

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) November 10, 2023

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
(I.R.S. Employer Identification No.)

285 Madison Avenue, New York, New York
(Address of principal executive offices)

10017
(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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$1 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 8.01. Other Events.

PVH Corp. issued a press release on November 13, 2023 to announce that it entered into a definitive agreement on November 10, 2023 to sell its Warners, Olga and True & Co. businesses to Basic Resources for \$160 million, subject to adjustment, plus an earnout based on the net sales on a portion of the acquired businesses for calendar 2024, with a maximum value of \$10 million. The transaction is expected to close at the end of November, subject to standard closing conditions.

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

Item 9.01. Financial Statements And Exhibits.

(d) *Exhibits.*

Exhibit No.	Description of Exhibit
99.1	Press Release dated November 13, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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, General Counsel and
Secretary

Date: November 13, 2023

PVH Corp. to Sell Warners, Olga and True & Co. Businesses to Basic Resources

Reflects Continued Focus on Global Growth of *Calvin Klein* and *TOMMY HILFIGER* Brands Under PVH+ Plan

NEW YORK--(BUSINESS WIRE)— November 13, 2023 -- PVH Corp. (NYSE:PVH) and Basic Resources, a private, family-owned organization that manufactures and distributes apparel for leading consumer brands, today announced that Basic Resources will acquire PVH's Warners, Olga and True & Co. businesses. The all-cash purchase price is \$160 million, subject to adjustment, plus an earnout based on the net sales on a portion of the acquired businesses for calendar 2024, with a maximum value of \$10 million. The transaction is expected to close at the end of November, subject to standard closing conditions.

"This transaction is an important next step as we continue to accelerate our focus under the PVH+ Plan to build our core brands, *Calvin Klein* and *TOMMY HILFIGER*, into the most desirable lifestyle brands in the world," said Stefan Larsson, Chief Executive Officer of PVH. "I want to thank our teams for building *Warners*, *Olga* and *True&Co* into the beloved brands they are today. We know the Basic Resources team well as a longstanding PVH partner and are confident they are the right company to help grow these brands and ensure their continued success over the long term."

"We are thrilled to bring the *Warners*, *Olga* and *True&Co* brands into our portfolio of leading consumer brands. Under these powerful brands, PVH has built a business that offers innovative, solution-oriented products that strongly resonate with consumers. We look forward to welcoming the team and leveraging our resources and expertise in the market to drive continued growth by offering customers well-designed, high-quality products," said Salomon Harari, CEO of Basic Resources.

PVH intends to use the net proceeds from the transaction to repurchase shares of its common stock.

Advisors

Solomon Partners, L.P. is serving as exclusive financial advisor and Lowenstein Sandler is legal counsel to PVH on the transaction. Sils Cummis & Gross is legal advisor to Basic Resources.

About PVH Corp.

PVH is one of the world's largest and most admired fashion companies, connecting with consumers in over 40 countries. Our global iconic brands include *Calvin Klein* and *TOMMY HILFIGER*. Our 140-year history is built on the strength of our brands, our team and our commitment to drive fashion forward for good. That's the Power of Us. That's the Power of PVH.

About Basic Resources

Established in 1993, Basic Resources is a global leader in the manufacturing, distribution, and marketing of high-quality basic apparel. As a trusted partner for many of the world's most prominent brands, Basic Resources focuses on connecting customers with the products and brands they love in the rapidly changing global marketplace.

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 PVH Corp.'s (the "Company") future plans 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, (i) the Company's plans, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; (ii) that the conditions to the closing of the transaction are not satisfied; (iii) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction; (iv) uncertainties as to the timing of the transaction; (v) unexpected costs, charges or expenses resulting from the transaction; (vi) litigation relating to the transaction; (vii) the Company may be considered to be highly leveraged and uses a significant portion of its cash flows to service its 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 (viii) other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission ("SEC").

Investor:

Sheryl Freeman
InvestorRelations@pvh.com

Media:

Communications@pvh.com