

Johnson James C  
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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Johnson James C

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/11/2018                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>9,409<br>A \$ 0                       | 16,092                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/12/2018                              |                                                             | D                                    | 6,683 D (2) 9,409                                                          |                                                                                                                    | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 24,913                                                                                                             | I                                                                    | Shares<br>Owned by<br>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)

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

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| Johnson James C<br>1000 EAST HANES MILL ROAD<br>WINSTON-SALEM, NC 27105 | X             |           |         |       |

Joia M. Johnson,  
attorney-in-fact

12/13/2018

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

- \* 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.
- 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. Non-Employee Director Deferred Compensation Plan (the "Plan").
- (3) Represents an HBI Stock Fund balance under the Plan. Balances in the HBI Stock Fund are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock.
- (4) 1-for-1
- (5) Balances in the HBI Stock Fund are settled on a share-for-share basis in shares of Hanesbrands Inc. common stock (i) with respect to deferrals prior to January 1, 2008, 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 and (ii) with respect to deferrals on or after January 1, 2008, on the earlier of the fifth anniversary of the date of the deferral or the Reporting Person's

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separation from service as a member of the Hanesbrands Inc. Board of Directors.

- (6) Includes acquisitions of 905.91, 957.33, 1,019.01 and 1,187.19 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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