

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

FORM SD

SPECIALIZED DISCLOSURE REPORT

Keysight Technologies, Inc.

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

Delaware
*State or other jurisdiction of
incorporation*

001-36334
Commission File Number

46-4254555
*I.R.S. Employer
Identification No.*

1400 Fountaingrove Parkway, Santa Rosa, CA 95403
Address of principal executive offices

Neil Dougherty (707) 577-6262
(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, 2018.

Introduction

Pursuant to Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”), Keysight Technologies, Inc. (“Keysight”, “the Company” or “we”) submits this Specialized Disclosure Report on Form SD (“Form SD”) for the year ended December 31, 2018. The Securities and Exchange Commission (“SEC”) issued the Rule pursuant to Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Act”). The Rule imposes certain reporting requirements on issuers like Keysight whose products contain conflict minerals (defined in Section 1502(e)(4) of the Act as (A) columbite-tantalite, also known as coltan (the metal ore from which tantalum is extracted); cassiterite (the metal ore from which tin is extracted); gold; wolframite (the metal ore from which tungsten is extracted); or their derivatives; or (B) any other mineral or its derivatives determined by the Secretary of State to be financing conflict in the Democratic Republic of the Congo (“DRC”) or an adjoining country (collectively “conflict minerals” or “3TGs”)) that are necessary to their functionality or production. Specifically, the Rule requires an issuer to conduct in good faith a reasonable country of origin inquiry (“RCOI”) designed to determine whether any conflict minerals in the issuer’s supply chain originated in the DRC or an adjoining country (collectively, the “Covered Countries”). If the issuer concludes that any conflict minerals did originate in the Covered Countries, the issuer then must conduct due diligence to determine whether the mining and sale of those conflict minerals directly or indirectly financed or benefited armed groups in the Covered Countries. Finally, the Rule requires the issuer to report its findings publicly via a Form SD.

Forward-Looking Statements

This Specialized Disclosure Report on Form SD, including the Conflict Minerals Report attached as Exhibit 1.01, contains forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and is subject to the safe harbors created therein. Statements preceded by, followed by, or that otherwise include the words “anticipate,” “plan,” “estimate,” “expect,” “intend,” “forecast,” “target,” “project,” “believe,” “outlook,” “prospect” and similar words or expressions, or future or conditional verbs such as “will,” “should,” “would,” “may,” or “could”, or statements regarding the company’s goals, priorities, and expected growth of the markets the company sells into are intended to identify forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause Keysight’s actual results to differ materially from management’s expectations contemplated by these forward-looking statements. Keysight disclaims any intention to, and undertakes no responsibility to, update or revise any forward-looking statement, whether as a result of new information, a future event, or otherwise. Such risks and uncertainties include, but are not limited to, changes in the demand for current and new products, technologies, and services; customer purchasing decisions and timing; and our ability to realize the savings or benefits expected from integration and restructuring activities. For additional risks and uncertainties that could impact Keysight’s actual results, please see our Form 10-K for the fiscal year ended October 31, 2018 filed with the SEC on December 18, 2018 and our latest Form 10-Q filed with the SEC on May 30, 2019, included but not limited to the discussion under “Risk Factors” therein, which may be viewed at www.sec.gov.

SECTION 1: CONFLICT MINERALS DISCLOSURE

Item 1.01 Conflict Minerals Disclosures and Report

Description of Keysight's RCOI

Keysight conducted an RCOI utilizing the Conflict Minerals Report Template ("CMRT") and concluded that it could not definitively determine the origin of the 3TGs in all our products at this time.

Conflict Minerals Disclosure

Keysight's Form SD and Conflict Minerals Report, filed as Exhibit 1.01 hereto, are publicly available at:

http://about.keysight.com/en/companyinfo/environment/Keysight_Conflict_Minerals_Report.pdf as well as the SEC's EDGAR database at www.sec.gov.

Item 1.02 Exhibit

Keysight has included its Conflict Minerals Report as Exhibit 1.01 to this Form SD.

SECTION 2: EXHIBITS

Item 2.01 Exhibits

Exhibit 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 duly authorized undersigned.

KEYSIGHT TECHNOLOGIES, INC.

(Registrant)

/s/ Jeffrey Li

By Jeffrey Li, Vice President and Acting General Counsel

May 31, 2019

Date

KEYSIGHT TECHNOLOGIES, INC.
Conflict Minerals Report
For The Year Ended December 31, 2018

This Conflict Minerals Report (the “Report”) of Keysight Technologies, Inc. (“Keysight” or “we”) for the year ended December 31, 2018 is designed to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”).

Pursuant to the Rule, Keysight conducted due diligence regarding the source and chain of custody of the necessary tin, tungsten, tantalum and gold (collectively referred to herein as “conflict minerals” or “3TGs”) in our products. Based on our efforts assessing our supply chain, and the uncertainty in responses we received from our suppliers, we cannot exclude the possibility that some of the 3TGs present in our supply chain may have originated in the Democratic Republic of Congo (“DRC”) or adjoining countries (collectively the “Covered Countries”). For this reason, we are required under the Rule to submit this Report as an Exhibit to Keysight’s Form SD.

This Report has been prepared by Keysight with the assistance of our third-party vendor, Assent Compliance (“Assent”). The information includes the activities of all majority-owned subsidiaries and variable interest entities that are required to be consolidated. It does not include the activities of variable interest entities that are not required to be consolidated.

1. Company and Product Overview

Keysight is a technology company providing electronic design and test solutions that are used in the design, development, manufacture, installation, deployment, validation, optimization and secure operation of electronics systems to the communications, networking and electronics industries. Related services include start-up assistance, instrument productivity, application services and instrument calibration and repair. We also offer customization, consulting and optimization services throughout the customer’s product lifecycle, including start-up assistance, instrument productivity, and application services.

2. Conflict Minerals Policy

Keysight is committed to complying with Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and requiring that same commitment from our supply chain partners. To that end, Keysight’s [Supplier Environmental and Social Responsibility Code of Conduct](#) requires suppliers to take reasonable measures to ensure products, parts, components and materials supplied to Keysight are “DRC (Democratic Republic of Congo) conflict free” as that term is used under Section 1502 of the Dodd-Frank Act. In addition, we maintain a [Statement on Conflict Minerals](#) publicly available on our website which sets out our commitment to responsible sourcing.

3. Description of Reasonable Country of Origin Inquiry

In undertaking the reasonable country of origin inquiry (“RCOI”), Keysight conducted a survey of all its strategic and core suppliers, representing a majority portion of Keysight’s supplier spend in 2018. Strategic suppliers are those Keysight vendors that are managed globally and impact multiple business units or sites. They are considered strategic to our long-term success as a company and typically represent Keysight’s highest spend. Because they are integral to our business and fully integrated into our supply chain, they also pose significant business risk should they stop supplying Keysight for any reason. Core suppliers are those vendors we consider as foundational to the success of a Keysight site or business unit. They may be globally or locally managed and are moderately integrated into our supply chain. Like strategic suppliers, core suppliers also typically represent high spend and potential

business impact should supply be interrupted. Keysight conducted analysis on our supply chain to remove suppliers meeting at least one of the following criteria:

- The company supplies Keysight with packaging only (excluding labels);
- The company supplies Keysight only with items that do not end up in Keysight’s products (including equipment used to make our products but not a part of the actual products themselves);
- The company is a test lab providing Keysight with product testing only;
- The company is a service provider only;
- The company has not supplied anything to Keysight in the last two years; and
- The company does not meet Keysight’s criteria for supplying items containing 3TGs.

Keysight provided Assent a list of identified strategic and core suppliers for upload to the Assent Compliance Manager tool for tracking purposes. Keysight and Assent then conducted the supplier survey portion of the RCOI, using the RMI-Conflict Minerals Reporting Template (“CMRT”) version 5.11 or higher. Keysight through Assent Compliance contacted suppliers electronically and requested that they respond to the questions in the CMRT with respect to their supply chain items provided to Keysight. With the help of Assent, we followed up with non-responsive suppliers a minimum of three times to encourage completion and assist with questions regarding the CMRT. Keysight also offered additional training and support to the suppliers through Assent’s training programs and individual support model.

The Keysight program continues to include automated data validation on all submitted supplier CMRTs. The goal of data validation is to identify the accuracy of submissions and identify any contradictory answers in the CMRT. In practice, data validation flags inconsistent answers by a supplier in the CMRT. For instance, if in response to Question 5 of the CMRT a supplier reports not having received relevant origin information from all its conflict mineral suppliers, the supplier must also respond “no” to Question 4, which asks whether 100% of its conflict minerals from the Covered Countries come from recycled sources. Automated data validation screens for this and similar logic in a CMRT.

All submitted CMRTs are accepted and classified as valid or invalid. All data received is retained. Suppliers with invalid forms are encouraged to resubmit a valid form. Of the invalid CMRTs that were flagged in the system, all have now been resolved and replaced by a valid submission.

As per the RCOI requirements, if Keysight had reason to believe that some of the 3TGs may have originated from the Covered Countries, we performed due diligence on the source and chain of custody of the conflict minerals in question.

4. Due Diligence Process

Design of Due Diligence

The due diligence Keysight has undertaken pursuant to the Rule has been designed to conform, in all respects, with the framework in the Organization for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (“OECD Guidance”) and the related Supplements for gold, tin, tantalum and tungsten. Below we summarize our approach to due diligence.

Keysight’s conflict minerals due diligence process includes the five steps as defined by the OECD Guidance:

1) establishing strong company management systems, 2) identifying and assessing risks in our supply chain, 3) designing and implementing a strategy to respond to identified risks, 4) utilizing independent third-party audits, and 5) publicly reporting on our supply chain due diligence. A summary of the due diligence measures undertaken by Keysight is outlined below.

Establish Strong Company Management Systems

Internal Team

Keysight has established a management system for conflict minerals compliance. Our management system includes an internal team comprised of members of the Legal, Product Regulatory Affairs and Global Procurement

departments. Their efforts are supported by Keysight's Acting General Counsel, as well as other executive-level representatives. The team of regulatory and legal subject matter experts includes (in alphabetical order):

- Manoj Chaudhari, Procurement Compliance Program Manager
- Brendan Kelleher, Global Compliance Director
- BT Khoo, Global Procurement and Materials Compliance Director
- Jeffrey Li, Vice President and Acting General Counsel
- James C. Powell, Product Regulatory Compliance, Americas Program Manager
- Robert Tait, Global Product Regulatory Compliance Manager

The team of subject matter experts is responsible for implementing our conflict minerals compliance strategy and is led by Manoj Chaudhari, who acts as the Conflict Minerals Program Manager. Senior management and our Board of Directors are briefed about the results of our program efforts as necessary.

Control Systems

We have put into place necessary controls to promote compliance with the Rule. One central control is our [Standards of Business Conduct \("SBC"\)](#), Keysight's employee code of conduct which outlines expected behaviors for all Keysight employees. The SBC includes instructions to employees to ensure that all third parties acting on behalf of Keysight comply with current laws on conflict minerals. We also provide multiple mechanisms whereby employees and suppliers can report violations of Keysight's policies, including an anonymous hotline managed by the Compliance team within the Legal Department. Additionally, inquiries regarding conflict minerals may be submitted to a dedicated e-mail address, conflict-mineral_inquiry@keysight.com, managed by Keysight's Product Regulatory team.

Further, our [Supplier Environmental and Social Responsibility Code of Conduct](#), directs all Keysight suppliers to "take reasonable measures to ensure products, parts, components and materials supplied to Keysight are 'DRC (Democratic Republic of Congo) conflict free'". Keysight communicates this requirement in writing to all suppliers and suppliers must complete an online verification survey to ensure compliance with Keysight's supply chain requirements. As we enter into new supplier agreements or renew existing contracts, we add a clause requiring suppliers to provide information about the sources (including smelters) of conflict minerals in products they supply to Keysight.

Supplier Engagement

In an effort to comply with the OECD requirement to strengthen engagement with suppliers, Keysight has, through Assent, offered and provided our suppliers with education on conflict minerals and the related requirements of the Rule. Feedback from this engagement has allowed us to enhance the training by focusing and adapting it to each user's needs. It has also allowed us to make clear our expectations to suppliers in our supply chain.

As with previous reporting years, we have continued to provide our supply chain access to Assent's learning management system, Assent University, and granted all in-scope suppliers the ability to take any of Assent's conflict minerals training courses. The completion of these courses by our suppliers has been tracked and monitored and we will continue to prioritize education in our conflict minerals program.

Grievance Mechanism

Various communication channels exist to serve as grievance mechanisms for early-warning risk awareness. We have multiple longstanding grievance mechanisms whereby employees (internal) and suppliers (external) can report violations of Keysight's policies. This includes, but is not limited to, our whistleblower hotline, which is accessible online to internal and external parties alike. The web address for this hotline (<https://keysight.alertline.com>) is included on every page of our publicly available SBC. Employees also may take advantage of Keysight's open door policy to escalate concerns to management, Internal Audit or our Legal Department.

Maintain Records

Finally, we have adopted a policy to retain relevant documentation relating to our conflict minerals compliance efforts. Documentation will be retained for a period of five years.

Identify and Assess Risks in the Supply Chain

In accordance with OECD Guidelines, we believe it is important to understand risk levels associated with conflict minerals in the supply chain. Smelters not being certified conflict-free pose a significant risk to our supply chain. We employ the Assent Compliance Manager software to assist in evaluating and identifying risk. The software provides us a classification of all smelters and refiners that have been declared by our suppliers through their CMRT. Each facility that meets the Responsible Minerals Initiative (RMI) definition of a smelter or refiner of 3TG is classified as either high, medium or low risk based on five criteria: (1) credible evidence of unethical or conflict sourcing; (2) geographic proximity to the DRC and Covered Countries; (3) known mineral source country of origin; (4) peer assessments conducted by credible third-party sources and (5) Responsible Minerals Assurance Program (RMAP) audit status.

Keysight, with the help of Assent, reviewed all CMRT responses submitted by our strategic and core suppliers. We do not typically have a direct relationship with smelters and refiners of 3TGs, and we do not perform or direct audits of these entities within our supply chain. Therefore, to examine the smelters and refiners listed by our suppliers in CMRTs, Assent compared these facilities to the list of smelters maintained by the RMI. If a supplier indicated on its CMRT that the facility was certified as conflict-free, Assent confirmed that the name was listed as such by RMI.

Additionally, Keysight evaluates our suppliers on the strength of their conflict minerals compliance programs, which further assists us to identify risk in the supply chain. While conflict minerals compliance is a relatively new concept and many companies do not have fulsome compliance programs, we believe tracking the strength of our suppliers' programs meets the OECD Guidance and can assist in making key risk mitigation decisions in the future. We focus on the following questions in the CMRT in evaluating the current status of suppliers' compliance programs:

- A. Have you established a conflict minerals sourcing policy?
- E. Have you implemented due diligence measures for conflict-free sourcing?
- G. Do you review due diligence information received from your suppliers against your company's expectations?

Keysight deems suppliers to have a strong compliance program if they answer yes to each of these three questions. Anything less represents a weak program in our eyes and an opportunity for improvement by the supplier and Keysight. As of April 15, 2019, over 95% of our responsive suppliers have been identified as having a strong program.

This year, Keysight continued to conduct additional follow-ups if, in response to Question 5 of the CMRT, a supplier reports not having received relevant country of origin information from all of its conflict mineral suppliers. If a supplier stated on its CMRT that it had received responses from less than 50% of its supply chain, this supplier was asked to verify if this statement was still true. If the supplier had updates to the statement, it was asked to submit an updated CMRT.

We believe that our approach in focusing on suppliers' smelters and conflict minerals compliance programs represent a reasonable effort to determine the mines or countries of origin of the conflict minerals in our products.

Design and Implement a Strategy to Respond to Identified Risks

Once a conflict mineral-related risk is identified, Keysight has a risk management plan that goes into effect to explore and mitigate the risk. As an initial step, we ensure that all suppliers understand our expectations regarding Dodd-Frank Act compliance by providing them documented instructions on CMRT completion. Escalations are sent

to non-responsive suppliers to outline the importance of submitting a CMRT and reiterate the cooperation required from our suppliers to ensure compliance to the Rule. Updates on this process are provided regularly to Keysight management.

Based on the smelter or refiner risk criteria noted above, Keysight identified 257 low-risk smelters, 57 medium-risk smelters and 6 high-risk smelters.

When high-risk facilities were reported on a CMRT by our suppliers surveyed, Keysight initiated risk mitigation activities. Keysight, through our third-party vendor, responded to these suppliers promptly with a notice instructing the supplier to take their own risk mitigation actions. This included escalating requirements to remove identified high-risk smelters from their supply chain. In most cases, each supplier was required to review at an individual component or part level to determine the source of minerals being reported was accurate and reflective of their supply chain. In most cases, suppliers then provided a more accurate CMRT that represents their supply chain mineral sourcing. In some cases, Keysight was unable to determine conclusively whether any of these high-risk smelters or refiners are directly linked to our products.

As per the OECD Guidance, risk mitigation will depend on the supplier's specific context. Suppliers are given clear performance objectives within reasonable timeframes with the ultimate goal of elimination of these risks from the supply chain. Furthermore, suppliers are guided to our third-party vendor's learning management system to engage in educational materials on mitigating the risk of smelters or refiners on the supply chain.

Keysight communicates directly with suppliers who we have reason to believe are supplying us with 3TGs from sources that may support conflict in the Covered Countries. As part of this communication, Keysight requires that suppliers take all reasonable efforts to source 3TGs from sources that do not support such conflict, as provided in the OECD guidance. To date, we have not identified any instance in which it was necessary to immediately terminate a contract or find an alternate supplier due to lack of compliance with the Rule or Keysight's requirements. Keysight continues to work with our supply chain to identify and diligently address any risks as necessary.

Carry Out Independent Third-Party Audit

We do not have a direct relationship with any 3TG smelters or refiners and do not perform or direct audits of these entities within our supply chain. We rely upon industry associations that administer independent third-party smelter and refinery audit programs. During this reporting year, Keysight remained as a member of the RMI and is working in support and promotion of its RMAP audit programs.

Publicly Report on Supply Chain Due Diligence

Keysight reports annually on supply chain due diligence by filing a Form SD and Conflict Minerals Report with the SEC. This can be accessed via our company website at: http://about.keysight.com/en/companyinfo/environment/Keysight_Conflict_Minerals_Report.pdf.

5. Due Diligence Results

Survey Results

For the 2018 reporting year, we received CMRT forms from all targeted suppliers we surveyed. All final CMRT submissions were reviewed and validated to ensure no inaccuracies or gaps in data were found. Any invalid CMRTs that were flagged in the system have now been resolved and replaced by a valid submission.

Evaluating Smelters

As of April 16, 2019, we have validated 314 smelters or refiners in our supply chain based on information from RMI, and we are working to validate the additional smelter/refiner entries from the supplier-submitted CMRTs.

Based on the smelter lists provided by suppliers via the CMRTs, we are aware of 250 smelters in our supply chain which are certified conflict-free by the RMI. We also have identified a number of other smelters certified as conflict-

free for which the source of raw materials is not disclosed.

Many suppliers are still unable to provide detailed or specific information about the smelters or refiners used for materials supplied to us. In addition, many supplier responses were provided at the company or division level, rather than the product or part level. We therefore are unable to determine whether the conflict minerals reportedly in use by our suppliers were contained in components or parts supplied to us. Several Keysight suppliers also are unable to conclude which of their smelters or refiners provided the conflict minerals used in their products supplied to Keysight.

6. Steps to Mitigate Risk

In the next reporting year, Keysight's conflict minerals program will continue to focus on vetting smelter data including:

- Increasing the emphasis on clean and validated smelter and refiner information from our supply chain as the list of conflict-free smelters and refiners grows and more smelters and refiners declare their intent to enroll in the program;
- Encouraging our suppliers to enact due diligence procedures for their supply chains to improve the content of the responses from such suppliers;
- Requesting that suppliers connect any identified smelters with the products and parts the suppliers supply to Keysight;
- Comparing smelters reported by suppliers on the CMRT to RMI's list of smelters;
- Promoting the RMAP audit programs through our supply chain;
- Engaging with suppliers and directing them to training resources to increase the response rate and improve the content quality of the supplier survey responses; and
- Engaging any of our suppliers found to be supplying us with conflict minerals from sources that support conflict in the Covered Countries to establish an alternative source of conflict minerals that does not support such conflict.