Hanesbrands Inc.
Form 10-Q
August 02, 2017
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended July 1, 2017
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number: 001-32891

Hanesbrands Inc.
(Exact name of registrant as specified in its charter)

Maryland	20-3552316
(State of incorporation)	(I.R.S. employer identification no.)

1000 East Hanes Mill Road Winston-Salem, North Carolina	27105
(Address of principal executive office)	(Zip code)

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	x	Accelerated filer	¨		
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨	Emerging growth company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange
Act. ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x
As of July 28, 2017, there were 364,478,783 shares of the registrant’s common stock outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q 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 expressio particular, statements under the heading “Outlook” and other information appearing under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” include 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 and believed to have a reasonable basis. However, there can be no assurance that the expectation or belief will result or will be achieved or accomplished. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission (the “SEC”), including this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2016, under the caption “Risk Factors,” and available on the “Investors” section of our corporate website, www.Hanes.com/investors.

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K for the year ended December 31, 2016, particularly under the caption “Risk Factors.” 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.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read our SEC filings over the Internet at the SEC’s website at www.sec.gov. To receive copies of public records not posted to the SEC’s web site at prescribed rates, you may complete an online form at www.sec.gov, send a fax to (202) 772-9337 or submit a written request to the SEC, Office of FOIA/PA Operations, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information.

We make available free of charge at www.Hanes.com/investors (in the “Investors” section) copies of materials we file with, or furnish to, the SEC. By referring to our corporate website, www.Hanes.com/corporate, or any of our other websites, we do not incorporate any such website or its contents into this Quarterly Report on Form 10-Q.

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PART I

Item 1. Financial Statements

HANESBRANDS INC.
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)
(unaudited)

	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net sales	$1,646,610	$1,472,731	$3,026,965	$2,691,871
Cost of sales	1,000,708	915,440	1,841,532	1,677,324
Gross profit	645,902	557,291	1,185,433	1,014,547
Selling, general and administrative expenses	417,225	336,081	835,488	670,932
Operating profit	228,677	221,210	349,945	343,615
Other expenses	1,394	48,325	2,778	48,974
Interest expense, net	44,130	36,540	86,267	68,106
Income from continuing operations before income tax expense	183,153	136,345	260,900	226,535
Income tax expense	10,989	8,202	15,654	18,123
Income from continuing operations	172,164	128,143	245,246	208,412
Income (loss) from discontinued operations, net of tax	368	—	(2,097)	—
Net income	$172,532	$128,143	$243,149	$208,412
Earnings per share — basic:				
Continuing operations	$0.47	$0.34	$0.66	$0.54
Discontinued operations	—	—	(0.01)	—
Net income	$0.47	$0.34	$0.66	$0.54
Earnings per share — diluted:				
Continuing operations	$0.47	$0.34	$0.66	$0.54
Discontinued operations	—	—	(0.01)	—
Net income	$0.47	$0.34	$0.65	$0.54

See accompanying notes to Condensed Consolidated Financial Statements.

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HANESBRANDS INC.
Condensed Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net income	$172,532	$128,143	$243,149	$208,412
Other comprehensive income (loss), net of tax of $2,351, ($1,893), $6,443 and ($454), respectively	(11,928)	6,188	4,298	16,404
Comprehensive income	$160,604	$134,331	$247,447	$224,816

See accompanying notes to Condensed Consolidated Financial Statements.

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HANESBRANDS INC.
Condensed Consolidated Balance Sheets
(in thousands, except share and per share amounts)
(unaudited)

	July 1, 2017	December 31, 2016
Assets		
Cash and cash equivalents	$449,415	$460,245
Trade accounts receivable, net	935,548	836,924
Inventories	2,000,436	1,840,565
Other current assets	192,603	137,535
Current assets of discontinued operations	—	45,897
Total current assets	3,578,002	3,321,166
Property, net	619,883	692,464
Trademarks and other identifiable intangibles, net	1,346,369	1,285,458
Goodwill	1,132,981	1,098,540
Deferred tax assets	480,001	464,872
Other noncurrent assets	79,735	67,980
Total assets	$7,236,971	$6,930,480
Liabilities and Stockholders’ Equity		
Accounts payable	$784,960	$761,647
Accrued liabilities	565,143	619,795
Notes payable	72,157	56,396
Accounts Receivable Securitization Facility	203,609	44,521
Current portion of long-term debt	152,719	133,843
Current liabilities of discontinued operations	—	9,466
Total current liabilities	1,778,588	1,625,668
Long-term debt	3,797,245	3,507,685
Pension and postretirement benefits	377,715	371,612
Other noncurrent liabilities	205,097	201,601
Total liabilities	6,158,645	5,706,566
Stockholders’ equity:		
Preferred stock (50,000,000 authorized shares; $.01 par value)		
Issued and outstanding — None	—	—
Common stock (2,000,000,000 authorized shares; $.01 par value)		
Issued and outstanding — 364,435,404 and 378,687,052, respectively	3,644	3,787
Additional paid-in capital	268,007	260,002
Retained earnings	1,238,368	1,396,116
Accumulated other comprehensive loss	(431,693)	(435,991)
Total stockholders’ equity	1,078,326	1,223,914
Total liabilities and stockholders’ equity	$7,236,971	$6,930,480

See accompanying notes to Condensed Consolidated Financial Statements.

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HANESBRANDS INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Six Months Ended	
	July 1, 2017	July 2, 2016
Operating activities:		
Net income	$243,149	$208,412
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization of long-lived assets	58,095	46,827
Net loss on disposition of businesses	1,100	—
Write-off on early extinguishment of debt	1,559	11,794
Charges incurred for amendments of credit facilities	—	35,497
Amortization of debt issuance costs	5,437	3,827
Stock compensation expense	4,388	7,982
Deferred taxes and other	5,443	(4,812)
Changes in assets and liabilities, net of acquisition of businesses:		
Accounts receivable	(79,429)	(137,826)
Inventories	(130,554)	(129,636)
Other assets	(48,901)	(21,022)
Accounts payable	9,019	(79,722)
Accrued pension and postretirement benefits	11,025	(36,115)
Accrued liabilities and other	(46,081)	(34,284)
Net cash from operating activities	34,250	(129,078)
Investing activities:		
Purchases of property, plant and equipment	(30,838)	(42,679)
Proceeds from sales of assets	4,378	15,642
Acquisition of businesses, net of cash acquired	(524)	(193,396)
Disposition of businesses	40,285	—
Net cash from investing activities	13,301	(220,433)
Financing activities:		
Borrowings on notes payable	141,384	608,411
Repayments on notes payable	(128,987)	(659,571)
Borrowings on Accounts Receivable Securitization Facility	262,216	109,849
Repayments on Accounts Receivable Securitization Facility	(103,128)	(96,578)
Borrowings on Revolving Loan Facilities	2,147,299	2,180,500
Repayments on Revolving Loan Facilities	(1,747,500)	(2,244,000)
Borrowings on Senior Notes	—	2,359,347
Repayments on Senior Notes	—	(1,000,000)
Repayments on Term Loan Facilities	(128,215)	(24,781)
Borrowings on International Debt	—	7,555
Repayments on International Debt	(43,141)	(9,360)
Share repurchases	(299,919)	(379,901)
Cash dividends paid	(110,529)	(84,234)
Payments to amend and refinance credit facilities	(447)	(75,904)
Payment of contingent consideration	(41,250)	—
Taxes paid related to net shares settlement of equity awards	(6,228)	(1,883)

Other	3,234	1,231
Net cash from financing activities	(55,211)	690,681
Effect of changes in foreign exchange rates on cash	(3,170)	658
Change in cash and cash equivalents	(10,830)	341,828
Cash and cash equivalents at beginning of year	460,245	319,169
Cash and cash equivalents at end of period	$449,415	$660,997

See accompanying notes to Condensed Consolidated Financial Statements.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements
(dollars and shares in thousands, except per share data)
(unaudited)

(1) Basis of Presentation

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Management believes that the disclosures made are adequate for a fair statement of the results of operations, financial condition and cash flows of Hanesbrands Inc., a Maryland corporation, and its consolidated subsidiaries (the “Company” or “Hanesbrands”). In the opinion of management, the condensed consolidated interim financial statements reflect all adjustments, which consist only of normal recurring adjustments, necessary to state fairly the results of operations, financial condition and cash flows for the interim periods presented herein. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates. Three subsidiaries of the Company close on the calendar month-end, which is less than a week earlier than the Company’s consolidated quarter end. The difference in reporting of financial information for these subsidiaries did not have a material impact on the Company’s financial condition, results of operations or cash flows.

As a result of further policy harmonization related to acquired businesses, certain prior year amounts in the condensed consolidated financial statements, none of which are material, have been reclassified to conform with the current year presentation. The reclassification is between the “Trade accounts receivable, net” line and the “Accrued liabilities” line of $22,746 as of December 31, 2016. This reclassification had no impact on the Company’s results of operations.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s most recent Annual Report on Form 10-K. The year end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

(2) Recent Accounting Pronouncements

Inventory

In July 2015, the FASB issued ASU 2015-11, “Inventory: Simplifying the Measurement of Inventory”, which requires inventory to be recorded at the lower of cost or net realizable value. The new standard was effective for the Company in the first quarter of 2017. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations or cash flows.

Hedge Accounting

In March 2016, the FASB issued ASU 2016-05, “Derivatives and Hedging (Topic 815): Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships”, which clarifies that a change in the counterparty to a derivative contract, in and of itself, does not require the dedesignation of a hedging relationship. The new standard, which can be adopted prospectively or on a modified retrospective basis, was effective for the Company in the first quarter of 2017. Also in March 2016, the FASB issued ASU 2016-06, “Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments”, which clarify the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. The new standard was effective for the Company in the first quarter of 2017. The adoption of the new accounting rules did not have a material impact on the Company’s financial condition, results of operations and cash flows.

Revenue from Contracts with Customers

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)”, a new accounting standard on revenue recognition that outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The FASB has subsequently issued updates to the standard to provide additional clarification on

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Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
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specific topics. The new standard will be effective for the Company in the first quarter of 2018 and can be applied using a modified retrospective or full retrospective method. The Company has established an implementation team consisting of finance, accounting and front-end business partners to analyze the impact of the guidance across all of its revenue streams. The Company is in the process of evaluating the new standard against its existing accounting policies and practices, including reviewing standard purchase orders, invoices, shipping terms, conducting questionnaires with our global team and reviewing contracts with customers. While the Company’s evaluation has not been completed, the Company has not identified any information that would indicate that the new guidance will have a material impact on the Company’s financial statements. The Company is still assessing the overall impact on the Company’s disclosures. The Company expects to adopt the new standard in the first quarter of 2018 using the modified retrospective transition method.

Statement of Cash Flows

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments”. Issues addressed in the new guidance that are relevant to the Company include debt prepayment and extinguishment costs, contingent consideration payments made after a business combination and beneficial interests in securitization transactions. The new rules will be effective for the Company in the first quarter of 2018. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s cash flows.

Income Taxes

In October 2016, the FASB issued ASU 2016-16, “Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory”. The new rules eliminate the exception for an intra-entity transfer of an asset other than inventory, which aligns the recognition of income tax consequences for such transfers. The new rules require the recognition of current and deferred income taxes resulting from these transfers when the transfer occurs rather than when it is sold to an external party. The new rules will be effective for the Company in the first quarter of 2018. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

Definition of a Business

In January 2017, the FASB issued ASU 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business”. The new rules provide for the application of a screen test to consider whether substantially all the fair value of the assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If the screen test determines this to be true, the set is not a business. The new rules will be effective for the Company in the first quarter of 2018. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

Compensation Retirement Benefits

In March 2017, the FASB issued ASU 2017-07, “Compensation - Retirement Benefits (Topic 715): Improving the presentation of net periodic pension cost and net periodic postretirement benefit cost”. The new rules require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. The new rules will be effective for the Company in the first quarter of 2018. Early adoption is permitted. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

Stock Compensation

In May 2017, the FASB issued ASU 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting”. The new rules provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Under the new rules, an entity should account for the effects of a modification unless the fair value, vesting conditions and classification of the modified award are the same as the original award immediately before the original award is modified. The new rules will be effective for the Company in the first quarter of 2018. Early adoption is permitted. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

(dollars and shares in thousands, except per share data)

Lease Accounting

In February 2016, the FASB issued ASU 2016-02, “Leases”, which will require lessees to recognize a right-of-use asset and a lease liability for all leases that are not short-term in nature. The new rules will be effective for the Company in the first quarter of 2019. The Company is currently in the process of evaluating the impact of adoption of the new rules on the Company’s financial condition, results of operations and cash flows.

Goodwill Impairment

In January 2017, the FASB issued ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment”. The new rules simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount. The new rules will be effective for the Company in the first quarter of 2020. The Company does not expect the adoption of the new accounting rules to have a material impact on the Company’s financial condition, results of operations and cash flows.

(3) Acquisitions

Hanes Australasia

On July 14, 2016, the Company acquired 100% of the outstanding shares of Pacific Brands Limited (“Hanes Australasia”) for a total purchase price of AUD$1,049,360 ($800,871). US dollar equivalents are based on acquisition date exchange rates. The Company funded the acquisition through a combination of cash on hand, a portion of the net proceeds from the 3.5% Senior Notes issued in June 2016 and borrowings under the Australian Term A-1 Loan Facility and the Australian Term A-2 Loan Facility.

As of July 1, 2017, the allocation of purchase price was preliminary and subject to change. The primary areas of the purchase price that are not yet finalized are related to certain income taxes and residual goodwill. Accordingly, adjustments may be made to the values of the assets acquired and liabilities assumed as additional information is obtained about the facts and circumstances, which existed at the valuation date.

The acquired assets and assumed liabilities at the date of acquisition (July 14, 2016) include the following:

Cash and cash equivalents	$54,294
Accounts receivable, net	36,019
Inventories	104,806
Other current assets	16,588
Current assets of discontinued operations	50,839
Property, net	34,835
Trademarks and other identifiable intangibles	506,170
Deferred tax assets and other noncurrent assets	18,471
Total assets acquired	822,022
Accounts payable	89,309
Accrued liabilities and other	22,838
Current liabilities of discontinued operations	14,564
Long-term debt	41,976
Deferred tax liabilities and other noncurrent liabilities	16,320
Total liabilities assumed	185,007
Net assets acquired	637,015
Goodwill	163,856
Purchase price	$800,871

Since July 14, 2016, goodwill decreased by $22,292 as a result of measurement period adjustments, primarily related to the valuation adjustments for the Dunlop Flooring and Tontine Pillow businesses.

(dollars and shares in thousands, except per share data)

Champion Europe

On June 30, 2016, the Company acquired 100% of Champion Europe S.p.A. (“Champion Europe”), which owns the trademark for the Champion brand in Europe, the Middle East and Africa, from certain individual shareholders in an all-cash transaction valued at €220,751 ($245,554) on an enterprise value basis, less working capital adjustments as defined in the purchase agreement, which included €40,700 ($45,277) in estimated contingent consideration. US dollar equivalents are based on acquisition date exchange rates. The Company funded the acquisition through a combination of cash on hand and a portion of the net proceeds from the 3.5% Senior Notes issued in June 2016.

The estimated contingent consideration is included in the “Accrued liabilities” line in the accompanying Condensed Consolidated Balance Sheet and is based on 10 times Champion Europe’s earnings before interest, taxes, depreciation and amortization (“EBITDA”) in excess of €18,600, calculated as defined by the purchase agreement, for the calendar year 2016 and is payable in 2017. The contingent consideration is required to be revalued each reporting period until paid. At July 1, 2017, the contingent consideration payment was pending finalization of Champion Europe’s calendar year 2016 EBITDA calculation in accordance with the purchase agreement. On April 28, 2017, an initial payment of €37,820 ($41,250) was made to the sellers towards the contingent consideration liability, which represents the mutually agreed portion of the contingent consideration. Management continues to evaluate and discuss the proposed adjustments to the EBITDA calculation with the sellers and believes the remaining accrual is consistent with management’s expectations for any additional amount that will be due in connection with the contingent consideration. In addition to the initial payment, additional contingent consideration payments could total up to approximately €46,600.

The acquired assets, contingent consideration and assumed liabilities at the date of acquisition (June 30, 2016) include the following:

Cash and cash equivalents	$14,581
Trade accounts receivable, net	27,926
Inventories	53,816
Other current assets	5,976
Property, net	24,605
Trademarks and other identifiable intangibles	135,277
Deferred tax assets and other noncurrent assets	3,777
Total assets acquired	265,958
Accounts payable	66,594
Accrued liabilities and other (including contingent consideration)	60,887
Notes payable	27,748
Deferred tax liabilities and other noncurrent liabilities	20,282
Total liabilities assumed and contingent consideration	175,511
Net assets acquired	90,447
Goodwill	109,830
Initial consideration paid	200,277
Estimated contingent consideration	45,277
Total purchase price	$245,554

Since June 30, 2016, goodwill increased by $1,665 as a result of measurement period adjustments primarily to working capital. The purchase price allocation was finalized in the second quarter of 2017.

HANESBRANDS INC.
Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

Unaudited pro forma results of operations for the Company are presented below assuming that the 2016 acquisition of Champion Europe had occurred on January 4, 2015. Pro forma operating results for the quarter and six months ended July 2, 2016 exclude expenses totaling $2,778 and $2,742 respectively, for acquisition-related adjustments.

	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net sales	$1,646,610	$1,520,013	$3,026,965	$2,800,512
Net income from continuing operations	172,164	134,738	245,246	218,780
Earnings per share from continuing operations:				
Basic	$0.47	$0.36	$0.66	$0.57
Diluted	0.47	0.35	0.66	0.57

(4) Discontinued Operations

As part of the Company's acquisition of Hanes Australasia, the Company acquired Hanes Australasia's legacy Dunlop Flooring and Tontine Pillow businesses. The Company concluded that these businesses were not a strategic fit; therefore, the decision was made to divest of the businesses.

In February 2017, the Company sold its Dunlop Flooring business for AUD$34,564 ($26,219) in net cash proceeds at the time of sale, with an additional AUD$1,334 ($1,012) of proceeds received in April 2017 related to a working capital adjustment, resulting in a pre-tax loss of AUD$2,715 ($2,083). US dollar equivalents are based on exchange rates on the date of the sale transaction. The Dunlop Flooring business was reported as part of discontinued operations since the date of acquisition.

In March 2017, the Company sold its Tontine Pillow business for AUD$13,500 ($10,363) in net cash proceeds at the time of sale. A working capital adjustment of AUD$966 ($742) was paid to the buyer in April 2017, resulting in a net pre-tax gain of AUD$2,415 ($1,856). US dollar equivalents are based on exchange rates on the date of the sale transaction. The Tontine Pillow business was reported as part of discontinued operations since the date of acquisition.

The operating results of these discontinued operations only reflect revenues and expenses that are directly attributable to these businesses that were eliminated from ongoing operations. The key components from discontinued operations related to the Dunlop Flooring and Tontine Pillow businesses were as follows:

	Quarter Ended	Six Months Ended
	July 1, 2017	July 1, 2017
Net sales	$—	$6,865
Cost of sales	—	4,507
Gross profit	—	2,358
Selling, general and administrative expenses	(2)	3,729
Operating profit (loss)	2	(1,371)
Other expenses	—	303
Net (gain) loss on disposal of businesses	(524)	242
Income (loss) from discontinued operations before income tax expense	526	(1,916)
Income tax expense	158	181
Net income (loss) from discontinued operations, net of tax	$ 368	$(2,097)

(5) Stockholders' Equity

Basic earnings per share (“EPS”) was computed by dividing net income by the number of weighted average shares of common stock outstanding. Diluted EPS was calculated to give effect to all potentially dilutive shares of common stock using the treasury stock method.

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Notes to Condensed Consolidated Financial Statements — (Continued)
(dollars and shares in thousands, except per share data)
(unaudited)

The reconciliation of basic to diluted weighted average shares outstanding is as follows:

	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Basic weighted average shares outstanding	365,911	379,233	370,075	383,448
Effect of potentially dilutive securities:				
Stock options	1,565	2,029	1,605	2,090
Restricted stock units	515	1,244	466	1,205
Employee stock purchase plan and other	1	5	1	13
Diluted weighted average shares outstanding	367,992	382,511	372,147	386,756

For the quarters and six months ended July 1, 2017 and July 2, 2016, there were no options or restricted stock units excluded from the diluted earnings per share calculation because their effect would be anti-dilutive.

For the quarters ended July 1, 2017 and July 2, 2016, the Company declared cash dividends of $0.15 and $0.11 per share, respectively. For the six months ended July 1, 2017 and July 2, 2016, the Company declared cash dividends of $0.30 and $0.22 per share, respectively.

On July 25, 2017, the Company’s Board of Directors declared a regular quarterly cash dividend of $0.15 per share on outstanding shares of common stock to be paid on September 6, 2017 to stockholders of record at the close of business on August 15, 2017.

On April 27, 2016, the Company’s Board of Directors approved a new share repurchase program for up to 40,000 shares to be repurchased in open market transactions, subject to market conditions, legal requirements and other factors. The Company did not repurchase any shares during the quarters ended July 1, 2017 and July 2, 2016. For the six months ended July 1, 2017, the Company entered into transactions to repurchase 14,696 shares at a weighted average repurchase price of $20.39 per share. The shares were repurchased at a total cost of $299,919. For the six months ended July 2, 2016, the Company repurchased 14,243 shares under the previous share repurchase program at a weighted average purchase price of $26.65 per share. The shares were repurchased at a total cost of $379,901. At July 1, 2017, the remaining repurchase authorization totaled 25,304 shares. The program does not obligate the Company to acquire any particular amount of common stock and may be suspended or discontinued at any time at the Company’s discretion.

(6) Inventories

Inventories consisted of the following:

	July 1, 2017	December 31, 2016
Raw materials	$136,532	$ 131,228
Work in process	198,198	185,066
Finished goods	1,665,706	1,524,271
	$2,000,436	$ 1,840,565

(dollars and shares in thousands, except per share data)

(7) Debt

Debt consisted of the following:

	Interest Rate as of July 1, 2017	Principal Amount		Maturity Date
		July 1, 2017	December 31, 2016	
Senior Secured Credit Facility:				
Revolving Loan Facility	3.00%	$391,000	$—	April 2020
Term Loan A	2.94%	623,750	655,469	April 2020
Term Loan B	3.73%	318,625	318,625	April 2022
Australian Term A-1	3.17%	153,780	143,544	July 2019
Australian Term A-2	3.47%	53,823	143,544	July 2021
4.875% Senior Notes	4.88%	900,000	900,000	May 2026
4.625% Senior Notes	4.63%	900,000	900,000	May 2024
3.5% Senior Notes	3.50%	571,298	520,617	June 2024
European Revolving Loan Facility	1.50%	77,361	62,474	September 2017
Accounts Receivable Securitization Facility	2.02%	203,609	44,521	March 2018
Other International Debt	Various	2,872	43,789	Various
		4,196,118	3,732,583	
Less long-term debt issuance cost		42,545	46,534	
Less current maturities		356,328	178,364	
		$3,797,245	$ 3,507,685	

As of July 1, 2017, the Company had $604,317 of borrowing availability under the $1,000,000 Revolving Loan Facility after taking into account outstanding borrowings and $4,683 of standby and trade letters of credit issued and outstanding under this facility. The Company also had $71,391 of borrowing availability under the Accounts Receivable Securitization Facility,$36,405 of borrowing availability under the European Revolving Loan Facility and $49,660 of borrowing availability under the Australian Revolving Loan Facility after taking into account outstanding borrowings and letters of credit outstanding under the applicable facility.

In March 2017, the Company amended the Accounts Receivable Securitization Facility that it entered into in November 2007 (the “Accounts Receivable Securitization Facility”). This amendment primarily extended the maturity date to March 2018.

As of July 1, 2017, the Company was in compliance with all financial covenants under its credit facilities.

(8) Accumulated Other Comprehensive Loss

The components of Accumulated other comprehensive loss (“AOCI”) are as follows:

	Cumulative Translation Adjustment	Hedges	Defined Benefit Plans	Income Taxes	Accumulated Other Comprehensive Loss
Balance at December 31, 2016	$ (78,059)	$13,772	$(606,583)	$234,879	$ (435,991)
Amounts reclassified from accumulated other comprehensive loss	—	(2,934)	9,578	(2,553)	4,091
Current-period other comprehensive income (loss) activity	17,492	(26,281)	—	8,996	207
Balance at July 1, 2017	$ (60,567)	$(15,443)	$(597,005)	$241,322	$ (431,693)

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Notes to Condensed Consolidated Financial Statements — (Continued)
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The Company had the following reclassifications out of AOCI:

Component of AOCI	Location of Reclassification into Income	Amount of Reclassification from AOCI Quarter Ended		Amount of Reclassification from AOCI Six Months Ended	
		July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Gain on foreign exchange contracts	Cost of sales	$2,636	$1,385	$2,934	$3,709
	Income tax	(1,012)	(539)	(1,125)	(1,443)
	Net of tax	1,624	846	1,809	2,266
Amortization of deferred actuarial loss and prior service cost	Selling, general and administrative expenses	(4,768)	(4,331)	(9,578)	(8,536)
	Income tax	1,831	1,685	3,678	3,321
	Net of tax	(2,937)	(2,646)	(5,900)	(5,215)
Total reclassifications		$(1,313)	$(1,800)	$(4,091)	$(2,949)

(9) Financial Instruments and Risk Management

The Company uses forward foreign exchange contracts to manage its exposures to movements in foreign exchange rates. As of July 1, 2017, the notional U.S. dollar equivalent of commitments to sell foreign currencies within the Company’s derivative portfolio was $615,665, primarily consisting of contracts hedging exposures to the Australian dollar, Euro, Canadian dollar, Mexican peso, and the New Zealand dollar.

Fair Values of Derivative Instruments

The fair values of derivative financial instruments recognized in the Condensed Consolidated Balance Sheets of the Company were as follows:

	Balance Sheet Location	Fair Value July 1, 2017	December 31, 2016
Hedges	Other current assets	$176	$ 16,729
Non-hedges	Other current assets	120	4,363
Total derivative assets		296	21,092
Hedges	Accrued liabilities	(11,560)	(207)
Non-hedges	Accrued liabilities	(2,626)	(172)
Total derivative liabilities		(14,186)	(379)
Net derivative (liability) asset		$(13,890)	$ 20,713

Cash Flow Hedges

The Company uses forward foreign exchange contracts to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated transactions, foreign currency-denominated investments and other known foreign currency exposures. Gains and losses on these contracts are intended to offset losses and gains on the hedged transaction in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates. The Company expects to reclassify into earnings during the next 12 months a net loss from AOCI of approximately $4,114.

The changes in fair value of derivatives excluded from the Company’s effectiveness assessments and the ineffective portion of the changes in the fair value of derivatives used as cash flow hedges are reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statements of Income.

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The effect of cash flow hedge derivative instruments on the Condensed Consolidated Statements of Income and AOCI is as follows:

	Amount of Gain (Loss) Recognized in AOCI (Effective Portion)		Amount of Gain (Loss) Recognized in AOCI (Effective Portion)	
	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Foreign exchange contracts	$(8,167)	$2,041	$(26,281)	$(3,537)

	Location of Gain Reclassified from AOCI into Income (Effective Portion)	Amount of Gain Reclassified from AOCI into Income (Effective Portion)		Amount of Gain Reclassified from AOCI into Income (Effective Portion)	
		Quarter Ended		Six Months Ended	
		July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Foreign exchange contracts	Cost of sales	$ 2,636	$ 1,385	$ 2,934	$ 3,709

Derivative Contracts Not Designated As Hedges

The Company uses foreign exchange derivative contracts as economic hedges against the impact of foreign exchange fluctuations on existing accounts receivable and payable balances and intercompany lending transactions denominated in foreign currencies. These contracts are not designated as hedges under the accounting standards and are recorded at fair value in the Condensed Consolidated Balance Sheet. Any gains or losses resulting from changes in fair value are recognized directly into earnings. Gains or losses on these contracts largely offset the net remeasurement gains or losses on the related assets and liabilities.

The effect of derivative contracts not designated as hedges on the Condensed Consolidated Statements of Income is as follows:

	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income		Amount of Gain (Loss) Recognized in Income	
		Quarter Ended		Six Months Ended	
		July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Foreign exchange contracts	Selling, general and administrative expenses	$(411)	$2,684	$(4,675)	$ 276

(10) Fair Value of Assets and Liabilities

As of July 1, 2017, the Company held certain financial assets and liabilities that are required to be measured at fair value on a recurring basis. These consisted of the Company’s derivative instruments related to foreign exchange rates, deferred compensation plan liabilities and contingent consideration resulting from the Champion Europe acquisition.

The fair values of foreign currency derivatives are determined using the cash flows of the foreign exchange contract, discount rates to account for the passage of time and current foreign exchange market data and are categorized as Level 2. The fair value of deferred compensation plans is based on readily available current market data and is categorized as Level 2. The fair value of the contingent consideration obligation is determined by applying a multiple of 10 times Champion Europe’s EBITDA for calendar year 2016 in excess of €18,600, as defined per the purchase agreement, as further described in Note 3 to the Company’s condensed consolidated financial statements, and is categorized as Level 3. An initial payment of €37,820 was made on April 28, 2017 to the sellers, which represents the mutually agreed portion of the contingent consideration. The remaining contingent consideration obligation will be revalued each reporting period until the related contingencies are resolved, with any adjustments to the fair value recognized in earnings. The Company’s defined benefit pension plan investments are not required to be measured at fair value on a recurring basis.

(dollars and shares in thousands, except per share data)

There were no changes during the quarter ended July 1, 2017 to the Company’s valuation techniques used to measure asset and liability fair values on a recurring basis. There were no transfers into or out of Level 1, Level 2 or Level 3 during the quarter ended July 1, 2017. As of and during the quarter and six months ended July 1, 2017, the Company did not have any non-financial assets or liabilities that were required to be measured at fair value on a recurring or non-recurring basis.

The following tables set forth, by level within the fair value hierarchy, the Company’s financial assets and liabilities accounted for at fair value on a recurring basis.

	Assets (Liabilities) at Fair Value as of July 1, 2017			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Foreign exchange derivative contracts	$296	$ —	$296	$ —
Foreign exchange derivative contracts	(14,186)	—	(14,186)	—
	(13,890)	—	(13,890)	—
Champion Europe contingent consideration	(3,276)	—	—	(3,276)
Deferred compensation plan liability	(50,744)	—	(50,744)	—
Total	$(67,910)	$ —	$(64,634)	$ (3,276)

	Assets (Liabilities) at Fair Value as of December 31, 2016			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Foreign exchange derivative contracts	$21,092	$ —	$21,092	$ —
Foreign exchange derivative contracts	(379)	—	(379)	—
	20,713	—	20,713	—
Champion Europe contingent consideration	(42,378)	—	—	(42,378)
Deferred compensation plan liability	(51,868)	—	(51,868)	—
Total	$(73,533)	$ —	$(31,155)	$ (42,378)

Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, trade accounts receivable, notes receivable and accounts payable approximated fair value as of July 1, 2017 and December 31, 2016. The carrying amount of trade accounts receivable included allowance for doubtful accounts, chargebacks and other deductions of $22,456 and $18,726 as of July 1, 2017 and December 31, 2016, respectively. The fair value of debt, which is classified as a Level 2 liability, was $4,275,070 and $3,729,270 as of July 1, 2017 and December 31, 2016, respectively. Debt had a carrying value of $4,196,118 and $3,732,583 as of July 1, 2017 and December 31, 2016, respectively. The fair values were estimated using quoted market prices as provided in secondary markets, which consider the Company’s credit risk and market related conditions. The carrying amounts of the Company’s notes payable, which is classified as a Level 2 liability, approximated fair value as of July 1, 2017 and December 31, 2016, primarily due to the short-term nature of these instruments.

(11) Income Taxes

The Company’s effective income tax rate for continuing operations was 6% for the quarters ended July 1, 2017 and July 2, 2016, respectively. The Company’s effective income tax rate for continuing operations was 6% and 8% for the six months ended July 1, 2017 and July 2, 2016, respectively. The lower effective income tax rate for the six months ended July 1, 2017 compared to the six months ended July 2, 2016 was primarily due to an income tax benefit related to the realization of an unrecognized tax benefit resulting from the effective settlement of positions in foreign jurisdictions.

(dollars and shares in thousands, except per share data)

(12) Business Segment Information

In the first quarter of 2017, the Company realigned its reporting segments to reflect the new model under which the business will be managed and results will be reviewed by the chief executive officer, who is the Company's chief operating decision maker. The former Direct to Consumer segment, which consisted of the Company's U.S. value-based ("outlet") stores, legacy catalog business and U.S. retail Internet operations, was eliminated. The Company's U.S. retail Internet operations, which sells products directly to consumers, is now reported in the respective Innerwear and Activewear segments. Other consists of the Company's U.S. value-based ("outlet") stores, U.S. hosiery business (previously reported in the Innerwear segment) and legacy catalog operations. Prior year segment sales and operating profit results have been revised to conform to the current year presentation.

The Company's operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management that is responsible for the operations of the segment's businesses, but the segments share a common supply chain and media and marketing platforms.

The types of products and services from which each reportable segment derives its revenues are as follows:

- Innerwear sells basic branded products that are replenishment in nature under the product categories of men's underwear, panties, children's underwear, socks and intimate apparel, which includes bras and shapewear.
- Activewear sells basic branded products that are primarily seasonal in nature under the product categories of branded printwear and retail activewear, as well as licensed logo apparel in collegiate bookstores, mass retail and other channels.
- International primarily relates to the Europe, Australia, Asia, Latin America and Canada geographic locations that sell products that span across the Innerwear and Activewear reportable segments.

The Company evaluates the operating performance of its segments based upon segment operating profit, which is defined as operating profit before general corporate expenses, acquisition-related and integration charges and amortization of intangibles. The accounting policies of the segments are consistent with those described in Note 2 to the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2016.

	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Net sales:				
Innerwear	$719,006	$737,690	$1,224,196	$1,274,711
Activewear	379,756	374,511	707,099	691,054
International	475,242	269,662	952,640	548,749
Other	72,606	90,868	143,030	177,357
Total net sales	$1,646,610	$1,472,731	$3,026,965	$2,691,871

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HANESBRANDS INC.
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	Quarter Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
Segment operating profit:				
Innerwear	$164,279	$178,023	$266,980	$287,758
Activewear	49,630	55,009	83,038	87,114
International	58,307	23,153	108,802	47,872
Other	5,643	12,530	6,088	18,209
Total segment operating profit	277,859	268,715	464,908	440,953
Items not included in segment operating profit:				
General corporate expenses	(16,989)	(18,587)	(37,218)	(40,022)
Acquisition-related and integration charges	(26,062)	(24,395)	(64,429)	(49,064)
Amortization of intangibles	(6,131)	(4,523)	(13,316)	(8,252)
Total operating profit	228,677	221,210	349,945	343,615
Other expenses	(1,394)	(48,325)	(2,778)	(48,974)
Interest expense, net	(44,130)	(36,540)	(86,267)	(68,106)
Income from continuing operations before income tax expense	$183,153	$136,345	$260,900	$226,535

For the quarter ended July 1, 2017, the Company incurred acquisition-related and integration charges of $26,062, of which $4,284 is reported in the “Cost of sales” line and $21,778 is reported in the “Selling, general and administrative expenses” line in the Condensed Consolidated Statement of Income. For the quarter ended July 2, 2016, the Company incurred acquisition-related and integration charges of $71,686, of which $9,300 is reported in the “Cost of sales” line, $15,095 is reported in the “Selling, general and administrative expenses” line and $47,291 is reported in the “Other expenses” line in the Condensed Consolidated Statement of Income.

For the six months ended July 1, 2017, the Company incurred acquisition-related and integration charges of $64,429, of which $19,759 is reported in the “Cost of sales” line and $44,670 is reported in the “Selling, general and administrative expenses” line. For the six months ended July 2, 2016, the Company incurred acquisition-related and integration charges of $96,355, of which $14,169 is reported in the “Cost of sales” line, $34,895 is reported in the “Selling, general and administrative expenses” line and $47,291 is reported in the “Other expenses” line in the Condensed Consolidated Statement of Income.

As part of the Hanes Europe Innerwear acquisition strategy, in 2015 the Company identified management and administrative positions that were considered non-essential and/or duplicative that have or will be eliminated. As of December 31, 2016, the Company had accrued approximately $32,542 for expected benefit payments related to employee termination and other benefits for affected employees. During the six months ended July 1, 2017, there were approximately $5,790 of benefit payments and foreign currency adjustments, resulting in an accrual of $26,752, of which, $13,247 and $13,505, is included in the “Accrued liabilities” and “Other noncurrent liabilities” lines of the Condensed Consolidated Balance Sheet, respectively.

In the first quarter of 2017, the Company approved an action to resize its U.S. corporate office workforce through separation programs affecting employees primarily in the Innerwear and Activewear segments. As of April 1, 2017, the Company accrued approximately $10,145 for employee termination and other benefits in accordance with expected benefit payments, with the majority of charges reflected in the “Selling, general and administrative expenses” line of the Condensed Consolidated Statements of Income. During the quarter ended July 1, 2017, there were approximately $3,370 of benefit payments and an additional accrual of $4,551, resulting in an ending accrual of $11,326 included in the “Accrued liabilities” line of the Condensed Consolidated Balance sheet.

The Company closed its Nanjing, China textile plant in the first quarter of 2017 as part of a plan to realign its Asia textile production in order to better support its global commercial footprint, which has evolved over the past 10 years through major acquisitions in the United States, Europe and Australia. As of April 1, 2017, the Company accrued approximately $8,534 for employee termination and other benefits in accordance with expected benefit payments for employees. The charges, along with other facility exit costs of $2,831, were reflected in the “Cost of sales” line of the Condensed Consolidated Statements of Income. During the quarter ended July 1, 2017, there were approximately $6,931 of benefit payments and foreign currency adjustments, resulting in an accrual of $1,603, which is included in the "Accrued liabilities" line of the Condensed Consolidated Balance Sheet. As of July 1, 2017, the Nanjing, China textile plant, valued at $65,570, was classified as assets held for sale and reported within the "Other current assets" line of the Condensed Consolidated Balance Sheet.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis of financial condition and results of operations, or MD&A, contains forward-looking statements that involve risks and uncertainties. Please see "Forward-Looking Statements" in this Quarterly Report on Form 10-Q for a discussion of the uncertainties, risks and assumptions associated with these statements. This discussion should be read in conjunction with our historical financial statements and related notes thereto and the other disclosures contained elsewhere in this Quarterly Report on Form 10-Q. The unaudited condensed consolidated financial statements and notes included herein should be read in conjunction with our audited consolidated financial statements and notes for the year ended December 31, 2016, which were included in our Annual Report on Form 10-K filed with the SEC. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those included elsewhere in this Quarterly Report on Form 10-Q and those included in the "Risk Factors" section and elsewhere in our Annual Report on Form 10-K for the year ended December 31, 2016.

Overview

We are a consumer goods company with a portfolio of leading apparel brands, including Hanes, Champion, DIM, Maidenform, Playtex, Bonds, Bali, JMS/Just My Size, Nur Die/Nur Der, L'eggs, Lovable, Wonderbra, Flexees, Berlei, Lilyette and Gear for Sports. We design, manufacture, source and sell a broad range of basic apparel such as T-shirts, bras, panties, men's underwear, children's underwear, activewear, socks and hosiery.

Our operations are managed and reported in three operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Activewear and International. These segments are organized principally by product category and geographic location. Each segment has its own management that is responsible for the operations of the segment's businesses, but the segments share a common supply chain and media and marketing platforms. In the first quarter of 2017, we realigned our reporting segments to reflect the new model under which the business will be managed and results will be reviewed by the chief executive officer, who is our chief operating decision maker. The former Direct to Consumer segment, which consisted of our U.S. value-based ("outlet") stores, legacy catalog business and U.S. retail Internet operations, was eliminated. Our U.S. retail Internet operations, which sells products directly to consumers, is now reported in the respective Innerwear and Activewear segments. Other consists of our U.S. value-based ("outlet") stores, U.S. hosiery business (previously reported in the Innerwear segment) and legacy catalog operations. Prior year segment sales and operating profit results have been revised to conform to the current year presentation.

Highlights from the Second Quarter Ended July 1, 2017

Key financial highlights are as follows:

- Total net sales in the second quarter of 2017 were $1.65 billion, compared with $1.47 billion in the same period of 2016, representing a 12% increase.
- Operating profit increased 3% to $229 million in the second quarter of 2017, compared with $221 million in the same period of 2016. As a percentage of sales, operating profit was 13.9% in the second quarter of 2017 compared to 15.0% in the same period of 2016. Included within operating profit for both the second quarter of 2017 and 2016 were acquisition-related and integration charges of $26 million and $24 million, respectively.
- Diluted earnings per share from continuing operations increased 38% to $0.47 in the second quarter of 2017, compared with $0.34 in the same period of 2016.

In 2017, we began executing a multi-year program ("Project Booster") to drive investment for sales growth, cost reduction and increased cash flow. Under Project Booster, we are investing to accelerate worldwide omnichannel and global Champion growth, while also investing in marketing and brand building for our leading lineup of brands globally. To fund growth initiatives, reduce costs and increase cash flow, we expect to reduce overhead, including headcount to reflect market trends and needs; drive additional supply chain optimization beyond integration synergies; and focus on inventory turns and other working capital improvements. We intend to use our size and scale to drive supply chain optimization, including investing in our domestic distribution center network to better serve the online channel, gaining procurement and product development savings, utilizing global fabric platforms and silhouettes, and continuing to internalize production.

The Project Booster initiative is expected to generate approximately $150 million in annualized cost savings. We expect to reinvest approximately $50 million of the savings in targeted growth opportunities, which would result in a run rate of net annualized savings of approximately $100 million starting by the end of 2019. Project Booster cost savings and working capital initiatives are expected to generate an incremental annual run rate of $300 million of cash from operations starting by the end of 2019.

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Outlook

We expect our 2017 full year net sales to be approximately $6.45 billion to $6.55 billion.

Interest and other expenses are expected to be approximately $175 million, combined.

We estimate our full year effective income tax rate to be comparable with prior year, assuming no changes to U.S. tax law and policy.

We expect cash flow from operations to be in the range of $625 million to $725 million. We expect capital expenditures of approximately $90 million to $100 million.

Seasonality and Other Factors

Our operating results are subject to some variability due to seasonality and other factors. Generally, our diverse range of product offerings helps mitigate the impact of seasonal changes in demand for certain items. We generally have higher sales during the back-to-school and holiday shopping seasons and during periods of cooler weather, which benefits certain product categories such as fleece. Sales levels in any period are also impacted by customers' decisions to increase or decrease their inventory levels in response to anticipated consumer demand. Our customers may cancel or change delivery schedules, manage on-hand inventory levels, or change the mix of products ordered with minimal notice to us. Media, advertising and promotion expenses may vary from period to period during a fiscal year depending on the timing of our advertising campaigns for retail selling seasons and product introductions.

Although the majority of our products are replenishment in nature and tend to be purchased by consumers on a planned, rather than on an impulse basis, our sales are impacted by discretionary spending by consumers. Discretionary spending is affected by many factors, including, among others, general business conditions, interest rates, inflation, consumer debt levels, the availability of consumer credit, taxation, gasoline prices, weather, unemployment trends and other matters that influence consumer confidence and spending. Many of these factors are outside of our control. Consumers' purchases of discretionary items, including our products, could decline during periods when disposable income is lower, when prices increase in response to rising costs, or in periods of actual or perceived unfavorable economic conditions. These consumers may choose to purchase fewer of our products or to purchase lower-priced products of our competitors in response to higher prices for our products, or may choose not to purchase our products at prices that reflect our price increases that become effective from time to time.

Changes in product sales mix can impact our gross profit as the percentage of our sales attributable to higher margin products, such as intimate apparel and men's underwear, and lower margin products, such as activewear, fluctuate from time to time. In addition, sales attributable to higher and lower margin products within the same product category fluctuate from time to time. Our customers may change the mix of products ordered with minimal notice to us, which makes trends in product sales mix difficult to predict. However, certain changes in product sales mix are seasonal in nature, as sales of socks, hosiery and fleece products generally have higher sales during the last two quarters (July to December) of each fiscal year as a result of cooler weather, back-to-school shopping and holidays, while other changes in product mix may be attributable to customers' preferences and discretionary spending.

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Condensed Consolidated Results of Operations — Second Quarter Ended July 1, 2017 Compared with Second Quarter Ended July 2, 2016

	Quarter Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$1,646,610	$1,472,731	$173,879	11.8 %
Cost of sales	1,000,708	915,440	85,268	9.3
Gross profit	645,902	557,291	88,611	15.9
Selling, general and administrative expenses	417,225	336,081	81,144	24.1
Operating profit	228,677	221,210	7,467	3.4
Other expenses	1,394	48,325	(46,931)	(97.1)
Interest expense, net	44,130	36,540	7,590	20.8
Income from continuing operations before income tax expense	183,153	136,345	46,808	34.3
Income tax expense	10,989	8,202	2,787	34.0
Income from continuing operations	172,164	128,143	44,021	34.4
Income from discontinued operations, net of tax	368	—	368	NM
Net income	$172,532	$128,143	$44,389	34.6 %

Net Sales

Net sales increased 12% during the second quarter of 2017 primarily due to the following:

- Acquisitions of Hanes Australasia, Champion Europe and It's Greek to Me and GTM Retail, Inc. ("GTM") in 2016, which added incremental net sales of approximately $223 million in the second quarter of 2017;
- Increased net sales driven by our global Champion sales growth;
- Increased net sales in the online channel globally;
- Increased net sales within our sock product category; and
- Increased net sales within our Hanes activewear apparel.

Partially offset by:

- Lower net sales in our intimates product category as a result of challenging consumer traffic at retail and the continued impact from store closures within the mid-tier and department store channel;
- Lower net sales in our licensed sports apparel business driven by a timing shift of orders in the mass merchant channel into the third quarter of 2017;
- Lower net sales in Other driven by continued declines in Hosiery, slower traffic at our outlet stores and the planned exit from our legacy catalog business in the third quarter of 2016; and
- Unfavorable impact of foreign currency exchange rates in our International businesses.

Gross Profit

The increase in gross profit was attributable to higher sales volume primarily from acquisitions, supply chain efficiencies and synergies recognized from the integration of our acquisitions and lower acquisition-related and integration charges. Included in gross profit in the second quarter of 2017 and 2016 are charges of approximately $4 million and $9 million, respectively, related to acquisition-related and integration costs.

Selling, General and Administrative Expenses

As a percentage of net sales, our selling, general and administrative expenses were 25.3% for the second quarter of 2017 compared to 22.8% in the same period of 2016. Included in selling, general and administrative expenses were charges of $22 million and $15 million of acquisition-related and integration costs for the second quarter of 2017 and 2016, respectively. Selling, general and administrative expenses, as a percentage of net sales, increased due to the higher proportion of selling, general and administrative expenses for the recently acquired entities, primarily Hanes Australasia, Champion Europe and GTM, and expenses related to our Project Booster initiative including our U.S. corporate office headcount reductions and related severance charges, offset by synergy benefits from the integration of prior acquisitions and continued cost control.

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Other Highlights

Other Expenses – lower by $47 million in the second quarter of 2017 compared to the second quarter of 2016, primarily due to costs associated with the redemption of our 6.375% Senior Notes in 2016, which included a call premium and write-off of unamortized debt issuance costs.

Interest Expense – higher by $8 million in the second quarter of 2017 compared to the second quarter of 2016 primarily due to higher debt balances from prior year acquisitions and share repurchases in 2017. Our weighted average interest rate on our outstanding debt was 3.76% during the second quarter of 2017, compared to 3.66% in second quarter of 2016.

Income Tax Expense – our effective income tax rate was 6% for the second quarter of 2017 and 2016.

Discontinued Operations – the results of our discontinued operations include the operations of two businesses, Dunlop Flooring and Tontine Pillow, which were purchased in the Hanes Australasia acquisition in 2016 and sold during the first quarter of 2017.

Operating Results by Business Segment — Second Quarter Ended July 1, 2017 Compared with Second Quarter Ended July 2, 2016

	Net Sales Quarter Ended		Operating Profit Quarter Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
	(dollars in thousands)			
Innerwear	$719,006	$737,690	$164,279	$178,023
Activewear	379,756	374,511	49,630	55,009
International	475,242	269,662	58,307	23,153
Other	72,606	90,868	5,643	12,530
Corporate	—	—	(49,182)	(47,505)
Total	$1,646,610	$1,472,731	$228,677	$221,210

Innerwear

	Quarter Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$719,006	$737,690	$(18,684)	(2.5)%
Segment operating profit	164,279	178,023	(13,744)	(7.7)

Innerwear net sales decreased in both our basics and intimates apparel businesses. Strength in our sock business was more than offset by declines in other product categories due to challenging consumer traffic at retail. Our intimate apparel business experienced sales declines as store closures, primarily in the mid-tier and department store channel, in the first and second quarter of 2017 continue to impact sales, partially offset by strong online channel growth across all Innerwear product categories.

Decreased operating profit was largely driven by sales volume, unfavorable product mix and expenses associated with Project Booster, partially offset by lower selling, general and administrative expenses from continued cost control.

Activewear

	Quarter Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$379,756	$374,511	$5,245	1.4 %
Segment operating profit	49,630	55,009	(5,379)	(9.8)

Activewear net sales increased with our expansion into the teamwear and fanware space with the acquisition of GTM in 2016, increased net sales in our Hanes activewear apparel, and solid growth across Activewear product categories in the online channel. The increase was offset partially by sales declines in our licensed sports apparel business driven by an unexpected

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timing shift of orders in the mass merchant channel into the third quarter of 2017, as well as decreased Champion net sales due to the prior year sporting goods retailer bankruptcies.

Operating profit decreased primarily as a result of the impact of retailer bankruptcies and higher proportion of selling, general and administrative expenses at our recently acquired GTM business, offset partially by continued cost control.

International

	Quarter Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$475,242	$269,662	$205,580	76.2 %
Segment operating profit	58,307	23,153	35,154	151.8

Net sales in the International segment were higher as a result of the following:

- Incremental net sales from the acquisitions of Hanes Australasia and Champion Europe in 2016; and
- Continued growth in Asia within our Activewear product category, primarily driven by Champion and Hanes sales growth.

Partially offset by:

- Lower net sales in Hanes Europe Innerwear due to declining hosiery sales and traffic at retail in certain markets; and
- Unfavorable impact of foreign currency exchange rates.

Operating profit increased primarily due to higher sales volume, coupled with cost synergies realized in our Hanes Europe Innerwear and Hanes Australasia businesses.

Other

	Quarter Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$72,606	$90,868	$(18,262)	(20.1)%
Segment operating profit	5,643	12,530	(6,887)	(55.0)

Other net sales were lower as a result of continued declines in hosiery sales in the U.S., slower traffic at our outlet stores and the planned exit from our legacy catalog business in the third quarter of 2016. Operating profit decreased as a result of lower sales volume, offset, in part, by continued cost control.

Corporate

Corporate expenses included certain administrative costs and acquisition-related and integration charges. Acquisition-related and integration costs are expenses related directly to an acquisition and its integration into the organization. These costs include legal fees, consulting fees, bank fees, severance costs, certain purchase accounting items, facility closures, inventory write-offs, information technology costs and similar charges. Acquisition-related currency transactions represent the foreign exchange gain from financing activities related to the Champion Europe and Hanes Australasia acquisitions.

	Quarter Ended	
	July 1, 2017	July 2, 2016
	(dollars in thousands)	
Acquisition-related and integration costs:		
Hanes Europe Innerwear	$10,514	$22,212
Hanes Australasia	5,970	1,157
Knights Apparel	5,075	6,125
Champion Europe	4,399	1,518
Other acquisitions	104	1,192
Acquisition-related currency transactions	—	(7,809)

Total acquisition-related and integration costs	$26,062	$24,395

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Condensed Consolidated Results of Operations — Six Months Ended July 1, 2017 Compared with Six Months Ended July 2, 2016

	Six Months Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$3,026,965	$2,691,871	$335,094	12.4 %
Cost of sales	1,841,532	1,677,324	164,208	9.8
Gross profit	1,185,433	1,014,547	170,886	16.8
Selling, general and administrative expenses	835,488	670,932	164,556	24.5
Operating profit	349,945	343,615	6,330	1.8
Other expenses	2,778	48,974	(46,196)	(94.3)
Interest expense, net	86,267	68,106	18,161	26.7
Income from continuing operations before income tax expense	260,900	226,535	34,365	15.2
Income tax expense	15,654	18,123	(2,469)	(13.6)
Income from continuing operations	245,246	208,412	36,834	17.7
Income from discontinued operations, net of tax	(2,097)	—	(2,097)	NM
Net income	$243,149	$208,412	$34,737	16.7 %

Net Sales

Net sales increased 12% in the six months of 2017 compared to the same period of 2016 as a result of the following:

- Acquisitions of Hanes Australasia, Champion Europe and GTM in 2016, which added incremental net sales of approximately $436 million in the six months of 2017;
- Increased net sales driven by our global Champion growth;
- Increased net sales in the online channel globally; and
- Increased net sales in our sock product category.

Partially offset by:

- Lower net sales in our remaining Innerwear product categories as a result of challenging consumer traffic at retail, cautious inventory management by retailers and store closures within the mid-tier and department store channel;
- Lower net sales in our licensed sports apparel business driven by a timing shift of orders in the mass merchant channel into the third quarter of 2017;
- Lower net sales in Other driven by continued declines in Hosiery, slower traffic at our outlet stores and the planned exit from our legacy catalog business in the third quarter of 2016; and
- Unfavorable impact of foreign currency exchange rates in our International businesses.

Gross Profit

Gross profit increased in the six months of 2017 compared to the same period in 2016 due to higher sales volume primarily from acquisitions, supply chain efficiencies and synergies recognized from the integration of our acquisitions, offset slightly by higher acquisition-related and integration charges. Included in gross profit in the six months of 2017 and 2016 are charges of approximately $20 million and $14 million, respectively, related to acquisition-related and integration costs.

Selling, General and Administrative Expenses

As a percentage of net sales, our selling, general and administrative expenses were 27.6% for the six months of 2017 compared to 24.9% in the same period of 2016. Included in selling, general and administrative expenses were charges of $45 million and $35 million of acquisition-related and integration costs for the six months of 2017 and 2016, respectively. The higher selling, general and administrative expenses, as a percentage of net sales, resulted from the increase in acquisition-related and integration costs, higher proportion of selling, general and administrative expenses for the recently acquired entities, primarily Hanes Australasia, Champion Europe and GTM, and expenses related to our Project Booster initiative including our U.S. corporate office headcount reduction efforts, offset partially by synergy benefits from the integration of prior acquisitions, planned reduction of our catalog distribution and continued cost control.

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Other Highlights

Other Expenses – lower by $46 million in the six months of 2017 compared to 2016, primarily due to costs associated with the redemption of our 6.375% Senior Notes in 2016, which included a call premium and write-off of unamortized debt issuance costs.

Interest Expense – higher by $18 million for the six months of 2017 compared to 2016 primarily due to higher debt balances to help fund acquisitions and share repurchases. Our weighted average interest rate on our outstanding debt was 3.75% for the six months of 2017 and 3.63% for the six months of 2016.

Income Tax Expense – our effective income tax rate was 6% and 8% for the six months of 2017 and 2016, respectively. The lower effective income tax rate for the six months ended July 1, 2017 compared to the six months ended July 2, 2016 was primarily due to an income tax benefit recognized related to the realization of an unrecognized tax benefit resulting from the effective settlement of positions in foreign jurisdictions.

Discontinued Operations – the results of our discontinued operations include the operations of two businesses, Dunlop Flooring and Tontine Pillow, which were purchased in the Hanes Australasia acquisition in 2016 and sold during the first quarter of 2017.

Operating Results by Business Segment — Six Months Ended July 1, 2017 Compared with Six Months Ended July 2, 2016

	Net Sales		Operating Profit	
	Six Months Ended		Six Months Ended	
	July 1, 2017	July 2, 2016	July 1, 2017	July 2, 2016
	(dollars in thousands)			
Innerwear	$1,224,196	$1,274,711	$266,980	$287,758
Activewear	707,099	691,054	83,038	87,114
International	952,640	548,749	108,802	47,872
Other	143,030	177,357	6,088	18,209
Corporate	—	—	(114,963)	(97,338)
Total net sales	$3,026,965	$2,691,871	$349,945	$343,615

Innerwear

	Six Months Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$1,224,196	$1,274,711	$(50,515)	(4.0)%
Segment operating profit	266,980	287,758	(20,778)	(7.2)

Innerwear net sales decreased in both our basics and intimates apparel businesses. Strength in our sock product category, as well as growth in the online channel was more than offset by declines in other product categories due to challenging consumer traffic at retail and cautious inventory management by retailers. Our intimate apparel business experienced sales declines driven by retail store closures in the mid-tier and department store channel, partially offset by strong performance from our new Maidenform sport and millennial product offerings.

Decreased operating profit was driven largely by lower sales volume coupled with lower margins from unfavorable product mix, as well as expenses related Project Booster, offset partially by continued cost control.

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Activewear

	Six Months Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$707,099	$691,054	$16,045	2.3 %
Segment operating profit	83,038	87,114	(4,076)	(4.7)

Activewear net sales increased as a result of our expansion into the teamwear and fanware space with the acquisition of GTM in 2016 and Champion sales growth within the mass merchant channel, partially offset by sales declines in Hanes activewear within the mass merchant channel and lower sales in our licensed sports apparel business driven by a timing shift of orders in the mass merchant channel into the third quarter of 2017.

Operating profit decreased primarily as a result of the impact of retailer bankruptcies and higher proportion of selling, general and administrative expenses at our recently acquired GTM business, offset partially by continued cost control.

International

	Six Months Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$952,640	$548,749	$403,891	73.6 %
Segment operating profit	108,802	47,872	60,930	127.3

Net sales in the International segment were higher as a result of the following:

- Incremental net sales from the acquisitions of Hanes Australasia and Champion Europe in 2016; and
- Continued growth in Asia within our Activewear product category, primarily driven by Champion and Hanes sales growth.

Partially offset by:

- Lower net sales in Hanes Europe Innerwear, due to declining hosiery sales and traffic at retail in certain markets; and
- Unfavorable impact of foreign currency exchange rates.

Operating profit increased primarily due to higher sales volume, coupled with cost synergies realized in our Hanes Europe Innerwear and Hanes Australasia businesses.

Other

	Six Months Ended			
	July 1, 2017	July 2, 2016	Higher (Lower)	Percent Change
	(dollars in thousands)			
Net sales	$143,030	$177,357	$(34,327)	(19.4)%
Segment operating profit	6,088	18,209	(12,121)	(66.6)

Other net sales were lower as a result of continued declines in hosiery sales in the U.S., slower traffic at our outlet stores and the planned exit from our legacy catalog business in 2016. Operating profit decreased as a result of lower sales volume, offset, in part, by continued cost control.

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Corporate

Corporate expenses included certain administrative costs and acquisition-related and integration charges. Acquisition-related and integration costs are expenses related directly to an acquisition and its integration into the organization. These costs include legal fees, consulting fees, bank fees, severance costs, certain purchase accounting items, facility closures, inventory write-offs, infrastructure (including information technology), and similar charges. Acquisition-related currency transactions represent the foreign exchange gain from financing activities related to the Champion Europe and Hanes Australasia acquisitions.

	Six Months Ended	
	July 1, 2017	July 2, 2016
	(dollars in thousands)	
Acquisition-related and integration costs:		
Hanes Europe Innerwear	$30,392	$41,246
Hanes Australasia	17,978	1,156
Knights Apparel	10,314	10,035
Champion Europe	5,567	1,518
Other acquisitions	178	2,918
Acquisition-related currency transactions	—	(7,809)
Total acquisition-related and integration costs	$64,429	$49,064

Liquidity and Capital Resources

Trends and Uncertainties Affecting Liquidity

Our primary sources of liquidity are cash generated by operations and availability under our $1.0 billion revolving credit facility (the "Revolving Loan Facility"), our senior secured credit facility (the "Senior Secured Credit Facility"), our accounts receivable securitization facility (the "Accounts Receivable Securitization Facility") and our international loan facilities.

At July 1, 2017, we had $604 million of borrowing availability under our Revolving Loan Facility (after taking into account outstanding letters of credit), $71 million borrowing availability under our Accounts Receivable Securitization Facility, $88 million of borrowing availability under our international loan facilities, which includes our European Revolving Loan Facility, our Australian Revolving Loan Facility and other international notes payable and debt facilities, and $449 million in cash and cash equivalents. We currently believe that our existing cash balances and cash generated by operations, typically in the second half of the year, together with our available credit capacity, will enable us to comply with the terms of our indebtedness and meet foreseeable liquidity requirements.

The following have impacted or may impact our liquidity:

- we have principal and interest obligations under our debt;
- we acquired Champion Europe in June 2016 and Hanes Australasia in July 2016 and we may pursue additional strategic business acquisitions in the future;
- the amount of contingent consideration we are required to pay in connection with the Champion Europe acquisition may be inconsistent with management's expectations;
- we expect to continue to invest in efforts to improve operating efficiencies and lower costs;
- contributions to our pension plans;
- we may increase or decrease the portion of the current-year income of our foreign subsidiaries that we remit to the United States, which could significantly impact our effective income tax rate;
- our Board of Directors has authorized a regular quarterly dividend; and
- our Board of Directors has authorized share repurchases.

Dividends

In January and April 2017, our Board of Directors declared a regular quarterly dividend of $0.15 per share, which were paid in March and June 2017, respectively. On July 25, 2017, our Board of Directors declared a regular quarterly cash dividend of $0.15 per share to be paid on September 6, 2017 to stockholders of record at the close of business on

August 15, 2017.

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Share Repurchase Program

In April 2016, our Board of Directors approved a new share repurchase program for up to 40 million shares to be repurchased in open market transactions, subject to market conditions, legal requirements and other factors. For the six months ended July 1, 2017, we entered into transactions to repurchase approximately 15 million shares at a weighted average repurchase price of $20.39 per share. The shares were repurchased at a total cost of $300 million. For the six months ended July 2, 2016 we repurchased approximately 14 million shares under the previous share repurchase program at a weighted average purchase price of $26.65. The shares were repurchased at a total cost of $380 million. At July 1, 2017, the remaining repurchase authorization under the current share repurchase program totaled approximately 25 million shares. The program does not obligate us to acquire any particular amount of common stock and may be suspended or discontinued at any time at our discretion.

Cash Requirements for Our Business

We rely on our cash flows generated from operations and the borrowing capacity under our credit facilities to meet the cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business, capital expenditures, maturities of debt and related interest payments, business acquisitions, contributions to our pension plans, repurchases of our stock and regular quarterly dividend payments. We believe we have sufficient cash and available borrowings for our foreseeable liquidity needs.

There have been no significant changes in the cash requirements for our business from those described in our Annual Report on Form 10-K for the year ended December 31, 2016.

Sources and Uses of Our Cash

The information presented below regarding the sources and uses of our cash flows for the six months ended July 1, 2017 and July 2, 2016 was derived from our condensed consolidated financial statements.

	Six Months Ended	
	July 1, 2017	July 2, 2016
	(dollars in thousands)	
Operating activities	$34,250	$(129,078)
Investing activities	13,301	(220,433)
Financing activities	(55,211)	690,681
Effect of changes in foreign currency exchange rates on cash	(3,170)	658
Change in cash and cash equivalents	(10,830)	341,828
Cash and cash equivalents at beginning of year	460,245	319,169
Cash and cash equivalents at end of period	$449,415	$660,997

Operating Activities

Our overall liquidity is primarily driven by our cash flow from operations, which is dependent on net income, as well as changes in our working capital. We typically use cash during the first half of the year and generate most of our cash flow in the second half of the year. As compared to prior year, the higher net cash provided by operating activities is due to strong working capital management, specifically related to increased accounts receivable collections, extension of our accounts payable terms and no voluntary pension contribution in the first half of 2017 compared to $40 million in the same period of 2016.

Investing Activities

The higher net cash provided by investing activities is primarily the result of cash received from our dispositions of the Dunlop Flooring and Tontine Pillow businesses as well as our acquisition of Champion Europe in the second quarter of 2016.

Financing Activities

The lower net cash from financing activities was primarily the result of lower borrowings on our loan facilities in the first half of 2017.

Financing Arrangements

In March 2017, we amended the Accounts Receivable Securitization Facility. This amendment primarily extended the maturity date to March 2018.

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As of July 1, 2017, we were in compliance with all financial covenants under our credit facilities. We expect to maintain compliance with these covenants for the foreseeable future, however economic conditions or the occurrence of events discussed under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2016 or other SEC filings could cause noncompliance.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements within the meaning of Item 303(a)(4) of SEC Regulation S-K.

Critical Accounting Policies and Estimates

We have chosen accounting policies that we believe are appropriate to accurately and fairly report our operating results and financial condition in conformity with U.S. GAAP. We apply these accounting policies in a consistent manner. Our significant accounting policies are discussed in Note 2, "Summary of Significant Accounting Policies," to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

The application of critical accounting policies requires that we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. We evaluate these estimates and assumptions on an ongoing basis and may retain outside consultants to assist in our evaluation. If actual results ultimately differ from previous estimates, the revisions are included in results of operations in the period in which the actual amounts become known. The critical accounting policies that involve the most significant management judgments and estimates used in preparation of our financial statements, or are the most sensitive to change from outside factors, are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2016. There have been no material changes in these policies from those described in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recently Issued Accounting Pronouncements

For a summary of recently issued accounting pronouncements, see Note, "Recent Accounting Pronouncements" to our financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no significant changes in our market risk exposures from those described in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures

As required by Exchange Act Rule 13a-15(b), our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

In connection with the evaluation required by Exchange Act Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, concluded that no changes in our internal control over financial reporting occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II

Item 1. Legal Proceedings

Although we are subject to various claims and legal actions that occur from time to time in the ordinary course of our business, we are not party to any pending legal proceedings that we believe could have a material adverse effect on our business, results of operations, financial condition or cash flows.

Item 1A. Risk Factors

The risk factors that affect our business and financial results are discussed in Part I, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. There are no material changes to the risk factors previously disclosed, nor have we identified any previously undisclosed risks that could materially adversely affect our business and financial results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

At our Annual Meeting of Stockholders in April 2017, our stockholders recommended, by a non-binding advisory vote, that we have an annual advisory vote regarding executive compensation. After considering this, as well as the recommendation of the Compensation Committee of our Board of Directors that we should have an annual stockholder advisory vote on executive compensation, our Board of Directors determined that future stockholder advisory votes on executive compensation will be held annually.

Item 6. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed or furnished as part of this Quarterly Report on Form 10-Q.

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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 thereunto duly authorized.

HANESBRANDS INC.

By: /s/ Richard D. Moss
Richard D. Moss
Chief Financial Officer
(Duly authorized officer and principal financial officer)

Date: August 2, 2017

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INDEX TO EXHIBITS

Exhibit Number	Description
2.1	Scheme Implementation Deed, Dated April 27, 2016, between Hanesbrands Inc. and Pacific Brands Limited (incorporated by reference from Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2016).
3.1	Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).
3.2	Articles Supplementary (Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).
3.3	Articles of Amendment to Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 28, 2015).
3.4	Articles Supplementary (Reclassifying Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 2, 2015).
3.5	Amended and Restated Bylaws of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 26, 2017).
31.1	Certification of Gerald W. Evans, Jr., Chief Executive Officer.
31.2	Certification of Richard D. Moss, Chief Financial Officer.
32.1	Section 1350 Certification of Gerald W. Evans, Jr., Chief Executive Officer.
32.2	Section 1350 Certification of Richard D. Moss, Chief Financial Officer.
101.INS XBRL	Instance Document
101.SCH XBRL	Taxonomy Extension Schema Document
101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document
101.LAB XBRL	Taxonomy Extension Label Linkbase Document
101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document

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