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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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| | |

| | ess of Reporting Persor | | 2. Issuer Name and Ticker or Trading Symbol <u>Hanesbrands Inc.</u> [HBI] | | tionship of Reporting Perso all applicable) Director | n(s) to Issuer 10% Owner | |
|-------------------------------|--|-------|---|------------------------|--|-----------------------------|--|
| (Last) 1000 EAST HA | ist) (First) (Middle) 00 EAST HANES MILL ROAD | | 3. Date of Earliest Transaction (Month/Day/Year) 12/13/2016 | | Officer (give title below) | Other (specify below) | |
| (Street) WINSTON- SALEM | NC | 27105 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person | ting Person | |
| (City) | (State) | (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Execution Date, Transaction I f any Code (Instr. | | | Acquired (D) (Instr. | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|----------------------|-------------------------|-------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 12/13/2016 | | A | | 5,652 ⁽¹⁾ | A | \$ <mark>0</mark> | 6,952 | D | |
| Common Stock | | | | | | | | 7,600 | Ι | By trust ⁽²⁾ |
| Common Stock | | | | | | | | 1,400 | I | By child living in household |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (e.g., pr | | | | | ats, cars, warrants, options, convertible securities | | | | | | | | | | | | |
|-----------|---|---|--|---|--|---|--|---|--|---|-------|---|--|--|--|--|--|
| | 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5 | ative rities ired osed . 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |

Explanation of Responses:

1. Consists of restricted stock units that upon vesting on the first anniversary of the grant date are settled on a one-for-one basis in shares of common stock.

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

Remarks:

<u>Joia M. Johnson, attorney-in-</u>

fact

12/15/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.