

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 27, 2015

Hanesbrands Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

001-32891
(Commission File Number)

20-3552316
(IRS Employer Identification No.)

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

27105
(Zip Code)

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

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

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

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On January 27, 2015, the Board of Directors of Hanesbrands Inc. (the “Company”) approved Articles of Amendment (the “Amendment”) to the Company’s charter to increase the number of authorized shares of common stock, par value \$0.01 per share (“Common Stock”), from 500,000,000 to 2,000,000,000. The Amendment, which does not require stockholder approval, was adopted in order to effectuate a four-for-one split of the Company’s Common Stock in the form of a stock dividend. A copy of the Amendment is attached hereto as Exhibit 3.1.

Item 7.01 Regulation FD Disclosure

On January 27, 2015, the Board of Directors of the Company approved a four-for-one stock split to be effected in the form of a stock dividend. Stockholders of record as of the close of business on February 9, 2015 will receive three additional shares of Common Stock, payable on March 3, 2015. Additionally, the Board of Directors declared a quarterly dividend of \$0.40 per share payable on March 3, 2015 to stockholders of record at the close of business on February 9, 2015. A copy of the Company’s press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

Item 9.01 Financial Statements and ExhibitsExhibits

- 3.1 Articles of Amendment of Hanesbrands Inc.
- 99.1 Press release dated January 28, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

January 28, 2015

HANESBRANDS INC.

By: /s/ Joia M. Johnson
Joia M. Johnson
Chief Legal Officer, General Counsel and Corporate
Secretary

Exhibits

- 3.1 Articles of Amendment of Hanesbrands Inc.
- 99.1 Press release dated January 28, 2015

HANESBRANDS INC.**ARTICLES OF AMENDMENT**

Hanesbrands Inc., a Maryland corporation (the “Corporation”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the “Charter”) is hereby amended by deleting therefrom in its entirety the first two sentences of Section 6.1 of Article VI and inserting in lieu thereof two new sentences to read as follows:

“The Corporation has authority to issue 2,050,000,000 shares of stock, consisting of 2,000,000,000 shares of Common Stock, \$0.01 par value per share (“Common Stock”), and 50,000,000 shares of Preferred Stock, par value \$0.01 per share (“Preferred Stock”). The aggregate par value of all authorized shares of stock having par value is \$20,500,000.”

SECOND: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 550,000,000 shares of stock, consisting of 500,000,000 shares of common stock, \$0.01 par value per share, and 50,000,000 shares of preferred stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$5,500,000.

THIRD: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 2,050,000,000 shares of stock, consisting of 2,000,000,000 shares of common stock, \$0.01 par value per share, and 50,000,000 shares of preferred stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$20,500,000.

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the “MGCL”) is not changed by the foregoing amendment of the Charter.

FIFTH: The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized to be made without any action by the stockholders of the Corporation by the Charter and Section 2-105(a)(13) of the MGCL.

SIXTH: The undersigned acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its Chief Financial Officer and attested to by its Chief Legal Officer, General Counsel and Corporate Secretary on this 27th day of January, 2015.

ATTEST:

HANESBRANDS INC.

/s/ Joia M. Johnson

Name: Joia M. Johnson
Title: Chief Legal Officer,
General Counsel and Corporate Secretary

By: /s/ Richard D. Moss

Name: Richard D. Moss
Title: Chief Financial Officer

HANES *Brands Inc*
news release

FOR IMMEDIATE RELEASE

News Media, contact: Matt Hall, (336) 519-3386

Analysts and Investors, contact: T.C. Robillard, (336) 519-2115

HANESBRANDS ANNOUNCES 33% INCREASE IN REGULAR QUARTERLY CASH DIVIDEND AND 4-FOR-1 STOCK SPLIT

WINSTON-SALEM, N.C. (Jan. 28, 2015) - HanesBrands (NYSE: HBI), a leading marketer of everyday basic apparel under world-class brands in the Americas, Asia and Europe, today announced that its Board of Directors is raising the company's quarterly cash dividend by 33 percent and has approved a 4-for-1 stock split to be executed in the form of a stock dividend issued to stockholders.

"Hanes is generating significant value for shareholders through earnings growth, a strong balance sheet and significant cash flow," Hanes Chairman and Chief Executive Officer Richard A. Noll said. "The board has confidence in the company's successful business model, and the decision to significantly raise our quarterly cash dividend and split the stock is a reflection of the company's continued strong financial performance and stock price appreciation."

The board is raising the regular quarterly cash dividend to \$0.40 per share on a pre-split basis, up from \$0.30 per share. It is the second cash dividend increase in the two years since the company instituted a quarterly cash dividend. A year ago, the board increased the quarterly cash dividend by 50 percent.

The quarterly cash dividend and the stock dividend will both be payable March 3, 2015, to stockholders of record Feb. 9, 2015. In addition to the quarterly cash dividend on a pre-split basis, stockholders will receive three additional shares of common stock for each share of common stock they own.

The New York Stock Exchange is expected to begin reporting the adjusted number of shares outstanding and the split-adjusted per-share stock price on March 4, 2015. Upon completion of the split, the number of weighted average shares outstanding of Hanes common stock will increase from approximately 100 million to approximately 400 million.

In connection with the stock dividend and split, the board approved an article of amendment to the company's charter to increase the number of authorized shares of common stock from 500 million to 2 billion.

For more information concerning the stock dividend, please visit the investors section of the Hanes corporate website, www.Hanes.com/investors.

HanesBrands, based in Winston-Salem, N.C., is a socially responsible leading marketer of everyday basic apparel under some of the world's strongest apparel brands in the Americas, Asia and Europe, including *Hanes*, *Champion*, *Playtex*, *DIM*, *Bali*, *Maidenform*, *Flexees*, *JMS/Just My Size*, *Wonderbra*, *Nür Die*, *Lovable* and *Gear for Sports*. More information about the company and its corporate social responsibility initiatives, including environmental, social compliance and community improvement achievements, may be found on the Hanes corporate website at www.Hanes.com/corporate.

Cautionary Statement Concerning Forward-Looking Statements

This press release contains certain “forward-looking statements,” as defined under U.S. federal securities laws, with respect to our long-term goals and trends associated with our business, as well as guidance as to future performance. These forward-looking statements are based on our current intent, beliefs, plans and expectations. Readers are cautioned not to place any undue reliance on any forward-looking statements. Forward-looking statements necessarily involve risks and uncertainties, many of which are outside of our control, that could cause actual results to differ materially from such statements and from our historical results and experience. These risks and uncertainties include such things as: the highly competitive and evolving nature of the industry in which we compete; the failure of businesses we acquire to perform to expectations; legal, regulatory, political and economic risks associated with our operations in international markets, including the risk of significant fluctuations in foreign exchange rates; the loss or interruption of services of a member of our senior management team; the accuracy of the estimates and assumptions on which our financial statement projections are based; any inadequacy, interruption, integration failure or security failure with respect to our information technology; the impact of significant fluctuations and volatility in various input costs, such as cotton and oil-related materials, utilities, freight and wages; current economic conditions, including consumer spending levels and the price elasticity of our products; unanticipated business disruptions or the loss of one or more suppliers in our global supply chain; and other risks identified from time to time in our most recent Securities and Exchange Commission reports, including our annual report on Form 10-K and quarterly reports on Form 10-Q, as well as in the investors section of our corporate website at www.Hanes.com/investors. Since it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results, the above list should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and HanesBrands undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, other than as required by law.

###