Hanesbrands Inc. Form 4 December 15, 2016

## FORM 4

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

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**OMB** 

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Number:

**OMB APPROVAL** 

3235-0287

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

Upchurch W Howard Jr

1. Name and Address of Reporting Person \*

(First)

(Middle)

1000 EAST	HANES MILL R (Street)	OAD (M	onth/Day/Year) /13/2016  If Amendment, I ed(Month/Day/Ye	Oate Origina	l		6. Individual or J Applicable Line)	e title Othobelow) esident, IW Amoint/Group Filir	ng(Check		
WINSTON-	-SALEM, NC 271					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Ac						quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code Year) (Instr. 8	, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Form: Direct In (D) or Be (Instr. 4) (Instr. 3 and 4)				
Common Stock	12/13/2016		F(1)	2,662	D	\$ 22.9 (1)	419,503	D			
Common Stock	12/13/2016		F(2)	22,097	D	\$ 22.9 (2)	397,406	D			
Common Stock	12/13/2016		F(3)	4,138	D	\$ 22.9 (3)	393,268	D			
Common Stock	12/13/2016		A	26,130 (4)	A	\$ 0	419,398	D			

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
		(Instr. 3,									
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date	Title	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Upchurch W Howard Jr 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Group President, IW Americas

#### **Signatures**

Joia M. Johnson, attorney-in-fact

12/15/2016

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person (1) on December 9, 2014. The number of shares withheld was determined on December 13, 2016 based on the closing price of Hanesbrands Inc. common stock on December 9, 2016.
- Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting (2) Person on December 10, 2013. The number of shares withheld was determined on December 13, 2016 based on the closing price of Hanesbrands Inc. common stock on December 9, 2016.
- Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 10, 2013. The number of shares withheld was determined on December 13, 2016 based on the closing price of Hanesbrands Inc. common stock on December 9, 2016.

Reporting Owners 2

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(4) Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three installments of 33% on December 13, 2017, 33% on December 13, 2018 and 34% on December 13, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.