SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* **Upchurch W Howard Jr**	2. Issuer Name **and** Ticker or Trading Symbol **Hanesbrands Inc.** [HBI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) **1000 EAST HANES MILL ROAD**	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2018	Director — 10% Owner X Officer (give title below) — Other (specify below) **Group President, IW Americas**
(Street) **WINSTON-SALEM** **NC** **27105** (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/11/2018		A		43,750[1]	A	$0	505,173	D	
Common Stock	12/11/2018		F[2]		8,919	D	$15.16[2]	496,254	D	
Common Stock	12/11/2018		F[3]		2,284	D	$15.16[3]	493,970	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on December 11, 2019, 33% on December 11, 2020 and 34% on December 11, 2021.

2. Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting Person on December 8, 2015. The number of shares withheld was determined on December 11, 2018 based on the closing price of Hanesbrands Inc. common stock on December 7, 2018.

3. Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 8, 2015. The number of shares withheld was determined on December 11, 2018 based on the closing price of Hanesbrands Inc. common stock on December 7, 2018.

Remarks:

Joia M. Johnson, attorney-in-fact   12/13/2018

** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.