Marsh John T. Form 4 December 14, 2017

#### FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Number:

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]

Symbol

1(b).

Marsh John T.

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			<b>(</b> ·		,	
1000 EAST HANES MILL ROAD			(Month/Day/Year) 12/12/2017					Director 10% Owner Selection of the control of t			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
WINSTON	(Month 12/12  (Street)  (Street)  4. If A Filed(N			nth/Day/Year	)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)		r) Executio any	n Date, if	3. Transaction Code (Instr. 8)	(Instr. 3, Amount	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/12/2017			A	7,160 (1)	A	\$ 0	102,341	D		
Common Stock	12/12/2017			F(2)	7,290	D	\$ 20.75 (2)	95,051	D		
Common Stock	12/12/2017			F(3)	2,050	D	\$ 20.75 (3)	93,001	D		
Common Stock								592	I	By 401(k) plan	
								71,175	I		

Common Stock

Shares Owned by Trust

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

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SEC 1474 (9-02)

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

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date Exercisable	Expiration Date	Title N			
			Code V	(A) (D)						
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Derivative Security Se	Conversion or Exercise Price of Derivative Security  Code of (Month/Day/Year)  Month/Day/Year)  Execution Date, if any Code of (Month/Day/Year)  (Instr. 8) Derivative Securities  Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year)  Price of Privative Security Securi	Conversion or Exercise any Code of (Month/Day/Year) Under Price of Derivative Security Security Security Security Security Securities Securitie	Conversion of Exercise	Conversion of Exercise or Exercise Price of Derivative Security  Normalized Hermitian Date of Expiration Date of Expiration Date of Expiration Date of Expiration Date of (Month/Day/Year)  Normalized Hermitian Date of Expiration Date of (Month/Day/Year)  Normalized Hermitian Date of (Month/Day/Year)  Normal

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Marsh John T.

1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Group President, Activewear

### **Signatures**

Joia M. Johnson, 12/14/2017 attorney-in-fact

\*\*Signature of Reporting Person

#### **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).
- Consists of restricted stock units that upon vesting are settled on a one-for-one basis in shares of common stock, vesting in three **(1)** installments of 33% on December 12, 2018, 33% on December 12, 2019 and 34% on December 12, 2020.
- (2) Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting Person on December 9, 2014. The number of shares withheld was determined on December 12, 2017 based on the closing price of

Reporting Owners 2

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Hanesbrands Inc. common stock on December 8, 2017.

Represents shares of common stock withheld to pay taxes upon vesting of restricted stock units originally granted to the Reporting Person on December 8, 2015. The number of shares withheld was determined on December 12, 2017 based on the closing price of Hanesbrands Inc. common stock on December 8, 2017.

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.