

Hanesbrands Inc.  
Form 8-K  
April 27, 2016

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 25, 2016

Hanesbrands Inc.  
(Exact name of registrant as specified in its charter)

Maryland                                      001-32891                                      20-3552316  
(State or other jurisdiction              (Commission File Number) (IRS Employer Identification No.)  
of incorporation)

1000 East Hanes Mill Road                                      27105  
Winston-Salem, NC  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (336) 519-8080

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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

Hanesbrands Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”) on April 25, 2016 in Winston-Salem, North Carolina. A total of 356,212,097 shares of the Company’s common stock (approximately 92% 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 Against | Abstentions | Broker Non-votes |
|---------------------|-------------|---------------|-------------|------------------|
| Bobby J. Griffin    | 323,928,209 | 813,505       | 839,365     | 30,631,018       |
| James C. Johnson    | 318,573,016 | 6,173,000     | 835,063     | 30,631,018       |
| Jessica T. Mathews  | 324,268,409 | 466,490       | 846,180     | 30,631,018       |
| Franck J. Moison    | 324,431,383 | 310,092       | 839,604     | 30,631,018       |
| Robert F. Moran     | 324,414,747 | 292,340       | 873,992     | 30,631,018       |
| Ronald L. Nelson    | 318,489,688 | 6,208,680     | 882,711     | 30,631,018       |
| Richard A. Noll     | 315,595,264 | 8,665,524     | 1,320,291   | 30,631,018       |
| Andrew J. Schindler | 318,961,952 | 5,771,094     | 848,033     | 30,631,018       |
| David V. Singer     | 323,928,456 | 817,234       | 835,389     | 30,631,018       |
| Ann E. Ziegler      | 319,463,766 | 5,311,060     | 806,253     | 30,631,018       |

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 2016 fiscal year. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-votes |
|-------------|---------------|-------------|------------------|
| 352,343,917 | 3,456,538     | 411,642     | —                |

Non-Binding, Advisory Vote Regarding Executive Compensation

The stockholders of the Company approved, on an advisory basis, executive compensation as disclosed in the Proxy Statement for the Annual Meeting. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-votes |
|-------------|---------------|-------------|------------------|
| 312,767,451 | 11,832,217    | 981,411     | 30,631,018       |

Item 8.01 Other Events

On April 27, 2016, the Company issued a press release announcing that its Board of Directors has approved a new share repurchase program. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), nor shall Exhibit 99.1 be deemed incorporated by reference in any filing under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Press Release dated April 27, 2016.

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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 27, 2016      HANESBRANDS INC.

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

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Exhibits

99.1 Press Release dated April 27, 2016.