

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)  
February 21, 2014

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

10016

(Address of Principal Executive Offices)

(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))
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**Item 2.02 Results Of Operations And Financial Condition.****Item 7.01 Regulation FD Disclosure.**

On February 21, 2014, PVH Corp. (the “Company”) issued a press release to reaffirm its revenue and earnings per share guidance for the fourth quarter and year ending February 2, 2014, previously announced on January 10, 2014.

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

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, regardless of any general incorporation language in such filing.

**Item 8.01 Other Events.**

On February 21, 2014, the Company announced that it has entered into discussions to amend the credit facility it entered into in February 2013, including to increase the principal amount of term loans. In connection with these discussions, the Company called for redemption all of its outstanding 7.375% senior notes due May 15, 2020 (the “Notes”), representing an aggregate principal amount of \$600 million. The Notes will be redeemed on March 24, 2014. The redemption is conditioned on the Company entering into an amendment to or amendment and restatement of (the “Amendment”) its existing credit facility and the Company’s receipt of cash proceeds from new term loans incurred pursuant to such Amendment in an amount equal to at least \$600 million. The Company expects that these transactions will lower its overall interest expense.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press Release, issued by PVH Corp. on February 21, 2014.

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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 hereunto duly authorized.

PVH CORP.

By: /s/ Mark D. Fischer

Mark D. Fischer  
Executive Vice President

Date: February 21, 2014

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press Release issued by PVH Corp. on February 21, 2014.

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

**FOR IMMEDIATE RELEASE:**  
February 21, 2014

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

**PVH CORP. ANNOUNCES INTENTION TO AMEND ITS SENIOR CREDIT  
FACILITIES AND CALL ITS 7.375% SENIOR NOTES DUE 2020 AND REAFFIRMS  
GUIDANCE FOR FOURTH QUARTER AND FULL YEAR 2013**

New York, NY – PVH Corp. [NYSE: PVH] today announced that it has entered into discussions to amend the credit facility it entered into in February 2013, including to increase the principal amount of term loans. Concurrently, the Company delivered a Conditional Notice of Redemption to holders of its outstanding 7.375% Senior Notes due 2020 (the “Senior Notes”). The redemption is conditioned on the effectiveness of the credit facility amendment and the Company’s receipt of at least \$600 million in cash proceeds thereunder. The Company intends to use the proceeds of the increased loans (along with certain cash on hand) to redeem all of the Senior Notes. The transactions are targeted for closing at the end of March 2014 and would lower PVH’s overall interest expense.

The Company also announced in connection with the discussions regarding the credit facility amendment that it is reaffirming its revenue and earnings per share guidance for the fourth quarter 2013 and full year 2013 previously announced on January 10, 2014. Additionally, PVH announced that during fiscal 2013, it repaid approximately \$500 million of term loans under the credit facility, above its initial expectation of approximately \$400 million announced in March 2013.

PVH Corp., one of the world’s largest apparel companies, owns and markets the iconic *Calvin Klein* and *Tommy Hilfiger* brands worldwide. It is the world’s largest shirt and neckwear company and markets a variety of goods under its own brands, *Calvin Klein*, *Tommy Hilfiger*, *Van Heusen*, *IZOD*, *ARROW*, *Warner’s* and *Olga*, and its licensed brands, including *Speedo*, *Geoffrey Beene*, *Kenneth Cole New York*, *Kenneth Cole Reaction*, *MICHAEL Michael Kors*, *Sean John*, *Chaps*, *Donald J. Trump Signature Collection*, *JOE Joseph Abboud*, *DKNY*, *Ike Behar* and *John Varvatos*.

**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 future revenue and earnings, 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) in connection with the acquisition of The Warnaco Group, Inc. (“Warnaco”), the Company borrowed significant amounts, may 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 levels of sales of the Company’s apparel, footwear and related products, both to its wholesale customers and in its retail stores, the levels of sales of the Company’s licensees at wholesale and retail, and the extent of discounts and promotional pricing in which the Company and its licensees and other business partners are required to engage, all of which can be affected by weather conditions, changes in the economy, fuel prices, reductions in travel, fashion trends, consolidations, repositionings and bankruptcies in the retail industries, repositionings of brands by the Company’s licensors and other factors; (iv) the Company’s plans and results of operations will be affected by the Company’s ability to manage its growth and inventory, including the Company’s ability to realize benefits from Warnaco; (v) the Company’s operations and results could be affected by quota restrictions and the imposition of safeguard controls (which, among other things, could limit the Company’s ability to produce products in cost-effective countries that have the labor and technical expertise needed), the availability and cost of raw materials, the Company’s ability to adjust timely to changes in trade regulations and the migration and development of manufacturers (which can affect where the Company’s products can best be produced), changes in available factory and shipping capacity, wage and shipping cost escalation, and civil conflict, war or terrorist acts, the threat of any of the foregoing, or political and labor instability in any of the countries where the Company’s or its licensees’ or other business partners’ products are sold, produced or are planned to be sold or produced; (vi) disease epidemics and health related concerns, which could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny or embargoing of goods produced in infected areas, as well as reduced consumer traffic and purchasing, as consumers become ill or limit or cease shopping in order to avoid exposure; (vii) acquisitions and issues arising with acquisitions and proposed transactions, including, without limitation, the ability to integrate an acquired entity, such as Warnaco, into the Company with no substantial adverse effect on the acquired entity’s or the Company’s existing operations, employee relationships, vendor relationships, customer relationships or financial performance; (viii) the failure of the Company’s licensees to market successfully licensed products or to preserve the value of the Company’s brands, or their misuse of the Company’s brands; and (ix) other risks and uncertainties indicated from time to time in the Company’s filings with the Securities and Exchange Commission (“SEC”).

The earnings per share and full year revenue guidance discussed in this press release is on a non-GAAP basis, as defined under SEC rules. Reconciliations of the guidance are included in the Company’s press release issued on January 10, 2014 and its 2013 third quarter earnings press release, which was issued on December 9, 2013, both of which are available on the Company’s website at [http://www.pvh.com/investor\\_relations\\_press\\_releases.aspx](http://www.pvh.com/investor_relations_press_releases.aspx). The Company’s

Current Reports on Form 8-K furnished to the SEC in connection with these releases are available on the Company's website at <http://www.pvh.com> and the SEC's website at <http://www.sec.gov>.

Earnings per share and revenue guidance for the quarter and year ending February 2, 2014 speaks as of February 21, 2014, the date on which it was made and all other guidance and forward-looking information speaks as of December 9, 2013, the date on which it was made. The Company does not undertake any obligation to update publicly any forward-looking statement, including, without limitation, any estimate regarding revenue or earnings, whether as a result of the receipt of new information, future events or otherwise.