SEC Form 4

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(City) (Sta	ate) (.	(Zip)	-Derivative	Securities Ac	quired, Di	sposed of, or Benefic	ially C	Form filed by More Person	e than One Repo	orting
(City) (Sta									e than One Repo	orting
	2 د 	2/103							e than One Repo	orting
(Street) WINSTON- SALEM		27105	4. If A	Amendment, Date o	f Original File	d (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One		
(Last) (First 1000 EAST HANES 1	,	(Middle)		te of Earliest Trans 9/2020	action (Month	/Day/Year)		Officer (give title below)	Other below)	(specify
1. Name and Address of Reporting Person* <u>ZIEGLER ANN ELIZABETH</u>				uer Name and Tick nesbrands Inc	0	Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owne			

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/19/2020		М		22,572 ⁽¹⁾	A	\$6.79 ⁽¹⁾	43,085	D	
Common Stock	08/19/2020		F ⁽²⁾		9,625	D	\$15.925 ⁽²⁾	33,460	D	
Common Stock	08/19/2020		S		12,947	D	\$15.898 ⁽³⁾	20,513	D	
Common Stock								7,600	Ι	By trust ⁽⁴⁾

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/)	ate	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	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		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$6.79 ⁽¹⁾	08/19/2020		М			22,572 ⁽¹⁾	(5)	12/06/2020	Common Stock	22,572 ⁽¹⁾	\$0	0	D	

Explanation of Responses:

1. This option was previously reported as covering 5,643 shares at an exercise price of \$27.16 per share, but was adjusted to reflect a 4-for-1 stock split that occurred on March 3, 2015.

2. Represents a "net exercise" of outstanding stock options. These shares were withheld by Hanesbrands Inc. for payment of the exercise price, based on the market price of Hanesbrands Inc. common stock at the time of the option exercise on August 19, 2020 of \$15.925.

3. This transaction was executed in multiple trades at prices ranging from \$15.89 to \$15.915. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC staff, Hanesbrands Inc. or any security holder of Hanesbrands Inc. full information regarding the number of shares sold at each separate price.

4. The shares are owned by an irrevocable trust of which the Reporting Person is the sole trustee and beneficiary.

5. The options vested in four equal installments on March 6, 2011, June 6, 2011, September 6, 2011 and December 6, 2011.

Remarks:

Joia M. Johnson, attorney-infact 08/20/2020

** 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.

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