

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): November 9, 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 7.01. Regulation FD Disclosure.

On November 9, 2021, we issued a press release announcing that Kontoor Brands, Inc. (the "Company") intends to offer \$400.0 million aggregate principal amount of senior unsecured notes (the "Offering") to persons reasonably believed to be "qualified institutional buyers" in reliance on the exemption from registration provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act. The Company intends to use the proceeds from this offering, together with cash on hand, to fund the repayment of the following outstanding debt in connection with the amendment and extension of the Company's Credit Agreement, dated as of May 17, 2019, including the Senior Secured Credit Facilities thereunder, and to pay related fees, costs, premiums and expenses in connection therewith (including accrued and unpaid interest with respect to such amounts): (i) \$265.0 million aggregate principal amount outstanding under the Company's existing Term Loan A facility (resulting in \$400.0 million in aggregate borrowings remaining outstanding under such facility) and (ii) \$133.0 million aggregate principal amount outstanding under the Company's existing Term Loan B facility (resulting in the repayment in full of borrowings under such facility). A copy of the press release is attached as an exhibit to this report and is incorporated herein by reference.

The information in this Form 8-K under Item 7.01, including Exhibit 99.1 hereto, is being furnished pursuant Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

This Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

This Form 8-K, including the exhibits hereto, may include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. In some cases, these forward-looking statements can be identified by the use of words such as "may," "might," "will," "should," "expects," "plans," "goal," "target," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative version of these words or other comparable words. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from any future results expressed or implied by such forward-looking statements. Any statements that refer to expectations or other characterizations of future events or circumstances, such as statements about the Company's expected financial results and the Offering, are forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. Risks and uncertainties include whether or not the Offering will be consummated and the terms, size, timing and use of proceeds of the Offering and the factors set forth under "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended January 2, 2021 and the Company's Quarterly Report on Form 10-Q for the quarter ended October 2, 2021. You are cautioned not to place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Kontoor Brands, Inc., dated November 9, 2021.
104	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.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 9, 2021

KONTOOR BRANDS, INC.

By: /s/ Rustin Welton

Name: Rustin Welton

Title: Executive Vice President and Chief Financial Officer



KONTOOR BRANDS ANNOUNCES LAUNCH OF SENIOR NOTES OFFERING

GREENSBORO, N.C. - November 9, 2021—Kontoor Brands, Inc. today announced that it intends to offer \$400.0 million aggregate principal amount of Senior Notes due 2029 (the “Notes”). Kontoor intends to use the proceeds from the offering, together with cash on hand, to fund the repayment of its Term Loan B (\$133.0 million aggregate principal amount outstanding, resulting in the repayment in full of borrowings under such facility), partial repayment of its Term Loan A (\$265.0 million aggregate principal amount outstanding, resulting in \$400.0 million in aggregate borrowings remaining outstanding under such facility), and to pay related fees, costs, premiums and expenses in connection therewith (including accrued and unpaid interest with respect to such amounts). The transaction occurs in conjunction with the proposed amendment and extension of Kontoor’s Credit Agreement, initially dated as of May 17, 2019, including the senior secured credit facilities thereunder.

The Notes and related guarantees to be offered have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws. The Notes and related guarantees may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Notes and related guarantees will be offered, by the initial purchasers, only to persons reasonably believed to be “qualified institutional buyers” in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act.

This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act, and it is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the Notes or any other securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Forward-Looking Statements

This press release may include “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. In some cases, these forward-looking statements can be identified by the use of words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “goal,” “target,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative version of these words or other comparable words. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from any future results expressed or implied by such forward-looking statements. Any statements that refer to expectations or other characterizations of future events or circumstances, such as statements about Kontoor’s expected financial results and the offering, are forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control and are difficult to predict. Risks and uncertainties include whether or not the offering will be

consummated and the terms, size, timing and use of proceeds of the offering and the factors set forth under “Risk Factors” in Kontoor’s Annual Report on Form 10-K for the fiscal year ended January 2, 2021 and Kontoor’s Quarterly Report on Form 10-Q for the quarter ended October 2, 2021. You are cautioned not to place undue reliance on these forward-looking statements. Kontoor undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

About Kontoor Brands

Kontoor Brands, Inc. is a global lifestyle apparel company, with a portfolio led by two of the world’s most iconic consumer brands: *Wrangler*[®] and *Lee*[®]. 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.

Contacts

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