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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HANESBRANDS INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

20-3352316
(I.R.S. Employer
Identification No.)

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

27105
(Zip code)

**Hanesbrands Inc. Omnibus Incentive Plan (As Amended and Restated)
Hanesbrands Inc. 2020 Omnibus Incentive Plan**
(Full title of the plan)

Joia M. Johnson, Esq.
Chief Administrative Officer, General Counsel and Corporate Secretary
Hanesbrands Inc.
1000 East Hanes Mill Road
Winston-Salem, North Carolina 27105
(Name and address of agent for service)

(336) 519-8080
(Telephone number, including area code, of agent for service)

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.

Large accelerated filer
Non-accelerated filer

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On April 28, 2020 (the “Effective Date”), the stockholders of Hanesbrands Inc., a Maryland corporation (the “Company”) approved the Hanesbrands Inc. 2020 Omnibus Incentive Plan (the “2020 Plan”). The total number of shares of the Company’s Common Stock, par value \$0.01 per share (the “Common Stock”), that may be issued pursuant to the 2020 Plan includes, in addition to 11,000,000 new shares of Common Stock (included by the Company on a new Registration Statement on Form S-8 filed on May 8, 2020), (i) the number of shares that remained available for issuance under the Hanesbrands Inc. Omnibus Incentive Plan (As Amended and Restated) (the “Prior Plan”) as of the Effective Date and (ii) any shares subject to outstanding awards under the Prior Plan that, on or after the Effective Date, are forfeited, cancelled, expired, settled in cash or, except in certain circumstances set forth in the 2020 Plan, otherwise terminated without the issuance of shares of Common Stock (the shares described in (i) and (ii), the “Prior Plan Shares”). Outstanding awards granted under the Prior Plan will continue to be governed by the terms of the Prior Plan, but no new awards will be granted under the Prior Plan.

Immediately prior to the Effective Date, 6,311,068 shares of Common Stock remained available for issuance under the Prior Plan, and up to 4,214,494 shares of Common stock were subject to outstanding awards. In accordance with Item 512(a)(1)(iii) of Regulation S-K and Compliance and Disclosure Interpretation 126.43, this Post-Effective Amendment No. 1 to Registration Statement No. 333-188168 (the “Post-Effective Amendment”) is hereby filed to cover the issuance of the Prior Plan Shares pursuant to the 2020 Plan. No additional securities are being registered by this Post-Effective Amendment.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Hanesbrands Inc. (the “Company”) with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are incorporated herein by reference:

- a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 28, 2019 filed with the SEC on February 11, 2020;
- b) The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 28, 2020, filed with the SEC on April 30, 2020;
- c) The Company’s Current Reports on Form 8-K filed with the SEC on [January 14, 2020](#), [January 30, 2020](#), [March 11, 2020](#), [March 25, 2020](#) (Item 2.03 only), [April 29, 2020](#), [April 30, 2020](#), [May 4, 2020](#) and [May 7, 2020](#); and
- d) The description of the Company’s common stock filed as [Exhibit 4.1](#) to the Quarterly Report on Form 10-Q for the quarter ended March 28, 2020, filed with the SEC on April 30, 2020.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents.

Any statement contained herein, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document that also is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company is a Maryland corporation. Section 2-405.2 of the Maryland General Corporation Law (the “MGCL”) permits a Maryland corporation to include in its charter a provision expanding or limiting the liability of its directors and officers to the corporation and its stockholders for money damages, except for liability resulting from (1) actual receipt of an improper benefit or profit in money, property or services or (2) active and deliberate dishonesty established by a judgment or other final adjudication and that is material to the cause of action adjudicated in the proceeding. The Company’s charter contains a provision that eliminates directors’ and officers’ liability to the maximum extent permitted by the MGCL.

Section 2-418(d) of the MGCL requires a corporation (unless its charter provides otherwise, which the Company’s charter does not) to indemnify a director of the corporation who has been successful, on the merits or otherwise, in the defense of any proceeding to which such director was made a party by reason of the director’s service in that capacity. Section 2-418(b) permits a corporation to indemnify its present or former directors against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director in connection with any proceeding to which the director is made a party by reason of the director’s service as a director, unless it is established that (1) the act or omission of the director was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, (2) the director actually received an improper personal benefit in money, property or services or (3) in the case of any criminal proceeding, the director had reasonable cause to believe that the act or omission was unlawful. If, however, the proceeding was one by or in the right of the corporation and the director was adjudged liable to the corporation, the corporation may not indemnify the director, unless ordered by a court and then only for expenses. The MGCL also permits a Maryland corporation to pay a director’s reasonable expenses in advance of the final disposition of a proceeding to which the director is a party upon receipt by the corporation of (1) a written affirmation by the director of the director’s good faith belief that the director has met the standard of conduct necessary for indemnification and (2) a written undertaking by or on behalf of the director to repay the amount advanced if it is ultimately determined that the director did not meet the necessary standard of conduct. Section 2-418 of the MGCL defines a director as any person who is or was a director of a corporation and any person who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, limited liability company or other enterprise or employee benefit plan. Section 2-418(j)(2) of the MGCL also permits a Maryland corporation to indemnify and advance expenses to its officers, employees and agents to the same extent that it may indemnify and advance expenses to its directors.

The Company’s charter authorizes it, and the Company’s bylaws obligate it, to the maximum extent permitted by the MGCL, to indemnify any of the Company’s present or former directors or officers or those of the Company’s subsidiaries who (1) is made or threatened to be made a party to a proceeding by reason of such person’s service in that capacity or (2) while a director or officer and at the Company’s request, serves or served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director, officer, partner or trustee and who is made or threatened to be made a party to a proceeding by reason of such person’s service in that capacity and to pay or reimburse that person’s reasonable expenses in advance of final disposition of a proceeding. This indemnity could apply to liabilities under the Securities Act in certain circumstances.

The Company’s bylaws also permit the Company, with the approval of its board of directors, to indemnify and advance expenses to (1) a person who served a predecessor in any of the capacities described above or (2) any of the Company’s employees or agents, or any employee or agent of a predecessor.

The Company also maintains indemnity insurance as permitted by Section 2-418 of the MGCL, pursuant to which its officers and directors are indemnified or insured against liability or loss under certain circumstances, which may include liability or related losses under the Securities Act or the Exchange Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Hanesbrands Inc. 2020 Omnibus Incentive Plan (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 29, 2020)
4.3	Hanesbrands Inc. Omnibus Incentive Plan (As Amended and Restated) (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 4, 2013)
5.1	Opinion of Venable LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Venable LLP (set forth in Exhibit 5.1)
24.1	Power of Attorney (included on signature page of this post-effective amendment)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of such annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Hanesbrands Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Winston-Salem, State of North Carolina, on May 8, 2020.

Hanesbrands Inc.

By: /s/ Gerald W. Evans, Jr.

Name: Gerald W. Evans, Jr.

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW BY ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Gerald W. Evans, Jr., M. Scott Lewis and Joia M. Johnson, and each one of them, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments) and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this post-effective amendment to the Company's registration statement on Form S-8 has been signed by the following persons in the capacities on May 8, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Gerald W. Evans, Jr.</u> Gerald W. Evans, Jr.	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ M. Scott Lewis</u> M. Scott Lewis	Interim Chief Financial Officer, Chief Accounting Officer and Controller (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ GERALYN R. BREIG</u> Geraldyn R. Breig	Director
<u>/s/ Bobby J. Griffin</u> Bobby J. Griffin	Director
<u>/s/ James C. Johnson</u> James C. Johnson	Director
<u>/s/ Franck J. Moison</u> Franck J. Moison	Director
<u>/s/ Robert F. Moran</u> Robert F. Moran	Director
<u>/s/ Ronald L. Nelson</u> Ronald L. Nelson	Director
<u>/s/ Anne E. Ziegler</u> Anne E. Ziegler	Director

[VENABLE LLP LETTERHEAD]

May 8, 2020

Hanesbrands Inc.
1000 East Hanes Mill Road
Winston Salem, NC 27105

Re: Registration Statement on Form S-8 (File No. 333-188168)

Ladies and Gentlemen:

We have served as Maryland counsel to Hanesbrands Inc., a Maryland corporation (the “Company”), in connection with certain matters of Maryland law arising out of the issuance of up to 10,525,562 shares of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), pursuant to the Hanesbrands Inc. 2020 Omnibus Incentive Plan (the “2020 Plan”), consisting of (i) up to 4,214,494 shares (the “Awarded Shares”) of Common Stock, pursuant to the Hanesbrands Inc. Omnibus Incentive Plan (As Amended and Restated) (the “Prior Plan”) which are subject to options, awards, rights or other securities exercisable or exchangeable for the Awarded Shares pursuant to the Prior Plan (each, a “Prior Award”) including Awarded Shares subject to a Prior Award that, on or after April 28, 2020 (the “Effective Date”), is forfeited, cancelled, expired, settled in cash or, except in certain circumstances set forth in the 2020 Plan, otherwise terminated without the issuance of such Awarded Shares (such Awarded Shares, when forfeited as set forth in the Prior Plan, the “Forfeited Shares”), and (ii) up to 6,311,068 shares (the “Unawarded Shares” and, together with the Awarded Shares, the “Shares”) that remain available for issuance under the Prior Plan as of the Effective Date, all covered by the above-referenced Registration Statement, and all amendments thereto, including the Post-Effective Amendment No. 1 to Registration Statement No. 333-188168 (the “Registration Statement”), filed by the Company with the United States Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “1933 Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the “Documents”):

1. The Registration Statement and the related form of prospectus included therein in the form in which it was transmitted to the Commission under the 1933 Act;
2. The charter of the Company (the “Charter”), certified by the State Department of Assessments and Taxation of Maryland (the “SDAT”);

3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;

4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;

5. Resolutions adopted by the Board of Directors of the Company (the "Board") relating to, among other matters, the approval of the 2020 Plan, the approval of the Prior Plan and the issuance of the Shares (the "Resolutions"), certified as of the date hereof by an officer of the Company;

6. The Prior Plan;

7. The 2020 Plan;

8. A certificate executed by an officer of the Company, dated as of the date hereof; and

9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon the issuance of any Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

6. Each Prior Award was duly authorized and validly granted in accordance with the Prior Plan, and each Prior Award will be exercised or exchanged in accordance with the terms of the Prior Plan and such Prior Award, including any option or award agreement entered into in connection therewith.

7. Each option, award, right or other security exercisable or exchangeable for an Unawarded Share or a Forfeited Share pursuant to the 2020 Plan (the "Future Award") will be duly authorized and validly granted in accordance with the 2020 Plan, and each Future Award will be exercised or exchanged in accordance with the terms of the 2020 Plan and such Future Award, including any option or award agreement entered into in connection therewith.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Awarded Shares pursuant to the Prior Plan has been duly authorized and, when and to the extent issued and delivered by the Company in accordance with the Registration Statement, the Prior Plan, the Resolutions, any applicable Prior Award and any other resolutions adopted by the Board or a duly authorized committee thereof relating thereto, the Awarded Shares will be validly issued, fully paid and nonassessable.

3. The issuance of the Unawarded Shares and any Forfeited Shares pursuant to the 2020 Plan has been duly authorized and, when and to the extent issued and delivered by the Company in accordance with the Registration Statement, the 2020 Plan, the Resolutions, any applicable Future Award and any other resolutions adopted by the Board or a duly authorized committee thereof relating thereto, the Unawarded Shares or Forfeited Shares, as applicable, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning United States federal law or the laws of any other jurisdiction. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed

herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Post-Effective Amendment No.1 to Registration Statement on Form S-8 (No. 333-188168) of Hanesbrands Inc. of our report dated February 10, 2020 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Hanesbrands Inc.'s Annual Report on Form 10-K for the year ended December 28, 2019.

/s/ PricewaterhouseCoopers LLP
Greensboro, NC

May 8, 2020