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

FORM SD

Specialized Disclosure Report

L.B. Foster Company
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

000-10436
(Commission
File Number)

25-1324733
(I.R.S. Employer
Identification No.)

415 Holiday Drive, Pittsburgh, Pennsylvania
(Address of principal executive offices)

15220
(Zip Code)

David J. Russo, (412)-928-3417
(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, 2013.

Section 1 – Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Conflict Minerals Disclosure

This Form SD of L.B. Foster Company (the “Company”) is filed pursuant to Rule 13p-1 promulgated under the Securities Exchange Act of 1934, as amended (collectively, including Form SD, the “Rule”), for the reporting period January 1, 2013 to December 31, 2013.

Rule 13p-1 requires disclosure of certain information when a company manufactures or contracts to manufacture products for which the minerals specified in the Rule are necessary to the functionality or production of those products. The specified minerals are gold, columbite-tantalite (coltan), cassiterite, and wolframite, including their derivatives, which are limited to tantalum, tin, and tungsten (the “Conflict Minerals”). The “Covered Countries” for purposes of Rule 13p-1 are the Democratic Republic of the Congo and the Adjoining Countries (as defined in the Rule).

The Company is a leading manufacturer, fabricator, and distributor of products and services for the rail, construction, energy, and utility markets. The Company does not directly purchase Conflict Minerals nor do we condone the use of Conflict Minerals that fuel human rights violations. The Company’s Conflict Minerals Policy is publicly available on our website at http://www.lbfoster.com/corporate/conflict_minerals.asp. *The content of any website referred to in this Form SD is included for general information only and not incorporated by reference herein.*

Through a review of our supply chain and responses from certain vendors, we have determined that we manufacture or contract to manufacture certain products that may contain Conflict Minerals that are necessary to the functionality or production of such products. These products are as follows:

- Trackwork products
- Insulated joints
- Pre-stressed concrete ties
- Rail switches, fasteners, assemblies, and other track components
- Transit products and accessories
- Friction management / modification products
- Wayside data collection and management systems
- Materials handling units
- Precast concrete buildings
- Bridge decking, forms, and railing

Based upon our determination that the Rule applies to the above-referenced products, we undertook a good-faith reasonable country of origin inquiry designed to determine whether any of the Conflict Minerals included in our products originated in the Covered Countries, and whether any of the Conflict Minerals may be from recycled or scrap sources. Based upon Instruction 3 to Item 1.01 of Form SD, the Company is not reporting on products manufactured or contracted to be manufactured by Ball Winch, Inc., which was acquired by the Company in November 2013.

Our reasonable country of origin inquiries primarily consisted of sending vendor certifications based on a form developed by the Electronic Industry Citizenship Coalition-Global e-Sustainability Initiative. The certification requested representations from our immediate suppliers who provide inputs to our manufactured products that may contain Conflict Minerals. Our supply chain is complex, as there are many third-parties who provide inputs to our direct suppliers. Our direct suppliers were required to provide information on their supply chain and respond whether or not the products sold to the Company contained Conflict Minerals that originated in Covered Countries or came from recycled or scrap material. Through multiple follow-up efforts, the Company received responses from approximately 84% of solicited vendors indicating that the supplies they sold to the Company did not include Conflict Minerals originating in the Covered Countries. However, we were unsuccessful in obtaining responses from 100% of solicited suppliers.

Our reasonable country of origin inquiries involved following up with non-responsive suppliers multiple times; yet, despite our good faith efforts, such inquiries did not yield the desired number of responses from suppliers. As a result of our inability to receive complete responses from all of our solicited suppliers, we were unable to conclude that we had no reason to believe that our necessary Conflict Minerals did not originate in the Covered Countries. Therefore, we exercised due diligence on the source and chain of custody of Conflict Minerals contained in the products we manufactured or contracted to manufacture in calendar year 2013. These due diligence efforts are described in the Conflict Minerals Report that is provided as Exhibit 1.02 to this Form SD. As a result of our due diligence efforts, we were unable to definitively conclude that the products we manufacture or contract to manufacture were free of Conflict Minerals that originated in the Covered Countries, or that they did come from recycled or scrap materials.

Item 1.02 Exhibit

As specified in Section 2, Item 2.01 of this Form SD, the Company is hereby filing its Conflict Minerals Report as Exhibit 1.02 to this Form SD. The Conflict Minerals Report also is publicly available on our Internet website at www.lbfoster.com.

Section 2 – Exhibits**Item 2.01 Exhibits**

The following exhibit is filed as part of this report:

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 1.02 | Conflict Minerals Report of L.B. Foster Company. |

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.

L.B. FOSTER COMPANY
(Registrant)

Date: May 30, 2014

By: /s/ David J. Russo
David J. Russo
Senior Vice President,
Chief Financial Officer and Treasurer

EXHIBIT INDEX

**Exhibit
Number**

Description

1.02 Conflict Minerals Report dated May 30, 2014, of L. B. Foster Company.

L.B. FOSTER COMPANY
Conflict Minerals Report
For the reporting period from January 1, 2013 to December 31, 2013

This Conflict Minerals Report (the “Report”) of L.B. Foster Company (the “Company”) has been prepared pursuant to Rule 13p-1 and Form SD (collectively, the “Rule”) promulgated under the Securities Exchange Act of 1934, as amended, for the reporting period January 1, 2013 to December 31, 2013.

The Rule requires disclosure of certain information when a company manufactures or contracts to manufacture products for which the minerals specified in the Rule are necessary to the functionality or production of those products. The specified minerals are gold, columbite-tantalite (coltan), cassiterite, and wolframite, including their derivatives, which are limited to tantalum, tin, and tungsten (the “Conflict Minerals”). The “Covered Countries” for purposes of the Rule are the Democratic Republic of the Congo and the Adjoining Countries (as defined in the Rule).

As further described in this Report, the Company has determined that certain of its operations manufacture or contract to manufacture products that may contain Conflict Minerals that are necessary to the functionality or production of such products.

Description of the Company’s Products Covered by this Report

L.B. Foster Company is a leading manufacturer, fabricator, and distributor of products and services for the rail, construction, energy, and utility markets. For rail markets, the Company provides a full line of new and used rail, trackwork, and accessories to railroads, mines, and industry. The Company also designs and produces concrete railroad ties, insulated rail joints, power rail, track fasteners, coverboards, and special accessories for mass transit and other rail systems worldwide. Additionally, the Company engineers, manufactures, and assembles friction management products and railway wayside data collection and management systems. For the construction industry, the Company sells steel sheet piling, H-bearing piling, pipe piling, and provides rental sheet piling for foundation requirements. In addition, the Company supplies precast concrete buildings, bridge decking, bridge railing, expansion joints, and other products for highway construction and repair. For tubular markets, the Company supplies pipe coatings for natural gas pipelines and utilities. The Company also produces threaded pipe products for industrial water well and irrigation markets. Based upon Instruction 3 to Item 1.01 of Form SD, the Company is not reporting on products manufactured or contracted to be manufactured by Ball Winch, Inc., which was acquired by the Company in November 2013.

This Report relates to the Company’s products (i) for which Conflict Minerals are necessary to the functionality or production of that product; (ii) that were manufactured or contracted to be manufactured by the Company; and (iii) for which the manufacture was completed during calendar year 2013.

L.B. Foster Company does not directly purchase Conflict Minerals. The Company identified the products sold by the Company, which are listed below, as possibly containing Conflict Minerals that are necessary to the functionality or production of the products.

These products, which are referred to in the remainder of this Report as the “Covered Products,” are the following:

Rail segment:

- Trackwork products
- Rail switches, fasteners, assemblies, and other track components
- Wayside data collection and management systems
- Insulated joints
- Transit products and accessories
- Materials handling units
- Pre-stressed concrete ties
- Friction management / modification products

Construction segment:

- Precast concrete buildings
- Bridge decking, forms, and railing

The Company’s Reasonable Country of Origin inquiries and Due Diligence Process

Having determined that the Rule applies to the above-mentioned product categories, we conducted a good-faith reasonable country of origin inquiry to determine the origin of any Conflict Minerals contained in our products. We describe the steps undertaken as part of this inquiry in the Form SD to which this exhibit is attached. The Company received responses from approximately 84% of solicited vendors indicating that the supplies they sold to the Company did not include Conflict Minerals originating in Covered Countries. Despite our good faith efforts, our reasonable country of origin inquiries did not yield the desired number of responses from suppliers. As a result, we concluded that we had no reason to believe that our necessary Conflict Minerals did not originate in a Covered Country. This conclusion was based solely on the lack of substantive responses to our questionnaire and follow-up inquiries from what we considered to be a critical mass of suppliers. As discussed further below, we undertook additional reasonable country of origin inquiries and due diligence efforts in an attempt to clarify the following with respect to the Conflict Minerals: (i) country of origin, (ii) whether the Conflict Minerals financed or benefited armed groups in those countries, and (iii) whether the Conflict Minerals came from recycled or scrap sources.

In exercising due diligence on the source and chain of custody of the Conflict Minerals, we conformed our due diligence efforts to the guidance provided by 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*, including the related supplements on gold, tin, tantalum and tungsten (the “OECD Guidance”). Furthermore, we have adopted a policy relating to the Conflict Minerals (the “Company Policy”), which can be viewed on the Company’s website at http://www.lbfoster.com/corporate/conflict_minerals.asp. *The content of any website referred to in this Form SD is included for general information only and is not incorporated by reference herein.*

Our supply chain, with respect to the Covered Products is complex. We have a vast network of suppliers throughout the world and there are generally multiple tiers between the mined Conflict Minerals and our direct suppliers. The Company does not purchase Conflict Minerals directly from mines, smelters, or refiners, and therefore must rely on its suppliers to provide information regarding the origin of the Conflict Minerals that are included in the Covered Products. The Company has taken steps to identify the applicable mines, smelters, and refiners of Conflict Minerals in our supply chain.

Step 1: The Company established internal meetings with senior personnel and procurement representatives to educate and train employees on the Rule. We established a Company Policy and determined the source data to be used in our evaluation. Significant outcomes from the meetings were periodically reported to the Audit Committee of the Board of Directors throughout the year.

Step 2: In conjunction with the training, the Company assessed the various business lines and products to determine potential risks within each division.

Step 3: An internal team consisting of accounting, legal, procurement and operational personnel was created to develop a comprehensive design and implementation process in order to evaluate our supply chain. The team was responsible for deploying a strategy, based upon the OECD Guidance, to develop a questionnaire for vendors to complete that would enable the Company to determine whether the supplies included Conflict Minerals. The certification was distributed to all vendors that provided inputs to our manufactured products that may contain Conflict Minerals and was tracked by the accounting group. The Company relied upon the supplier responses; however, our due diligence procedures included an evaluation of each response for reasonableness based upon characteristics specific to the supplier. Through multiple follow-up efforts including email, phone calls, and fax transmittals, the team received responses from approximately 84% of solicited vendors indicating that the supplies they sold to the Company did not include Conflict Minerals originating in Covered Countries. Multiple follow-up procedures were performed to achieve a greater response level; however the Company was unable to obtain certification responses from the entire population.

Step 4: We do not typically have direct relationships with Conflict Mineral smelters and refiners and therefore do not conduct or oversee audits of these entities within our supply chain. However, we support audits through reference to the Conflict Free Sourcing Initiative (CFSI) which is led by the Electronics Industry Citizenship Coalition (EICC) and the Global eSustainability Initiative (GeSI).

Step 5: The Company intends to report annually on its supply chain due diligence relative to Conflict Minerals from covered countries.

Based on the results of the above-described due diligence efforts, we were unable to determine whether 100% of our vendors excluded Conflict Minerals originating in Covered Countries from products sold to the Company. Therefore, we were unable to determine, after conducting the reasonable country of origin inquiries and subsequently exercising the required due diligence, the country of origin for the Conflict Minerals in the Covered Products. Based on our due diligence efforts, we did not find any evidence that any Covered Products containing Conflict Minerals directly or indirectly financed or benefited armed groups in the Covered Countries.

Steps Taken to Mitigate Risk

In 2014, we have taken, or plan to take, the following steps to mitigate the risk that our necessary Conflict Minerals benefit armed groups.

- Continue to deploy our supply chain policy in accordance with OECD recommendations.
- Enhance management processes to ensure risks are adequately managed.
- Structure internal systems to support supply chain due diligence. This includes the assignment of responsibility to senior staff to oversee the process and ensure availability of resources, and implementation of “up the chain” communication processes.
- Augment our reasonable country of origin and due diligence process with our vendors.
- Raise awareness with suppliers to use conflict-free minerals and alert suppliers to be prepared for an audit to prove that they are conflict free.

Independent Audit Report

No independent private sector audit of the Conflict Minerals Report is required.