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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2018  
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-32891

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**Hanesbrands Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State of incorporation)

**20-3552316**  
(I.R.S. employer  
identification no.)

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

**27105**  
(Zip code)

**(336) 519-8080**

(Registrant's telephone number including area code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 27, 2018, there were 360,370,371 shares of the registrant's common stock outstanding.

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## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q includes 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. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “intend,” “anticipate,” “plan,” “continue” or similar expressions. In particular, statements under the heading “Outlook” and other information appearing under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” include forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements.

Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations of our management, expressed in good faith and believed to have a reasonable basis. However, there can be no assurance that the expectation or belief will result or will be achieved or accomplished. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission (the “SEC”), including this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 30, 2017, under the caption “Risk Factors,” and available on the “Investors” section of our corporate website, [www.Hanes.com/investors](http://www.Hanes.com/investors).

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K for the year ended December 30, 2017, particularly under the caption “Risk Factors.” We undertake no obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings over the Internet at the SEC’s website at [www.sec.gov](http://www.sec.gov). To receive copies of public records not posted to the SEC’s web site at prescribed rates, you may complete an online form at [www.sec.gov](http://www.sec.gov), send a fax to (202) 772-9337 or submit a written request to the SEC, Office of FOIA/PA Operations, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information.

We make available free of charge at [www.Hanes.com/investors](http://www.Hanes.com/investors) (in the “Investors” section) copies of materials we file with, or furnish to, the SEC. By referring to our corporate website, [www.Hanes.com/corporate](http://www.Hanes.com/corporate), or any of our other websites, we do not incorporate any such website or its contents into this Quarterly Report on Form 10-Q.

## PART I

Item 1. *Financial Statements*

**HANESBRANDS INC.**  
**Condensed Consolidated Statements of Income**  
**(in thousands, except per share amounts)**  
**(unaudited)**

	Quarter Ended	
	March 31, 2018	April 1, 2017
Net sales	\$ 1,471,504	\$ 1,380,355
Cost of sales	892,583	840,824
Gross profit	578,921	539,531
Selling, general and administrative expenses	432,863	413,102
Operating profit	146,058	126,429
Other expenses	5,761	6,545
Interest expense, net	45,763	42,137
Income from continuing operations before income tax expense	94,534	77,747
Income tax expense	15,125	4,665
Income from continuing operations	79,409	73,082
Loss from discontinued operations, net of tax	—	(2,465)
Net income	\$ 79,409	\$ 70,617
Earnings (loss) per share — basic:		
Continuing operations	\$ 0.22	\$ 0.20
Discontinued operations	—	(0.01)
Net income	\$ 0.22	\$ 0.19
Earnings (loss) per share — diluted:		
Continuing operations	\$ 0.22	\$ 0.19
Discontinued operations	—	(0.01)
Net income	\$ 0.22	\$ 0.19

See accompanying notes to Condensed Consolidated Financial Statements.

**HANESBRANDS INC.**  
**Condensed Consolidated Statements of Comprehensive Income**  
**(in thousands)**  
**(unaudited)**

	Quarter Ended	
	March 31, 2018	April 1, 2017
Net income	\$ 79,409	\$ 70,617
Other comprehensive income (loss), net of tax of (\$1,187) and \$4,092, respectively	(11,493)	16,226
Comprehensive income	\$ 67,916	\$ 86,843

See accompanying notes to Condensed Consolidated Financial Statements.

**HANESBRANDS INC.**  
**Condensed Consolidated Balance Sheets**  
**(in thousands, except share and per share amounts)**  
**(unaudited)**

	March 31, 2018	December 30, 2017
<b>Assets</b>		
Cash and cash equivalents	\$ 373,662	\$ 421,566
Trade accounts receivable, net	874,684	903,318
Inventories	2,044,680	1,874,990
Other current assets	106,800	186,496
Total current assets	3,399,826	3,386,370
Property, net	630,669	623,991
Trademarks and other identifiable intangibles, net	1,668,876	1,402,857
Goodwill	1,282,504	1,167,007
Deferred tax assets	233,279	234,932
Other noncurrent assets	112,621	79,618
Total assets	\$ 7,327,775	\$ 6,894,775
<b>Liabilities and Stockholders' Equity</b>		
Accounts payable	\$ 813,981	\$ 867,649
Accrued liabilities	523,166	649,634
Notes payable	17,830	11,873
Accounts Receivable Securitization Facility	157,081	125,209
Current portion of long-term debt	165,702	124,380
Total current liabilities	1,677,760	1,778,745
Long-term debt	4,185,252	3,702,054
Pension and postretirement benefits	408,787	405,238
Other noncurrent liabilities	350,281	322,536
Total liabilities	6,622,080	6,208,573
Stockholders' equity:		
Preferred stock (50,000,000 authorized shares; \$.01 par value)		
Issued and outstanding — None	—	—
Common stock (2,000,000,000 authorized shares; \$.01 par value)		
Issued and outstanding — 360,363,608 and 360,125,894, respectively	3,604	3,601
Additional paid-in capital	277,755	271,462
Retained earnings	875,035	850,345
Accumulated other comprehensive loss	(450,699)	(439,206)
Total stockholders' equity	705,695	686,202
Total liabilities and stockholders' equity	\$ 7,327,775	\$ 6,894,775

See accompanying notes to Condensed Consolidated Financial Statements.

**HANESBRANDS INC.**  
**Condensed Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	Quarter Ended	
	March 31, 2018	April 1, 2017
<b>Operating activities:</b>		
Net income	\$ 79,409	\$ 70,617
<b>Adjustments to reconcile net income to net cash from operating activities:</b>		
Depreciation and amortization of long-lived assets	31,925	28,765
Amortization of debt issuance costs	2,343	2,701
Stock compensation expense	4,746	3,528
Deferred taxes and other	(2,795)	6,931
<b>Changes in assets and liabilities, net of acquisition of businesses:</b>		
Accounts receivable	36,932	49,553
Inventories	(150,768)	(140,610)
Other assets	13,840	(6,775)
Accounts payable	(63,655)	(14,328)
Accrued pension and postretirement benefits	4,441	6,341
Accrued liabilities and other	(84,561)	(29,521)
Net cash from operating activities	<u>(128,143)</u>	<u>(22,798)</u>
<b>Investing activities:</b>		
Purchases of property, plant and equipment	(19,804)	(16,049)
Proceeds from sales of assets	1,506	4,603
Acquisition of business, net of cash acquired	(334,915)	(524)
Disposition of businesses	—	37,434
Net cash from investing activities	<u>(353,213)</u>	<u>25,464</u>
<b>Financing activities:</b>		
Borrowings on notes payable	83,920	27,893
Repayments on notes payable	(81,426)	(42,540)
Borrowings on Accounts Receivable Securitization Facility	79,449	213,539
Repayments on Accounts Receivable Securitization Facility	(47,577)	(65,274)
Borrowings on Revolving Loan Facilities	1,267,860	1,265,000
Repayments on Revolving Loan Facilities	(771,000)	(1,009,500)
Repayments on Term Loan Facilities	(10,625)	(13,594)
Repayments on International Debt	(997)	(16,226)
Share repurchases	—	(299,919)
Cash dividends paid	(54,053)	(55,875)
Payment of contingent consideration	(3,540)	—
Taxes paid related to net shares settlement of equity awards	(2,757)	(1,669)
Other	(170)	2,676
Net cash from financing activities	<u>459,084</u>	<u>4,511</u>
Effect of changes in foreign exchange rates on cash	<u>1,186</u>	<u>(3,799)</u>
Change in cash, cash equivalents and restricted cash	(21,086)	3,378
Cash and cash equivalents at beginning of year	421,566	460,245
Cash, cash equivalents and restricted cash at end of period	400,480	463,623
Less restricted cash at end of period	26,818	—
Cash and cash equivalents per balance sheet at end of period	<u>\$ 373,662</u>	<u>\$ 463,623</u>

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.

**Notes to Condensed Consolidated Financial Statements  
(dollars and shares in thousands, except per share data)  
(unaudited)**

**(1) Basis of Presentation**

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Management believes that the disclosures made are adequate for a fair statement of the results of operations, financial condition and cash flows of Hanesbrands Inc., a Maryland corporation, and its consolidated subsidiaries (the “Company” or “Hanesbrands”). In the opinion of management, the condensed consolidated interim financial statements reflect all adjustments, which consist only of normal recurring adjustments, necessary to state fairly the results of operations, financial condition and cash flows for the interim periods presented herein. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates. Four subsidiaries of the Company close on a day which is less than a week different than the Company’s consolidated quarter end. The difference in reporting of financial information for these subsidiaries did not have a material impact on the Company’s financial condition, results of operations or cash flows.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s most recent Annual Report on Form 10-K. The year end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

**(2) Recent Accounting Pronouncements**

***Revenue from Contracts with Customers***

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)”, a new accounting standard on revenue recognition that outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The FASB has subsequently issued updates to the standard to provide additional clarification on specific topics. The new standard was effective for the Company in the first quarter of 2018 and applied using a modified retrospective method. The Company has included enhanced disclosures related to disaggregation of revenue sources and accounting policies. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows, but did result in additional disclosures. Refer to Note, “Revenue Recognition.”

***Statement of Cash Flows***

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments.” The new guidance addresses the classification of debt prepayment and extinguishment costs and contingent consideration payments made after a business combination. The new standard was effective for the Company in the first quarter of 2018. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

In November 2016, the FASB issued ASU 2016-18, “Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force).” This standard requires that restricted cash and restricted cash equivalents be included in cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown in the statement of cash flows. The Company adopted the provisions of ASU 2016-18 in the first quarter of 2018 using the retrospective transition method. The Company did not have restricted cash in prior periods, therefore the adoption of the new guidance did not have an impact to previously reported cash flows. The Condensed Consolidated Statement of Cash Flow for the quarter ended March 31, 2018 includes restricted cash of \$26,818.

***Retirement Benefits***

In March 2017, the FASB issued ASU 2017-07, “Compensation - Retirement Benefits (Topic 715): Improving the presentation of net periodic pension cost and net periodic postretirement benefit cost.” The new rules require that an employer



**HANESBRANDS INC.****Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

report the service cost component in the same line item or items as other compensation costs arising from services rendered by pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. The new standard was effective for the Company in the first quarter of 2018 and applied with retrospective treatment. Accordingly, the Company reclassified \$5,161 from the “Selling, general and administrative expenses” line to the “Other expenses” line within the Condensed Consolidated Statements of Income for the first quarter 2017. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

***Income Taxes***

In October 2016, the FASB issued ASU 2016-16, “Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory.” The new rules eliminate the exception for an intra-entity transfer of an asset other than inventory, which aligns the recognition of income tax consequences for such transfers. The new rules require the recognition of current and deferred income taxes resulting from these transfers when the transfer occurs rather than when it is sold to an external party. The new standard was effective for the Company in the first quarter of 2018. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

***Definition of a Business***

In January 2017, the FASB issued ASU 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business.” The new rules provide for the application of a screen test to consider whether substantially all the fair value of the assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If the screen test determines this to be true, the set is not a business. The new standard was effective for the Company in the first quarter of 2018. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

***Stock Compensation***

In May 2017, the FASB issued ASU 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting.” The new rules provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Under the new rules, an entity should account for the effects of a modification unless the fair value, vesting conditions and classification of the modified award are the same as the original award immediately before the original award is modified. The new standard was effective for the Company in the first quarter of 2018. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

***Lease Accounting***

In February 2016, the FASB issued ASU 2016-02, “Leases”, which will require lessees to recognize a right-of-use asset and a lease liability for all leases that are not short-term in nature. The new rules will be effective for the Company in the first quarter of 2019. The Company is currently in the process of evaluating the impact of adoption of the new rules on the Company’s financial condition, results of operations and cash flows.

***Derivatives and Hedging***

In August 2017, the FASB issued ASU 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.” The new rules expand the hedging strategies that qualify for hedge accounting, including contractually-specified price components of a commodity purchase or sale, hedges of the benchmark rate component of the contractual coupon cash flows of fixed-rate assets and liabilities, hedges of the portion of a closed portfolio of prepayable assets and partial-term hedges of fixed-rate assets and liabilities. The new rules also allow additional time to complete hedge effectiveness testing and allow qualitative assessments subsequent to initial quantitative tests if there is a supportable expectation that the hedge will remain highly effective. The new rules will be effective for the Company in the first quarter of 2019, with early adoption permitted. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

## HANESBRANDS INC.

**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**Comprehensive Income**

In February 2018, the FASB issued ASU 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.” The new rules allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. The new rules will be effective for the Company in the first quarter of 2019. The Company is in the process of assessing the impact of the new accounting rules on the Company’s financial condition and does not expect the adoption of the new accounting rules to have an impact on the Company’s results of operations or cash flows.

**Goodwill Impairment**

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.” The new rules simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

**(3) Revenue Recognition**

On December 31, 2017, the Company adopted ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)” (“Topic 606”) using the modified retrospective method applied to contracts which were pending as of December 31, 2017. Financial results included in the Company’s Condensed Consolidated Statement of Income for the quarter ended March 31, 2018 are presented under Topic 606, while prior year amounts have not been restated and continue to be reported in accordance with ASC 605, “Revenue Recognition” (“Topic 605”). As a result of adopting Topic 606, the Company did not adjust opening retained earnings.

Revenue is recognized when obligations under the terms of a contract with a customer are satisfied, which occurs at a point in time, upon either shipment or delivery to the customer. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods, which includes estimates for variable consideration. Variable consideration includes trade discounts, rebates, volume-based incentives, cooperative advertising and product returns, which are offered within contracts between the Company and its customers, employing the practical expedient for contract costs. Incidental items that are immaterial to the context of the contract are recognized as expense at the transaction date.

The following table presents the Company’s revenues disaggregated by method of purchase:

	<b>Quarter Ended</b>
	<b>March 31,</b>
	<b>2018</b>
Third-party brick-and-mortar wholesale	\$ 1,164,308
Consumer-directed	307,196
<b>Total net sales</b>	<b>\$ 1,471,504</b>

**Revenue Sources***Third-Party Brick-and-Mortar Wholesale Revenue*

Third-party brick-and-mortar wholesale revenue is primarily generated through sales to retailers to support their brick-and-mortar operations. Also included within third-party brick-and-mortar wholesale revenues is revenue from royalty agreements. The Company earns royalties through license agreements with manufacturers of other consumer products that incorporate certain of the Company’s brands. The Company accrues revenue earned under these contracts based upon reported sales from the licensees.

*Consumer-Directed Revenue*

Consumer-directed revenue is primarily generated through sales driven directly by the consumer through company-operated stores and e-commerce platforms, which include both owned sites and the sites of the Company’s retail customers.

HANESBRANDS INC.

**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**Variable Consideration**

*Trade discounts and rebates*

The Company provides customers with discounts and rebates that are explicitly stated in the Company's contracts and are recorded as a reduction of revenue in the period the product revenue is recognized. The cost of these incentives is estimated using a number of factors, including historical utilization and redemption rates. The Company includes incentives offered in the form of free products in the determination of cost of sales.

*Volume based incentives*

Volume-based incentives involve rebates or refunds of cash that are redeemable only if the customer completes a specified number of sales transactions. Under these incentive programs, the Company estimates the anticipated rebate to be paid and allocates a portion of the estimated cost of the rebate to each underlying sales transaction with the customer.

*Cooperative advertising*

Under cooperative advertising arrangements, the Company agrees to reimburse the retailer for a portion of the costs incurred by the retailer to advertise and promote certain of the Company's products. The Company recognizes the cost of cooperative advertising programs in the period in which the advertising and promotional activity takes place.

*Product returns*

The Company generally offers customers a limited right of return for a purchased product. The Company estimates the amount of its product sales that may be returned by its customers and records this as a reduction of revenue in the period the related product revenue is recognized.

For all variable consideration, where appropriate, the Company estimates the amount using the expected value, which takes into consideration historical experience, current contractual requirements, specific known market events and forecasted customer buying and payment patterns. Overall, these reserves reflect the Company's best estimates of the amount of consideration to which the customer is entitled based on the terms of the contracts.

**(4) Acquisitions**

***Bras N Things***

On February 12, 2018, the Company acquired 100% of the outstanding equity of BNT Holdco Pty Limited ("Bras N Things") for a total purchase price of A\$498,236 (US\$391,572), which includes a cash payment of A\$428,956 (US\$337,123), an indemnification escrow of A\$35,000 (US\$27,507) and assumed debt of A\$34,280 (US\$26,942). U.S. dollar equivalents are based on acquisition date exchange rates. The Company funded the acquisition with a combination of short-term borrowings under its Revolving Loan Facility and cash on hand. The A\$35,000 indemnification escrow is held in a retention account for a period of 18 months after the date of the acquisition to secure indemnification claims or other obligations of the sellers under the purchase agreement. The remaining balance of the indemnification escrow, including interest earned, if any, will be paid to the sellers at the end of the 18 month period. The indemnification escrow, held in one of the Company's bank accounts, is recognized and classified as restricted cash and included in the "Other noncurrent assets" line of the Condensed Consolidated Balance Sheet as of March 31, 2018.

Bras N Things contributed net revenues of \$16,137 and pretax earnings of \$3,178 (excluding acquisition and integration related charges of approximately \$936) since the date of acquisition. The results of operations of Bras N Things have been included in the Company's condensed consolidated financial statements since the date of acquisition and are reported as part of the International segment.

Bras N Things is a leading intimate apparel retailer and e-commerce business in Australia, New Zealand and South Africa. Bras N Things sells proprietary bras, panties and lingerie sets through a retail network of approximately 170 stores and an e-commerce platform. The Company believes this acquisition will create opportunities for expansion of the Bras N Things' consumer-directed sales model. Factors that contribute to the amount of goodwill recognized for the acquisition include the value of entry into the outlet store sector, expansion of online presence, including the third-party marketplace and expected synergies with existing Company functions. Goodwill associated with the acquisition is not tax deductible.

**HANESBRANDS INC.**
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

The *Bras N Things* trademark and brand name, which management believes to have an indefinite life, has been valued at \$275,071. Amortizable intangible assets have been assigned values of \$2,358 for noncompete agreements and \$785 for customer lists. Noncompete agreements are being amortized over one year and the customer list is being amortized over three years.

The Company is still in the process of valuing the assets acquired and liabilities assumed. The allocation of purchase price is preliminary and subject to change. Accordingly, adjustments may be made to the values of the acquired assets and assumed liabilities as additional information is obtained about the facts and circumstances which existed at the acquisition date. The acquired assets and liabilities as of the date of acquisition (February 12, 2018) include the following:

Cash and cash equivalents	\$	2,765
Accounts receivable, net		197
Inventories		10,110
Other current assets		1,637
Property, net		12,417
Trademarks and other identifiable intangibles		278,214
Deferred tax assets and other noncurrent assets		2,539
Total assets acquired		<u>307,879</u>
Accounts payable		4,929
Accrued liabilities and other		16,339
Deferred tax liabilities and other noncurrent liabilities		7,663
Total liabilities assumed		<u>28,931</u>
Net assets acquired		278,948
Goodwill		112,624
Total purchase price	\$	<u><u>391,572</u></u>

Total purchase price of the Bras N Things acquisition consisted of the following components:

Cash consideration paid	\$	337,123
Indemnification escrow asset		27,507
Debt assumed		26,942
Total purchase price	\$	<u><u>391,572</u></u>

Unaudited pro forma results of operations for the Company are presented below for the quarters ending March 31, 2018 and April 1, 2017, assuming that the acquisition of Bras N Things had occurred on January 1, 2017. Pro forma operating results for the quarter ended April 1, 2017 include expenses totaling \$1,129, for acquisition-related adjustments primarily related to inventory and intangible assets.

	Quarter Ended	
	March 31, 2018	April 1, 2017
Net sales	\$ 1,501,315	\$ 1,427,069
Net income from continuing operations	82,641	78,764
Earnings per share from continuing operations:		
Basic	\$ 0.23	\$ 0.21
Diluted	0.23	0.21

**Champion Europe**

In 2016, the Company acquired 100% of Champion Europe S.p.A. (“Champion Europe”), in an all-cash transaction valued at €220,751 (US\$245,554) on an enterprise value basis, less working capital adjustments as defined in the purchase agreement, which included an estimated contingent consideration of €40,700 (US\$45,277). The final contingent consideration for the Champion Europe acquisition was determined to be €64,250 (US\$73,738), of which €37,820 (US\$41,250) was paid in

HANESBRANDS INC.

Notes to Condensed Consolidated Financial Statements — (Continued)  
(dollars and shares in thousands, except per share data)  
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April 2017 and €26,430 (US\$32,488) was paid in February 2018. U.S. dollar equivalents are based on acquisition date or payment date exchange rates, as applicable.

**(5) Stockholders' Equity**

Basic earnings per share ("EPS") was computed by dividing net income by the number of weighted average shares of common stock outstanding. Diluted EPS was calculated to give effect to all potentially dilutive shares of common stock using the treasury stock method.

The reconciliation of basic to diluted weighted average shares outstanding is as follows:

	Quarter Ended	
	March 31, 2018	April 1, 2017
Basic weighted average shares outstanding	361,882	373,218
Effect of potentially dilutive securities:		
Stock options	1,067	1,640
Restricted stock units	335	385
Employee stock purchase plan and other	7	8
Diluted weighted average shares outstanding	<u>363,291</u>	<u>375,251</u>

For the quarters ended March 31, 2018 and April 1, 2017, no options were excluded from the diluted earnings per share calculation because their effect would be anti-dilutive. For the quarter ended March 31, 2018, no restricted stock units were excluded from the diluted earnings per share calculation, and for the quarter ended April 1, 2017, 42 restricted stock units were excluded from the diluted earnings per share calculation because their effect would be anti-dilutive.

For the quarters ended March 31, 2018 and April 1, 2017, the Company declared cash dividends of \$0.15 per share.

On April 24, 2018, the Company's Board of Directors declared a regular quarterly cash dividend of \$0.15 per share on outstanding shares of common stock to be paid on June 5, 2018 to stockholders of record at the close of business on May 15, 2018.

On April 27, 2016, the Company's Board of Directors approved the current share repurchase program for up to 40,000 shares to be repurchased in open market transactions, subject to market conditions, legal requirements and other factors. The Company did not repurchase any shares during the quarter ended March 31, 2018. For the quarter ended April 1, 2017, the Company repurchased 14,696 shares at a weighted average purchase price of \$20.39 per share. The shares were repurchased at a total cost of \$299,919. At March 31, 2018, the remaining repurchase authorization totaled 20,360 shares. The program does not obligate the Company to acquire any particular amount of common stock and may be suspended or discontinued at any time at the Company's discretion.

**(6) Inventories**

Inventories consisted of the following:

	March 31, 2018	December 30, 2017
Raw materials	\$ 135,327	\$ 129,287
Work in process	213,029	226,659
Finished goods	1,696,324	1,519,044
	<u>\$ 2,044,680</u>	<u>\$ 1,874,990</u>

**HANESBRANDS INC.**  
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
(dollars and shares in thousands, except per share data)  
(unaudited)

**(7) Debt**

Debt consisted of the following:

	Interest Rate as of March 31, 2018	Principal Amount		Maturity Date
		March 31, 2018	December 30, 2017	
<b>Senior Secured Credit Facility:</b>				
Revolving Loan Facility	3.24%	\$ 457,000	\$ —	December 2022
Term Loan A	3.23%	740,625	750,000	December 2022
Term Loan B	3.63%	498,750	500,000	December 2024
Australian Term A-1	3.22%	133,323	135,826	July 2019
4.875% Senior Notes	4.88%	900,000	900,000	May 2026
4.625% Senior Notes	4.63%	900,000	900,000	May 2024
3.5% Senior Notes	3.50%	615,460	599,649	June 2024
European Revolving Loan Facility	1.50%	123,092	81,539	September 2018
Accounts Receivable Securitization Facility	2.54%	157,081	125,209	March 2019
Other International Debt	Various	23,074	1,044	Various
		4,548,405	3,993,267	
Less long-term debt issuance cost		40,370	41,624	
Less current maturities		322,783	249,589	
		\$ 4,185,252	\$ 3,702,054	

As of March 31, 2018, the Company had \$538,915 of borrowing availability under the \$1,000,000 Revolving Loan Facility after taking into account outstanding borrowings and \$4,085 of standby and trade letters of credit issued and outstanding under this facility. The Company also had \$42,919 of borrowing availability under the Accounts Receivable Securitization Facility, \$49,805 of borrowing availability under the Australian Revolving Loan Facility, no borrowing availability under the European Revolving Loan Facility and \$111,713 of borrowing availability under other international lines of credit after taking into account outstanding borrowings and letters of credit outstanding under the applicable facility.

In March 2018, the Company amended the Accounts Receivable Securitization Facility that it entered into in November 2007 (the “Accounts Receivable Securitization Facility”). This amendment primarily extended the maturity date to March 2019.

As of March 31, 2018, the Company was in compliance with all financial covenants under its credit facilities.

**(8) Accumulated Other Comprehensive Loss**

The components of accumulated other comprehensive loss (“AOCI”) are as follows:

	Cumulative Translation Adjustment	Hedges	Defined Benefit Plans	Income Taxes	Accumulated Other Comprehensive Loss
Balance at December 30, 2017	\$ (43,505)	\$ (25,461)	\$ (614,000)	\$ 243,760	\$ (439,206)
Amounts reclassified from accumulated other comprehensive loss	—	1,665	3,067	(1,480)	3,252
Current-period other comprehensive income (loss) activity	(13,330)	(1,708)	—	293	(14,745)
Balance at March 31, 2018	\$ (56,835)	\$ (25,504)	\$ (610,933)	\$ 242,573	\$ (450,699)

**HANESBRANDS INC.**  
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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The Company had the following reclassifications out of AOCI:

Component of AOCI	Location of Reclassification into Income	Amount of Reclassification from AOCI	
		Quarter Ended	
		March 31, 2018	April 1, 2017
Gain (loss) on foreign exchange contracts	Cost of sales	\$ (1,665)	\$ 298
	Income tax	302	(113)
	Net of tax	(1,363)	185
Amortization of deferred actuarial loss and prior service cost	Selling, general and administrative expenses	(3,067)	(4,810)
	Income tax	1,178	1,847
	Net of tax	(1,889)	(2,963)
Total reclassifications		<u>\$ (3,252)</u>	<u>\$ (2,778)</u>

**(9) Financial Instruments and Risk Management**

The Company uses forward foreign exchange contracts to manage its exposures to movements in foreign exchange rates. As of March 31, 2018, the notional U.S. dollar equivalent of the Company's derivative portfolio was \$665,122, primarily consisting of contracts hedging exposures to the Euro, Australian dollar, Canadian dollar and Mexican peso.

**Fair Values of Derivative Instruments**

The fair values of derivative financial instruments recognized in the Condensed Consolidated Balance Sheets of the Company were as follows:

	Balance Sheet Location	Fair Value	
		March 31, 2018	December 30, 2017
Hedges	Other current assets	\$ 1,990	\$ 1,464
Non-hedges	Other current assets	181	136
Total derivative assets		<u>2,171</u>	<u>1,600</u>
Hedges	Accrued liabilities	(11,421)	(14,750)
Non-hedges	Accrued liabilities	(6,611)	(7,818)
Total derivative liabilities		<u>(18,032)</u>	<u>(22,568)</u>
<b>Net derivative liability</b>		<u>\$ (15,861)</u>	<u>\$ (20,968)</u>

**Cash Flow Hedges**

A hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability is designated as a cash flow hedge. The Company uses forward foreign exchange contracts to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated transactions, foreign currency-denominated investments and other known foreign currency exposures. Gains and losses on these contracts are intended to offset losses and gains on the hedged transaction in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates.

The Company expects to reclassify into earnings during the next 12 months a net loss from AOCI of approximately \$18,534.

The ineffective portion of the changes in the fair value of derivatives used as cash flow hedges are reported in the "Cost of sales" line in the Condensed Consolidated Statements of Income.

**HANESBRANDS INC.**
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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The effect of cash flow hedge derivative instruments on the Condensed Consolidated Statements of Income and AOCI is as follows:

		Amount of Loss Recognized in AOCI (Effective Portion)	
		Quarter Ended	
		March 31, 2018	April 1, 2017
Foreign exchange contracts		\$ (1,708)	\$ (18,114)

	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	
		Quarter Ended	
		March 31, 2018	April 1, 2017
Foreign exchange contracts	Cost of sales	\$ (1,665)	\$ 298

**Mark to Market Hedges**

A derivative used as a hedging instrument whose change in fair value is recognized to act as an economic hedge against changes in the values of the hedged item is designated a mark to market hedge. The Company uses foreign exchange derivative contracts as economic hedges against the impact of foreign exchange fluctuations on existing accounts receivable and payable balances and intercompany lending transactions denominated in foreign currencies. Foreign exchange derivative contracts are recorded as mark to market hedges when the hedged item is a recorded asset or liability that is revalued in each accounting period. These contracts are not designated as hedges under the accounting standards and are recorded at fair value in the Condensed Consolidated Balance Sheets. Any gains or losses resulting from changes in fair value are recognized directly into earnings. Gains or losses on these contracts largely offset the net remeasurement gains or losses on the related assets and liabilities.

The effect of derivative contracts not designated as hedges on the Condensed Consolidated Statements of Income is as follows:

	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income	
		Quarter Ended	
		March 31, 2018	April 1, 2017
Foreign exchange contracts	Cost of sales	\$ 9,100	\$ —
Foreign exchange contracts	Selling, general and administrative expenses	303	(4,264)
<b>Total</b>		<b>\$ 9,403</b>	<b>\$ (4,264)</b>

**(10) Fair Value of Assets and Liabilities**

As of March 31, 2018, the Company held certain financial assets and liabilities that are required to be measured at fair value on a recurring basis. These consisted of the Company's derivative instruments related to foreign exchange rates and deferred compensation plan liabilities. The fair values of foreign exchange rate derivatives are determined using the cash flows of the foreign exchange contract, discount rates to account for the passage of time and current foreign exchange market data which are all based on inputs readily available in public markets and are categorized as Level 2. The fair value of deferred compensation plans is based on readily available current market data and is categorized as Level 2. The Company's defined benefit pension plan investments are not required to be measured at fair value on a recurring basis.



**HANESBRANDS INC.**
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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There were no changes during the quarter ended March 31, 2018 to the Company's valuation techniques used to measure asset and liability fair values on a recurring basis. There were no transfers into or out of Level 1, Level 2 or Level 3 during the quarter ended March 31, 2018. As of and during the quarter ended March 31, 2018, the Company did not have any non-financial assets or liabilities that were required to be measured at fair value on a recurring or non-recurring basis.

The following tables set forth, by level within the fair value hierarchy, the Company's financial assets and liabilities accounted for at fair value on a recurring basis.

	Assets (Liabilities) at Fair Value as of March 31, 2018			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Foreign exchange derivative contracts - assets	\$ 2,171	\$ —	\$ 2,171	\$ —
Foreign exchange derivative contracts - liabilities	(18,032)	—	(18,032)	—
	(15,861)	—	(15,861)	—
Deferred compensation plan liability	(45,082)	—	(45,082)	—
<b>Total</b>	<b>\$ (60,943)</b>	<b>\$ —</b>	<b>\$ (60,943)</b>	<b>\$ —</b>

	Assets (Liabilities) at Fair Value as of December 30, 2017			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Foreign exchange derivative contracts - assets	\$ 1,600	\$ —	\$ 1,600	\$ —
Foreign exchange derivative contracts - liabilities	(22,568)	—	(22,568)	—
	(20,968)	—	(20,968)	—
Deferred compensation plan liability	(52,758)	—	(52,758)	—
<b>Total</b>	<b>\$ (73,726)</b>	<b>\$ —</b>	<b>\$ (73,726)</b>	<b>\$ —</b>

**Fair Value of Financial Instruments**

The carrying amounts of cash and cash equivalents, trade accounts receivable, notes receivable and accounts payable approximated fair value as of March 31, 2018 and December 30, 2017. The carrying amount of trade accounts receivable included allowance for doubtful accounts, chargebacks and other deductions of \$29,049 and \$26,096 as of March 31, 2018 and December 30, 2017, respectively. The fair value of debt, which is classified as a Level 2 liability, was \$4,562,178 and \$4,093,229 as of March 31, 2018 and December 30, 2017, respectively. Debt had a carrying value of \$4,548,405 and \$3,993,267 as of March 31, 2018 and December 30, 2017, respectively. The fair values were estimated using quoted market prices as provided in secondary markets, which consider the Company's credit risk and market related conditions. The carrying amounts of the Company's notes payable, which is classified as a Level 2 liability, approximated fair value as of March 31, 2018 and December 30, 2017, primarily due to the short-term nature of these instruments.

**(11) Income Taxes**

The Company's effective income tax rate for continuing operations was 16% and 6% for the quarters ended March 31, 2018 and April 1, 2017, respectively. The higher effective income tax rate for the quarter ended March 31, 2018 compared to the quarter ended April 1, 2017 was primarily due to certain provisions of the Tax Cuts and Jobs Act (the "Tax Act"), specifically the base-broadening provision which imposed a new minimum tax on global intangible low-tax income ("GILTI"), as well as a discrete charge of \$3,723 resulting from a tax law change in foreign a jurisdiction.

The recently enacted Tax Act significantly revised U.S. corporate income tax law by, among other things, reducing the federal income tax rate to 21% and implementing a modified territorial tax system that includes a one-time transition tax on deemed repatriated earnings of foreign subsidiaries. In response to the Tax Act, the SEC issued Staff Accounting Bulletin No.

## HANESBRANDS INC.

**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

118 (“SAB 118”) which allows issuers to recognize provisional estimates of the impact of the Tax Act in their financial statements, or in circumstances where estimates cannot be made, to disclose and recognize at a later date.

As of March 31, 2018, the Company is in the process of evaluating the impact of the Tax Act on being partially reinvested with respect to prior year undistributed earnings. A provisional charge of \$1,457 was recognized in the quarter ending March 31, 2018 for actual and planned distributions; however, the Company is continuing to evaluate the overall impact of its partial permanent reinvestment assertion. For the year ended December 30, 2017, the Company included in its financial statements provisional charges for the revaluation of the Company’s net domestic deferred tax assets, a one-time charge for the deemed repatriation of historic unremitted earnings, as well as other less material provisions of the Tax Act. There were no additional changes to the provisional amounts recorded as of the year ended December 30, 2017. The accounting is expected to be completed and disclosed within the one-year measurement period as allowed by SAB 118.

For the quarter ended March 31, 2018, the Company recorded a liability for an unrecognized tax benefit of \$17,643, related to the acquisition of Bras N Things, as part of purchase accounting.

During the quarter ended March 31, 2018, the Company finalized its accounting policy decision with respect to the new GILTI tax rules, and has concluded that GILTI will be treated as a periodic charge in the year in which it arises, and will not record deferred taxes for the basis associated with GILTI earnings.

**(12) Discontinued Operations**

As part of the Company’s acquisition of Hanes Australasia in 2016, the Company acquired Hanes Australasia’s legacy Dunlop Flooring and Tontine Pillow businesses. The Company concluded that these businesses were not a strategic fit; therefore, the decision was made to divest the businesses.

In February 2017, the Company sold its Dunlop Flooring business for A\$34,564 (US\$26,219) in net cash proceeds at the time of sale, with an additional A\$1,334 (US\$1,012) of proceeds received in April 2017 related to a working capital adjustment, resulting in a pre-tax loss of A\$2,715 (US\$2,083). U.S. dollar equivalents are based on exchange rates on the date of the sale transaction. The Dunlop Flooring business was reported as part of discontinued operations since the date of acquisition.

In March 2017, the Company sold its Tontine Pillow business for A\$13,500 (US\$10,363) in net cash proceeds at the time of sale. A working capital adjustment of A\$966 (US\$742) was paid to the buyer in April 2017, resulting in a net pre-tax gain of A\$2,415 (US\$1,856). U.S. dollar equivalents are based on exchange rates on the date of the sale transaction. The Tontine Pillow business was reported as part of discontinued operations since the date of acquisition.

The operating results of these discontinued operations only reflect revenues and expenses that are directly attributable to these businesses that were eliminated from ongoing operations. The key components from discontinued operations related to the Dunlop Flooring and Tontine Pillow businesses were as follows:

	<b>Quarter Ended</b>
	<b>April 1,</b>
	<b>2017</b>
Net sales	\$ 6,865
Cost of sales	4,507
Gross profit	2,358
Selling, general and administrative expenses	3,731
Operating loss	(1,373)
Other expenses	303
Net loss on disposal of businesses	766
Loss from discontinued operations before income tax expense	(2,442)
Income tax expense	23
Net loss from discontinued operations, net of tax	\$ (2,465)

**HANESBRANDS INC.**
**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**
**(13) Business Segment Information**

The Company's operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management that is responsible for the operations of the segment's businesses, but the segments share a common supply chain and media and marketing platforms. Other consists of the Company's U.S. value-based ("outlet") stores and U.S. hosiery business.

The types of products and services from which each reportable segment derives its revenues are as follows:

- Innerwear sells basic branded products that are replenishment in nature under the product categories of men's underwear, panties, children's underwear, socks and intimate apparel, which includes bras and shapewear.
- Activewear sells basic branded products that are primarily seasonal in nature under the product categories of branded printwear and retail activewear, as well as licensed logo apparel in collegiate bookstores, mass retail and other channels.
- International primarily relates to the Europe, Australia, Asia, Latin America and Canada geographic locations that sell products that primarily span across the Innerwear and Activewear product categories.

The Company evaluates the operating performance of its segments based upon segment operating profit, which is defined as operating profit before general corporate expenses, acquisition, integration and other action-related charges and amortization of intangibles. In the first quarter of 2018, the Company eliminated the allocation of certain corporate overhead selling, general and administrative expenses related to the legal, human resources, information technology, finance and real estate departments to the segments, in order to reflect the manner in which the business is managed and results are reviewed by the chief executive officer, who is the Company's chief operating decision maker. Prior year segment operating profit disclosures have been revised to conform to the current year presentation. The accounting policies of the segments are consistent with those described in Note 2 to the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 30, 2017.

	Quarter Ended	
	March 31, 2018	April 1, 2017
<b>Net sales:</b>		
Innerwear	\$ 491,078	\$ 505,190
Activewear	346,125	327,343
International	569,887	477,398
Other	64,414	70,424
Total net sales	<u>\$ 1,471,504</u>	<u>\$ 1,380,355</u>
	Quarter Ended	
	March 31, 2018	April 1, 2017
<b>Segment operating profit:</b>		
Innerwear	\$ 101,419	\$ 116,622
Activewear	38,287	43,350
International	77,061	52,662
Other	2,627	2,628
Total segment operating profit	<u>219,394</u>	<u>215,262</u>
<b>Items not included in segment operating profit:</b>		
General corporate expenses	(44,531)	(43,281)
Acquisition, integration and other action-related charges	(19,617)	(38,367)
Amortization of intangibles	(9,188)	(7,185)
Total operating profit	<u>146,058</u>	<u>126,429</u>
Other expenses	(5,761)	(6,545)
Interest expense, net	(45,763)	(42,137)
Income from continuing operations before income tax expense	<u>\$ 94,534</u>	<u>\$ 77,747</u>

**HANESBRANDS INC.**

**Notes to Condensed Consolidated Financial Statements — (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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For the quarter ended March 31, 2018, the Company incurred acquisition, integration and other action-related charges that impact operating profit of \$19,617, of which \$10,753 is reported in the “Cost of sales” line and \$8,864 is reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statement of Income. For the quarter ended April 1, 2017, the Company incurred acquisition-related and integration charges of \$38,367, of which \$15,475 is reported in the “Cost of sales” line and \$22,892 is reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statement of Income.

As part of the Hanes Europe Innerwear acquisition strategy, in 2015 the Company identified management and administrative positions that were considered non-essential and/or duplicative that have or will be eliminated. As of December 30, 2017, the Company had accrued \$22,302 for expected benefit payments related to employee termination and other benefits for affected employees. During the quarter ended March 31, 2018, there were \$2,513 of benefit payments and foreign currency adjustments, resulting in an ending accrual of \$19,789, of which, \$9,645 and \$10,144, is included in the “Accrued liabilities” and “Other noncurrent liabilities” lines of the Condensed Consolidated Balance Sheet, respectively.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This management's discussion and analysis of financial condition and results of operations, or MD&A, contains forward-looking statements that involve risks and uncertainties. Please see "Forward-Looking Statements" in this Quarterly Report on Form 10-Q for a discussion of the uncertainties, risks and assumptions associated with these statements. This discussion should be read in conjunction with our historical financial statements and related notes thereto and the other disclosures contained elsewhere in this Quarterly Report on Form 10-Q. The unaudited condensed consolidated financial statements and notes included herein should be read in conjunction with our audited consolidated financial statements and notes for the year ended December 30, 2017, which were included in our Annual Report on Form 10-K filed with the SEC. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those included elsewhere in this Quarterly Report on Form 10-Q and those included in the "Risk Factors" section and elsewhere in our Annual Report on Form 10-K for the year ended December 30, 2017.

**Overview**

We are a consumer goods company with a portfolio of leading apparel brands, including *Hanes*, *Champion*, *Bonds*, *Maidenform*, *DIM*, *Bali*, *Playtex*, *JMS/Just My Size*, *Nur Die/Nur Der*, *L'eggs*, *Lovable*, *Wonderbra*, *Berlei*, *Gear for Sports*, *Alternative* and *Bras N Things*. We design, manufacture, source and sell a broad range of basic apparel such as T-shirts, bras, panties, men's underwear, children's underwear, activewear, socks and hosiery.

Our operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management that is responsible for the operations of the segment's businesses, but the segments share a common supply chain and media and marketing platforms. In the first quarter of 2018, we eliminated the allocation of certain corporate overhead selling, general and administrative expenses related to the legal, human resources, information technology, finance and real estate departments to the segments, in order to reflect the manner in which the business is managed and results are reviewed by the chief executive officer, who is our chief operating decision maker. Prior year segment operating profit disclosures have been revised to conform to the current year presentation.

**Highlights from the First Quarter Ended March 31, 2018**

Key financial highlights are as follows:

- Total net sales in the first quarter of 2018 were \$1.47 billion, compared with \$1.38 billion in the same period of 2017, representing a 7% increase.
- Operating profit increased 16% to \$146 million in the first quarter of 2018, compared with \$126 million in the same period of 2017. As a percentage of sales, operating profit was 9.9% in the first quarter of 2018 compared to 9.2% in the same period of 2017. Included within operating profit for both the first quarter of 2018 and 2017 were acquisition, integration and other action-related charges of \$20 million and \$38 million, respectively.
- Diluted earnings per share from continuing operations increased 16% to \$0.22 in the first quarter of 2018, compared with \$0.19 in the same period of 2017.
- We acquired BNT Holdco Pty Limited ("Bras N Things") on February 12, 2018 for a total purchase price of A\$498 million. Bras N Things is a leading intimate apparel retailer and e-commerce business in Australia, New Zealand and South Africa. Bras N Things sells proprietary bras, panties and lingerie sets through a retail network of approximately 170 stores and an e-commerce platform. We believe this acquisition will create opportunities for expansion of the Bras N Things consumer-directed model.

**Outlook**

We expect 2018 net sales of \$6.72 billion to \$6.82 billion.

Interest and other expenses are expected to be approximately \$207 million, combined.

We estimate our 2018 full-year tax rate of approximately 16%.

We expect cash flow from operations to be in the range of \$675 million to \$750 million. We expect capital expenditures of approximately \$90 million to \$100 million.

### Seasonality and Other Factors

Our operating results are subject to some variability due to seasonality and other factors. Generally, our diverse range of product offerings helps mitigate the impact of seasonal changes in demand for certain items. We generally have higher sales during the back-to-school and holiday shopping seasons and during periods of cooler weather, which benefits certain product categories such as fleece. Sales levels in any period are also impacted by customers' decisions to increase or decrease their inventory levels in response to anticipated consumer demand. Our customers may cancel or change delivery schedules, manage on-hand inventory levels, or change the mix of products ordered with minimal notice to us. Media, advertising and promotion expenses may vary from period to period during a fiscal year depending on the timing of our advertising campaigns for retail selling seasons and product introductions.

Although the majority of our products are replenishment in nature and tend to be purchased by consumers on a planned, rather than on an impulse basis, our sales are impacted by discretionary spending by consumers. Discretionary spending is affected by many factors, including, among others, general business conditions, interest rates, inflation, consumer debt levels, the availability of consumer credit, taxation, gasoline prices, weather, unemployment trends and other matters that influence consumer confidence and spending. Many of these factors are outside of our control. Consumers' purchases of discretionary items, including our products, could decline during periods when disposable income is lower, when prices increase in response to rising costs, or in periods of actual or perceived unfavorable economic conditions. These consumers may choose to purchase fewer of our products or to purchase lower-priced products of our competitors in response to higher prices for our products, or may choose not to purchase our products at prices that reflect our price increases that become effective from time to time.

Changes in product sales mix can impact our gross profit as the percentage of our sales attributable to higher margin products, such as intimate apparel and men's underwear, and lower margin products, such as activewear, fluctuate from time to time. In addition, sales attributable to higher and lower margin products within the same product category fluctuate from time to time. Our customers may change the mix of products ordered with minimal notice to us, which makes trends in product sales mix difficult to predict. However, certain changes in product sales mix are seasonal in nature, as sales of socks, hosiery and fleece products generally have higher sales during the last two quarters (July to December) of each fiscal year as a result of cooler weather, back-to-school shopping and holidays, while other changes in product mix may be attributable to customers' preferences and discretionary spending.

### Condensed Consolidated Results of Operations — First Quarter Ended March 31, 2018 Compared with First Quarter Ended April 1, 2017

	Quarter Ended		Higher (Lower)	Percent Change
	March 31, 2018	April 1, 2017		
	(dollars in thousands)			
Net sales	\$ 1,471,504	\$ 1,380,355	\$ 91,149	6.6 %
Cost of sales	892,583	840,824	51,759	6.2
Gross profit	578,921	539,531	39,390	7.3
Selling, general and administrative expenses	432,863	413,102	19,761	4.8
Operating profit	146,058	126,429	19,629	15.5
Other expenses	5,761	6,545	(784)	(12.0)
Interest expense, net	45,763	42,137	3,626	8.6
Income from continuing operations before income tax expense	94,534	77,747	16,787	21.6
Income tax expense	15,125	4,665	10,460	224.2
Income from continuing operations	79,409	73,082	6,327	8.7
Loss from discontinued operations, net of tax	—	(2,465)	2,465	NM
Net income	\$ 79,409	\$ 70,617	\$ 8,792	12.5 %

#### Net Sales

Net sales increased 7% during the first quarter of 2018 primarily due to the following:

- Acquisition of Bras N Things in 2018 and Alternative Apparel in 2017, which added incremental net sales of approximately \$32 million in the first quarter of 2018;

- Organic sales on a constant currency basis, defined as sales excluding the impact of foreign currency and businesses acquired within 12 months, increased approximately 1% in the quarter driven by international, *Champion* and online sales growth, offset in part by declines in our Hanes activewear business, hosiery and slower traffic at our outlet stores; and
- Favorable impact of foreign exchange rates in our International businesses of approximately \$45 million.

### Gross Profit

Gross profit as a percentage of sales was 39.3%, an increase from prior year of approximately 20 basis points. The gross margin increase was attributable to a higher mix of international sales, which carry higher gross margins, and lower acquisition-related and integration charges, offset in part by higher input costs. Included in gross profit in the first quarters of 2018 and 2017 are charges of approximately \$11 million and \$15 million, respectively, related to acquisition, integration and other action-related costs.

### Selling, General and Administrative Expenses

As a percentage of net sales, our selling, general and administrative expenses were 29.4% for the first quarter of 2018 compared to 29.9% in the same period of 2017. Included in selling, general and administrative expenses were charges of approximately \$9 million and \$23 million of acquisition, integration and other action-related costs for the first quarters of 2018 and 2017, respectively. Selling, general and administrative expenses, as a percentage of net sales, decreased slightly due to lower acquisition, integration and other action-related costs for the first quarter of 2018 compared to the first quarter of 2017, cost savings realized from the corporate headcount reduction efforts in 2017, offset partially by higher distribution expenses from short term labor inefficiencies, increased media investment and higher proportionate of selling, general and administrative costs at our recently acquired businesses.

### Other Highlights

*Interest Expense* – higher by approximately \$4 million in the first quarter of 2018 compared to the first quarter of 2017 driven by higher debt balances. Our weighted average interest rate on our outstanding debt was 3.75% during the first quarter of 2018, compared to 3.74% in the first quarter of 2017.

*Income Tax Expense* – our effective income tax rate was 16% and 6% for the first quarters of 2018 and 2017, respectively. The higher tax rate in 2018 compared to the same period of 2017 is primarily due to certain provisions of the Tax Act, specifically the base-broadening provision which imposed a new minimum tax on global intangible low-tax income (“GILTI”), as well as a discrete charge of approximately \$4 million resulting from a tax law change in foreign a jurisdiction.

### Operating Results by Business Segment — First Quarter Ended March 31, 2018 Compared with First Quarter Ended April 1, 2017

	Net Sales		Operating Profit	
	Quarter Ended		Quarter Ended	
	March 31, 2018	April 1, 2017	March 31, 2018	April 1, 2017
	(dollars in thousands)			
Innerwear	\$ 491,078	\$ 505,190	\$ 101,419	\$ 116,622
Activewear	346,125	327,343	38,287	43,350
International	569,887	477,398	77,061	52,662
Other	64,414	70,424	2,627	2,628
Corporate	—	—	(73,336)	(88,833)
Total	\$ 1,471,504	\$ 1,380,355	\$ 146,058	\$ 126,429

### Innerwear

	Quarter Ended		Higher (Lower)	Percent Change
	March 31, 2018	April 1, 2017		
	(dollars in thousands)			
Net sales	\$ 491,078	\$ 505,190	\$ (14,112)	(2.8)%
Segment operating profit	101,419	116,622	(15,203)	(13.0)
Segment operating margin	20.7%	23.1%		

Innerwear net sales decreased in both our basics and intimates businesses, despite strong online sales growth. Net sales in our basic apparel decreased approximately 1% compared to the same period a year ago. Within our basics business, strength in our sock and children's underwear businesses was more than offset by declines in our other product categories. Net sales across our intimate apparel businesses decreased approximately 7%, primarily driven by decreased sales within the mass merchant channel. In addition, mid-tier and department store door closures continue to affect the intimates business.

Innerwear operating margin was 20.7%, representing approximately 240 basis point reduction from the same period a year ago. Operating margins declined due to the impact from higher raw material costs and lower sales volume, which was partially offset by lower selling, general and administrative expenses as a result of our prior year's corporate headcount reduction efforts.

### Activewear

	Quarter Ended		Higher (Lower)	Percent Change
	March 31, 2018	April 1, 2017		
	(dollars in thousands)			
Net sales	\$ 346,125	\$ 327,343	\$ 18,782	5.7 %
Segment operating profit	38,287	43,350	(5,063)	(11.7)
Segment operating margin	11.1%	13.2%		

Activewear net sales increased as a result of our acquisition of Alternative Apparel in 2017, which contributed incremental net sales of \$16 million, as well as approximately 1% increase in net sales among our other activewear businesses. Core *Champion* sales, which we define as *Champion* sales outside of the mass retail channel, were up in excess of 50% in the quarter driven by strong consumer demand, space gains in the sports specialty channels and growth in the online channel. Core *Champion* sales more than offset the decline in the *Champion* mass business, which we believe is mature, and the decline in our *Hanes* activewear business, within the mass retail channel, due to space constraints.

Activewear operating margin was 11.1%, representing approximately 210 basis point reduction from prior year. Operating margin decreased primarily due to higher raw material costs, higher distribution costs driven by labor inefficiencies and higher proportion of selling, general and administrative expenses from our recently acquired business, which were partially offset by favorable product mix and cost savings associated with prior year's corporate headcount reduction efforts.

### International

	Quarter Ended		Higher (Lower)	Percent Change
	March 31, 2018	April 1, 2017		
	(dollars in thousands)			
Net sales	\$ 569,887	\$ 477,398	\$ 92,489	19.4%
Segment operating profit	77,061	52,662	24,399	46.3
Segment operating margin	13.5%	11.0%		

Net sales in the International segment were higher as a result of the following:

- Our acquisition of Bras N Things in the first quarter of 2018, which contributed incremental net sales of approximately \$16 million;
- Increased net sales driven by our global *Champion* sales growth, primarily in the Europe and Asia markets; and
- Favorable impact of foreign currency exchange rates of approximately \$45 million.



International operating margin was 13.5%, an increase of approximately 250 basis points from prior year. Operating margin increased primarily due to scale efficiencies, favorable mix, coupled with the continued realization of acquisition synergies.

### Other

	Quarter Ended		Higher (Lower)	Percent Change
	March 31, 2018	April 1, 2017		
	(dollars in thousands)			
Net sales	\$ 64,414	\$ 70,424	\$ (6,010)	(8.5)%
Segment operating profit	2,627	2,628	(1)	—
Segment operating margin	4.1%	3.7%		

Other net sales were lower as a result of continued declines in hosiery sales within the U.S. and slower traffic at our outlet stores. Operating margin increased slightly due to continued cost savings efforts.

### Corporate

Corporate expenses included certain administrative costs and acquisition, integration and other action-related charges. Acquisition, integration and other action-related costs are expenses related directly to an acquisition and its integration into the organization. These costs include legal fees, consulting fees, bank fees, severance costs, certain purchase accounting items, facility closures, inventory write-offs, information technology costs and similar charges.

	Quarter Ended	
	March 31, 2018	April 1, 2017
	(dollars in thousands)	
Acquisition, integration and other action-related costs:		
Hanes Europe Innerwear	\$ 8,576	\$ 19,878
Hanes Australasia	6,092	12,008
Champion Europe	1,880	1,168
Bras N Things	1,245	—
Smaller acquisitions and other action-related costs	1,824	5,313
Total acquisition, integration and other action-related costs	\$ 19,617	\$ 38,367

## Liquidity and Capital Resources

### Trends and Uncertainties Affecting Liquidity

Our primary sources of liquidity are cash generated by operations and availability under our revolving credit facility (the “Revolving Loan Facility”), our senior secured credit facility (the “Senior Secured Credit Facility”), our accounts receivable securitization facility (the “Accounts Receivable Securitization Facility”) and our international loan facilities.

We had the following borrowing capacity and availability under our credit facilities as of March 31, 2018:

	As of March 31, 2018	
	Borrowing Capacity	Borrowing Availability
	(dollars in thousands)	
Senior Secured Credit Facility:		
Revolving Loan Facility	\$ 1,000,000	\$ 538,915
Australian Revolving Loan Facility	49,805	49,805
European Revolving Loan Facility	123,092	—
Accounts Receivable Securitization Facility	200,000	42,919
Other international credit facilities	145,581	111,713
Total liquidity from credit facilities	\$ 1,518,478	\$ 743,352

At March 31, 2018, we had \$374 million in cash and cash equivalents. We currently believe that our existing cash balances and cash generated by operations, typically in the second half of the year, together with our available credit capacity, will enable us to comply with the terms of our indebtedness and meet foreseeable liquidity requirements.

The following have impacted or may impact our liquidity:

- we have principal and interest obligations under our debt;
- we acquired Bras N Things in February 2018 and Alternative Apparel in October 2017 and we may pursue additional strategic business acquisitions in the future;
- we expect to continue to invest in efforts to accelerate worldwide omnichannel and global growth initiatives, as well as marketing and brand building;
- contributions to our pension plans;
- our Board of Directors has authorized a regular quarterly dividend; and
- our Board of Directors has authorized share repurchases.

#### *Dividends*

In January 2018, our Board of Directors declared a regular quarterly dividend of \$0.15 per share, which was paid in March 2018. On April 24, 2018, our Board of Directors declared a regular quarterly cash dividend of \$0.15 per share on outstanding shares of common stock to be paid on June 5, 2018 to stockholders of record at the close of business on May 15, 2018.

#### *Share Repurchase Program*

In April 2016, our Board of Directors approved the current share repurchase program for up to 40 million shares to be repurchased in open market transactions, subject to market conditions, legal requirements and other factors. We did not repurchase any shares during the quarter ended March 31, 2018. For the quarter ended April 1, 2017 we repurchased approximately 15 million shares at a weighted average purchase price of \$20.39. The shares were repurchased at a total cost of \$300 million. At March 31, 2018, the remaining repurchase authorization totaled approximately 20 million shares. The program does not obligate us to acquire any particular amount of common stock and may be suspended or discontinued at any time at our discretion.

#### ***Cash Requirements for Our Business***

We rely on our cash flows generated from operations and the borrowing capacity under our credit facilities to meet the cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business, capital expenditures, maturities of debt and related interest payments, business acquisitions, contributions to our pension plans, repurchases of our stock and regular quarterly dividend payments. We believe we have sufficient cash and available borrowings for our foreseeable liquidity needs.

There have been no significant changes in the cash requirements for our business from those described in our Annual Report on Form 10-K for the year ended December 30, 2017.

### Sources and Uses of Our Cash

The information presented below regarding the sources and uses of our cash flows for the quarters ended March 31, 2018 and April 1, 2017 was derived from our condensed consolidated financial statements.

	Quarter Ended	
	March 31, 2018	April 1, 2017
	(dollars in thousands)	
Operating activities	\$ (128,143)	\$ (22,798)
Investing activities	(353,213)	25,464
Financing activities	459,084	4,511
Effect of changes in foreign currency exchange rates on cash	1,186	(3,799)
Change in cash, cash equivalents and restricted cash	(21,086)	3,378
Cash and cash equivalents at beginning of year	421,566	460,245
Cash, cash equivalents and restricted cash at end of period	400,480	463,623
Less restricted cash at end of period	26,818	—
Cash and cash equivalents per balance sheet at end of period	\$ 373,662	\$ 463,623

#### Operating Activities

Our overall liquidity is primarily driven by our cash flow from operations, which is dependent on net income, as well as changes in our working capital. We typically use cash during the first half of the year and generate most of our cash flow in the second half of the year. As compared to prior year, the higher net cash used by operating activities is due to the final Champion Europe contingent consideration payment in the first quarter of 2018, longer sales receivable collection period in the current year driven by increased international sales and a previously disclosed one-time accounts payable benefit in the prior period related to an extension of our payment terms.

#### Investing Activities

The increased net cash used by investing activities is primarily the result of the acquisition of Bras N Things in the first quarter of 2018 and an increased capital investment into our business to support our global growth. Cash received from investing activities in first quarter of 2017 was driven by the dispositions of the Dunlop Flooring and Tontine Pillow businesses which were acquired in conjunction with the Hanes Australasia acquisition.

#### Financing Activities

The increased net cash from financing activities was primarily the result of less cash outflows for shares repurchases and higher borrowings on our loan facilities in the first quarter of 2018 as compared to the same period of 2017.

#### Financing Arrangements

In March 2018, we amended the Accounts Receivable Securitization Facility. This amendment primarily extended the maturity date to March 2019.

As of March 31, 2018, we were in compliance with all financial covenants under our credit facilities. We expect to maintain compliance with these covenants for the foreseeable future, however economic conditions or the occurrence of events discussed under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 30, 2017 or other SEC filings could cause noncompliance.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements within the meaning of Item 303(a)(4) of SEC Regulation S-K.

#### Critical Accounting Policies and Estimates

We have chosen accounting policies that we believe are appropriate to accurately and fairly report our operating results and financial condition in conformity with U.S. GAAP. We apply these accounting policies in a consistent manner. Our significant accounting policies are discussed in Note 2, “Summary of Significant Accounting Policies,” to our financial statements included in our Annual Report on Form 10-K for the year ended December 30, 2017.

The application of critical accounting policies requires that we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. We evaluate these estimates and assumptions on

an ongoing basis and may retain outside consultants to assist in our evaluation. If actual results ultimately differ from previous estimates, the revisions are included in results of operations in the period in which the actual amounts become known. The critical accounting policies that involve the most significant management judgments and estimates used in preparation of our financial statements, or are the most sensitive to change from outside factors, are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 30, 2017. There have been no material changes in these policies from those described in our Annual Report on Form 10-K for the year ended December 30, 2017.

#### **Recently Issued Accounting Pronouncements**

For a summary of recently issued accounting pronouncements, see Note, "Recent Accounting Pronouncements" to our financial statements.

#### **Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

There have been no significant changes in our market risk exposures from those described in Item 7A of our Annual Report on Form 10-K for the year ended December 30, 2017.

#### **Item 4. *Controls and Procedures***

As required by Exchange Act Rule 13a-15(b), our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

In connection with the evaluation required by Exchange Act Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, concluded that no changes in our internal control over financial reporting occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II**

**Item 1.           *Legal Proceedings***

Although we are subject to various claims and legal actions that occur from time to time in the ordinary course of our business, we are not party to any pending legal proceedings that we believe could have a material adverse effect on our business, results of operations, financial condition or cash flows.

**Item 1A.         *Risk Factors***

The risk factors that affect our business and financial results are discussed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 30, 2017. There are no material changes to the risk factors previously disclosed, nor have we identified any previously undisclosed risks that could materially adversely affect our business and financial results.

**Item 2.           *Unregistered Sales of Equity Securities and Use of Proceeds***

None.

**Item 3.           *Defaults Upon Senior Securities***

None.

**Item 4.           *Mine Safety Disclosures***

Not applicable.

**Item 5.           *Other Information***

None.

**Item 6. Exhibits**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
2.1	<a href="#">Scheme Implementation Deed, Dated April 27, 2016, between Hanesbrands Inc. and Pacific Brands Limited (incorporated by reference from Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2016).</a>
2.2	<a href="#">Share Purchase Agreement, dated February 2, 2018, between HBI Australia Acquisition Co Pty Limited, Hanesbrands Inc., Brett Blundy, Ray Itaoui and the individual sellers listed therein (incorporated by reference from Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 8, 2018).</a>
3.1	<a href="#">Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).</a>
3.2	<a href="#">Articles Supplementary (Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).</a>
3.3	<a href="#">Articles of Amendment to Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2015).</a>
3.4	<a href="#">Articles Supplementary (Reclassifying Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2015).</a>
3.5	<a href="#">Amended and Restated Bylaws of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 26, 2017).</a>
4.1	<a href="#">Supplemental Indenture No. 5 (to Indenture dated June 3, 2016), dated as of February 20, 2018, among Hanesbrands Finance Luxembourg S.C.A., Alternative Apparel, Inc. and U.S. Bank Trustees Limited.</a>
10.1	<a href="#">Separation and Release Agreement dated as of December 31, 2017 by and between Hanesbrands Inc. and Richard A. Noll.*</a>
31.1	<a href="#">Certification of Gerald W. Evans, Jr., Chief Executive Officer.</a>
31.2	<a href="#">Certification of Barry A. Hytinen, Chief Financial Officer.</a>
32.1	<a href="#">Section 1350 Certification of Gerald W. Evans, Jr., Chief Executive Officer.</a>
32.2	<a href="#">Section 1350 Certification of Barry A. Hytinen, Chief Financial Officer.</a>
101.INS XBRL	Instance Document
101.SCH XBRL	Taxonomy Extension Schema Document
101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document
101.LAB XBRL	Taxonomy Extension Label Linkbase Document
101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document

\* Management contract or compensatory plans or arrangements.

**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 thereunto duly authorized.

HANESBRANDS INC.

By: /s/ Barry A. Hytinen

Barry A. Hytinen

Chief Financial Officer

(Duly authorized officer and principal financial officer)

Date: May 1, 2018

## SUPPLEMENTAL INDENTURE

SUPPLEMENTAL INDENTURE No. 5 (this “*Supplemental Indenture*”), dated as of February 20, 2018, between Hanesbrands Finance Luxembourg S.C.A., a corporate partnership limited by shares (*société en commandite par actions*) incorporated under the laws of the Grand Duchy of Luxembourg having its registered office at 33, Rue du Puits Romain, L-8070 Betrange, Grand Duchy of Luxembourg, and registered with the Luxembourg register of commerce and companies under the number B 185.849, as the issuer (such company, and its successors and assigns under the Indenture hereinafter referred to, being herein called the “*Issuer*”), Alternative Apparel, Inc. incorporated under the laws of the State of Delaware (the “*Additional Guarantor*”) and U.S. Bank Trustees Limited, as trustee (the “*Trustee*”).

### WITNESSETH

WHEREAS, the Issuer has heretofore executed and delivered to the Trustee an indenture, dated as of June 3, 2016 (the “*Indenture*”) providing for the issuance of the Issuer’s euro denominated 3.5% Senior Notes due 2024 (the “*Senior Notes*”);

WHEREAS, the Indenture provides that under certain circumstances the Additional Guarantor may execute and deliver to the Trustee a supplemental indenture pursuant to which such entity shall fully and unconditionally guarantee all of the Issuer’s obligations under the Senior Notes and the Indenture on the terms and conditions set forth herein and under the Indenture (each an “*Additional Notes Guarantee*” and together the “*Additional Notes Guarantees*”);

WHEREAS, the Issuer has heretofore executed and delivered to the Trustee four supplemental indentures, dated as of June 23, 2016, November 9, 2016, November 9, 2016, and March 28, 2017, respectively, pursuant to which certain of the Issuer’s subsidiaries provided Additional Notes Guarantees; and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Issuer, the Additional Guarantor and the Trustee are authorized to execute and deliver this fifth Supplemental Indenture without the consent of the holders of the Senior Notes.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuer, the Additional Guarantor and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.
2. AGREEMENT TO GUARANTEE. The Additional Guarantor hereby agrees to provide an unconditional Additional Notes Guarantee on the terms and subject to the conditions set forth in this Supplemental Indenture and the Indenture including but not limited to Article X thereof (and including the guarantee limitations set out therein).
3. NO RECOURSE AGAINST OTHERS. No past, present or future director, officer, manager, employee, incorporator or stockholder of the Additional Guarantor, as such, shall have any liability for any obligations of the Issuer or the Additional Guarantor under the Indenture, the Senior Notes, the Additional Notes Guarantees or this Supplemental Indenture or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder by accepting a Senior Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Senior Notes.
4. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE, THE SENIOR NOTES AND THE ADDITIONAL NOTES GUARANTEES, WITHOUT GIVING EFFECT TO APPLICABLE



PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

5. Each of the parties hereto irrevocably agrees that any suit, action or proceeding arising out of, related to, or in connection with the Indenture, this Supplemental Indenture, the Senior Notes and the Additional Notes Guarantees or the transactions contemplated hereby, and any action arising under U.S. federal or state securities laws, may be instituted in any U.S. federal or state court located in the State and City of New York, Borough of Manhattan; irrevocably waives, to the fullest extent it may effectively do so, any objection which it may now or hereafter have to the laying of venue of any such proceeding; and irrevocably submits to the jurisdiction of such courts in any such suit, action or proceeding. Each of the Issuer and the Additional Guarantor has appointed CT Corporation System, 111 Eighth Avenue, New York, New York 10011, United States of America, as its authorized agent upon whom process may be served in any such suit, action or proceeding which may be instituted in any federal or state court located in the State of New York, Borough of Manhattan arising out of or based upon the Indenture, this Supplemental Indenture, the Senior Notes or the transactions contemplated hereby or thereby, and any action brought under U.S. federal or state securities laws (the “*Authorized Agent*”). Each of the Issuer and the Additional Guarantor expressly consents to the jurisdiction of any such court in respect of any such action and waives any other requirements of or objections to personal jurisdiction with respect thereto and waives any right to trial by jury. Such appointment shall be irrevocable unless and until replaced by an agent reasonably acceptable to the Trustee. Each of the Issuer and the Additional Guarantor represents and warrants that the Authorized Agent has agreed to act as said agent for service of process, and the Issuer agrees to take any and all action, including the filing of any and all documents and instruments, that may be necessary to continue such appointment in full force and effect as aforesaid. Service of process upon the Authorized Agent and written notice of such service to the Issuer shall be deemed, in every respect, effective service of process upon the Issuer and the Additional Guarantor.

6. COUNTERPARTS. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

7. EFFECT OF HEADINGS. The Section headings herein are for convenience only and shall not affect the construction hereof.

8. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture, the Additional Notes Guarantees of the Additional Guarantor or for or in respect of the recitals contained herein, all of which recitals are made solely by the Additional Guarantor and the Issuer. All of the provisions contained in the Indenture in respect of the rights, privileges, immunities, powers and duties of the Trustee shall be applicable in respect of this Supplemental Indenture as fully and with like force and effect as though fully set forth in full herein.

*(Signature Pages Follow)*

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

**HANESBRANDS FINANCE LUXEMBOURG S.C.A.**, as the Issuer

By Hanesbrands GP Luxembourg S.à r.l., its general partner

/s/ Russell R. D'Souza

Name: Russell R. D'Souza

Title: Class A Manager

/s/ Robert H. Hessing

Name: Robert H. Hessing

Title: Class B Manager

*(Signature Page to Supplemental Indenture)*

**ALTERNATIVE APPAREL, INC.**, as Additional Guarantor

By: /s/ Russell R. D'Souza  
Name: Russell R. D'Souza  
Title: Treasurer

*(Signature Page to Supplemental Indenture)*

**U.S. BANK TRUSTEES LIMITED**, as Trustee

By: /s/ Laurence Griffiths  
Name: Laurence Griffiths  
Title: Authorized Signatory

By: /s/ Chris Hobbs  
Name: Chris Hobbs  
Title: Authorized Signatory

*(Signature Page to Supplemental Indenture)*

## SEPARATION AND RELEASE AGREEMENT

**Hanesbrands Inc.**, a Maryland corporation, (the “Company”) and **Richard A. Noll** (“Executive”) enter into this Separation and Release Agreement (this “Agreement”), which is effective as of the 31st day of December, 2017 (the “Effective Date”).

### WITNESSETH:

WHEREAS, Executive has been employed by the Company as Executive Chairman;

WHEREAS, Executive has ceased to serve as an employee of the Company and Executive Chairman of the Board of Directors of the Company as of December 31, 2017, with Executive’s first day of retirement being January 1, 2018 (the “Retirement Date”);

WHEREAS, Executive’s cessation of employment constitutes a “Retirement” (as such term is defined for purposes of (i) the Severance/Change in Control Agreement, dated as of December 18, 2008, by and between Executive and the Company (the “Severance Agreement”) and (ii) any outstanding equity awards granted to Executive as Chief Executive Officer or Executive Chairman under the Hanesbrands Inc. Omnibus Incentive Plan (collectively, the “Outstanding Equity Awards”)); and

WHEREAS, effective as of the Retirement Date, Executive transitioned to the non-employee role of Non-Executive Chairman of the Board of Directors.

NOW, THEREFORE, in consideration of the obligations of the parties under the Executive’s Outstanding Equity Awards, and the additional covenants and mutual promises herein contained, it is agreed as follows:

- 1. Retirement.** Effective as of the Retirement Date, Executive resigned Executive’s employment and all appointments Executive held with the Company, and its subsidiaries and affiliates, other than his position as the Non-Executive Chairman of the Board of Directors of the Company. Executive and the Company acknowledge and agree that Executive’s cessation of employment constitutes a “Retirement” (as such term is defined for purposes of the Severance Agreement and the Outstanding Equity Awards).
- 2. Receipt of Other Compensation.** Executive acknowledges and agrees that, other than as specifically set forth in the Outstanding Equity Awards, following the Retirement Date, Executive is not and will not be due any compensation, including, but not limited to, compensation for unpaid salary (except for amounts unpaid and owing for Executive’s employment with the Company, its subsidiaries or affiliates prior to the Retirement Date), unpaid bonus, severance and accrued or unused vacation time or vacation pay from the Company or any of its subsidiaries or affiliates. Executive will not be eligible to earn or accrue additional benefits under the benefit plans of the Company after Executive’s Retirement Date. However, Executive will be entitled to receive benefits which are vested and accrued prior to the Retirement Date pursuant to the employee benefit plans of the Company. Participation by Executive (if any) in any of the compensation or benefit plans of the Company as of and after the Retirement Date shall be subject to and determined in accordance with the terms and conditions of such plans as they may be amended from time to time. For the avoidance of doubt, Executive will retain any rights to retiree medical insurance in accordance with the Company’s plans, also as they may be amended from time to time. Notwithstanding the foregoing, nothing in this paragraph 2 is intended to affect any compensation or benefits to which Executive is entitled or may become entitled in the future in his role as a Director.
- 3. Stock Ownership Program.** Effective as of the Retirement Date, the Company agrees that the requirement to hold any Outstanding Equity Awards for at least one year from the vesting date will no longer be applicable to Executive since Executive will no longer be subject to the terms of the Company’s Key Executive Stock Ownership Program.
- 4. Continuing Cooperation.** Following the Retirement Date, Executive agrees to cooperate with all reasonable requests for information made by or on behalf of the Company with respect to the operations, practices and policies of the Company. In connection with any such requests, the Company shall reimburse Executive for all out-of-pocket expenses reasonably and necessarily incurred in responding to such request(s) and shall reasonably accommodate Executive’s professional and personal commitments.

**5. Executive's Representation and Warranty.** Executive hereby represents and warrants that, during Executive's period of employment with the Company, Executive did not willfully or negligently breach Executive's duties as an employee or officer of the Company, did not commit fraud, embezzlement, or any other similar dishonest conduct, and did not knowingly violate the Company's business standards. The Company acknowledges that as of the date of this Agreement it does not have any actual knowledge of any legal claims that it has against Executive.

**6. Non-Solicitation and Non-Compete.** In consideration of the benefits provided under this Agreement and in the Outstanding Equity Awards:

- (a) Executive agrees that for a period of two years following the Retirement Date Executive will not, without the prior written consent of the Company, either alone or in association with others, (1) solicit for employment, or assist or encourage the solicitation for employment of, any employee at or above the rank of "manager" of the Company or any of its subsidiaries or affiliates, including any employee at or above the rank of "manager" with whom Executive had material contact during the last two years of Executive's employment with the Company; (2) induce or attempt to induce any customer (i) with whom Executive or any employee under Executive's direct supervision had material contact during the last two years of Executive's employment with the Company or (ii) about whom Executive obtained trade secrets or confidential information in the course of Executive's employment with the Company to cease or reduce doing business with the Company or any of its subsidiaries or affiliates, or interfere with the relationship between the Company or any of its subsidiaries or affiliates, on the one hand, and any such customer, on the other hand; or (3) directly or indirectly counsel, advise, perform services for, or be employed by, or otherwise engage or participate in any Competing Business (regardless of whether Executive receives compensation of any kind).
- (b) For purposes of this Agreement, a "Competing Business" is defined as any business (1) with total revenues in excess of \$50 million within the basic innerwear (underwear, socks, panties, bras, shapewear and hosiery) or activewear apparel markets during its most recently completed fiscal year preceding the conduct prohibited by Section (a)(3) above, (2) that is operating commercially within the Territory, and (3) that has commercial operations in one or more product categories within the basic innerwear or activewear apparel markets that overlap product categories comprising in excess of 10% of the Company's total revenues during the Company's most recently completed fiscal year. The "Territory" shall mean (i) anywhere in the world in which the Company or any of its subsidiaries or affiliates engaged in commercial operations during the last two years of Executive's employment with the Company, including (without limitation) the United States of America, Canada, Mexico, France, Australia, New Zealand, Japan, Italy, Germany, Spain, the United Kingdom, Brazil, China, and/or the Caribbean Basin and (ii) any geographic area with respect to which Executive had direct or indirect responsibility during the last two years of Executive's employment. Upon request from Executive, the Company will cooperate with Executive to provide calculations regarding the Company's revenues within the basic innerwear or activewear apparel markets for a given fiscal year to assist Executive in assessing compliance with the covenants included in this paragraph 6. Executive may rely on a written communication from the Company's Chief Executive Officer or Chief Legal Officer regarding a determination by the Company that the provisions of this paragraph 6 would not prohibit specified activities proposed to be undertaken by Executive.

**7. Confidentiality.** At all times after the Effective Date, Executive will maintain the confidentiality of all information in whatever form concerning the Company or any of its subsidiaries or affiliates relating to its or their businesses, customers, finances, strategic or other plans, marketing, employees, trade practices, trade secrets, know-how or other matters which are not generally known outside the Company or any of its subsidiaries or affiliates (collectively, "Confidential Information"), and Executive will not, directly or indirectly, make any disclosure thereof to anyone, or make any use thereof, on Executive's own behalf or on behalf of any third party, unless specifically requested by or agreed to in writing by an executive officer of the Company, provided that "Confidential Information" shall not include information which: (i) is or becomes available in the public domain (other than as a direct result of a breach of this Agreement); (ii) has been independently developed (without reference to the Confidential Information) by Executive without the breach by any person of any written agreement containing obligations of confidentiality; or (iii) has become stale through the passage of at least three years' time or as a result of changes in circumstances affecting its material accuracy. In the event that Executive is requested in any proceeding to disclose any Confidential Information, Executive will give Company prompt notice of such request so

that Company may seek an appropriate protective order. It is further agreed that, if in the absence of a protective order Executive is nonetheless compelled to disclose Confidential Information, Executive may disclose such information without liability hereunder; provided, however, that Executive gives Company written notice of the information to be disclosed as far in advance of its disclosure as is practicable and, upon Company's request, use Executive's best efforts to obtain assurances that confidential treatment will be accorded to such information. The obligations of this paragraph 7 shall survive the expiration of this Agreement.

#### **8. Release.**

- (a) Executive on behalf of Executive, Executive's heirs, executors, administrators and assigns, does hereby knowingly and voluntarily release, acquit and forever discharge the Company and any of its subsidiaries, affiliates, successors, assigns and past, present and future directors, officers, employees, trustees and shareholders (the "Released Parties") from and against any and all complaints, claims, cross-claims, third-party claims, counterclaims, contribution claims, liabilities, obligations, promises, agreements, controversies, damages, actions, causes of action, suits, rights, demands, costs, losses, debts and expenses of any nature whatsoever, known or unknown, suspected or unsuspected, foreseen or unforeseen, matured or unmatured, which, at any time up to and including the date on which Executive signs this Agreement, exists, have existed, or may arise from any matter whatsoever occurring, including, but not limited to, any claims arising out of or in any way related to Executive's employment with the Company or its subsidiaries or affiliates and the conclusion thereof, which Executive, or any of Executive's heirs, executors, administrators, assigns, affiliates, and agents ever had, now has or at any time hereafter may have, own or hold against any of the Released Parties based on any matter existing on or before the date on which Executive signs this Agreement. Executive acknowledges that in exchange for this release, the Company is providing Executive with total consideration, financial or otherwise, which exceeds what Executive would have been given without this release. By executing this Agreement, Executive is waiving, without limitation, all claims (except for the filing of a charge with an administrative agency) against the Released Parties arising under federal, state and local labor and antidiscrimination laws, any employment related claims under the Employee Retirement Income Security Act of 1974, as amended, and any other restriction on the right to terminate employment, including, without limitation, Title VII of the Civil Rights Act of 1964, as amended, the Americans with Disabilities Act of 1990, as amended, and the North Carolina Equal Employment Practices Act, as amended. Nothing herein shall release any party from any obligation under this Agreement. Executive acknowledges and agrees that this release and the covenant not to sue set forth in paragraph (c) below are essential and material terms of this Agreement and that, without such release and covenant not to sue, no agreement would have been reached by the parties. Executive understands and acknowledges the significance and consequences of this release and this Agreement. Notwithstanding the foregoing, nothing contained in this paragraph 8(a) shall (i) waive, release or otherwise discharge any claim or cause of action that cannot legally be waived, including, but not limited to, any claim for workers' compensation benefits, unemployment benefits; (ii) affect any rights of defense or indemnification, or to be held harmless, or any coverage under directors and officers liability insurance or any other insurance or rights or claims of contribution or advancement of expenses that Executive has; or (iii) affect any rights as a shareholder of the Company that Executive has.

- (b) EXECUTIVE SPECIFICALLY WAIVES AND RELEASES THE RELEASED PARTIES FROM ALL CLAIMS EXECUTIVE MAY HAVE AS OF THE DATE EXECUTIVE SIGNS THIS AGREEMENT REGARDING CLAIMS OR RIGHTS ARISING UNDER THE AGE DISCRIMINATION IN EMPLOYMENT ACT OF 1967, AS AMENDED, 29 U.S.C. § 621 (“ADEA”). EXECUTIVE FURTHER AGREES: (i) THAT EXECUTIVE’S WAIVER OF RIGHTS UNDER THIS RELEASE IS KNOWING AND VOLUNTARY AND IN COMPLIANCE WITH THE OLDER WORKERS BENEFIT PROTECTION ACT OF 1990; (ii) THAT EXECUTIVE UNDERSTANDS THE TERMS OF THIS RELEASE; (iii) THAT EXECUTIVE’S WAIVER OF RIGHTS IN THIS RELEASE IS IN EXCHANGE FOR CONSIDERATION THAT WOULD NOT OTHERWISE BE OWING TO EXECUTIVE PURSUANT TO ANY PREEXISTING OBLIGATION OF ANY KIND HAD EXECUTIVE NOT SIGNED THIS RELEASE; (iv) THAT EXECUTIVE HEREBY IS AND HAS BEEN ADVISED IN WRITING BY THE COMPANY TO CONSULT WITH AN ATTORNEY PRIOR TO EXECUTING THIS RELEASE; (v) THAT THE COMPANY HAS GIVEN EXECUTIVE A PERIOD OF AT LEAST TWENTY-ONE DAYS WITHIN WHICH TO CONSIDER THIS RELEASE; (vi) THAT EXECUTIVE REALIZES THAT FOLLOWING EXECUTIVE’S EXECUTION OF THIS RELEASE, EXECUTIVE HAS SEVEN DAYS IN WHICH TO REVOKE THIS RELEASE BY WRITTEN NOTICE TO THE UNDERSIGNED, AND (vii) THAT THIS ENTIRE AGREEMENT SHALL BE VOID AND OF NO FORCE AND EFFECT IF EXECUTIVE CHOOSES TO SO REVOKE, AND IF EXECUTIVE CHOOSES NOT TO SO REVOKE, THAT THIS AGREEMENT AND RELEASE THEN BECOME EFFECTIVE AND ENFORCEABLE UPON THE EIGHTH DAY AFTER EXECUTIVE SIGNS THIS AGREEMENT.
- (c) To the maximum extent permitted by law, Executive covenants not to sue or to institute or cause to be instituted any action in any federal, state, or local agency or court against any of the Released Parties, including, but not limited to, any of the claims released by this Agreement. Notwithstanding the foregoing, nothing herein shall prevent Executive or any of the Released Parties from filing a charge or complaint with an administrative agency, from instituting any action required to enforce the terms of this Agreement, or from challenging the validity of this Agreement. In addition, nothing herein shall be construed to prevent Executive from enforcing any rights Executive may have to recover vested benefits under the Employee Retirement Income Security Act of 1974, as amended.
- (d) Executive represents and warrants that: (i) Executive has not filed or initiated any legal, equitable, administrative, or other proceeding(s) against any of the Released Parties; (ii) no such proceeding(s) have been initiated against any of the Released Parties on Executive’s behalf; (iii) Executive is the sole owner of the actual or alleged claims, demands, rights, causes of action, and other matters that are released in this paragraph 8; (iv) the same have not been transferred or assigned or caused to be transferred or assigned to any other person, firm, corporation or other legal entity; and (v) Executive has the full right and power to grant, execute, and deliver the releases, undertakings, and agreements contained in this Agreement.
- (e) The consideration offered herein is accepted by Executive as being in full accord, satisfaction, compromise and settlement of any and all claims or potential claims, and Executive expressly agrees that Executive is not entitled to and shall not receive any further payments, benefits, or other compensation or recovery of any kind from the Company or any of the other Released Parties. Executive further agrees that in the event of any further proceedings whatsoever based upon any matter released herein, the Company and each of the other Released Parties shall have no further monetary or other obligation of any kind to Executive, including without limitation any obligation for any costs, expenses and attorneys’ fees incurred by or on behalf of Executive.

**9. Outstanding Equity Awards.** For purposes of that paragraph 9 in each of the Outstanding Equity Awards: subsection (2) is hereby deleted in its entirety and replaced with the words “Reserved”; subsection (1) is hereby replaced in its entirety by the language in paragraph 6(a)(3) of this Agreement; subsection (3) is hereby replaced in its entirety by the language in paragraph 6(a)(1) of this Agreement; subsection (4) is hereby replaced in its entirety by the language in paragraph 6(a)(2) of this Agreement; and subsection (5) is hereby replaced in its entirety by the language in the applicable provisions of paragraph 7 of this Agreement. In addition, all references to the activities described in subsections (1), (3), (4), and (5) in paragraph 9 of the Outstanding Equity Awards should be read as references to the relevant sections of this Agreement noted above. Furthermore, the definition of “Competing Business” included in paragraph 9 in all of the Outstanding Equity Awards is replaced by the definition of “Competing Business” appearing in paragraph 6(b) of this Agreement.



10. **Executive's Understanding.** Executive acknowledges by signing this Agreement that Executive has read and understands this document, that Executive has conferred with or had opportunity to confer with Executive's attorney regarding the terms and meaning of this Agreement, that Executive has had sufficient time to consider the terms provided for in this Agreement, that no representations or inducements have been made to Executive except as set forth in this Agreement, and that Executive has signed the same KNOWINGLY AND VOLUNTARILY.

11. **Non-Reliance.** Executive represents to the Company and the Company represents to Executive that in executing this Agreement they do not rely and have not relied upon any representation or statement not set forth herein made by the other or by any of the other's agents, representatives or attorneys with regard to the subject matter, basis or effect of this Agreement, or otherwise.

12. **Severability of Provisions.** In the event that any one or more of the provisions of this Agreement is held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired thereby. Moreover, if any one or more of the provisions contained in this Agreement are held to be excessively broad as to duration, scope, activity or subject, such provisions will be construed by limiting and reducing them so as to be enforceable to the maximum extent compatible with applicable law.

13. **Protected Rights.** Notwithstanding any other provision of this Agreement, nothing contained in this Agreement limits Executive's ability to file a charge or complaint with the Equal Employment Opportunity Commission, the Securities and Exchange Commission or any other federal, state or local governmental agency or commission (collectively, "Government Agencies"), or prevents Executive from providing truthful testimony in response to a lawfully issued subpoena or court order. Further, this Agreement does not limit Executive's ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company. This Agreement does not limit Executive's right to seek an award pursuant to Section 21F of the Securities Exchange Act of 1934.

14. **Non-Admission of Liability.** Executive agrees that neither this Agreement nor the performance by the parties hereunder constitutes an admission by any of the Released Parties of any violation of any federal, state, or local law, regulation, common law, breach of any contract, or any other wrongdoing of any type.

15. **Assignability.** The rights and benefits under this Agreement are personal to Executive and such rights and benefits shall not be subject to assignment, alienation or transfer, except to the extent such rights and benefits are lawfully available to the estate or beneficiaries of Executive upon death. The Company may assign this Agreement to any parent, affiliate or subsidiary or any entity which at any time whether by merger, purchase, or otherwise acquires all or substantially all of the assets, stock or business of the Company.

16. **Choice of Law.** This Agreement shall be constructed and interpreted in accordance with the internal laws of the State of Maryland without regard to any state's conflict of law principles.

17. **Entire Agreement.** This Agreement, together with the Outstanding Equity Awards, sets forth all the terms and conditions with respect to compensation, remuneration of payments and benefits due Executive from the Company and supersedes and replaces any and all other agreements or understandings Executive may have or may have had with respect thereto. This Agreement may not be modified or amended except in writing and signed by both Executive and an authorized representative of the Company.

18. **Notice.** Any notice to be given hereunder shall be in writing and shall be deemed given when mailed by certified mail, return receipt requested, addressed as follows:

To Executive at:

4316 Allistair Rd.  
Winston-Salem, NC 27104

To the Company at:

Hanesbrands Inc.  
Attention: General Counsel  
1000 East Hanes Mill Road  
Winston-Salem, NC 27105

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first written above.

**EXECUTIVE**

**HANESBRANDS INC.**

/s/ Richard A. Noll

Richard A. Noll

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

Title: Chief Executive Officer

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Gerald W. Evans, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hanesbrands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Gerald W. Evans, Jr.

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Gerald W. Evans, Jr.  
Chief Executive Officer

Date: May 1, 2018

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Barry A. Hytinen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Hanesbrands Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Barry A. Hytinen

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Barry A. Hytinen  
Chief Financial Officer

Date: May 1, 2018

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hanesbrands Inc. (“Hanesbrands”) on Form 10-Q for the fiscal quarter ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Gerald W. Evans, Jr., Chief Executive Officer of Hanesbrands, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Hanesbrands.

/s/ Gerald W. Evans, Jr.

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Gerald W. Evans, Jr.  
Chief Executive Officer

Date: May 1, 2018

The foregoing certification is being furnished to accompany Hanesbrands Inc.’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018 (the “Report”) solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed as part of the Report or as a separate disclosure document and shall not be deemed incorporated by reference into any other filing of Hanesbrands Inc. that incorporates the Report by reference. A signed original of this written certification required by Section 906 has been provided to Hanesbrands Inc. and will be retained by Hanesbrands Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Hanesbrands Inc. (“Hanesbrands”) on Form 10-Q for the fiscal quarter ended March 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Barry A. Hytinen, Chief Financial Officer of Hanesbrands, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Hanesbrands.

/s/ Barry A. Hytinen

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Barry A. Hytinen  
Chief Financial Officer

Date: May 1, 2018

The foregoing certification is being furnished to accompany Hanesbrands Inc.’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018 (the “Report”) solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed as part of the Report or as a separate disclosure document and shall not be deemed incorporated by reference into any other filing of Hanesbrands Inc. that incorporates the Report by reference. A signed original of this written certification required by Section 906 has been provided to Hanesbrands Inc. and will be retained by Hanesbrands Inc. and furnished to the Securities and Exchange Commission or its staff upon request.