

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 24, 2020

PVH CORP. /DE/

(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 from 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 par value	PVH	New York Stock Exchange

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

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.

Item 2.03.**Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On April 24, 2020, PVH Corp. (“PVH”) issued a press release to announce that it has closed its previously announced private offering of an additional €175,000,000 of its 3 ⁵ / 8 % Senior Notes due 2024 (the “Additional Notes”), issued under the Indenture (the “Indenture”), dated as of June 20, 2016, among PVH, U.S. Bank National Association, as trustee, Elavon Financial Services DAC, UK Branch, as paying agent, and Elavon Financial Services DAC, as transfer agent and registrar. The aggregate principal amount of PVH’s 3 ⁵ / 8 % Senior Notes due 2024 outstanding, including the Additional Notes, is €525,000,000. A description of certain material terms of PVH’s 3 ⁵ / 8 % Senior Notes due 2024 is included under Item 1.01 of PVH’s Current Report on Form 8-K filed on June 20, 2016, which description is incorporated herein by reference.

The net proceeds of the sale of the Additional Notes will be used by PVH for general corporate purposes, including, among other things, the repayment of outstanding indebtedness.

The foregoing description of the Additional Notes does not purport to be complete and is qualified in its entirety by reference to the full text of the Indenture, which PVH previously filed as Exhibit 4.1 to its Current Report on Form 8-K, filed on June 20, 2016.

A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 9.01.**Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release, dated as of April 24, 2020.](#)

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.

Dated: April 24, 2020

PVH CORP.

By: /s/ Mark D. Fischer
Mark D. Fischer
Executive Vice President and Secretary

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

**FOR IMMEDIATE RELEASE:
April 24, 2020**

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

**PVH CORP. ANNOUNCES CLOSING OF EURO 175 MILLION
PRIVATE OFFERING OF SENIOR NOTES DUE 2024**

New York, NY – PVH Corp. [NYSE: PVH] today announced the closing of its previously announced offering of €175 million of 3 5/8% senior notes due 2024 (the “Notes”). The Notes will be treated as a single series with the existing 3 3/4% senior notes due 2024 outstanding in the aggregate principal amount of €350 million which were issued by the company on June 20, 2016. The company intends to use the net proceeds from the offering for general corporate purposes, including, among other things, the repayment of outstanding indebtedness.

The Notes were offered in a private offering to persons reasonably believed to be 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 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.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

About PVH Corp.

PVH is one of the most admired fashion and lifestyle companies in the world. We power brands that drive fashion forward – for good. Our brand portfolio includes the iconic *CALVIN KLEIN*, *TOMMY HILFINGER*, *Van Heusen*, *IZOD*, *ARROW*, *Warner’s*, *Olga* and *Geoffrey Beene* brands, as well as the digital-centric *True&Co.* intimates brand. We market a variety of goods under these and other nationally and internationally known owned and licensed brands. PVH has over 40,000 associates operating in over 40 countries and \$9.9 billion in annual revenues. That’s the Power of Us. That’s the Power of PVH.

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 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 and (iii) 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.