

**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)
May 2, 2013

PVH CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-07572

(Commission File Number)

13-1166910

(IRS Employer Identification No.)

200 Madison Avenue, New York, New York

(Address of principal executive offices)

10016

(Zip Code)

Registrant's telephone number, including area code (212) 381-3500

Not Applicable

(Former name or former address, if changed since last report.)

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))

Item 5.03. Amendments To Articles Of Incorporation Or Bylaws; Change In Fiscal Year.

On May 2, 2013, PVH Corp. (the "Company") filed a certificate of elimination with the Secretary of State of Delaware pursuant to Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Company's Certificate of Incorporation all references to the Company's Series A Convertible Preferred Stock, par value \$100 per share (the "Series A Preferred Stock"). The Series A Preferred Stock was established as part of the Company's financing of the acquisition of Tommy Hilfiger B.V. and certain affiliated companies in 2010. The Company eliminated the Series A Preferred Stock from its Certificate of Incorporation because all shares of Series A Preferred Stock had been converted into shares of the Company's common stock and no longer outstanding. The shares of preferred stock that were reserved for issuance as Series A Preferred Stock returned to the status of authorized and unissued shares of preferred stock and may be designated and issued in any series of preferred stock.

The certificate of elimination is attached as Exhibit 3.1 to this Report and is incorporated herein by reference.

Item 9.01 Financial Statements And Exhibits.

(d) Exhibits:

Exhibit	Description
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3.1	Certificate Eliminating Reference To Series A Convertible Preferred Stock From Certificate Of Incorporation Of PVH Corp.
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SIGNATURES

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

PVH CORP.

By: /s/ Mark D. Fischer
Mark D. Fischer
Senior Vice President

Date: May 2, 2013

EXHIBIT INDEX

Exhibit Description

- 3.1 Certificate Eliminating Reference To Series A Convertible Preferred Stock From Certificate Of Incorporation Of PVH Corp.

CERTIFICATE ELIMINATING REFERENCE
TO
SERIES A CONVERTIBLE PREFERRED STOCK
FROM
CERTIFICATE OF INCORPORATION
OF
PVH CORP.

Under Section 151(g) of the
General Corporation Law

The undersigned, Mark D. Fischer, Senior Vice President of PVH Corp., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), in order to eliminate reference to the Series A Convertible Preferred Stock, par value \$100 per share (the "Series A Preferred Stock"), from the Certificate of Incorporation of PVH Corp., pursuant to Section 151(g) of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Company is PVH Corp.

2. This certificate relates to the "Certificate of Designation of Series A Convertible Preferred Stock of PVH Corp." filed with the Secretary of State of Delaware on May 5, 2010, which sets forth a resolution adopted by the Company's Board of Directors providing for the designation, amount, voting powers, preferences and relative, participating, optional and other special rights of the Series A Preferred Stock.

3. The Board of Directors of the Company has adopted the following resolutions:

"WHEREAS, none of the authorized shares of the Company's Series A Convertible Preferred Stock, par value \$100 per share (the "Series A Preferred Stock"), designated pursuant to the "Certificate of Designation of Series A Convertible Preferred Stock of PVH Corp." filed with the Secretary of State of Delaware on May 5, 2010, are outstanding; and

WHEREAS, no shares of the Series A Preferred Stock will be issued subject to the aforementioned Certificate of Designation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Series A Preferred Stock be, and hereby is, eliminated;

RESOLVED, that in connection with the foregoing, a certificate of elimination, in appropriate form and substance as advised by counsel, be filed with the Secretary of State of Delaware pursuant to Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Company's Certificate of Incorporation all references to the Series A Preferred Stock;

RESOLVED, that each of the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute, deliver, certify and file, on behalf and in the name of the Company, said certificate of elimination for the purpose of eliminating from the Company's Certificate of Incorporation all references to the Series A Preferred Stock;"

4. The Company's Certificate of Incorporation is hereby amended to eliminate all references to the Series A Preferred Stock.

IN WITNESS WHEREOF, the undersigned has signed this Certificate and affirms under the penalties of perjury that the statements made herein are true, this 2nd day of May, 2013.

/s/ Mark D. Fischer
Mark D. Fischer, Senior Vice President

ATTEST:

/s/ Jeffrey S. Hellman
Jeffrey S. Hellman, Assistant Secretary