# 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)

<u>April 23, 2012</u>

#### PVH CORP.

(Exact name of registrant as specified in its charter)

**Delaware** 

<u>001-07572</u>

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

## 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## ITEM 7.01 REGULATION FD DISCLOSURE

On April 23, 2012, PVH Corp. (the "Company") issued a press release to announce that the Company currently expects its earnings per share for the first quarter to be at least at the high end and its earnings per share for the full year to be towards the high end of its guidance ranges for the respective periods previously announced on March 27, 2012. 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 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

**Exhibit** Description

99.1 Press Release, dated April 23, 2012

# **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 Senior Vice President, General Counsel and Secretary

Date: April 23, 2012

# **Exhibit Index**

Exhibit Description

99.1 Press Release, dated April 23, 2012

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

FOR IMMEDIATE RELEASE: April 23, 2012

**Contact: Dana Perlman** 

**Treasurer and Senior Vice President, Business Development** 

and Investor Relations

(212) 381-3502

investorrelations@pvh.com

# PVH CORP. REAFFIRMS FIRST QUARTER AND FULL YEAR 2012 EARNINGS PER SHARE GUIDANCE

New York, NY - PVH Corp. [NYSE: PVH] announced today that at its scheduled appearance at the Barclay's Capital Retail & Restaurants Conference tomorrow at 11:15 AM EDT, Company management will state that the Company currently expects its non-GAAP earnings per share for the first quarter 2012 to be at least at the high end of its guidance range previously announced on March 27, 2012. In addition, the Company currently expects its non-GAAP earnings per share for the full year 2012 to be towards the high end of its guidance range previously announced on March 27, 2012.

# **Details on Accessing Live Webcast and Replay:**

The live webcast of the Company's presentations at the conference, as well as the audio replay, which will be available three hours after the conference, may be accessed by logging onto http://www.pvh.com and going to the Press Releases page under the Investors tab.

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, *Van Heusen, Calvin Klein, Tommy Hilfiger, IZOD, ARROW, Bass* and *G.H. Bass & Co.*, and its licensed brands, including *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 made during management's appearance, including, without limitation, statements relating to the Company's future 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 Tommy Hilfiger B.V. and certain affiliated companies, 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; (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 limit or cease shopping in order to avoid exposure or becoming ill; (vii) acquisitions and issues arising with acquisitions and proposed transactions, including without limitation, the ability to integrate an acquired entity into the Company with no substantial adverse affect 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.

The Company's presentation will include non-GAAP financial measures, as defined under SEC rules. Reconciliations of these measures are included in the Company's 2011 year-end earnings press release, which was released on March 27, 2012, and is available on the Company's website at <a href="http://www.pvh.com/investor\_relations\_press\_releases.aspx">http://www.pvh.com/investor\_relations\_press\_releases.aspx</a>. Additional reconciliations for years 2003-2009 are available in the Company's Current Reports on Form 8-K furnished to the SEC on March 17, 2005, March 26, 2007, March 23, 2009 and March 28, 2011. Each of these reports, the Company's Current Report on Form 8-K furnished to the SEC in connection with the March 27, 2012 press release and the Current Report on Form 8-K to be furnished in connection with this release, is or will be available on the Company's website at <a href="http://www.pvh.com">http://www.pvh.com</a> and the SEC's website at <a href="http://www.pvh.com">http://www.pvh.com</a> and <a href="http://www.pvh.com">http://www.pvh.com</a> and <a href="http://www.pvh.com">http://www.pvh.com</a

The Company does not undertake any obligation to update publicly any forward-looking statement, including, without limitation, any estimate regarding earnings, whether as a result of the receipt of new information, future events or otherwise.