

NOLL RICHARD A

Form 4

December 13, 2018

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
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOLL RICHARD A

(Last) (First) (Middle)

1000 EAST HANES MILL ROAD

(Street)

WINSTON-SALEM, NC 27105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Hanesbrands Inc. [HBI]

3. Date of Earliest Transaction
(Month/Day/Year)

12/11/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/11/2018		A		9,409 ⁽¹⁾	A	\$ 0	823,512	D
Common Stock	12/11/2018		F ⁽²⁾		79,470	D	\$ 15.16 ⁽²⁾	744,042	D
Common Stock	12/11/2018		F ⁽³⁾		20,246	D	\$ 15.16 ⁽³⁾	723,796	D
Common Stock	12/12/2018		D		6,683	D	⁽⁴⁾	717,113	D
Common	12/13/2018		D		35,869	D	⁽⁵⁾	681,244	D

Stock

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock <u>(6)</u>	<u>(7)</u>	12/12/2018		A		6,683		<u>(8)</u>	<u>(8)</u>	Common Stock	6,683
Phantom Stock <u>(6)</u>	<u>(7)</u>	12/13/2018		A		35,869		<u>(8)</u>	<u>(8)</u>	Common Stock	35,869

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOLL RICHARD A 1000 EAST HANES MILL ROAD WINSTON-SALEM, NC 27105		X		

Signatures

Joia M. Johnson,
attorney-in-fact

12/13/2018

 **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).
- (1) Consists of restricted stock units that upon vesting on the first anniversary of the grant date are settled on a one-for-one basis in shares of common stock.
- (2) Represents shares of common stock withheld to pay taxes upon vesting of performance stock units originally granted to the Reporting Person on December 8, 2015. The number of shares withheld was determined on December 11, 2018 based on the

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closing price of Hanesbrands Inc. common stock on December 7, 2018.

- (3) 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 11, 2018 based on the closing price of Hanesbrands Inc. common stock on December 7, 2018.
- (4) Represents a deferral by the Reporting Person of 6,683 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 12, 2017. The amount deferred was deemed to be invested in a stock equivalent account (the "HBI Stock Fund") in the Hanesbrands Inc. Executive Deferred Compensation Plan (the "Plan").
- (5) Represents a deferral by the Reporting Person of 35,869 shares of Hanesbrands Inc. common stock upon the vesting of restricted stock units granted to the Reporting Person on December 13, 2016. The amount deferred was deemed to be invested in the HBI Stock Fund in the Plan.
- (6) Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund are settled on a share-for-share basis of Hanesbrands Inc. common stock.
- (7) 1-for-1
- (8) Balances in the HBI Stock Fund are settled on a share-for-share basis in Hanesbrands Inc. common stock at the time specified by the Reporting Person at the time of the Reporting Person's deferral election, which in no case shall be prior to the January 1 following the first anniversary of the date the deferral election is made.
- (9) Includes acquisitions of 2,406.65, 2,543.26, 2,707.11 and 3,153.91 phantom stock units acquired through deemed dividend reinvestment on March 13, 2018, June 5, 2018, September 5, 2018 and December 4, 2018, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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