

Hanesbrands Inc.
Form DEFA14A
February 21, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934 (Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

HANESBRANDS INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☐ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act

Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Stockholders to Be Held on April 3, 2013.**

Meeting Information

Meeting Type: Annual Meeting
For holders as of: February 8, 2013
Date: April 3, 2013 **Time:** 3:30 p.m., Pacific Daylight time
Location: ARIA Resort & Casino

3730 Las Vegas Boulevard

Las Vegas, Nevada 89158

You are receiving this Notice of Annual Meeting and Internet Availability because you hold shares in the above named company.

1000 EAST HANES MILL ROAD

WINSTON-SALEM, NC 27105

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

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Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before March 20, 2013 to facilitate timely delivery.

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How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: To attend the meeting in person, you must present an admission ticket and some form of government-issued photo identification (such as a valid driver's license or passport). At the meeting, you will need to request a ballot to vote these shares.

Authorize Your Proxy By Internet: To authorize your proxy now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Authorize Your Proxy By Mail: You can authorize your proxy by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

**The Board of Directors recommends
that you vote FOR the following:**

1. Election of Directors

Nominees:

- | | |
|------------------------|-------------------------|
| 01) Lee A. Chaden | 06) Ronald L. Nelson |
| 02) Bobby J. Griffin | 07) Richard A. Noll |
| 03) James C. Johnson | 08) Andrew J. Schindler |
| 04) Jessica T. Mathews | 09) Ann E. Ziegler |
| 05) J. Patrick Mulcahy | |

The Board of Directors recommends that you vote FOR the following proposals:

2. To approve the amended and restated Hanesbrands Inc. Omnibus Incentive Plan
3. To approve, by a non-binding, advisory vote, executive compensation as described in the Proxy Statement for the Annual Meeting
4. To ratify the appointment of PricewaterhouseCoopers LLP as Hanesbrands independent registered public accounting firm for Hanesbrands 2013 fiscal year
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