
**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): May 3, 2016

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

Maryland
(State or other jurisdiction
of incorporation)

1-32891
(Commission
File Number)

20-3552316
(IRS Employer
Identification No.)

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

27105
(Zip Code)

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

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 8.01. Other Events.

On May 3, 2016, Hanesbrands Inc. (the “Company”) announced the commencement and subsequent pricing of an unregistered offering (the “Senior Notes Offering”) of \$1.8 billion aggregate principal amount of senior unsecured notes, consisting of \$900 million aggregate principal amount of 4.625% senior notes due 2024 and \$900 million aggregate principal amount of 4.875% senior notes due 2026. The offer and sale of the notes will be made in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons in reliance on Regulation S under the Securities Act.

Copies of the press releases announcing (i) the Senior Notes Offering and (ii) the pricing of the Senior Notes Offering, are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated May 3, 2016 announcing the Senior Notes Offering
99.2	Press release dated May 3, 2016 announcing the pricing of the Senior Notes Offering

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.

HANESBRANDS INC.

Date: May 3, 2016

By: /s/ Joia M. Johnson

Name: Joia M. Johnson

Title: Chief Legal Officer, General Counsel and Corporate Secretary

EXHIBITS

Exhibit No.

Description

99.1

Press release dated May 3, 2016 announcing the Senior Notes Offering

99.2

Press release dated May 3, 2016 announcing the pricing of the Senior Notes Offering

HanesBrands
1000 East Hanes Mill Road
Winston-Salem, NC 27105
(336) 519-8080

HANES Brands Inc
news release

News Media, contact:
Analysts and Investors, contact:

Matt Hall, (336) 519-3386
T.C. Robillard, (336) 519-2115

HANESBRANDS ANNOUNCES PROPOSED SENIOR NOTES OFFERING

WINSTON-SALEM, N.C. (May 3, 2016) – HanesBrands (NYSE: HBI) today announced that it is planning to offer \$1.5 billion in aggregate principal amount of senior notes due 2024 and 2026 in a private offering that is exempt from registration under the Securities Act of 1933, as amended, subject to market and other customary conditions. The notes will be senior unsecured obligations of HanesBrands.

HanesBrands intends to use the net proceeds from the offering to redeem in full its existing 6.375 percent senior notes due 2020 in accordance with their terms and to repay a portion of the indebtedness outstanding under its revolving credit facility and pay related fees and expenses.

The notes and the related guarantees will be offered in the United States to persons reasonable believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to non-U.S. persons in reliance on Regulation S under the Securities Act. The offer and sale of the notes and the related guarantees have not been registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable securities laws of any state or other jurisdiction.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the notes, nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

Cautionary Statement Concerning Forward-Looking Statements

Statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, including those regarding the proposed offering of notes and the anticipated use of proceeds therefrom. These forward-looking statements are made only as of the date of this report and are based on HanesBrands' current intent, beliefs, plans and expectations. They involve risks and uncertainties that could cause actual future results, performance or developments to differ materially from those described in or implied by such forward-looking statements. These risks and uncertainties include the risks identified from time to time in HanesBrands' most recent Securities and Exchange Commission reports, including the 2015 Annual Report on Form 10-K, Quarterly Reports on

Form 10-Q press releases and other communications. HanesBrands undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, other than as required by law.

HanesBrands

HanesBrands, based in Winston-Salem, N.C., is a socially responsible leading marketer of everyday basic innerwear and activewear apparel in the Americas, Europe and Asia under some of the world's strongest apparel brands, including *Hanes*, *Champion*, *Playtex*, *DIM*, *Bali*, *Maidenform*, *JMS/Just My Size*, *L'eggs*, *Wonderbra*, *Nur Die/Nur Der*, *Lovable* and *Gear for Sports*. The company sells T-shirts, bras, panties, shapewear, underwear, socks, hosiery, and activewear produced in the company's low-cost global supply chain.

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1000 East Hanes Mill Road
Winston-Salem, NC 27105
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HANES Brands Inc
news release

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Matt Hall, (336) 519-3386
T.C. Robillard, (336) 519-2115

HANESBRANDS PRICES SENIOR NOTES OFFERING

WINSTON-SALEM, N.C. (May 3, 2016) – HanesBrands (NYSE: HBI) today set the pricing of its unregistered offering of \$1.8 billion aggregate principal amount senior notes. The notes will consist of \$900 million aggregate principal amount of 4.625 percent senior notes due 2024 and \$900 million aggregate principal amount of 4.875 percent senior notes due 2026 offered in a private offering that is exempt from registration under the Securities Act of 1933, as amended. The notes will be senior unsecured obligations of HanesBrands.

HanesBrands intends to use the net proceeds from the offering to redeem in full its existing 6.375 percent senior notes due 2020 in accordance with their terms and to repay a portion of the indebtedness outstanding under its revolving credit facility and pay related fees and expenses. The aggregate principal amount of notes to be issued in the previously announced offering increased from \$1.5 billion to \$1.8 billion. The incremental proceeds from the increase in the offering size will be used to repay outstanding borrowings under the company's revolving credit facility.

The notes and the related guarantees will be offered in the United States to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons in reliance on Regulation S under the Securities Act. The offer and sale of the notes and the related guarantees have not been registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable securities laws of any state or other jurisdiction.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any of the notes, nor shall there be any sale of the notes in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

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identified from time to time in Hanesbrands' most recent Securities and Exchange Commission reports, including the 2015 Annual Report on Form 10-K, Quarterly Reports on Form 10-Q press releases and other communications. Hanesbrands undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, other than as required by law.

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