

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2020**

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

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-32891**  
(Commission  
File Number)

**20-3552316**  
(IRS Employer  
Identification No.)

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

**27105**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, Par Value \$0.01</b>	<b>HBI</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

**Item 8.01. Other Events.**

On April 30, 2020, Hanesbrands Inc. (the “Company”) announced the commencement and subsequent upsizing and pricing of an unregistered offering (the “Senior Notes Offering”) of \$700 million aggregate principal amount of 5.375% senior unsecured notes due 2025 (the “Notes”). The offer and sale of the Notes will be made to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act. The Notes will be guaranteed on a senior unsecured basis by certain of the Company’s subsidiaries.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated April 30, 2020 announcing the Senior Notes Offering</a>
99.2	<a href="#">Press release dated April 30, 2020 announcing the upsizing and pricing of the Senior Notes Offering</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL 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 hereunto duly authorized.

**HANESBRANDS INC.**

Date: April 30, 2020

By: /s/ M. Scott Lewis

Name: M. Scott Lewis

Title: Interim Chief Financial Officer and Chief  
Accounting Officer

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

**HANES** Brands Inc  
*news release*

**FOR IMMEDIATE RELEASE**

News Media, contact: Matt Hall, (336) 519-3386  
Analysts and Investors, contact: T.C. Robillard, (336) 519-2115

**HANESBRANDS ANNOUNCES OFFERING OF SENIOR NOTES**

WINSTON-SALEM, N.C. (April 30, 2020) – HanesBrands (NYSE: HBI) announced today that it is planning to offer \$500 million aggregate principal amount of senior unsecured notes due 2025 in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), subject to market and other customary conditions. The notes will be senior unsecured obligations of HanesBrands and will be guaranteed on a senior unsecured basis by certain of HanesBrands’ domestic subsidiaries that guarantee its credit facilities or certain other indebtedness.

HanesBrands currently intends to use the net proceeds from the offering to repay the outstanding borrowings under its revolving loan facility, to pay related fees and expenses, and, the remainder, for general corporate purposes.

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

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

**Cautionary Statement Concerning Forward-Looking Statements**

Statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including those regarding the proposed terms of the offering of notes, the timing of the offering of notes and the anticipated use of proceeds therefrom. These forward-looking statements are made only as of the date of this release and are based on HanesBrands' current intent, beliefs, plans and expectations. Readers are cautioned not to place any undue reliance on any forward-looking statements. Forward-looking statements necessarily involve risks and uncertainties, many of which are outside of our control, that could cause actual results to differ materially from such statements and from our historical results and experience. These risks and uncertainties include market conditions, the potential effects of the COVID-19 outbreak, including on consumer spending, global supply chains and the financial markets, and our ability to consummate the proposed offering of notes on the terms or timeline contemplated or at all and the risks identified from time to time in HanesBrands' most recent Securities and Exchange Commission reports, including the 2019 Annual Report on Form 10-K, quarterly reports on Form 10-Q, press releases and other communications. Since it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results, the above list should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made. HanesBrands undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, or to reflect changed assumptions or the occurrence of future events or otherwise, other than as required by law.

###

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

**HANES** Brands Inc  
*news release*

**FOR IMMEDIATE RELEASE**

News Media, contact: Matt Hall, (336) 519-3386  
Analysts and Investors, contact: T.C. Robillard, (336) 519-2115

**HANESBRANDS UPSIZES AND PRICES OFFERING OF SENIOR NOTES**

WINSTON-SALEM, N.C. (April 30, 2020) – Hanesbrands Inc. (NYSE: HBI) today announced that it set the pricing of its unregistered offering of \$700 million aggregate principal amount of 5.375% senior unsecured notes maturing 2025, unless earlier redeemed, representing an increase of \$200 million in aggregate principal amount from the initially proposed offering size. The notes will be senior unsecured obligations of HanesBrands and will be guaranteed on a senior unsecured basis by certain of HanesBrands' domestic subsidiaries that guarantee its credit facilities or certain other indebtedness. This offering is expected to close on May 4, 2020, subject to customary closing conditions.

HanesBrands currently intends to use the net proceeds from the offering to repay the outstanding borrowings under its revolving loan facility, to pay related fees and expenses and, the remainder, for general corporate purposes.

The notes and the related guarantees will be offered to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons in reliance on Regulation S under the Securities Act. The offer and sale of the notes and the related guarantees have not been registered under the Securities Act or the securities laws of any state or other jurisdiction and may not be offered or sold absent registration or an applicable exemption from the registration requirements under the Securities Act and any applicable securities laws of any state or other jurisdiction.

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

**CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS**

Statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including those regarding the proposed terms of the offering of notes, the timing of the offering of notes and the anticipated use of proceeds therefrom. These forward-looking statements are made only as of the date of this release and are based on HanesBrands' current intent, beliefs, plans and expectations. Readers are cautioned not to place any undue reliance on any forward-looking statements. Forward-looking statements necessarily involve risks and uncertainties, many of which are outside of our control, that could cause actual results to differ materially from such statements and from our historical results and experience. These risks and uncertainties include market conditions, the potential effects of the COVID-19 outbreak, including on consumer spending, global supply chains and the financial markets, and our ability to consummate the proposed offering of notes on the terms or timeline contemplated or at all and the risks identified from time to time in HanesBrands' most recent Securities and Exchange Commission reports, including the 2019 Annual Report on Form 10-K, quarterly reports on Form 10-Q, press releases and other communications. Since it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results, the above list should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made. HanesBrands undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, or to reflect changed assumptions or the occurrence of future events or otherwise, other than as required by law.

###