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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 30, 2019
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file number: 001-32891

Hanesbrands Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation)

20-3552316
(I.R.S. employer
identification no.)

1000 East Hanes Mill Road
Winston-Salem, North Carolina
(Address of principal executive office)

27105
(Zip code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--------------------------------|----------------|---|
| Common Stock, Par Value \$0.01 | HBI | New York Stock Exchange |

As of April 26, 2019, there were 361,471,010 shares of the registrant's common stock outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains information that may constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “intend,” “anticipate,” “plan,” “continue” or similar expressions. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements regarding our intent, belief and current expectations about our strategic direction, prospects and future results are forward-looking statements. Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. In particular, statements under the heading “Outlook” and other information appearing under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” include forward-looking statements.

More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission (the “SEC”), including this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 29, 2018, under the caption “Risk Factors,” and available on the “Investors” section of our corporate website, www.Hanes.com/investors.

PART I

Item 1. *Financial Statements*

HANESBRANDS INC.
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)
(unaudited)

| | Quarter Ended | |
|--|-------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| Net sales | \$ 1,588,024 | \$ 1,471,504 |
| Cost of sales | 967,148 | 892,583 |
| Gross profit | 620,876 | 578,921 |
| Selling, general and administrative expenses | 472,838 | 432,863 |
| Operating profit | 148,038 | 146,058 |
| Other expenses | 7,451 | 5,761 |
| Interest expense, net | 48,059 | 45,763 |
| Income before income tax expense | 92,528 | 94,534 |
| Income tax expense | 13,046 | 15,125 |
| Net income | \$ 79,482 | \$ 79,409 |
| Earnings per share: | | |
| Basic | \$ 0.22 | \$ 0.22 |
| Diluted | \$ 0.22 | \$ 0.22 |

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.
Condensed Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

| | Quarter Ended | |
|--|-------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| Net income | \$ 79,482 | \$ 79,409 |
| Other comprehensive income (loss), net of tax: | | |
| Translation adjustments | 14,461 | (13,330) |
| Net unrealized loss on qualifying cash flow hedges | (3,919) | (52) |
| Net unrecognized income from pension and postretirement plans | 3,397 | 1,889 |
| Total other comprehensive income (loss), net of tax of \$453 and (\$1,187), respectively | 13,939 | (11,493) |
| Comprehensive income | <u>\$ 93,421</u> | <u>\$ 67,916</u> |

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)
(unaudited)

| | March 30, 2019 | December 29, 2018 | March 31, 2018 |
|---|---------------------|----------------------|---------------------|
| Assets | | | |
| Cash and cash equivalents | \$ 287,080 | \$ 433,022 | \$ 373,662 |
| Trade accounts receivable, net | 932,875 | 870,878 | 874,684 |
| Inventories | 2,235,809 | 2,054,458 | 2,044,680 |
| Other current assets | 166,123 | 159,231 | 106,800 |
| Total current assets | <u>3,621,887</u> | <u>3,517,589</u> | <u>3,399,826</u> |
| Property, net | 601,689 | 607,688 | 630,669 |
| Right-of-use assets | 484,453 | — | — |
| Trademarks and other identifiable intangibles, net | 1,547,718 | 1,555,381 | 1,668,876 |
| Goodwill | 1,240,652 | 1,241,727 | 1,282,504 |
| Deferred tax assets | 257,393 | 249,693 | 233,279 |
| Other noncurrent assets | 94,233 | 83,880 | 112,621 |
| Total assets | <u>\$ 7,848,025</u> | <u>\$ 7,255,958</u> | <u>\$ 7,327,775</u> |
| Liabilities and Stockholders' Equity | | | |
| Accounts payable | \$ 1,007,420 | \$ 1,029,933 | \$ 813,981 |
| Accrued liabilities | 552,012 | 553,901 | 523,166 |
| Lease liabilities | 140,435 | — | — |
| Notes payable | 5,753 | 5,824 | 17,830 |
| Accounts Receivable Securitization Facility | 200,000 | 161,608 | 157,081 |
| Current portion of long-term debt | 276,815 | 278,976 | 165,702 |
| Total current liabilities | <u>2,182,435</u> | <u>2,030,242</u> | <u>1,677,760</u> |
| Long-term debt | 3,615,493 | 3,534,183 | 4,185,252 |
| Lease liabilities - noncurrent | 373,365 | — | — |
| Pension and postretirement benefits | 352,069 | 378,972 | 408,787 |
| Accrued income taxes - noncurrent | 100,626 | 100,626 | 137,226 |
| Other noncurrent liabilities | 185,999 | 241,652 | 213,055 |
| Total liabilities | <u>6,809,987</u> | <u>6,285,675</u> | <u>6,622,080</u> |
| Stockholders' equity: | | | |
| Preferred stock (50,000,000 authorized shares; \$.01 par value) | | | |
| Issued and outstanding — None | — | — | — |
| Common stock (2,000,000,000 authorized shares; \$.01 par value) | | | |
| Issued and outstanding — 361,471,010, 361,330,128 and 360,363,608, respectively | 3,615 | 3,613 | 3,604 |
| Additional paid-in capital | 306,084 | 284,877 | 277,755 |
| Retained earnings | 1,296,158 | 1,184,735 | 875,035 |
| Accumulated other comprehensive loss | (567,819) | (502,942) | (450,699) |
| Total stockholders' equity | <u>1,038,038</u> | <u>970,283</u> | <u>705,695</u> |
| Total liabilities and stockholders' equity | <u>\$ 7,848,025</u> | <u>\$ 7,255,958</u> | <u>\$ 7,327,775</u> |

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.

Condensed Consolidated Statements of Stockholders' Equity
(in thousands)
(unaudited)

| | Common Stock | | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total |
|--|----------------|-----------------|----------------------------------|----------------------|---|---------------------|
| | Shares | Amount | | | | |
| Balances at December 29, 2018 | 361,330 | \$ 3,613 | \$ 284,877 | \$ 1,184,735 | \$ (502,942) | \$ 970,283 |
| Net income | — | — | — | 79,482 | — | 79,482 |
| Dividends (\$0.15 per common share) | — | — | — | (54,852) | — | (54,852) |
| Other comprehensive income | — | — | — | — | 13,939 | 13,939 |
| Stock-based compensation | — | — | 5,057 | — | — | 5,057 |
| Net exercise of stock options, vesting of restricted stock units and other | 141 | 2 | 1,776 | — | — | 1,778 |
| Modification of deferred compensation plans | — | — | 14,374 | — | — | 14,374 |
| Cumulative effect of change in adoption of leases standard | — | — | — | 7,977 | — | 7,977 |
| Stranded tax related to U.S. pension plan | — | — | — | 78,816 | (78,816) | — |
| Balances at March 30, 2019 | 361,471 | \$ 3,615 | \$ 306,084 | \$ 1,296,158 | \$ (567,819) | \$ 1,038,038 |

| | Common Stock | | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Total |
|--|----------------|-----------------|----------------------------------|----------------------|---|-------------------|
| | Shares | Amount | | | | |
| Balances at December 30, 2017 | 360,126 | \$ 3,601 | \$ 271,462 | \$ 850,345 | \$ (439,206) | \$ 686,202 |
| Net income | — | — | — | 79,409 | — | 79,409 |
| Dividends (\$0.15 per common share) | — | — | — | (54,719) | — | (54,719) |
| Other comprehensive loss | — | — | — | — | (11,493) | (11,493) |
| Stock-based compensation | — | — | 4,743 | — | — | 4,743 |
| Net exercise of stock options, vesting of restricted stock units and other | 238 | 3 | 1,550 | — | — | 1,553 |
| Balances at March 31, 2018 | 360,364 | \$ 3,604 | \$ 277,755 | \$ 875,035 | \$ (450,699) | \$ 705,695 |

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

| | Quarter Ended | |
|---|-------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| Operating activities: | | |
| Net income | \$ 79,482 | \$ 79,409 |
| Adjustments to reconcile net income to net cash from operating activities: | | |
| Depreciation and amortization of long-lived assets | 32,234 | 31,925 |
| Amortization of debt issuance costs | 2,440 | 2,343 |
| Stock compensation expense | 5,178 | 4,746 |
| Deferred taxes and other | 7,468 | (2,795) |
| Changes in assets and liabilities, net of acquisition of business: | | |
| Accounts receivable | (62,278) | 36,932 |
| Inventories | (183,875) | (150,768) |
| Other assets | (31,629) | 13,840 |
| Accounts payable | (18,213) | (63,655) |
| Accrued pension and postretirement benefits | (21,978) | 4,441 |
| Accrued liabilities and other | (3,120) | (84,561) |
| Net cash from operating activities | <u>(194,291)</u> | <u>(128,143)</u> |
| Investing activities: | | |
| Purchases of property, plant and equipment | (25,269) | (19,804) |
| Proceeds from sales of assets | 136 | 1,506 |
| Acquisition of business, net of cash acquired | — | (334,915) |
| Net cash from investing activities | <u>(25,133)</u> | <u>(353,213)</u> |
| Financing activities: | | |
| Borrowings on notes payable | 82,774 | 83,920 |
| Repayments on notes payable | (82,759) | (81,426) |
| Borrowings on Accounts Receivable Securitization Facility | 106,942 | 79,449 |
| Repayments on Accounts Receivable Securitization Facility | (68,550) | (47,577) |
| Borrowings on Revolving Loan Facilities | 772,500 | 1,267,860 |
| Repayments on Revolving Loan Facilities | (680,500) | (771,000) |
| Repayments on Term Loan Facilities | (10,625) | (10,625) |
| Borrowings on International Debt | 7,141 | — |
| Repayments on International Debt | — | (997) |
| Cash dividends paid | (54,221) | (54,053) |
| Payment of contingent consideration | — | (3,540) |
| Taxes paid related to net shares settlement of equity awards | (906) | (2,757) |
| Other | (89) | (170) |
| Net cash from financing activities | <u>71,707</u> | <u>459,084</u> |
| Effect of changes in foreign exchange rates on cash | 2,104 | 1,186 |
| Change in cash, cash equivalents and restricted cash | <u>(145,613)</u> | <u>(21,086)</u> |
| Cash, cash equivalents and restricted cash at beginning of year | 455,732 | 421,566 |
| Cash, cash equivalents and restricted cash at end of period | 310,119 | 400,480 |
| Less restricted cash at end of period | 23,039 | 26,818 |
| Cash and cash equivalents per balance sheet at end of period | <u>\$ 287,080</u> | <u>\$ 373,662</u> |

Property, plant and equipment expenditures included in accounts payable at March 30, 2019 and December 29, 2018, were \$17,046 and \$20,275, respectively.

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements
(dollars and shares in thousands, except per share data)
(unaudited)

(1) Basis of Presentation

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Management believes that the disclosures made are adequate for a fair statement of the results of operations, financial condition and cash flows of Hanesbrands Inc. and its consolidated subsidiaries (the “Company” or “Hanesbrands”). In the opinion of management, the condensed consolidated interim financial statements reflect all adjustments, which consist only of normal recurring adjustments, necessary to state fairly the results of operations, financial condition and cash flows for the interim periods presented herein. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates. Two subsidiaries of the Company close one day after the Company’s consolidated quarter end. The difference in reporting of financial information for these subsidiaries did not have a material impact on the Company’s financial condition, results of operations or cash flows.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s 2018 Annual Report on Form 10-K. The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

(2) Recent Accounting Pronouncements

Lease Accounting

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, “Leases (Topic 842),” which requires lessees to recognize a right-of-use asset and a lease liability for all leases that are not short-term in nature. The standard also resulted in enhanced quantitative and qualitative disclosures surrounding leases. The FASB subsequently issued updates to provide clarification on specific topics, including adoption guidance, practical expedients and interim transition disclosure requirements. The new rules were effective for the Company in the first quarter of 2019. The Company adopted the new rules utilizing the modified retrospective method and recognized a \$7,977 cumulative effect adjustment in retained earnings at the beginning of the period of adoption. In addition, the Company elected the package of practical expedients permitted under the transition guidance within the new standard which among other things, allowed the Company to carry forward the historical lease classification. The Company did not elect the hindsight practical expedient to determine the lease term for existing leases. Adoption of the new standard resulted in the recording of lease assets and lease liabilities of \$507,669 and \$535,054, respectively as of December 30, 2018.

Derivatives and Hedging

In August 2017, the FASB issued ASU 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.” The new rules expand the hedging strategies that qualify for hedge accounting, including contractually-specified price components of a commodity purchase or sale, hedges of the benchmark rate component of the contractual coupon cash flows of fixed-rate assets and liabilities, hedges of the portion of a closed portfolio of prepayable assets and partial-term hedges of fixed-rate assets and liabilities. The new rules also allow additional time to complete hedge effectiveness testing and allow qualitative assessments subsequent to initial quantitative tests if there is a supportable expectation that the hedge will remain highly effective. The new standard was effective for the Company in the first quarter of 2019. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Comprehensive Income

In February 2018, the FASB issued ASU 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.” The new rules allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The new rules were effective for the Company in the first quarter of 2019. The Company reclassified \$78,816 from accumulated other comprehensive loss to retained earnings for stranded tax effects related to the Company’s U.S. pension plan.

The Company uses a portfolio approach to release the income tax effects in accumulated other comprehensive loss related to pension and postretirement benefits. Under this approach, the income tax effects are released from accumulated other comprehensive loss based on the pre-tax adjustments to pension liabilities or assets recognized within other comprehensive income. Any tax effects remaining in accumulated other comprehensive loss are released only when the entire portfolio of the pension and postretirement benefits is liquidated, sold or extinguished.

Codification Improvements

In July 2018, the FASB issued ASU 2018-09, “Codification Improvements.” The new rules clarify guidance around several subtopics by adopting enhanced verbiage to the following subtopics: reporting comprehensive income, debt modifications and extinguishments, distinguishing liabilities from equity, stock compensation, business combinations, derivatives and hedging, fair value measurement and defined contribution pension plans. The standard was effective for the Company in the first quarter of 2019. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

Statements of Stockholders’ Equity

In August 2018, the SEC amended Rule 3-04 of Regulation S-X to extend the annual disclosure requirement for changes in stockholders’ equity and the amount of dividends per share for each class of shares to interim periods. The disclosures can be included either in a note to the financial statements or in a separate financial statement. The disclosures require both year to date information and subtotals for each interim period. The amendment was effective for the Company in the first quarter of 2019. The Company has elected to include condensed consolidated statements of stockholders’ equity, which include disclosure of the dividends per share in each period, as a separate statement in its interim financial statements within all applicable SEC filings.

Financial Instruments - Credit Losses

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,” which requires a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected. The new rules eliminate the probable initial recognition threshold and, instead, reflect an entity’s current estimate of all expected credit losses. The new rules will be effective for the Company in the first quarter of 2020. The Company expects the new rules to apply to its trade receivables, but does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations or cash flows.

Goodwill Impairment

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.” The new rules simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations or cash flows.

Fair Value

In August 2018, the FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820),” which modifies the disclosure requirements on fair value measurements. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations or cash flows, however its disclosures will be impacted.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Retirement Benefits

In August 2018, the FASB issued ASU 2018-14, “Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20).” The new rule expands disclosure requirements for employer sponsored defined benefit pension and other retirement plans. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the new accounting rules to have a material impact on the Company’s financial condition, results of operations or cash flows; however, expanded disclosures will be required.

Internal-Use Software

In August 2018, the FASB issued ASU 2018-15, “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 340-40),” which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations or cash flows.

Revenue from Contracts with Customers Recognized as an Assumed Liability in a Business Combination

In February 2019, the FASB issued a proposed Accounting Standards Update, “Business Combinations (Topic 805): Revenue from Contracts with Customers - Recognizing an Assumed Liability.” The proposed rules clarify that a liability from a contract with a customer should be recognized by an acquirer in a business combination if the liability represents an unsatisfied performance obligation, and the acquiree has received consideration (or the amount is due) from the customer. The Company does not expect the proposed rules to have a material impact on the Company’s financial condition, results of operations or cash flows because the rules will apply prospectively to business combinations occurring on or after the effective date.

Income Taxes

In March 2019, the FASB issued a revision to a proposed Accounting Standards Update, “Income Taxes (Topic 740): Disclosure Framework - Changes to the Disclosure Requirements for Income Taxes,” which was originally issued in July 2016. The revision reflects the impact of the Tax Cuts and Jobs Act passed in December 2017, which substantially changed how U.S. businesses are taxed. The proposed rules are intended to improve the relevance of current income tax disclosure requirements to financial statement users by removing disclosures that no longer are considered cost beneficial or relevant and adding disclosure requirements identified as relevant to financial statement users. The Company does not expect the proposed rules to have a material impact on the Company’s financial condition, results of operations or cash flows because the rules address only income tax disclosure requirements and will be applied prospectively.

(3) Revenue Recognition

Revenue is recognized when obligations under the terms of a contract with a customer are satisfied, which occurs at a point in time, upon either shipment or delivery to the customer. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods, which includes estimates for variable consideration. Variable consideration includes trade discounts, rebates, volume-based incentives, cooperative advertising and product returns, which are offered within contracts between the Company and its customers, employing the practical expedient for contract costs. Incidental items that are immaterial to the context of the contract are recognized as expense at the transaction date.

The following table presents the Company’s revenues disaggregated by the customer’s method of purchase:

| | Quarter Ended | |
|--|---------------------|---------------------|
| | March 30, 2019 | March 31, 2018 |
| Third-party brick-and-mortar wholesale | \$ 1,231,423 | \$ 1,164,308 |
| Consumer-directed | 356,601 | 307,196 |
| Total net sales | <u>\$ 1,588,024</u> | <u>\$ 1,471,504</u> |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Revenue Sources*Third-Party Brick-and-Mortar Wholesale Revenue*

Third-party brick-and-mortar wholesale revenue is primarily generated by sales of the Company's products to retailers to support their brick-and-mortar operations. Also included within third-party brick-and-mortar wholesale revenues is royalty revenue from licensing agreements. The Company earns royalties through license agreements with manufacturers of other consumer products that incorporate certain of the Company's brands. The Company accrues revenue earned under these contracts based upon reported sales from the licensees.

Consumer-Directed Revenue

Consumer-directed revenue is primarily generated through sales driven directly by the consumer through company-operated stores and e-commerce platforms, which include both owned sites and the sites of the Company's retail customers.

(4) Acquisitions*Bras N Things*

On February 12, 2018, the Company acquired 100% of the outstanding equity of BNT Holdco Pty Limited ("Bras N Things") for a total purchase price of A\$498,236 (U.S.\$391,572). During 2018, due to the final working capital adjustment, the purchase consideration was reduced by A\$3,012 (U.S.\$2,367), ultimately resulting in a revised purchase price of A\$495,224 (U.S.\$389,205), which included a cash payment of A\$428,956 (U.S.\$337,123), an indemnification escrow of A\$31,988 (U.S.\$25,140) and debt assumed of A\$34,280 (U.S.\$26,942). U.S. dollar equivalents are based on acquisition date exchange rates.

The Company funded the acquisition with a combination of short-term borrowings under its existing revolving loan facility (the "Revolving Loan Facility") and cash on hand. The indemnification escrow is held in a retention account for a period of 18 months after the date of the acquisition to secure indemnification claims or other obligations of the sellers under the purchase agreement. The remaining balance of the indemnification escrow, including interest earned, if any, will be paid to the sellers at the end of the 18 month period. The indemnification escrow, held in one of the Company's bank accounts, is recognized and classified as restricted cash, with the balance as of March 30, 2019 included in the "Other current assets" line of the Condensed Consolidated Balance Sheet.

The acquired assets and liabilities as of the date of acquisition include the following:

| | |
|---|------------|
| Cash and cash equivalents | \$ 2,765 |
| Accounts receivable, net | 197 |
| Inventories | 9,610 |
| Other current assets | 1,637 |
| Property, net | 11,764 |
| Trademarks and other identifiable intangibles | 278,214 |
| Deferred tax assets and other noncurrent assets | 2,318 |
| Total assets acquired | 306,505 |
| Accounts payable | 4,929 |
| Accrued liabilities and other | 16,339 |
| Deferred tax liabilities and other noncurrent liabilities | 7,864 |
| Total liabilities assumed | 29,132 |
| Net assets acquired | 277,373 |
| Goodwill | 111,832 |
| Total purchase price | \$ 389,205 |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Total purchase price of the Bras N Things acquisition consisted of the following components:

| | |
|------------------------------|-------------------|
| Cash consideration paid | \$ 337,123 |
| Indemnification escrow asset | 25,140 |
| Debt assumed | 26,942 |
| Total purchase price | <u>\$ 389,205</u> |

Since February 12, 2018, goodwill related to the Bras N Things acquisition decreased by \$792 as a result of measurement period adjustments, primarily related to working capital adjustments. The purchase price allocation was finalized in the first quarter of 2019.

Unaudited pro forma results of operations for the Company are presented below for the quarter ended March 31, 2018, assuming that the acquisition of Bras N Things had occurred on January 1, 2017.

| | <u>Quarter Ended</u> <u>March 31,</u> <u>2018</u> |
|---------------------|---|
| Net sales | \$ 1,489,946 |
| Net income | 82,625 |
| Earnings per share: | |
| Basic | \$ 0.23 |
| Diluted | 0.23 |

(5) Leases

The Company determines whether an arrangement is a lease at inception. The Company has operating leases for real estate (primarily retail stores and operating facilities) and certain equipment. The Company's finance leases are not material. Leases with a term of 12 months or less are not recorded on the balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term. For lease agreements entered into after adoption of Topic 842, the Company combines lease and nonlease components as a single component for all asset classes.

The Company's leases have remaining lease terms of one to 38 years, some of which include options to extend the leases for up to 15 years, and some of which include options to terminate the leases within one year. The exercise of lease renewal options is at the Company's sole discretion. In general, for leased retail real estate, the Company will not include renewal options in the underlying lease term. However, if a situation arises where the lessor has control over the optional period, then the Company will include these periods within the lease term. The depreciable life of assets and leasehold improvements are limited by the expected lease term.

Certain of the Company's lease agreements include rental payments based on a percentage of retail sales over contractual levels and others include rental payments adjusted periodically for inflation. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Total operating lease costs, which includes short-term leases and variable cost, was \$46,290 for the quarter ended March 30, 2019. For the quarter ended March 30, 2019, variable costs of \$5,529 were included in total operating lease costs. Short-term lease costs were immaterial for the quarter ended March 30, 2019.

The following table presents supplemental cash flow and non-cash information related to leases:

| | <u>Quarter Ended</u> <u>March 30,</u> <u>2019</u> |
|---|---|
| Cash paid for amounts included in the measurement of lease liabilities - operating cash flows from leases | \$ 39,657 |
| Right-of-use assets obtained in exchange for lease obligations - non-cash activity | \$ 4,843 |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

As most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. For operating leases that commenced prior to December 30, 2018, the Company used the incremental borrowing rate on December 27, 2018.

The following table presents supplemental information related to leases at March 30, 2019:

| | |
|---------------------------------------|-----------|
| Weighted average remaining lease term | 5.3 years |
| Weighted average discount rate | 5.28% |

The following table presents future minimum rental commitments under noncancelable operating leases as of December 29, 2018:

| | |
|------------|-------------------|
| 2019 | \$ 148,218 |
| 2020 | 129,660 |
| 2021 | 110,185 |
| 2022 | 91,411 |
| 2023 | 66,753 |
| Thereafter | 115,941 |
| | <u>\$ 662,168</u> |

The following table presents maturities of operating lease liabilities as of March 30, 2019:

| | |
|----------------------|-------------------|
| 2019 | \$ 111,024 |
| 2020 | 140,731 |
| 2021 | 105,123 |
| 2022 | 75,870 |
| 2023 | 58,773 |
| Thereafter | 101,335 |
| Total lease payments | <u>592,856</u> |
| Less interest | 79,056 |
| | <u>\$ 513,800</u> |

As of March 30, 2019, the Company's additional operating lease contracts that have not yet commenced are immaterial.

(6) Stockholders' Equity

Basic earnings per share ("EPS") was computed by dividing net income by the number of weighted average shares of common stock outstanding during the period. Diluted EPS was calculated to give effect to all potentially issuable dilutive shares of common stock using the treasury stock method.

The reconciliation of basic to diluted weighted average shares outstanding is as follows:

| | Quarter Ended | |
|---|-------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| Basic weighted average shares outstanding | 364,570 | 361,882 |
| Effect of potentially dilutive securities: | | |
| Stock options | 471 | 1,067 |
| Restricted stock units | 254 | 335 |
| Employee stock purchase plan and other | 4 | 7 |
| Diluted weighted average shares outstanding | <u>365,299</u> | <u>363,291</u> |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

For the quarter ended March 30, 2019, five restricted stock units were excluded from the diluted earnings per share calculation, and for the quarter ended March 31, 2018, no restricted stock units were excluded from the diluted earnings per share calculation because their effect would be anti-dilutive. For the quarters ended March 30, 2019 and March 31, 2018, there were no anti-dilutive stock options to purchase shares of common stock.

On April 23, 2019, the Company's Board of Directors declared a regular quarterly cash dividend of \$0.15 per share on outstanding shares of common stock to be paid on June 4, 2019 to stockholders of record at the close of business on May 14, 2019.

On April 27, 2016, the Company's Board of Directors approved the current share repurchase program for up to 40,000 shares to be repurchased in open market transactions, subject to market conditions, legal requirements and other factors. The Company did not repurchase any shares during the quarters ended March 30, 2019 and March 31, 2018. At March 30, 2019, the remaining repurchase authorization totaled 20,360 shares. The primary objective of the share repurchase program is to utilize excess cash to generate shareholder value.

(7) Inventories

Inventories consisted of the following:

| | March 30, 2019 | December 29, 2018 | March 31, 2018 |
|-----------------|---------------------|----------------------|---------------------|
| Raw materials | \$ 118,824 | \$ 107,300 | \$ 135,327 |
| Work in process | 170,746 | 182,966 | 213,029 |
| Finished goods | 1,946,239 | 1,764,192 | 1,696,324 |
| | <u>\$ 2,235,809</u> | <u>\$ 2,054,458</u> | <u>\$ 2,044,680</u> |

(8) Debt and Notes Payable

Debt and notes payable consisted of the following:

| | Interest Rate as of March 30, 2019 | Principal Amount | | Maturity Date |
|---|---|---------------------|----------------------|----------------|
| | | March 30, 2019 | December 29, 2018 | |
| Senior Secured Credit Facility: | | | | |
| Revolving Loan Facility | 3.91% | \$ 92,000 | \$ — | December 2022 |
| Term Loan A | 3.92% | 712,500 | 721,875 | December 2022 |
| Term Loan B | 4.24% | 495,000 | 496,250 | December 2024 |
| Australian Term A-1 | 3.37% | 123,273 | 122,968 | July 2019 |
| Australian Revolving Loan Facility | 2.88% | 28,339 | 21,118 | July 2021 |
| 4.875% Senior Notes | 4.88% | 900,000 | 900,000 | May 2026 |
| 4.625% Senior Notes | 4.63% | 900,000 | 900,000 | May 2024 |
| 3.5% Senior Notes | 3.50% | 562,177 | 572,213 | June 2024 |
| European Revolving Loan Facility | 1.50% | 112,435 | 113,520 | September 2019 |
| Accounts Receivable Securitization Facility | 3.25% | 200,000 | 161,608 | March 2020 |
| Other International Debt | Various | — | 1 | Various |
| Total debt | | <u>4,125,724</u> | <u>4,009,553</u> | |
| Notes payable | | 5,753 | 5,824 | |
| Total debt and notes payable | | <u>4,131,477</u> | <u>4,015,377</u> | |
| Less long-term debt issuance costs | | 33,273 | 34,774 | |
| Less notes payable | | 5,753 | 5,824 | |
| Less current maturities ⁽¹⁾ | | 476,958 | 440,596 | |
| Total long-term debt | | <u>\$ 3,615,493</u> | <u>\$ 3,534,183</u> | |

(1) Current maturities excludes \$143 and \$12 of short-term debt issuance costs at March 30, 2019 and December 29, 2018, respectively.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

As of March 30, 2019, the Company had \$903,665 of borrowing availability under the \$1,000,000 Revolving Loan Facility after taking into account outstanding borrowings and \$4,335 of standby and trade letters of credit issued and outstanding under this facility. The Company entered into an accounts receivable securitization facility (the “Accounts Receivable Securitization Facility”) in November 2007. The Company’s maximum borrowing capacity under the Accounts Receivable Securitization Facility was \$200,000 as of March 30, 2019. Borrowings under the Accounts Receivable Securitization Facility are permitted only to the extent that the face of the receivables in the collateral pool, net of applicable reserves and other deductions, exceeds the outstanding loans and also subject to a fluctuating facility limit, not to exceed \$300,000. The Company had \$14,169 of borrowing availability under the Australian Revolving Loan Facility, no borrowing availability under the European Revolving Loan Facility and \$98,450 of borrowing availability under other international lines of credit after taking into account outstanding borrowings and letters of credit outstanding under the applicable facility.

In March 2019, the Company amended the Accounts Receivable Securitization Facility. This amendment primarily increased the fluctuating facility limit to \$300,000 (previously \$225,000) and extended the maturity date to March 2020.

As of March 30, 2019, the Company was in compliance with all financial covenants under its credit facilities.

(9) Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss (“AOCI”) are as follows:

| | Cumulative Translation Adjustment | Hedges | Defined Benefit Plans | Income Taxes | Accumulated Other Comprehensive Loss |
|--|---|-----------|-----------------------|--------------|---|
| Balance at December 29, 2018 | \$ (157,060) | \$ 21,814 | \$ (595,307) | \$ 227,611 | \$ (502,942) |
| Amounts reclassified from accumulated other comprehensive loss | — | (6,017) | 4,602 | 316 | (1,099) |
| Current-period other comprehensive income activity | 14,461 | 440 | — | 137 | 15,038 |
| Total other comprehensive income | 14,461 | (5,577) | 4,602 | 453 | 13,939 |
| Reclassification of stranded tax related to U.S. pension plan to retained earnings | — | — | — | (78,816) | (78,816) |
| Balance at March 30, 2019 | \$ (142,599) | \$ 16,237 | \$ (590,705) | \$ 149,248 | \$ (567,819) |

The Company had the following reclassifications out of AOCI:

| Component of AOCI | Location of Reclassification into Income | Amount of Reclassification from AOCI | |
|--|---|---|-------------------|
| | | Quarter Ended | |
| | | March 30, 2019 | March 31, 2018 |
| Gain (loss) on foreign exchange contracts | Cost of sales | \$ 6,017 | \$ (1,665) |
| | Income tax | (1,521) | 302 |
| | Net of tax | 4,496 | (1,363) |
| Amortization of deferred actuarial loss and prior service cost | Selling, general, and administrative expenses | (4,602) | (3,067) |
| | Income tax | 1,205 | 1,178 |
| | Net of tax | (3,397) | (1,889) |
| Total reclassifications | | \$ 1,099 | \$ (3,252) |

(10) Financial Instruments and Risk Management

The Company uses forward foreign exchange contracts to manage its exposures to movements in foreign exchange rates. As of March 30, 2019, the notional U.S. dollar equivalent of the Company’s derivative portfolio was \$475,647, consisting of contracts hedging exposures primarily related to the Euro, Australian dollar, Canadian dollar and Mexican peso.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Fair Values of Derivative Instruments

The fair values of derivative financial instruments related to forward foreign exchange contracts recognized in the Condensed Consolidated Balance Sheets of the Company were as follows:

| | Balance Sheet Location | Fair Value | |
|------------------------------|------------------------|----------------|-------------------|
| | | March 30, 2019 | December 29, 2018 |
| Hedges | Other current assets | \$ 11,263 | \$ 18,381 |
| Non-hedges | Other current assets | 10,718 | 12,410 |
| Total derivative assets | | 21,981 | 30,791 |
| Hedges | Accrued liabilities | (686) | (286) |
| Non-hedges | Accrued liabilities | (586) | (114) |
| Total derivative liabilities | | (1,272) | (400) |
| Net derivative asset | | \$ 20,709 | \$ 30,391 |

Cash Flow Hedges

The Company uses forward foreign exchange contracts to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated transactions, foreign currency-denominated investments and other known foreign currency exposures. Gains and losses on these contracts are intended to offset losses and gains on the hedged transaction in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates.

The Company expects to reclassify into earnings during the next 12 months a net gain from AOCI of approximately \$22,147. The Company is hedging exposure to the variability in future cash flows for forecasted transactions over the next 18 months.

The effect of cash flow hedge derivative instruments on the Condensed Consolidated Statements of Income and AOCI is as follows:

| | Location of Gain (Loss) Reclassified from AOCI into Income | Amount of Gain (Loss) Recognized in AOCI on Derivative Instruments | |
|---|--|--|----------------|
| | | Quarter Ended | |
| | | March 30, 2019 | March 31, 2018 |
| Foreign exchange contracts | | \$ 440 | \$ (1,708) |
| | Location of Gain (Loss) Reclassified from AOCI into Income | Amount of Gain (Loss) Reclassified from AOCI into Income | |
| | | Quarter Ended | |
| | | March 30, 2019 | March 31, 2018 |
| Foreign exchange contracts ⁽¹⁾ | Cost of sales | \$ 6,017 | \$ (1,665) |

(1) The Company does not exclude amounts from effectiveness testing that would require recognition into earnings based on changes in fair value.

| | Quarter Ended | |
|---|----------------|----------------|
| | March 30, 2019 | March 31, 2018 |
| Total cost of sales in which the effects of cash flow hedges are recorded | \$ 967,148 | \$ 892,583 |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Mark to Market Hedges

A derivative used as a hedging instrument whose change in fair value is recognized to act as a hedge against changes in the values of the hedged item is designated as a mark to market hedge. The Company uses foreign exchange derivative contracts as hedges against the impact of foreign exchange fluctuations on existing accounts receivable and payable balances and intercompany lending transactions denominated in foreign currencies. Foreign exchange derivative contracts are recorded as mark to market hedges when the hedged item is a recorded asset or liability that is revalued in each accounting period. These contracts are not designated as hedges under the accounting standards and are recorded at fair value in the Condensed Consolidated Balance Sheets. Any gains or losses resulting from changes in fair value are recognized directly into earnings. Gains or losses on these contracts largely offset the net remeasurement gains or losses on the related assets and liabilities.

The effect of derivative contracts not designated as hedges on the Condensed Consolidated Statements of Income is as follows:

| | Location of Gain (Loss) Recognized in Income on Derivatives | Amount of Gain (Loss) Recognized in Income | |
|----------------------------|---|---|-------------------|
| | | Quarter Ended | |
| | | March 30, 2019 | March 31, 2018 |
| Foreign exchange contracts | Cost of sales | \$ (9,397) | \$ 9,100 |
| Foreign exchange contracts | Selling, general and administrative expenses | (659) | 303 |
| Total | | \$ (10,056) | \$ 9,403 |

(11) Fair Value of Assets and Liabilities

As of March 30, 2019, the Company held certain financial assets and liabilities that are required to be measured at fair value on a recurring basis. These consisted of the Company's derivative instruments related to foreign exchange rates and deferred compensation plan liabilities. The fair values of foreign exchange rate derivatives are determined using the cash flows of the foreign exchange contract, discount rates to account for the passage of time and current foreign exchange market data which are all based on inputs readily available in public markets and are categorized as Level 2. The fair value of deferred compensation plans is based on readily available current market data and is categorized as Level 2. The Company's defined benefit pension plan investments are not required to be measured at fair value on a quarterly recurring basis.

There were no changes during the quarter ended March 30, 2019 to the Company's valuation techniques used to measure asset and liability fair values on a recurring basis. There were no transfers into or out of Level 1, Level 2 or Level 3 during the quarter ended March 30, 2019. As of and during the quarter March 30, 2019, the Company did not have any non-financial assets or liabilities that were required to be measured at fair value on a recurring or non-recurring basis.

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities accounted for at fair value on a recurring basis.

| | Assets (Liabilities) at Fair Value as of March 30, 2019 | | | |
|---|--|--|---|--|
| | Total | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Foreign exchange derivative contracts - assets | \$ 21,981 | \$ — | \$ 21,981 | \$ — |
| Foreign exchange derivative contracts - liabilities | (1,272) | — | (1,272) | — |
| | 20,709 | — | 20,709 | — |
| Deferred compensation plan liability | (29,291) | — | (29,291) | — |
| Total | \$ (8,582) | \$ — | \$ (8,582) | \$ — |

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

| | Assets (Liabilities) at Fair Value as of December 29, 2018 | | | |
|---|---|--|---|--|
| | Total | Quoted Prices In Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Foreign exchange derivative contracts - assets | \$ 30,791 | \$ — | \$ 30,791 | \$ — |
| Foreign exchange derivative contracts - liabilities | (400) | — | (400) | — |
| | 30,391 | — | 30,391 | — |
| Deferred compensation plan liability | (39,542) | — | (39,542) | — |
| Total | \$ (9,151) | \$ — | \$ (9,151) | \$ — |

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, trade accounts receivable, notes receivable and accounts payable approximated fair value as of March 30, 2019 and December 29, 2018. The carrying amount of trade accounts receivable included allowance for doubtful accounts, chargebacks and other deductions of \$36,216 and \$32,604 as of March 30, 2019 and December 29, 2018, respectively. The fair value of debt, which is classified as a Level 2 liability, was \$4,148,564 and \$3,863,299 as of March 30, 2019 and December 29, 2018, respectively. Debt had a carrying value of \$4,125,724 and \$4,009,553 as of March 30, 2019 and December 29, 2018, respectively. The fair values were estimated using quoted market prices as provided in secondary markets, which consider the Company's credit risk and market related conditions. The carrying amounts of the Company's notes payable, which is classified as a Level 2 liability, approximated fair value as of March 30, 2019 and December 29, 2018, primarily due to the short-term nature of these instruments.

(12) Income Taxes

The Company's effective income tax rate was 14.1% and 16.0% for the quarters ended March 30, 2019 and March 31, 2018, respectively. The lower effective income tax rate for the quarter ended March 30, 2019 compared to the quarter ended March 31, 2018 was primarily due to a discrete charge of \$3,723 in the quarter ended March 31, 2018, resulting from a tax law change in a foreign jurisdiction.

The Company files a consolidated U.S. federal income tax return, as well as separate and combined income tax returns in numerous state and foreign jurisdictions. In the United States, the IRS began an examination of the Company's 2015 and 2016 tax years during 2017 and 2018, respectively. The Company is also subject to examination by various state and foreign tax authorities. The tax years subject to examination vary by jurisdiction. The Company regularly assesses the outcomes of both ongoing and future examinations for the current or prior years to ensure the Company's provision for income taxes is sufficient. The Company recognizes liabilities based on estimates of whether additional taxes will be due and believes its reserves are adequate in relation to any potential assessments. The outcome of any one examination, some of which may conclude during the next 12 months, is not expected to have a material impact on the Company's financial position or results of operations.

(13) Business Segment Information

The Company's operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management team that is responsible for the operations of the segment's businesses, but the segments share a common supply chain and media and marketing platforms. Other consists of the Company's U.S. value-based ("outlet") stores and U.S. hosiery business.

The types of products and services from which each reportable segment derives its revenues are as follows:

- Innerwear includes sales of basic branded apparel products that are replenishment in nature under the product categories of men's underwear, women's panties, children's underwear and socks, and intimate apparel, which includes bras and shapewear.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

- Activewear includes sales of basic branded products that are primarily seasonal in nature to both retailers and wholesalers, as well as licensed sports apparel and licensed logo apparel in collegiate bookstores, mass retailers and other channels.
- International includes sales of products in all of the Company’s categories outside the United States, primarily in Europe, Australia, Asia, Latin America and Canada.

The Company evaluates the operating performance of its segments based upon segment operating profit, which is defined as operating profit before general corporate expenses, acquisition-related and integration charges and amortization of intangibles. The accounting policies of the segments are consistent with those described in Note 2 to the Company’s consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 29, 2018.

| | Quarter Ended | |
|---|---------------------|---------------------|
| | March 30, 2019 | March 31, 2018 |
| Net sales: | | |
| Innerwear | \$ 475,945 | \$ 491,078 |
| Activewear | 405,340 | 346,125 |
| International | 646,180 | 569,887 |
| Other | 60,559 | 64,414 |
| Total net sales | <u>\$ 1,588,024</u> | <u>\$ 1,471,504</u> |
| | | |
| | Quarter Ended | |
| | March 30, 2019 | March 31, 2018 |
| Segment operating profit: | | |
| Innerwear | \$ 104,626 | \$ 101,419 |
| Activewear | 43,593 | 38,287 |
| International | 92,698 | 77,061 |
| Other | 754 | 2,627 |
| Total segment operating profit | <u>241,671</u> | <u>219,394</u> |
| Items not included in segment operating profit: | | |
| General corporate expenses | (62,880) | (44,531) |
| Acquisition, integration and other action-related charges | (21,373) | (19,617) |
| Amortization of intangibles | (9,380) | (9,188) |
| Total operating profit | <u>148,038</u> | <u>146,058</u> |
| Other expenses | (7,451) | (5,761) |
| Interest expense, net | (48,059) | (45,763) |
| Income before income tax expense | <u>\$ 92,528</u> | <u>\$ 94,534</u> |

For the quarter ended March 30, 2019, the Company incurred pre-tax acquisition, integration and other action-related charges of \$21,373, of which \$17,692 is reported in the “Cost of sales” line and \$3,681 is reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statement of Income. For the quarter ended March 31, 2018, the Company incurred pre-tax acquisition, integration and other action-related charges of \$19,617, of which \$10,753 is reported in the “Cost of sales” line and \$8,864 is reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statement of Income.

As of December 29, 2018, the Company had an accrual of \$10,806 for expected benefit payments related to actions taken in prior years. During the quarter ended March 30, 2019, the Company approved actions to close certain supply chain facilities and reduce overhead costs and incurred charges of \$8,045 for employee termination and other benefits for employees affected by separation programs, with \$5,373 and \$2,672 of charges reflected in the “Cost of sales” and “Selling, general and administrative expenses” lines, respectively, in the Condensed Consolidated Statement of Income. During quarter ended March 30, 2019, benefit payments, other accrual adjustments and foreign currency adjustments of \$1,977 have been made, resulting in an ending accrual of \$16,874, of which \$12,516 and \$4,358 is included in the “Accrued liabilities” and “Other noncurrent liabilities” lines of the Condensed Consolidated Balance Sheet, respectively.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This management’s discussion and analysis of financial condition and results of operations, or MD&A, contains forward-looking statements that involve risks and uncertainties. Please see “Forward-Looking Statements” in this Quarterly Report on Form 10-Q for a discussion of the uncertainties, risks and assumptions associated with these statements. This discussion should be read in conjunction with our historical financial statements and related notes thereto and the other disclosures contained elsewhere in this Quarterly Report on Form 10-Q. The unaudited condensed consolidated financial statements and notes included herein should be read in conjunction with our audited consolidated financial statements and notes for the year ended December 29, 2018, which were included in our Annual Report on Form 10-K filed with the SEC. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those included elsewhere in this Quarterly Report on Form 10-Q and those included in the “Risk Factors” section and elsewhere in our Annual Report on Form 10-K for the year ended December 29, 2018.

Overview

Hanesbrands Inc. is a socially responsible leading marketer of everyday basic innerwear and activewear apparel in the Americas, Europe, Australia and Asia/Pacific under some of the world’s strongest apparel brands, including *Hanes*, *Champion*, *Bonds*, *Maidenform*, *DIM*, *Bali*, *Playtex*, *Bras N Things*, *Nur Die/Nur Der*, *Alternative*, *L’eggs*, *JMS/Just My Size*, *Lovable*, *Wonderbra*, *Berlei* and *Gear for Sports*. We design, manufacture, source and sell a broad range of basic apparel such as T-shirts, bras, panties, men’s underwear, children’s underwear, activewear, socks and hosiery. Our brands hold either the number one or number two market position by units sold in many of the product categories and geographies in which we compete.

Our operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management team that is responsible for the operations of the segment’s businesses, but the segments share a common supply chain and media and marketing platforms. Other consists of our U.S. value-based (“outlet”) stores and U.S. hosiery business.

Outlook for 2019

Our 2019 guidance includes the following:

- Net sales of \$6.885 billion to \$6.985 billion, operating profit of \$900 million to \$930 million, and net income of \$583 to \$610 million;
- Pre-tax acquisition, integration and other action-related costs of approximately \$55 million reflected in operating profit;
- Interest expense and other expenses of approximately \$224 million combined;
- An annual effective tax rate of approximately 14%;
- Cash flow from operations of \$700 million to \$800 million; and
- Capital expenditure investment of approximately \$90 million to \$100 million.

Seasonality and Other Factors

Our operating results are subject to some variability due to seasonality and other factors. For instance, we generally have higher sales during the back-to-school and holiday shopping seasons and during periods of cooler weather, which benefits certain product categories such as fleece. Sales levels in any period are also impacted by customer decisions to increase or decrease their inventory levels in response to anticipated consumer demand. Our customers may cancel orders, change delivery schedules or change the mix of products ordered with minimal notice to us. Media, advertising and promotion expenses may vary from period to period during a fiscal year depending on the timing of our advertising campaigns for retail selling seasons and product introductions.

Although the majority of our products are replenishment in nature and tend to be purchased by consumers on a planned, rather than on an impulse, basis, our sales are impacted by discretionary spending by consumers. Discretionary spending is affected by many factors that are outside our control, including, among others, general business conditions, interest rates, inflation, consumer debt levels, the availability of consumer credit, currency exchange rates, taxation, energy prices, unemployment trends and other matters that influence consumer confidence and spending. Consumers’ purchases of discretionary items, including our products, could decline during periods when disposable income is lower, when prices increase in response to rising costs, or in periods of actual or perceived unfavorable economic conditions. These consumers may

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choose to purchase fewer of our products, to purchase lower-priced products of our competitors in response to higher prices for our products, or may choose not to purchase our products at prices that reflect our price increases that become effective from time to time.

Changes in product sales mix can impact our gross profit as the percentage of our sales attributable to higher margin products, such as intimate apparel and men's underwear, and lower margin products, such as activewear, fluctuate from time to time. In addition, sales attributable to higher and lower margin products within the same product category fluctuate from time to time. Our customers may change the mix of products ordered with minimal notice to us, which makes trends in product sales mix difficult to predict. However, certain changes in product sales mix are seasonal in nature, as sales of socks, hosiery and fleece products generally have higher sales during the last two quarters (July to December) of each fiscal year as a result of cooler weather, back-to-school shopping and holidays, while other changes in product mix may be attributable to consumers' preferences and discretionary spending.

Highlights from the First Quarter Ended March 30, 2019

Key financial highlights are as follows:

- Total net sales in the first quarter of 2019 were \$1.59 billion, compared with \$1.47 billion in the same period of 2018, representing an 8% increase.
- Operating profit increased 1% to \$148 million in the first quarter of 2019, compared with \$146 million in the same period of 2018. As a percentage of sales, operating profit was 9.3% in the first quarter of 2019 compared to 9.9% in the same period of 2018. Included within operating profit were acquisition, integration and other action-related charges of \$21 million and \$20 million for the quarters ended March 30, 2019 and March 31, 2018, respectively.
- Diluted earnings per share was \$0.22 in both the first quarters of 2019 and 2018.

Condensed Consolidated Results of Operations — First Quarter Ended March 30, 2019 Compared with First Quarter Ended March 31, 2018

| | Quarter Ended | | Higher (Lower) | Percent Change |
|--|------------------------|-------------------|-------------------|-------------------|
| | March 30, 2019 | March 31, 2018 | | |
| | (dollars in thousands) | | | |
| Net sales | \$ 1,588,024 | \$ 1,471,504 | \$ 116,520 | 7.9 % |
| Cost of sales | 967,148 | 892,583 | 74,565 | 8.4 |
| Gross profit | 620,876 | 578,921 | 41,955 | 7.2 |
| Selling, general and administrative expenses | 472,838 | 432,863 | 39,975 | 9.2 |
| Operating profit | 148,038 | 146,058 | 1,980 | 1.4 |
| Other expenses | 7,451 | 5,761 | 1,690 | 29.3 |
| Interest expense, net | 48,059 | 45,763 | 2,296 | 5.0 |
| Income before income tax expense | 92,528 | 94,534 | (2,006) | (2.1) |
| Income tax expense | 13,046 | 15,125 | (2,079) | (13.7) |
| Net Income | \$ 79,482 | \$ 79,409 | \$ 73 | 0.1 % |

Net Sales

Net sales increased 8% during the first quarter of 2019 primarily due to the following:

- Our acquisition of Bras N Things in 2018, which contributed non-organic net sales of \$18 million in the first quarter of 2019; and
- Organic sales on a constant currency basis, defined as sales excluding the impact of foreign currency and businesses acquired within 12 months, increased 10% in the quarter, as a result of sales growth in Europe, Asia, Australia and the Americas driven primarily by strong sales growth in our global *Champion* brand.

Partially offset by:

- Unfavorable impact from foreign exchange rates in our International businesses of approximately \$46 million.

Operating Profit

Operating profit as a percentage of sales was 9.3%, a decrease from prior year of approximately 60 basis points. Improved sales mix and pricing taken in the first quarter of 2019 were offset by increased materials costs, planned investments to support future growth initiatives, unfavorable impact from foreign exchange rates, higher variable compensation accruals and higher bad debt expense. Included in operating profit in the first quarter of 2019 and 2018 are charges of \$21 million and \$20 million, respectively, related to acquisition, integration and other action-related costs.

Other Highlights

Other Expenses – Other expenses were higher by \$2 million in the first quarter of 2019 compared to the first quarter of 2018 primarily due to higher pension expense and higher funding fees for sales of accounts receivable to financial institutions in 2019.

Interest Expense – Interest expense was higher by \$2 million in the first quarter of 2019 compared to the first quarter of 2018 driven by a higher weighted average interest rate partially offset by lower debt balances. Our weighted average interest rate on our outstanding debt was 4.17% during the first quarter of 2019, compared to 3.75% in the first quarter of 2018.

Income Tax Expense – Our effective income tax rate was 14.1% and 16.0% for the first quarters of 2019 and 2018, respectively. The lower effective income tax rate for the quarter ended March 30, 2019 compared to the quarter ended March 31, 2018 was primarily due to a discrete charge of approximately \$4 million in the quarter ended March 31, 2018, resulting from a tax law change in a foreign jurisdiction.

Operating Results by Business Segment — First Quarter Ended March 30, 2019 Compared with First Quarter Ended March 31, 2018

| | Net Sales | | | |
|---------------|------------------------|-------------------|-------------------|-------------------|
| | Quarter Ended | | Higher (Lower) | Percent Change |
| | March 30, 2019 | March 31, 2018 | | |
| | (dollars in thousands) | | | |
| Innerwear | \$ 475,945 | \$ 491,078 | \$ (15,133) | (3.1)% |
| Activewear | 405,340 | 346,125 | 59,215 | 17.1 |
| International | 646,180 | 569,887 | 76,293 | 13.4 |
| Other | 60,559 | 64,414 | (3,855) | (6.0) |
| Total | \$ 1,588,024 | \$ 1,471,504 | \$ 116,520 | 7.9% |

| | Operating Profit and Margin | | | | | |
|---------------|-----------------------------|-------------------|-------------------|-------------------|----------|--------|
| | Quarter Ended | | Higher (Lower) | Percent Change | | |
| | March 30, 2019 | March 31, 2018 | | | | |
| | (dollars in thousands) | | | | | |
| Innerwear | \$ 104,626 | 22.0% | \$ 101,419 | 20.7% | \$ 3,207 | 3.2 % |
| Activewear | 43,593 | 10.8 | 38,287 | 11.1 | 5,306 | 13.9 |
| International | 92,698 | 14.3 | 77,061 | 13.5 | 15,637 | 20.3 |
| Other | 754 | 1.2 | 2,627 | 4.1 | (1,873) | (71.3) |
| Corporate | (93,633) | NM | (73,336) | NM | (20,297) | (27.7) |
| Total | \$ 148,038 | 9.3% | \$ 146,058 | 9.9% | \$ 1,980 | 1.4 % |

Innerwear

Innerwear net sales decreased 3% driven by a 12% decline in our intimate apparel business partially offset by a 1.5% increase in our basics business. Net sales in our intimate apparel business decreased primarily driven by declines in our bras product category, which continues to be impacted by door closings and the challenging retail landscape within the mid-tier and department store channel. Net sales in our basics business increased in our underwear and socks categories.

Innerwear operating margin was 22.0%, representing an increase from 20.7% in the same period a year ago as a result of improved sales mix, price increases taken in the first quarter of 2019 and lower selling, general and administrative expenses partially offset by increased materials costs.

Activewear

Activewear net sales increased 17%. Core *Champion* sales within the Activewear segment, which we define as *Champion* sales outside of the mass retail channel, were up more than 80% in the quarter driven by strong consumer demand, space gains in the sports specialty channels and growth in the consumer-directed channel. Growth in *Champion* sales more than offset the anticipated decline in our *Hanes* activewear business within the mass retail channel and our *Champion* at mass business.

Activewear operating margin was 10.8%, representing a decrease from 11.1% in the prior year as a result of higher selling, general and administrative expenses, reflecting an increase in investments to support our brands and investments in distribution to maintain service levels and fulfill accelerating demand for *Champion* products.

International

Net sales in the International segment increased 13% as a result of the following:

- Our acquisition of Bras N Things in the first quarter of 2018, which contributed non-organic net sales of \$18 million; and
- Organic sales on a constant currency basis, defined as sales excluding the impact of foreign currency and businesses acquired within 12 months, increased 18% driven by growth in Europe, Asia, Australia and the Americas.

Partially offset by:

- Unfavorable impact of foreign currency exchange rates of approximately \$46 million.

International operating margin was 14.3%, an increase from prior year primarily due to scale efficiencies and continued realization of acquisition synergies coupled with high margin contributions from the recently acquired Bras N Things business.

Other

Other net sales were lower as a result of continued declines in hosiery sales in the United States and slower traffic at our outlet stores. Operating margin decreased due to the decrease in sales volume.

Corporate

Corporate expenses were higher in the first quarter of 2019 compared to the first quarter of 2018 primarily due to higher variable compensation and higher bad debt expense. Corporate expenses included certain administrative costs, including acquisition, integration and other action-related charges. Supply chain actions include the reduction of overhead costs, principally within our Western Hemisphere network. Acquisition and integration costs are expenses related directly to an acquisition and its integration into the organization. Other acquisitions and other action-related costs include acquisition and integration charges for acquisitions such as Bras N Things, as well as other action-related costs including corporate workforce reductions.

| | Quarter Ended | |
|--|------------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| | (dollars in thousands) | |
| Acquisition, integration and other action-related costs included in operating profit: | | |
| Supply chain actions | \$ 17,692 | \$ — |
| Hanes Europe Innerwear | — | 8,576 |
| Hanes Australasia | — | 6,092 |
| Other acquisitions and other action-related costs | 3,681 | 4,949 |
| Total acquisition, integration and other action-related costs included in operating profit | <u>\$ 21,373</u> | <u>\$ 19,617</u> |

Liquidity and Capital Resources

Cash Requirements and Trends and Uncertainties Affecting Liquidity

We rely on our cash flows generated from operations and the borrowing capacity under our credit facilities to meet the cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business, capital expenditures, maturities of debt and related interest payments, business acquisitions, contributions to our pension plans, repurchases of our stock, regular quarterly dividend payments and income tax payments. We believe we have sufficient cash and available borrowings for our foreseeable liquidity needs.

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We typically use cash during the first half of the year and generate most of our cash flow in the second half of the year. We expect our top priorities of our cash deployment strategy in the future to include organic growth (via capital expenditures), debt prepayments and dividends. After funding those priorities, to the extent there is remaining cash or borrowing capacity available, we generally intend to invest in strategic acquisitions and share repurchases.

There have been no significant changes in the cash requirements for our business from those described in our Annual Report on Form 10-K for the year ended December 29, 2018.

Our primary sources of liquidity are cash generated from global operations and cash available under our Revolving Loan Facility, our Accounts Receivable Securitization Facility and our international loan facilities.

We had the following borrowing capacity and availability under our credit facilities as of March 30, 2019:

| | As of March 30, 2019 | |
|--|----------------------|------------------------|
| | Borrowing Capacity | Borrowing Availability |
| (dollars in thousands) | | |
| Senior Secured Credit Facility: | | |
| Revolving Loan Facility | \$ 1,000,000 | \$ 903,665 |
| Australian Revolving Loan Facility | 42,508 | 14,169 |
| European Revolving Loan Facility | 112,435 | — |
| Accounts Receivable Securitization Facility ⁽¹⁾ | 200,000 | — |
| Other international credit facilities | 147,977 | 98,450 |
| Total liquidity from credit facilities | <u>\$ 1,502,920</u> | <u>\$ 1,016,284</u> |

(1) Borrowing availability under the Accounts Receivable Securitization Facility is subject to a quarterly fluctuating facility limit, not to exceed \$300 million, and permitted only to the extent that the face of the receivables in the collateral pool, net of applicable reserves and other deductions, exceeds the outstanding loans.

As of March 30, 2019, we had \$287 million in cash and cash equivalents. We currently believe that our existing cash balances and cash generated by operations (typically in the second half of the year), together with our borrowing availability, will enable us to comply with the terms of our indebtedness and meet foreseeable liquidity requirements.

The following have impacted or may impact our liquidity:

- We have principal and interest obligations under our debt.
- We acquired Bras N Things in February 2018 and we may pursue additional strategic business acquisitions in the future.
- We expect to continue to invest in efforts to accelerate worldwide omnichannel and global growth initiatives, as well as marketing and brand building.
- We expect to continue to invest in efforts to improve operating efficiencies and lower costs.
- We made contributions of \$26 million to our U.S. pension plan in the quarter ended March 30, 2019.
- We may increase or decrease the portion of the current-year income of our foreign subsidiaries that we remit to the United States, which could impact our effective income tax rate. We have also reevaluated our reinvestment strategy with regards to our historic earnings which were taxed as part of the Tax Cuts and Jobs Act and intend to remit foreign earnings totaling \$1.5 billion.
- We are obligated to make installment payments over an eight-year period related to our transition tax liability resulting from the implementation of the Tax Cuts and Jobs Act, which began in 2018, in addition to any estimated income taxes due based on current year taxable income. In the quarters ended March 30, 2019 and March 31, 2018, we made no installment payments on our transition tax liability and have a balance due of \$107 million to be paid in installment payments through 2025.
- Our Board of Directors has authorized a regular quarterly dividend.
- We may repurchase shares of the Company's common stock under the current share repurchase program, which has been previously approved by our Board of Directors. We did not repurchase any shares of common stock during the quarters ended March 30, 2019 and March 31, 2018. At March 30, 2019, the remaining repurchase authorization totaled approximately 20 million shares.

Sources and Uses of Our Cash

The information presented below regarding the sources and uses of our cash flows for the quarters ended March 30, 2019 and March 31, 2018 was derived from our condensed consolidated financial statements.

| | Quarter Ended | |
|---|------------------------|-------------------|
| | March 30, 2019 | March 31, 2018 |
| | (dollars in thousands) | |
| Operating activities | \$ (194,291) | \$ (128,143) |
| Investing activities | (25,133) | (353,213) |
| Financing activities | 71,707 | 459,084 |
| Effect of changes in foreign currency exchange rates on cash | 2,104 | 1,186 |
| Change in cash, cash equivalents and restricted cash | (145,613) | (21,086) |
| Cash, cash equivalents and restricted cash at beginning of year | 455,732 | 421,566 |
| Cash, cash equivalents and restricted cash at end of period | 310,119 | 400,480 |
| Less restricted cash at end of period | 23,039 | 26,818 |
| Cash and cash equivalents per balance sheet at end of period | <u>\$ 287,080</u> | <u>\$ 373,662</u> |

Operating Activities

Our overall liquidity is primarily driven by our strong cash flow provided by operating activities, which is dependent on net income and changes in our working capital. We typically use cash during the first half of the year and generate most of our cash flow in the second half of the year. As compared to the prior year, the higher net cash used by operating activities was due to lower accounts receivables collections and higher cash payments for inventory as we increased our investments to support the global demand for our *Champion* products, offset partially by improved payable terms. Cash used by operating activities includes a \$26 million pension contribution in the first quarter of 2019 offset by the final *Champion* Europe contingent consideration payment of \$32 million in the first quarter of 2018.

Investing Activities

The decrease in cash used by investing activities is primarily the result of the acquisition of Bras N Things in the first quarter of 2018. We increased capital investments into our business to support our global growth compared to the prior year.

Financing Activities

The decreased cash provided by financing activities was primarily the result of lower borrowings on our loan facilities in 2019 as compared to the same period of 2018.

Financing Arrangements

In March 2019, we amended the Accounts Receivable Securitization Facility. This amendment primarily increased the fluctuating facility limit to \$300,000 (previously \$225,000) and extended the maturity date to March 2020.

We believe our financing structure provides a secure base to support our operations and key business strategies. As of March 30, 2019, we were in compliance with all financial covenants under our credit facilities and other outstanding indebtedness. We continue to monitor our covenant compliance carefully. We expect to maintain compliance with our covenants for the foreseeable future, however economic conditions or the occurrence of events discussed under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 29, 2018 or other SEC filings could cause noncompliance.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements within the meaning of Item 303(a)(4) of SEC Regulation S-K.

Critical Accounting Policies and Estimates

We have chosen accounting policies that we believe are appropriate to accurately and fairly report our operating results and financial condition in conformity with accounting principles generally accepted in the United States. We apply these accounting policies in a consistent manner. Our significant accounting policies are discussed in Note 2, “Summary of Significant Accounting Policies,” to our financial statements included in our Annual Report on Form 10-K for the year ended December 29, 2018.

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The application of critical accounting policies requires that we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. We evaluate these estimates and assumptions on an ongoing basis and may retain outside consultants to assist in our evaluation. If actual results ultimately differ from previous estimates, the revisions are included in results of operations in the period in which the actual amounts become known. The critical accounting policies that involve the most significant management judgments and estimates used in preparation of our financial statements, or are the most sensitive to change from outside factors, are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 29, 2018. There have been no material changes in these policies from those described in our Annual Report on Form 10-K for the year ended December 29, 2018.

Recently Issued Accounting Pronouncements

For a summary of recently issued accounting pronouncements, see Note 2, "Recent Accounting Pronouncements" to our financial statements included in this Quarterly Report on Form 10-Q.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

There have been no significant changes in our market risk exposures from those described in Item 7A of our Annual Report on Form 10-K for the year ended December 29, 2018.

Item 4. *Controls and Procedures*

As required by Exchange Act Rule 13a-15(b), our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

In connection with the evaluation required by Exchange Act Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, concluded that except for the implementation of certain internal controls related to the adoption of the lease accounting standard (Topic 842), there were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The adoption of Topic 842 required the implementation of new accounting processes and a business application which updated our internal controls over lease accounting and financial reporting, accordingly.

PART II

Item 1. *Legal Proceedings*

Although we are subject to various claims and legal actions that occur from time to time in the ordinary course of our business, we are not party to any pending legal proceedings that we believe could have a material adverse effect on our business, results of operations, financial condition or cash flows.

Item 1A. *Risk Factors*

The risk factors that affect our business and financial results are discussed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 29, 2018. There are no material changes to the risk factors previously disclosed, nor have we identified any previously undisclosed risks that could materially adversely affect our business and financial results.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

None.

Item 3. *Defaults Upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

None.

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Item 6. Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|--|
| 3.1 | Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006). |
| 3.2 | Articles Supplementary (Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006). |
| 3.3 | Articles of Amendment to Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2015). |
| 3.4 | Articles Supplementary (Reclassifying Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2015). |
| 3.5 | Amended and Restated Bylaws of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 26, 2017). |
| 31.1 | Certification of Gerald W. Evans, Jr., Chief Executive Officer. |
| 31.2 | Certification of Barry A. Hytinen, Chief Financial Officer. |
| 32.1 | Section 1350 Certification of Gerald W. Evans, Jr., Chief Executive Officer. |
| 32.2 | Section 1350 Certification of Barry A. Hytinen, Chief Financial Officer. |
| 101.INS XBRL | Instance Document |
| 101.SCH XBRL | Taxonomy Extension Schema Document |
| 101.CAL XBRL | Taxonomy Extension Calculation Linkbase Document |
| 101.LAB XBRL | Taxonomy Extension Label Linkbase Document |
| 101.PRE XBRL | Taxonomy Extension Presentation Linkbase Document |
| 101.DEF XBRL | Taxonomy Extension Definition Linkbase Document |

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 thereunto duly authorized.

HANESBRANDS INC.

By: /s/ Barry A. Hytinen

Barry A. Hytinen
Chief Financial Officer
(Duly authorized officer and principal financial officer)

Date: May 2, 2019

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Gerald W. Evans, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hanesbrands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Gerald W. Evans, Jr.

Gerald W. Evans, Jr.
Chief Executive Officer

Date: May 2, 2019

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Barry A. Hytinen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hanesbrands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Barry A. Hytinen

Barry A. Hytinen
Chief Financial Officer

Date: May 2, 2019

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hanesbrands Inc. ("Hanesbrands") on Form 10-Q for the fiscal quarter ended March 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gerald W. Evans, Jr., Chief Executive Officer of Hanesbrands, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Hanesbrands.

/s/ Gerald W. Evans, Jr.

Gerald W. Evans, Jr.
Chief Executive Officer

Date: May 2, 2019

The foregoing certification is being furnished to accompany Hanesbrands Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2019 (the "Report") solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed as part of the Report or as a separate disclosure document and shall not be deemed incorporated by reference into any other filing of Hanesbrands Inc. that incorporates the Report by reference. A signed original of this written certification required by Section 906 has been provided to Hanesbrands Inc. and will be retained by Hanesbrands Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hanesbrands Inc. ("Hanesbrands") on Form 10-Q for the fiscal quarter ended March 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Barry A. Hytinen, Chief Financial Officer of Hanesbrands, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Hanesbrands.

/s/ Barry A. Hytinen

Barry A. Hytinen
Chief Financial Officer

Date: May 2, 2019

The foregoing certification is being furnished to accompany Hanesbrands Inc.'s Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2019 (the "Report") solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed as part of the Report or as a separate disclosure document and shall not be deemed incorporated by reference into any other filing of Hanesbrands Inc. that incorporates the Report by reference. A signed original of this written certification required by Section 906 has been provided to Hanesbrands Inc. and will be retained by Hanesbrands Inc. and furnished to the Securities and Exchange Commission or its staff upon request.