

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): May 6, 2021

**KONTOOR BRANDS, INC.**

(Exact name of registrant as specified in charter)

**North Carolina**  
(State or other jurisdiction  
of incorporation)

**001-38854**  
(Commission file number)

**83-2680248**  
(I.R.S. employer  
identification number)

**400 N. Elm Street**  
**Greensboro, North Carolina 27401**  
(Address of principal executive offices)

**(336) 332-3400**  
(Registrant's telephone number, including area code)

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, no par value	KTB	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2021, the Board of Directors (the "Board") of Kontoor Brands, Inc. (the "Company") determined to increase the size of the Board from six directors to seven directors and approved the appointment of Mark L. Schiller to the Board as a Class III director, with a term expiring at the Company's 2022 Annual Meeting of Shareholders, effective immediately. Mr. Schiller, 59, has also been appointed to serve on the Audit Committee of the Board.

Mr. Schiller has served as President and Chief Executive Officer of The Hain Celestial Group, Inc. since November 2018, and as a member of that company's board of directors since December 2018. Prior to joining The Hain Celestial Group, he spent eight years with Pinnacle Foods, Inc., most recently serving as Executive Vice President and Chief Commercial Officer, leading the grocery and frozen segments and key commercial functions. During his tenure with Pinnacle Foods, Mr. Schiller progressed through roles of increasing scope and responsibility across the company's Retail, Birds Eye Frozen and Duncan Hines Grocery divisions. Previously, he spent eight years at PepsiCo, Inc., in a number of leadership positions, including Senior Vice President of Frito Lay New Ventures, President of Quaker Foods and Snacks North America, and Senior Vice President and General Manager of Frito Lay Convenience Foods Division. Earlier in his career, Mr. Schiller held senior roles with Tutor Time Learning Systems, Inc. and Valley Recreation Products, Inc. He began his career at the Quaker Oats Company. Mr. Schiller holds a bachelor's degree in sociology from Tulane University and a Master's in Business Administration from Columbia University.

In connection with his appointment to the Board, and in accordance with the Company's non-employee director compensation program, Mr. Schiller received an annual retainer equity award in the form of restricted stock units with a value of \$160,000. There are no arrangements or understandings pursuant to which Mr. Schiller was appointed to the Board, and there are no transactions reportable pursuant to Item 404(a) of Regulation S-K under the Securities Act of 1933 in connection with Mr. Schiller's appointment.

The Company and Mr. Schiller are expected to enter into the Company's standard form of indemnification agreement filed as Exhibit 10.18 to the Company's Registration Statement on Form 10 filed with the Securities and Exchange Commission on April 1, 2019.

The press release announcing the director appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) Exhibits.

**Exhibit No.**

**Description**

[99.1](#)

Press release issued by Kontoor Brands, Inc., dated May 6, 2021

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Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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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.

Date: May 6, 2021

KONTOOR BRANDS, INC.

By: /s/ Laurel Krueger

Name: Laurel Krueger

Title: Executive Vice President, General Counsel & Corporate Secretary



**MARK SCHILLER, CEO OF THE HAIN CELESTIAL GROUP,  
ELECTED TO KONTOOR BRANDS BOARD OF DIRECTORS**

**GREENSBORO, N.C. - May 6, 2021** - The Board of Directors of Kontoor Brands, Inc. (NYSE: KTB), a global lifestyle apparel company, with a portfolio led by two of the world's most iconic consumer brands, *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup>, has named Mark Schiller, President and Chief Executive Officer of The Hain Celestial Group, Inc., as a director, effective immediately.

"We're pleased to welcome Mark to Kontoor's Board of Directors," said Bob Shearer, Chairman of the Board, Kontoor Brands. "Mark is a talented and strategic leader with an entrepreneurial spirit. His extensive experience leading and growing global consumer brands as well as his deep understanding of sales, marketing and consumer insights will be an excellent addition to our Board."

Mr. Schiller will serve on the Audit Committee of Kontoor's Board of Directors.

Mr. Schiller, 59, has served as President and Chief Executive Officer of The Hain Celestial Group since November 2018, and as a member of that company's board of directors since December 2018. Prior to joining The Hain Celestial Group, he spent eight years with Pinnacle Foods, Inc., most recently serving as Executive Vice President and Chief Commercial Officer, leading the grocery and frozen segments and key commercial functions. During his tenure with Pinnacle Foods, Mr. Schiller progressed through roles of increasing scope and responsibility across the company's Retail, Birds Eye Frozen and Duncan Hines Grocery divisions. Previously, he spent eight years at PepsiCo, Inc., in a number of leadership positions, including Senior Vice President of Frito Lay New Ventures, President of Quaker Foods and Snacks North America, and Senior Vice President and General Manager of Frito Lay Convenience Foods Division. Earlier in his career, Mr. Schiller held senior roles with Tutor Time Learning Systems, Inc. and Valley Recreation Products, Inc. He began his career at the Quaker Oats Company.

Mr. Schiller holds a bachelor's degree in sociology from Tulane University and a Master's in Business Administration from Columbia University.

***About Kontoor Brands***

Kontoor Brands, Inc. (NYSE: KTB) is a global lifestyle apparel company, with a portfolio led by two of the world's most iconic consumer brands: *Wrangler*<sup>®</sup> and *Lee*<sup>®</sup>. Kontoor designs, manufactures and distributes superior high-quality products that look good and fit right, giving people around the world the freedom and confidence to express themselves. Kontoor Brands is a purpose-led organization focused on leveraging its global platform, strategic sourcing model and best-in-class supply chain to drive brand growth and deliver long-term value for its stakeholders. For more information about Kontoor Brands, please visit [www.KontoorBrands.com](http://www.KontoorBrands.com).

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## **Contacts**

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