

Hanesbrands Inc.
Form 8-K
April 29, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2011

Hanesbrands Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-32891
(Commission File Number)

20-3552316
(IRS Employer
Identification No.)

1000 East Hanes Mill Road
Winston-Salem, NC
(Address of principal
executive offices)

27105
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders

The 2011 Annual Meeting of Stockholders (the Annual Meeting) of Hanesbrands Inc. (the Company) was held on April 26, 2011 in New York, New York. A total of 86,135,320 shares of the Company's common stock (89.38% of all shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting, in person or by proxy. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

Election of Directors

The stockholders of the Company elected each of the director nominees proposed by the Company's Board of Directors. The voting results were as follows:

| Name of Nominee | Votes For | Votes Withheld | Abstentions | Broker Non-votes |
|------------------------|------------------|-----------------------|--------------------|-------------------------|
| Lee A. Chaden | 74,932,539 | 2,240,148 | | 8,962,633 |
| Bobby J. Griffin | 74,906,420 | 2,266,267 | | 8,962,633 |
| James C. Johnson | 74,953,145 | 2,219,542 | | 8,962,633 |
| Jessica T. Mathews | 74,902,854 | 2,269,833 | | 8,962,633 |
| J. Patrick Mulcahy | 74,944,455 | 2,228,232 | | 8,962,633 |
| Ronald L. Nelson | 73,180,143 | 3,992,544 | | 8,962,633 |
| Richard A. Noll | 74,045,211 | 3,127,476 | | 8,962,633 |
| Andrew J. Schindler | 74,661,125 | 2,511,562 | | 8,962,633 |
| Ann E. Ziegler | 73,189,975 | 3,982,712 | | 8,962,633 |

Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the Company's 2011 fiscal year. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 84,443,828 | 185,041 | 1,506,451 | |

Non-Binding, Advisory Vote Regarding Executive Compensation

The stockholders of the Company approved, by a non-binding, advisory vote, executive compensation as disclosed in the Company's Proxy Statement for the Annual Meeting. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 72,783,002 | 2,238,906 | 2,150,779 | 8,962,633 |

Non-Binding, Advisory Vote Regarding the Frequency of Future Advisory Votes Regarding Executive Compensation

The stockholders of the Company recommended, by a non-binding, advisory vote, an annual advisory vote regarding executive compensation. The voting results were as follows:

| One Year | Two Years | Three Years | Abstentions | Broker Non-votes |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 62,291,374 | 211,493 | 12,513,860 | 2,155,960 | 8,962,633 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 29, 2011

HANESBRANDS INC.

By: /s/Joia M. Johnson
Joia M. Johnson
Chief Legal Officer, General
Counsel and Corporate Secretary