

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Baxter Scott H		2. Issuer Name and Ticker or Trading Symbol Kontoor Brands, Inc. [KTB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2019		
KONTOOR BRANDS, INC., 400 N. ELM STREET					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
GREENSBORO, NC 27401					
(City)			(State)		(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/28/2019 ⁽¹⁾		A		6,264.266 ⁽²⁾ ⁽³⁾	A	⁽²⁾ ⁽³⁾	22,651.266 ⁽¹¹⁾	D	
Common Stock	05/28/2019 ⁽¹⁾		A		6,803.704 ⁽⁴⁾	A	⁽⁴⁾	29,454.97	D	
Common Stock	05/28/2019 ⁽¹⁾		A		100,509.512 ⁽⁵⁾	A	⁽⁵⁾	129,964.482	D	
Common Stock								5,124.429	I	By 2017 GRAT
Common Stock								2,343.857	I	By 2016 GRAT
Common Stock								380.286	I	By Son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 31.065	05/28/2019 ⁽¹⁾		A		114,966 ⁽⁶⁾	⁽⁷⁾	02/17/2025	Common Stock	114,966	⁽⁶⁾	114,966	D	
Stock Option (Right to Buy)	\$ 25.2684	05/28/2019 ⁽¹⁾		A		135,424 ⁽⁶⁾	⁽⁸⁾	02/22/2026	Common Stock	135,424	⁽⁶⁾	135,424	D	
Stock Option (Right to Buy)	\$ 22.0444	05/28/2019 ⁽¹⁾		A		184,403 ⁽⁶⁾	⁽⁹⁾	02/21/2027	Common Stock	184,403	⁽⁶⁾	184,403	D	
Stock Option (Right to Buy)	\$ 30.8383	05/28/2019 ⁽¹⁾		A		119,160 ⁽⁶⁾	⁽¹⁰⁾	02/20/2028	Common Stock	119,160	⁽⁶⁾	119,160	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baxter Scott H KONTOOR BRANDS, INC. 400 N. ELM STREET GREENSBORO, NC 27401	X		President and CEO	

Signatures

/s/ Laurel Krueger, Attorney-in-Fact		05/30/2019
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Numbers measured based on the equity awards held by the Reporting Person as of May 22, 2019. All equity awards held by the Reporting Person were subject to adjustment and
- (1) conversion following the Distribution (as defined below) subject to the terms of the the Employee Matters Agreement, dated as of March 22, 2019, by and between Kontoor Brands, Inc. and VF Corporation ("EMA"), with such measurement period beginning on May 20, 2019 and ending on the close of trading on May 28, 2019.
- Represents the grant of restricted stock units ("Kontoor Brands RSUs") with respect to shares of common stock of Kontoor Brands, Inc. ("Kontoor Brands"), without par value ("Kontoor Brands Common Stock"), upon the conversion of restricted stock units with respect to shares of common stock of VF Corporation ("VF"), without par value and stated capital of \$0.25 per
- (2) share ("VF Common Stock"), held by the Reporting Person as of May 22, 2019, in accordance with the terms of EMA and the anti-dilution adjustment provisions under the VF 1996 Stock Compensation Plan ("VF Stock Plan"), in connection with the prorata spinoff distribution ("Distribution") by VF of all of its shares of Kontoor Brands Common Stock to the holders of record of VF Common Stock on May 10, 2019 ("Record Date").
- The Kontoor Brands RSUs were granted pursuant to the Kontoor Brands 2019 Stock Compensation Plan ("Kontoor Brands Stock Plan") in a manner intended to preserve the aggregate
- (3) intrinsic value of the awards, and are generally subject to the same terms and conditions (including vesting and payment schedules) as applicable to the corresponding VF restricted stock units.
- Represents the grant of Kontoor Brands RSUs with respect to shares of Kontoor Brands Common Stock upon the conversion of performance-based restricted stock units with respect to shares of VF Common Stock, held by the Reporting Person as of May 22, 2019, in accordance with the terms of the EMA and the anti-dilution adjustment provisions of the VF Stock Plan
- (4) in connection with the Distribution. The Kontoor Brands RSUs were granted pursuant to the Kontoor Brands Stock Plan in a manner intended to preserve the aggregate intrinsic value of the awards, and are generally subject to the same terms and conditions as applicable to the corresponding VF restricted stock units; however, any performance-based restrictions have been waived, and such Kontoor Brands RSUs are only subject to time-based vesting restrictions.
- Represents the grant of Kontoor Brands restricted stock with respect to shares of Kontoor Brands Common Stock upon the conversion of restricted stock with respect to shares of VF
- (5) Common Stock, held by the Reporting Person as of May 22, 2019, in accordance with the terms of the EMA and the anti-dilution adjustment provisions of the VF Stock Plan in connection with the Distribution. The shares of Kontoor Brands restricted stock were granted pursuant to the Kontoor Brands Stock Plan in a manner intended to preserve the aggregate intrinsic value of the awards, and are generally subject to the same terms and conditions (including vesting and payment schedules) as applicable to the corresponding VF restricted stock.
- Represents the grant of stock options to purchase Kontoor Brands Common Stock ("Kontoor Brands Options") upon the conversion of stock options to purchase VF Common Stock ("VF Options"), in accordance with the terms of the EMA and the anti-dilution adjustment provisions under the VF Stock Plan, in connection with the Distribution. The Kontoor Brands Options were granted pursuant to the Kontoor Brands Stock Plan in a manner intended to preserve the aggregate intrinsic value of the awards, and are generally subject to the same terms and conditions (including vesting, exercise and expiration schedules) as applicable to the corresponding VF Options.
- (6) This option vests as follows: 38,323 shares vest on 2/18/2016; 38,321 shares vest on 2/18/2017; and 38,322 shares vest on 2/18/2018.
- (8) This option vests as follows: 45,142 shares vest on 2/23/2017; 45,142 shares vest on 2/23/2018; and 45,140 shares vest on 2/23/2019.
- (9) This option vests as follows: 61,468 shares vest on 2/22/2018; 61,468 shares vest on 2/22/2019; and 61,467 shares vest on 2/22/2020.
- (10) This option vests as follows: 39,721 shares vest on 2/21/2019; 39,721 shares vest on 2/21/2020; and 39,718 shares vest on 2/21/2021.
- (11) Reflects shares of Kontoor Brands Common Stock received in connection with the Distribution, as reported on the Reporting Person's Form 4 filed on May 24, 2019, as well as an additional 933 shares received in connection with the Distribution which were not previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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