

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): April 25, 2016**

**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 5.07 Submission of Matters to a Vote of Security Holders

Hanesbrands Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”) on April 25, 2016 in Winston-Salem, North Carolina. A total of 356,212,097 shares of the Company’s common stock (approximately 92% of all shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting, in person or by proxy. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

### Election of Directors

The stockholders of the Company elected each of the director nominees proposed by the Company’s Board of Directors. The voting results were as follows:

Name of Nominee	Votes For	Votes Against	Abstentions	Broker Non-votes
Bobby J. Griffin	323,928,209	813,505	839,365	30,631,018
James C. Johnson	318,573,016	6,173,000	835,063	30,631,018
Jessica T. Mathews	324,268,409	466,490	846,180	30,631,018
Franck J. Moison	324,431,383	310,092	839,604	30,631,018
Robert F. Moran	324,414,747	292,340	873,992	30,631,018
Ronald L. Nelson	318,489,688	6,208,680	882,711	30,631,018
Richard A. Noll	315,595,264	8,665,524	1,320,291	30,631,018
Andrew J. Schindler	318,961,952	5,771,094	848,033	30,631,018
David V. Singer	323,928,456	817,234	835,389	30,631,018
Ann E. Ziegler	319,463,766	5,311,060	806,253	30,631,018

### Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s 2016 fiscal year. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-votes
352,343,917	3,456,538	411,642	—

### Non-Binding, Advisory Vote Regarding Executive Compensation

The stockholders of the Company approved, on an advisory basis, executive compensation as disclosed in the Proxy Statement for the Annual Meeting. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-votes
312,767,451	11,832,217	981,411	30,631,018

## Item 8.01 Other Events

On April 27, 2016, the Company issued a press release announcing that its Board of Directors has approved a new share repurchase program. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. Exhibit 99.1 is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), nor shall Exhibit 99.1 be deemed incorporated by reference in any filing under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1                      Press Release dated April 27, 2016.

**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.

April 27, 2016

HANESBRANDS INC.

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

## Exhibits

99.1 Press Release dated April 27, 2016.

**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 NEW \$1 BILLION SHARE REPURCHASE AUTHORIZATION AND DECLARES REGULAR QUARTERLY CASH DIVIDEND**

WINSTON-SALEM, N.C. (April 27, 2016) - 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 has declared a regular quarterly cash dividend of \$0.11 per share and approved a new share-repurchase authorization for up to 40 million shares.

Hanes' capital allocation strategy is to invest in the business and pay quarterly cash dividends, and then use excess cash to repurchase shares and use debt to fund acquisitions if the company is within its target net-debt ratio of 2 to 3 times earnings before interest, taxes, depreciation and amortization.

The regular quarterly cash dividend of \$0.11 per share will be paid June 7, 2016, to stockholders of record at the close of business May 17, 2016. The dividend is the thirteenth consecutive quarterly return of cash to stockholders since Hanes initiated its cash dividend program in April 2013.

The new repurchase plan authorizes the company to buy up to 40 million shares, valued at more than \$1 billion at today's share price, without expiration. The new plan replaces the company's previous share-repurchase authorization for 40 million shares that was originally approved in 2007. The company repurchased nearly 38 million shares under that authorization.

The repurchase authorization enables the company to purchase its ordinary shares from time to time through open market purchases, negotiated transactions or other means, including 10b5-1 trading plans in accordance with applicable securities laws or other restrictions. No time period has been set for the repurchase program, and any such program may be suspended or discontinued at any time.

**Cautionary Statement Concerning Forward-Looking Statements**

This press release contains certain "forward-looking statements," as defined under U.S. federal securities laws. In particular, among others, statements in this press release regarding HanesBrands' intention to repurchase shares of its common stock from time to time under the stock repurchase program and the source of funding are forward-looking statements that are subject to risks and uncertainties. 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 market price of our stock prevailing from time to time, the nature of other investment opportunities presented to us from time to time, our cash flows from operations, general economic conditions, our ability to access sufficient capital at reasonable rates or commercially reasonable terms or to maintain sufficient liquidity in the amounts and at the times needed; risks associated with our indebtedness; 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. 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.

### **HanesBrands**

HanesBrands, based in Winston-Salem, N.C., is a socially responsible leading marketer of everyday basic innerwear and activewear apparel in the Americas, Europe and Asia under some of the world's strongest apparel brands, including *Hanes*, *Champion*, *Playtex*, *DIM*, *Bali*, *Maidenform*, *JMS/Just My Size*, *L'eggs*, *Wonderbra*, *Nur Die/Nur Der*, *Lovable* and *Gear for Sports*. The company sells T-shirts, bras, panties, shapewear, underwear, socks, hosiery, and activewear produced in the company's low-cost global supply chain. A member of the S&P 500 stock index, Hanes has approximately 65,300 employees in more than 40 countries and is ranked No. 490 on the Fortune 500 list of America's largest companies by sales. Hanes takes pride in its strong reputation for ethical business practices. The company is the only apparel producer to ever be honored by the Great Place to Work Institute for its workplace practices in Central America and the Caribbean, and is ranked No. 160 on the Forbes magazine list of America's Best Employers. For seven consecutive years, Hanes has won the U.S. Environmental Protection Agency Energy Star sustained excellence/partner of the year award - the only apparel company to earn sustained excellence honors. The company ranks No. 246 on Newsweek magazine's green list of 500 largest U.S. companies. More information about the company and its corporate social responsibility initiatives, including environmental, social compliance and community improvement achievements, may be found at [www.Hanes.com/corporate](http://www.Hanes.com/corporate).

###