Hanesbrands Inc. Form 8-K April 26, 2012

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 8-K

## **CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 24, 2012

# Hanesbrands Inc.

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction

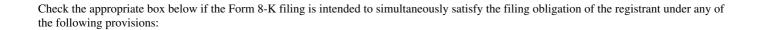
001-32891 (Commission 20-3552316 (IRS Employer

of incorporation) File Number) Identification No.)

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#### 1000 East Hanes Mill Road

Winston-Salem, NC 27105
(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code: (336) 519-8080



- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2012 Annual Meeting of Stockholders (the Annual Meeting) of Hanesbrands Inc. (the Company) was held on April 24, 2012 in New York, New York. A total of 88,092,944 shares of the Company s common stock (approximately 90.3% of all shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting, in person or by proxy. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

#### **Election of Directors**

The stockholders of the Company elected each of the director nominees proposed by the Company s Board of Directors. The voting results were as follows:

| Name of Nominee     | Votes For  | Votes Withheld | Abstentions | <b>Broker Non-votes</b> |
|---------------------|------------|----------------|-------------|-------------------------|
| Lee A. Chaden       | 76,903,874 | 1,992,219      |             | 9,196,851               |
| Bobby J. Griffin    | 76,920,535 | 1,975,558      |             | 9,196,851               |
| James C. Johnson    | 76,779,759 | 2,116,334      |             | 9,196,851               |
| Jessica T. Mathews  | 76,919,608 | 1,976,485      |             | 9,196,851               |
| J. Patrick Mulcahy  | 76,766,687 | 2,129,406      |             | 9,196,851               |
| Ronald L. Nelson    | 75,256,354 | 3,639,739      |             | 9,196,851               |
| Richard A. Noll     | 76,480,782 | 2,415,311      |             | 9,196,851               |
| Andrew J. Schindler | 76,571,136 | 2,324,957      |             | 9,196,851               |
| Ann E. Ziegler      | 76,933,115 | 1,962,978      |             | 9,196,851               |

**Ratification of Appointment of Independent Registered Public Accounting Firm** 

The stockholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the Company s 2012 fiscal year. The voting results were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-votes |
|------------|---------------|-------------|------------------|
| 87,149,179 | 797,198       | 146,567     |                  |

### Non-Binding, Advisory Vote Regarding Executive Compensation

The stockholders of the Company approved, by a non-binding, advisory vote, executive compensation as disclosed in the Company s Proxy Statement for the Annual Meeting. The voting results were as follows:

| Votes For  | Votes Against | Abstentions | <b>Broker Non-votes</b> |
|------------|---------------|-------------|-------------------------|
| 74.387.345 | 3.587.151     | 921.597     | 9,196,851               |

#### **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 undersigned hereunto duly authorized.

April 26, 2012 HANESBRANDS INC.

By: /s/ Joia M. Johnson Joia M. Johnson Chief Legal Officer, General Counsel and Corporate Secretary