

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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)  
December 6, 2017

PVH CORP.  
(Exact name of registrant as specified in its charter)

Delaware

001-07572

13-1166910

(State or other jurisdiction of incorporation)

(Commission File Number)

(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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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**Item 8.01 Other Events.**

On December 6, 2017, PVH Corp. (the "Company") issued a press release to announce that it has commenced an offer to sell €500 million principal amount of senior notes due 2027 (the "New Notes"). The New Notes are being offered in a private offering to qualified institutional buyers in the U.S. pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain persons outside of the U.S. pursuant to Regulation S under the Securities Act. The New Notes will not be registered under the Securities Act, or the securities laws of any state, and may not be offered or sold in the U.S. without registration or an applicable exemption from the registration requirements. Completion of the offering is subject to market and other conditions.

In connection with this announcement, the Company delivered a Conditional Notice of Redemption to holders of its outstanding 4.50% senior notes due December 15, 2022 (the "2022 Notes"). The Company intends to use the net proceeds from the offering of the New Notes, together with borrowings under its revolving credit facility and cash on hand, to fund the redemption of all of the 2022 Notes. The redemption is conditioned on the completion of the offering of the New Notes in an aggregate principal amount of at least €500 million.

A copy of this press release is attached as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release issued by PVH Corp. on December 6, 2017.

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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, Executive Vice President

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Date: December 6, 2017

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EXHIBIT INDEX

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**PVH CORP.**  
**200 MADISON AVENUE**  
**NEW YORK, NY 10016**

**FOR IMMEDIATE RELEASE:**  
**December 6, 2017**

**Contact:** **Dana Perlman**  
**Treasurer and Senior Vice President, Business Development and Investor Relations**  
**(212) 381-3502**  
**investorrelations@pvh.com**

**PVH CORP. ANNOUNCES LAUNCH OF EURO 500 MILLION  
PRIVATE OFFERING OF SENIOR NOTES AND DELIVERY OF CONDITIONAL NOTICE OF REDEMPTION OF ITS 4.50% SENIOR NOTES DUE 2022**

New York, NY – PVH Corp. [NYSE: PVH] today announced that it has commenced an offer to sell €500 million principal amount of senior notes due 2027 (the "2027 Notes"). The Company also delivered a Conditional Notice of Redemption to holders of its outstanding 4.50% Senior Notes due 2022 (the "2022 Notes"), at a redemption price of 102.250% of the principal amount thereof, plus accrued and unpaid interest to, but not including, the redemption date. The redemption is conditioned on the completion of the offering of the 2027 Notes in an aggregate principal amount of at least €500 million. The Company intends to use the net proceeds from the offering of the 2027 Notes, together with borrowings under its revolving credit facility and cash on hand, to fund the redemption of all of the 2022 Notes.

The 2027 Notes are being offered in a private offering to qualified institutional buyers in the U.S. pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain persons outside of the U.S. pursuant to Regulation S under the Securities Act. The 2027 Notes will not be registered under the Securities Act, or the securities laws of any state, and may not be offered or sold in the U.S. without registration or an applicable exemption from the registration requirements. Completion of the offering is subject to market and other conditions.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the 2027 Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. This press release does not constitute a notice of redemption with respect to the 2022 Notes to be redeemed with the net proceeds of the offering. There can be no assurances that the conditions precedent to the redemption of the 2022 Notes will be satisfied or that the redemption of the 2022 Notes will occur.

**About PVH Corp.**

With a history going back over 135 years, PVH has excelled at growing brands and businesses with rich American heritages, becoming one of the largest apparel companies in the world. We have over 35,000 associates operating in over 40 countries and over \$8 billion in annual revenues. We own the iconic *CALVIN KLEIN*, *TOMMY HILFIGER*, *Van Heusen*, *IZOD*, *ARROW*, *Speedo*\*, *Warner's* and *Olga* brands, as well as the digital-centric *True & Co.* intimates brand, and market a variety of goods under these and other nationally and internationally known owned and licensed brands.

\*The *Speedo* brand is licensed for North America and the Caribbean in perpetuity from Speedo International Limited.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: Forward-looking statements in this press release, including, without limitation, statements relating to its plans, strategies, objectives, expectations and intentions are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy, and some of which might not be anticipated, including, without limitation, the following: (i) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) the Company may now, or after the completion of the offering which is the subject of this release, be considered to be highly leveraged, and will have to use a significant portion of its cash flows to service such indebtedness, as a result of which the Company might not have sufficient funds to operate its businesses in the manner it intends or has operated in the past; (iii) the Company may be unable or unwilling to complete the offering that is the subject of this release due to market or other conditions; and (iv) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

The Company does not undertake any obligation to update publicly any forward-looking statement, whether as a result of the receipt of new information, future events or otherwise.