
**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): July 11, 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)

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

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))
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Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed, on July 4, 2016, Hanesbrands Inc. (the “Company”) entered into a Syndicated Facility Agreement (the “Syndicated Facility Agreement”), a joinder to its Third Amended and Restated Credit Agreement, dated as of April 29, 2015 (the “Third Amended and Restated Credit Agreement”), which provided for a A\$200 million Australian Term A-1 Loan Facility (the “Australian Term A-1 Loan Facility”), a A\$200 million Australian Term A-2 Loan Facility (the “Australian Term A-2 Loan Facility” and together with the Australian Term A-1 Loan Facility, the “Australian Term Loan Facilities”) and a A\$65,000,000 Australian Revolving Facility (the “Australian Revolving Facility” and together with the Australian Term Loan Facilities, the “Australian Facilities”).

On July 11, 2016, in preparation for the completion of the acquisition of Pacific Brands Limited (“Pacific Brands”), the Company’s wholly owned, indirect subsidiary HBI Australia Acquisition Co. Pty Ltd (the “Australian Borrower”) borrowed an aggregate A\$400 million under the Australian Term Loan Facilities. The proceeds from the Australian Term Loan Facilities were used to finance a portion of the acquisition price of Pacific Brands and to pay fees and expenses incurred in connection therewith. On July 15, 2016, the Australian Borrower and certain other subsidiaries of the Company entered into the Australian Revolving Facility, which will be used for working capital and general corporate purposes (including letters of credit and bank guarantees). As of the date hereof, loans under the Australian Term A-1 Loan Facility will bear interest at a rate equal to the BBSY Rate (as defined in the Third Amended and Restated Credit Agreement, as amended by the Syndicated Facility Agreement) plus an applicable margin of 1.50%, loans under the Australian Term A-2 Loan Facility will bear interest at a rate equal to the BBSY Rate plus an applicable margin of 1.80% and loans under the Australian Revolving Facility will bear interest at a rate equal to the BBSY Rate plus an applicable margin of 0.99%. The applicable margin under each of the Australian Term Loan Facilities and the Australian Revolving Facility will fluctuate based on the ratings of the Australian Facilities assigned from time to time by Standard and Poor’s and by Moody’s Investors Service. The Australian Term A-1 Loan Facility matures on July 7, 2019. The Australian Term A-2 Loan Facility and the Australian Revolving Facility mature on July 7, 2021.

The foregoing description of the Australian Facilities is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Syndicated Facilities Agreement, the material terms of which were previously disclosed in, and incorporated herein by reference to, the Company’s Current Report on Form 8-K filed on July 7, 2016, and the Third Amended and Restated Credit Agreement, a copy of which is attached as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on April 30, 2015 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On July 15, 2016, the Company issued a press release announcing the completion of the acquisition of Pacific Brands. A copy of the press release is included as Exhibit 99.1 and is incorporated herein by reference.

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 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**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 15, 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.

Hanesbrands Inc.

Date: July 15, 2016

By: /s/ Joia M. Johnson

Name: Joia M. Johnson

Title: Chief Legal Officer, General Counsel and Corporate Secretary

EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 15, 2016.

HanesBrands
1000 East Hanes Mill Road
Winston-Salem, NC 27105
(336) 519-8080

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 COMPLETES ACQUISITION OF PACIFIC BRANDS LIMITED

WINSTON-SALEM, N.C. (July 15, 2016) – HanesBrands (NYSE: HBI), a leading worldwide marketer of underwear, intimate apparel and activewear, today announced that it has completed the acquisition of Pacific Brands Limited, the leading underwear and intimate apparel company in Australia.

The acquisition of Pacific Brands adds *Bonds*, Australia’s top brand of underwear, babywear and socks, and *Berlei*, the country’s No. 1 sports bra brand and leading seller of premium bras in department stores, to HanesBrands’ worldwide portfolio of leading innerwear brands supported by the company’s global low-cost supply chain and manufacturing network. Hanes also sells *Playtex* intimate apparel and *Champion* activewear in Australia.

Hanes acquired the publicly traded Pacific Brands for approximately US\$800 million on an enterprise-value basis, or slightly more than 10 times projected calendar 2016 EBITDA. Annualized sales for Pacific Brands core Underwear and Sheridan divisions are approximately AUD800 million (US\$600 million). The all-cash transaction is expected to deliver an after-tax internal rate of return in the mid-teens.

“Pacific Brands with its iconic century-old and fast-growing *Bonds* brand is a great addition to our strong market-leading portfolio spanning the Americas, Europe and Asia-Pacific that is supported by a world-class company-owned global supply chain,” said Hanes Chief Operating Officer and CEO-Elect Gerald W. Evans Jr. “We are adding a top-notch management and marketing team led by CEO David Bortolussi that will help serve as a catalyst for continued growth and value creation into the foreseeable future.”

The Pacific Brands acquisition is the second that Hanes has completed in the past two weeks. The expected performance of Pacific Brands for the balance of the 2016 calendar fiscal year, as well as that of Champion Europe, acquired June 30, 2016, is already reflected in the company’s updated financial guidance announced May 31, 2016.

Hanes has made six acquisitions in the past three years. The company now holds the No. 1 or No. 2 market share position for underwear, intimate apparel or hosiery in a dozen countries, including the United States, Australia, France, Japan, Canada, Germany, Italy, Mexico, Spain, Brazil, South Africa, and New Zealand.

Pacific Brands has three business units – Underwear, Sheridan, and Tontine & Dunlop Flooring. Hanes intends to divest the noncore Tontine pillow business and Dunlop Flooring business. Based on fiscal 2016 expectations, the core Underwear and Sheridan luxury linens, towels and babywear businesses had a combined two-year compound annual sales growth rate of approximately 8 percent.

Pacific Brands sells wholesale to retailers and operates more than 325 *Bonds* and *Sheridan* retail stores and retailer shop-in-shops. *Bonds* sales have increased 40 percent since 2013.

The acquisition is expected to result in significant savings through the use of Hanes' large-scale, low-cost global supply chain. Pacific Brands sources the significant majority of its underwear and intimate apparel production from third-party manufacturers, while Hanes relies primarily on company-owned manufacturing. The acquisition also adds to Hanes' global product design, development and innovation capabilities that span the Americas, Europe and the Pacific Rim.

Cautionary Statement Concerning Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as “may,” “believe,” “will,” “expect,” “project,” “estimate,” “intend,” “anticipate,” “plan,” “continue” or similar expressions. In particular, among others, statements about the expected full-year 2016 performance of Pacific Brands Limited and Champion Europe S.p.A. are forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements. Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations of our management, expressed in good faith. However, there can be no assurance that the expectation or belief will result or will be achieved or accomplished, and actual results may differ materially from those contemplated by the forward-looking statements. A number of important factors could cause actual results to differ materially from those contemplated by the forward-looking statements, including, but not limited to our ability to achieve expected synergies and successfully complete the integrations of Pacific Brands and Champion Europe, the highly competitive and evolving nature of the industry in which we compete; 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. We believe these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations. All forward-looking statements speak only as of the date hereof. We undertake no obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, 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*, *Bonds*, *JMS/Just My Size*, *L’eggs*, *Wonderbra*, *Nur Die/Nur Der*, *Lovable*, *Berlei*, 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. 448 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. 167 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. 172 on Newsweek magazine’s green list of 500 largest U.S. companies for environmental achievement. 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.

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