Hanesbrands Inc. Form 4 December 15, 2016

# 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** Form 5

obligations may continue. See Instruction 1(b).

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

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Marsh John T. Issuer Symbol Hanesbrands Inc. [HBI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 1000 EAST HANES MILL ROAD 12/13/2016 below) Group President, Activewear (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting WINSTON-SALEM, NC 27105 Person

(City)	(State) (	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)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/13/2016		F(1)	17,286	D	22.9 (1)	132,132	D		
Common Stock	12/13/2016		F(2)	3,310	D	\$ 22.9 (2)	128,822	D		
Common Stock	12/13/2016		A	23,304 (3)	A	\$0	152,126	D		
Common Stock							579	I	By 401(k) plan	
							21,272	I		

**OMB APPROVAL** 

3235-0287

January 31,

2005

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Number:

Expires:

response...

Estimated average

burden hours per

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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## 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 Exercisal	ble and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date		Amou	int of	Derivative	Ι
Security	or Exercise		any	Code	of	(Month/Day/Yea	ar)	Under	lying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	<b>;</b>		Securities		(Instr. 5)	I
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						F
					(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									<b>A</b> 4		
									Amount		
						Date Ex	piration	Title	or		
						Exercisable Da	Date		Number		
				G 1 1	7. (A) (D)				of		
				Code \	I (A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marsh John T.

1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105

Group President, Activewear

#### **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 performance stock units originally granted to the Reporting (1) 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.

**(2)** 

Reporting Owners 2

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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.

(3) 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.