

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Upchurch W Howard Jr</u>  (Last) (First) (Middle) <u>1000 EAST HANES MILL ROAD</u>  (Street) <u>WINSTON-SALEM NC 27105</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc. [ HBI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><u>Group President, IW Americas</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2017</u>	

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	12/08/2017		G	V	20,000	D	\$0	419,239	D	
Common Stock	12/12/2017		A		31,074 <sup>(1)</sup>	A	\$0	450,313	D	
Common Stock	12/12/2017		F <sup>(2)</sup>		2,732	D	\$20.75 <sup>(2)</sup>	447,581	D	
Common Stock	12/12/2017		F <sup>(3)</sup>		9,632	D	\$20.75 <sup>(3)</sup>	437,949	D	
Common Stock	12/12/2017		F <sup>(4)</sup>		2,345	D	\$20.75 <sup>(4)</sup>	435,604	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)					

Explanation of Responses:

- 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 12, 2018, 33% on December 12, 2019 and 34% on December 12, 2020.
- Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 9, 2014. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.
- Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting Person on December 9, 2014. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.
- 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 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.

Remarks:

Joia M. Johnson, attorney-in-fact  
\*\* Signature of Reporting Person

12/14/2017  
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.

POWER OF ATTORNEY  
FOR SEC FILINGS ON FORMS 3, 4, 5 AND 144  
IN RESPECT OF SECURITIES OF  
HANESBRANDS INC.

The undersigned hereby constitutes and appoints Gerald W. Evans, Jr., Barry A. Hytinen and Joia M. Johnson, or any one of them acting alone, as his true and lawful agent to execute and file with the Securities and Exchange Commission:

- (i) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the Securities and Exchange Commission;
- (ii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the Securities and Exchange Commission;
- (iii) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the Securities and Exchange Commission;
- (iv) any Notice of Proposed Sale of Securities on Form 144 to be filed with the Securities and Exchange Commission; and
- (v) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to the attorney-in-fact to seek and obtain as the undersigned's representative and on the undersigned's behalf, all such filings and documents as may be required.

The undersigned hereby grants unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection therewith.

The undersigned acknowledges that:

- (i) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Act, 15 U.S.C. § 77d, and the Securities Exchange Act, 15 U.S.C. § 78j, to file such reports and documents;
- (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement or civil or criminal penalties under the Securities Act, 15 U.S.C. § 77d, and the Securities Exchange Act, 15 U.S.C. § 78j, including, but not limited to, the provisions of 15 U.S.C. § 78j(d)(2)(B);
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, but not limited to, the provisions of 15 U.S.C. § 78j(d)(2)(B).

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney.

Date: October 24, 2017

/s/ W. Howard Upchurch  
W. Howard Upchurch