
Sumitomo Metal Mining Co., Ltd.
Tanaka Kikinzoku Kogyo K.K.
The Great Wall Gold and Silver Refinery of China
The Refinery of Shandong Gold Mining Co., Ltd.
Tokuriki Honten Co., Ltd.
TongLing Nonferrous Metals Group Holdings Co., Ltd.
Torecom
Umicore Brasil Ltda.
Umicore Precious Metals Thailand
Umicore SA Business Unit Precious Metals Refining
Valcambi SA
Western Australian Mint trading as The Perth Mint

SOR / Facility Name**Location of SOR/Facility**

Yamamoto Precious Metal Co., Ltd.
Yokohama Metal Co., Ltd.
Yunnan Copper Industry Co Ltd
Zhongyuan Gold Smelter of Zhongjin Gold Corporation
Zijin Mining Group Co., Ltd. Gold Refinery

Tin

Alpha
China Tin Group Co., Ltd.
CNMC (Guangxi) PGMA Co. Ltd.
Cooperativa Metalurgica de Rondônia Ltda.
CV Serumpun Sebalai
CV United Smelting
Dowa
EM Vinto
Estanho de Rondônia S.A.
Fenix Metals
Gejiu Kai Meng Industry and Trade LLC
Gejiu Non-Ferrous Metal Processing Co., Ltd.
Gejiu Zi-Li
Huichang Jinshunda Tin Co. Ltd
Jiangxi Ketai Advanced Material Co., Ltd.
Linwu Xianggui Smelter Co
Magnu's Minerais Metais e Ligas Ltda.
Malaysia Smelting Corporation (MSC)
Melt Metais e Ligas S/A
Metallo-Chimique N.V.
Mineração Taboca S.A.
Minsur
Mitsubishi Materials Corporation
Nankang Nanshan Tin Co., Ltd.
O.M. Manufacturing (Thailand) Co., Ltd.
Operaciones Metalurgical S.A.
PT Artha Cipta Langgeng
PT Babel Inti Perkasa
PT Bangka Tin Industry
PT Belitung Industri Sejahtera
PT Bukit Timah
PT DS Jaya Abadi
PT Eunindo Usaha Mandiri
PT Karimun Mining
PT Mitra Stania Prima
PT Prima Timah Utama
PT Refined Bangka Tin
PT Sariwiguna Binasentosa
PT Stanindo Inti Perkasa
PT Timah (Persero) Tbk Kundur
PT Timah (Persero) Tbk Mentok
PT Tinindo Inter Nusa

Belgium
Bolivia
Brazil
China
Indonesia
Japan
Malaysia
Peru
Poland
Taiwan
Thailand
United States

SOR / Facility Name**Location of SOR/Facility**

Rui Da Hung

Soft Metais Ltda.

Thaisarco

Umicore SA Business Unit Precious Metals Refining

White Solder Metalurgia e Mineração Ltda.

Yunnan Chengfeng Non-ferrous Metals Co.,Ltd.

Yunnan Tin Group (Holding) Company Limited

Tungsten

None

Tantalum

None

Information About Country of Origin of Necessary Conflict Minerals Used in In-Scope Products: Countries in which 3TG used in In-Scope Products was mined include: Argentina, Armenia, Australia, Austria, Belgium, Bolivia, Brazil, Canada, Chile, China, DRC- Congo (Kinshasa), Ethiopia, France, Germany, Ghana, Guinea, Guyana, Hong Kong, India, Indonesia, Italy, Japan, Jersey, Kazakhstan, Kyrgyzstan, Laos, Malaysia, Mali, Mexico, Mongolia, Morocco, Mozambique, Myanmar, Namibia, Netherlands, Papua New Guinea, Peru, Philippines, Poland, Portugal, Russia, Rwanda, Saudi Arabia, Singapore, South Africa, South Korea, Spain, Suriname, Sweden, Switzerland, Taiwan, Tajikistan, Tanzania, Thailand, Turkey, United Arab Emirates, United Kingdom, United States, Uzbekistan, Zambia

Information About Efforts to Determine Mine or Location of Origin: The description of Gymboree's due diligence exercise set forth above under the heading "Due Diligence" covers Gymboree's efforts to determine the mine or location of origin with the greatest possible specificity.