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

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**FORM SD**

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**Specialized Disclosure Report**

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**HONDA GIKEN KOGYO KABUSHIKI KAISHA**  
(Exact name of Registrant as specified in its charter)

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**HONDA MOTOR CO., LTD.**  
(Translation of Registrant's name into English)

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**Japan**  
(State or other jurisdiction  
of incorporation or organization)

**001-07628**  
(Commission  
File Number)

**98-0337854**  
(IRS Employer  
Identification No.)

**No. 1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo 107-8556, Japan**  
(Address of principal executive offices)

**Narushi Yazaki, Honda North America, Inc., ir@hna.honda.com, (212)707-9920**  
(Name and telephone number, including area code, of the person to contact in connection with this report.)

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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:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2014.
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## **Introduction**

Honda Motor Co., Ltd. (“Honda” or “registrant”) develops, produces, and manufactures a variety of motor products, including motorcycle, automobile and power products.

## **Section 1 – Conflict Minerals Disclosure**

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

#### **Conflict Minerals Disclosure**

Honda has determined that tin, tantalum, tungsten and gold (“conflict minerals”) are necessary to the functionality or production of the majority of motorcycle, automobile and power products manufactured by Honda or contracted by Honda to be manufactured. Accordingly, Honda has conducted in good faith a reasonable country of origin inquiry (“RCOI”) regarding such conflict minerals that is reasonably designed to determine whether any of the conflict minerals originated in the Democratic Republic of the Congo (“DRC”) or its adjoining countries or are from recycled or scrap sources. For the RCOI, Honda conducted a supply chain survey using the Conflict Minerals Reporting Template published by the Conflict-Free Sourcing Initiative.

Based on the RCOI, Honda has exercised due diligence on the source and chain of custody of such conflict minerals that conforms to the Organisation for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Second Edition (the “OECD Guidance”), an internationally recognized due diligence framework. However, Honda was unable to determine that its necessary conflict minerals did not originate in the DRC or its adjoining countries or did come from recycled or scrap sources; accordingly, Honda has prepared a Conflict Minerals Report, which is filed as Exhibit 1.01 hereto.

A copy of Honda’s Conflict Minerals Report is available at the following website:

<http://world.honda.com/investors/library/>

### **Item 1.02 Exhibit**

A copy of Honda’s Conflict Minerals Report is filed as Exhibit 1.01 to this specialized disclosure report.

## **Section 2 – Exhibits**

### **Item 2.01 Exhibits**

The following exhibit is filed as part of this report

Exhibit 1.01 – Conflict Minerals Report as required by Item 1.01 and 1.02.

## 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.

HONDA MOTOR CO., LTD.

By: /s/ Kohei Takeuchi  
Name: Kohei Takeuchi  
Title: Managing Officer and Director  
Chief Financial Officer

May 27, 2015  
(Date)

**Exhibit 1.01**  
**Conflict Minerals Report of Honda Motor Co., Ltd. in accordance with Rule 13p-1 under the Securities Exchange Act of 1934**

**I. Introduction**

This Conflict Minerals Report for Honda Motor Co., Ltd. (together with its consolidated subsidiaries and equity method affiliates, “Honda,” “we,” or “our”) is provided in accordance with Rule 13p-1 under the Securities Exchange Act of 1934 (“Rule 13p-1”) for the reporting period from January 1 to December 31, 2014.

Honda develops, produces, and manufactures a variety of motor products, including motorcycle, automobile and power products. Honda has determined that “conflict minerals,” as defined in Form SD (also referred to herein as “3TG”), are necessary to the functionality or production of the majority of the motorcycle, automobile and power products manufactured by Honda or contracted by Honda to be manufactured.

Honda relies on our direct suppliers to provide information about the origin of any 3TG contained in components and materials supplied to us, including for components and materials that are supplied to us indirectly from lower tier suppliers. It is difficult for us to identify upstream actors from our direct suppliers because of our size, the complexity of our products, and the depth, breadth and constant evolution of our supply chain. Accordingly, we participate in a number of industry-wide initiatives as described in various sections below.

Following our reasonable country of origin inquiry (“RCOI”), as required by Item 1.01(c) of Form SD, Honda did not obtain knowledge that any conflict minerals used in our products originated in the Democratic Republic of the Congo (the “DRC”) or an adjoining country and are not from recycled or scrap sources, but we had reason to believe that conflict minerals used in our products may have originated in the DRC or an adjoining country and reason to believe that they may not be from recycled or scrap sources. Accordingly, as required by Item 1.01(c) of Form SD, Honda conducted due diligence on the source and chain of custody of the conflict minerals provided to us by suppliers and used in our products for the reporting period from January 1 to December 31, 2014. The result of our due diligence process was that we were not able to obtain adequate information from the direct suppliers in our supply chain to be able to make any conclusive determinations as to the source of such conflict minerals.

## **II. Description of Products**

Honda develops, produces, and manufactures a variety of motor products, including motorcycle, automobile, and power products. Honda's motorcycle products range from the 50 cc class to the 1800 cc class in cylinder displacement and use internal combustion engines developed by Honda that are air- or water-cooled, four-cycle, and single, two, four or six-cylinder. Honda's motorcycle line consists of sports (including trial and moto-cross racing), business and commuter models. Honda also produces all-terrain vehicles and multi utility vehicles. Honda's automobile products use gasoline engines of three, four or six-cylinder, diesel engines, gasoline-electric hybrid systems and gasoline-electric plug-in hybrid systems. Honda also offers alternative fuel-powered vehicles such as natural gas, ethanol, electric and fuel cell vehicles. Honda's power products include tillers, portable generators, general-purpose engines, grass cutters, outboard marine engines, water pumps, snow throwers, power carriers, power sprayers, lawn mowers and lawn tractors (riding lawn mowers).

## **III. Due Diligence**

### **A. Design of Due Diligence**

Our conflict minerals due diligence measures have been designed to conform with the Organisation for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (the "OECD Guidance"), an internationally recognized due diligence framework, as applicable for tin, tantalum, tungsten, gold and "downstream companies" as the term is defined in the OECD Guidance, in all material respects. As provided in more detail below, we exercised due diligence measures to (i) establish strong company management systems, (ii) identify and assess risks in the supply chain, (iii) design and implement a strategy to respond to identified risks, (iv) carry out independent third-party audit of supply chain due diligence at identified points in the supply chain, and (v) report annually on supply chain due diligence.

### **B. Due Diligence Measures Performed**

#### **(i) Establish strong company management systems:**

- a. Honda continued to communicate its company conflict minerals policy to its suppliers and other stakeholders. Honda's conflict minerals policy is publicly available on the Honda website.
- b. Honda established an internal committee for conflict minerals, comprised of individuals from various areas within the company, to enforce the process of the supply chain due diligence. This committee includes operating officers and directors.
- c. Honda has formed regional working groups in order to conduct the due diligence process in each region where Honda is operating its business. Honda manages its business by region, such as North America, South America, Europe, Asia Pacific, and China, as well as Japan. Based on this geographical segmentation, Honda allocates the responsibility to conduct the due diligence procedures to each of these regional working groups, and their activities are periodically reported to and monitored by the internal committee for conflict minerals.

- d. The due diligence procedures are documented in the company's internal guideline, and such procedures have been communicated throughout the Honda group companies.
  - e. Honda's policy regarding conflict minerals has been communicated to our suppliers through supplier meetings. The procedures of our RCOI survey were also explained in the supplier meetings, and suppliers were requested to cooperate with our effort to identify the source of the necessary conflict minerals.
  - f. In addition, we held supplier meetings through the Japan Automobile Manufacturers Association, Inc. ("JAMA") and the Japan Auto Parts Industrial Association ("JAPIA"). Honda North America, Inc., one of Honda's subsidiaries in the U.S., also supported various supplier training opportunities through the Automotive Industry Action Group ("AIAG").
- (ii) Identify and assess risks in the supply chain:
- a. Among Honda and its consolidated subsidiaries and equity method affiliates, we identified the entities which manufactured products delivered to markets. Then, we requested the direct suppliers from which those entities procured any materials, parts, or equipment to respond to the RCOI survey.
  - b. For the RCOI survey, we adopted the Conflict Minerals Reporting Template ("CMRT") published by the Conflict-Free Sourcing Initiative ("CFSI") (formally known as EICC/GeSI template) to collect information from the identified direct suppliers. Honda deployed the CMRT to identify whether the products suppliers manufacture or contract to manufacture for Honda contained any 3TG necessary to the functionality or production of their products. In addition, Honda improved its process to record the self reported status of suppliers who assert they do not have 3TG in their materials supplied to Honda. However, this assertion is optional.
  - c. Honda reviewed the responses from the direct suppliers and identified, to the best of its ability, some, but not all, of the smelters and refiners in its supply chains. Honda leveraged the Conflict-Free Smelter Program ("CFSP") initiated by the CFSI to verify whether or not those smelters and refiners were conflict-free smelters and refiners.

- (iii) Design and implement a strategy to respond to identified risks:
- a. Each regional working group has implemented relevant actions to mitigate the risks in the supply chains, including:
    - Following up with direct suppliers who did not respond to the RCOI survey.
    - Reviewing the collected responses and inquiring about any discrepancies in the answers provided.
    - Categorizing the direct suppliers into several groups based on the RCOI survey results and potential risks.
  - b. The status of the RCOI survey and due diligence has been reported to the internal committee for conflict minerals. The internal committee has confirmed the status of the due diligence and, as necessary, considered actions to mitigate the supply chain risks identified.
- (iv) Carry out independent third-party audit of supply chain due diligence at identified points in the supply chain:
- a. As outlined in the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflicted-Affected and High-Risk Areas, the internationally recognized standard on which our company's system is based, we support an industry initiative that audits smelters' and refiners' due diligence activities. That industry initiative is the EICC and GeSI's Conflict-Free Sourcing Initiative. The data on which we relied for certain statements in this declaration was obtained through our membership in the CFSI, using the Reasonable Country of Origin Inquiry report for member "HOND", the unique ID code of Honda.
  - b. Honda supports the CFSP through its membership in JAMA as well as AIAG, and active support in the Conflict Free Sourcing Working Group in JAPIA. These industry groups have accumulated industry-wide knowledge on conflict minerals' supply chains, and share such knowledge with the CFSI, EICC/GeSI, and OECD. Honda North America, Inc. has joined CFSI as a company that is a member of a CFSI partner association, AIAG. Honda supports independent third-party audits of conflict minerals smelters and refiners through its participation in the CFSI. Honda North America, Inc. is one of 10 participants in the Smelter Engagement Team (SET) Work Group who reached out to smelters to improve participation in the auditing process and educate smelters.
- (v) Report annually on supply chain due diligence:
- a. This Conflict Minerals Report is available on our website (<http://world.honda.com/investors/library/>) to disclose the description of the measures taken to determine the source and chain of custody of any of the necessary conflict minerals contained in our products, as well as the results of our due diligence.

### **C. Risk Mitigation Steps Honda Will Take**

The due diligence process discussed above is an ongoing process. Honda has taken and will continue to take the following actions to improve the due diligence conducted to further mitigate any risk that necessary conflict minerals in our products could benefit or finance armed groups in the DRC or its adjoining countries.

- a. Honda will continue to work with any relevant industry groups, including JAMA, JAPIA and AIAG, to define and improve best practices and build leverage over the supply chain in accordance with the OECD guidance.
- b. Honda will continue to engage with its direct suppliers and direct them to obtain responses from all lower tier suppliers subject to the RCOI survey, and to improve the content of the RCOI survey responses.

### **IV. Due Diligence Results**

#### **A. Continuous improvement in the RCOI survey responses**

Honda received more than 6,000 responses from suppliers. Honda has improved the survey by continuing to cooperate with industry groups such as JAMA, JAPIA and AIAG as well as continuing to drive direct suppliers to obtain accurate and complete information about their lower tier suppliers.

#### **B. Facilities used to process the necessary conflict minerals**

During the course of our due diligence on the source and chain of custody of the necessary conflict minerals, we have collected information on some, but not all, of our smelters and refiners. Among those smelters and refiners, we found some of them processed minerals sourced in the DRC or its adjoining countries. However, through our due diligence, we were unable to obtain sufficient information to determine whether those conflict minerals were from mines which benefited or financed any armed groups.

#### **C. Countries of origin of the necessary conflict minerals**

Because sufficient information to identify a portion of the smelters/refiners and the countries of origin of conflict minerals was not provided by our suppliers, we are unable to determine the country of origin.



**D. Efforts to determine the conflict minerals' mines or locations of origin**

Through our participation in CFSI and by requesting our suppliers to complete the RCOI survey, we have determined that seeking information about the conflict minerals 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 necessary conflict minerals contained in our supply chains.

**V. Independent Audit**

In accordance with the requirements of Rule 13p-1 and applicable guidance from the SEC staff, Honda is not required to obtain an independent private sector audit of this Conflict Minerals Report for the year ended December 31, 2014.