

Hanesbrands Inc.
Form 11-K
June 27, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 333-137143

Full title of the plan and the address of the plan, if different from that of the issuer named below:

Hanesbrands Inc. Retirement Savings Plan

Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

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Hanesbrands Inc.

1000 East Hanes Mill Road

Winston-Salem, North Carolina 27105

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| Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations For Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable. | |

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Hanesbrands Inc. Employee Benefits Administrative Committee of the Hanesbrands Inc. Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Hanesbrands Inc. Retirement Savings Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Hanesbrands Inc. Retirement Savings Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Grant Thornton LLP

Raleigh, North Carolina

June 27, 2012

Table of Contents**Hanesbrands Inc. Retirement Savings Plan****Statements of Net Assets Available for Benefits**

| | December 31, 2011 | December 31, 2010 |
|--|-----------------------|-----------------------|
| Assets | | |
| Investment | | |
| Plan interest in Hanesbrands Inc. Master Investment Trust for Defined Contribution Plans at fair value | \$ 501,619,456 | \$ 504,651,438 |
| Receivables | | |
| Participant contribution receivable | 742,009 | 787,490 |
| Company-match contribution receivable | 1,608,607 | 2,427,577 |
| Notes receivable from participants | 8,845,262 | 8,422,492 |
| Discretionary Company contribution receivable | 9,386,714 | 9,284,931 |
| | 20,582,592 | 20,922,490 |
| Total assets | 522,202,048 | 525,573,928 |
| Liabilities | | |
| Accrued expenses | (450,091) | (203,188) |
| Net Assets Available for Benefits at Fair Value | 521,751,957 | 525,370,740 |
| Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts | (11,081,750) | (9,851,493) |
| Net Assets Available for Benefits | \$ 510,670,207 | \$ 515,519,247 |

The accompanying notes are an integral part of these financial statements.

Table of Contents**Hanesbrands Inc. Retirement Savings Plan****Statements of Changes in Net Assets Available for Benefits**

| | Year Ended December 31, 2011 | Year Ended December 31, 2010 |
|--|---|---|
| Investment income | | |
| Plan interest in Hanesbrands Inc. Master Investment Trust for Defined Contribution Plans net investment income | \$ 3,628,174 | \$ 46,840,908 |
| Interest income on notes receivable from participants | 626,822 | 729,931 |
| Contributions | | |
| Company | 17,986,469 | 17,517,321 |
| Participants | 17,310,705 | 16,941,058 |
| Total contributions | 35,297,174 | 34,458,379 |
| Benefits paid to participants | (43,387,759) | (47,133,093) |
| Administrative expenses | (1,457,845) | (1,286,027) |
| Other | 444,394 | (298,198) |
| Net increase (decrease) | (4,849,040) | 33,311,900 |
| Net assets available for benefits | | |
| Beginning of year | 515,519,247 | 482,207,347 |
| End of year | \$ 510,670,207 | \$ 515,519,247 |

The accompanying notes are an integral part of these financial statements.

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

NOTE A DESCRIPTION OF PLAN

The following brief description of the Hanesbrands Inc. Retirement Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering eligible salaried and hourly employees of Hanesbrands Inc. (Hanesbrands or the Company) who are not employed in Puerto Rico and are not covered by a collective bargaining agreement which does not provide for their participation in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Eligible employees can contribute between 1% and 50% of their pre-tax eligible compensation, as defined in the Plan document. All eligible employees who have completed at least 30 days of service are deemed to have elected to have 4% of their pre-tax compensation deferred into the Plan, unless they make an affirmative election to change or cease deferrals. The deferral contribution percentage of participants who are automatically enrolled is increased by 1% each year thereafter, up to a maximum of 6% of eligible pre-tax compensation; except that the deferral percentage of such an employee who becomes a participant during the last three months of the year will not increase until the second plan year following the employee's participation date. Catch-up contributions are also permitted. Contributions and catch-up contributions are subject to certain limitations under the Internal Revenue Code (IRC). Although employees were previously permitted to make after-tax contributions to certain predecessors to the Plan, this is no longer permitted and was not permitted during the periods presented.

For participants who are contributing to the Plan, the Company will make matching contributions, on a quarterly basis, equal to 100% of the portion of a participant's pre-tax contributions that does not exceed 4% of a participant's eligible compensation, subject to certain limitations defined in the Plan document. For the years ended December 31, 2011 and 2010, the total matching contribution by the Company was \$8,599,755 and \$8,232,390, respectively.

For eligible contributing and non-contributing salaried employees, the Company may make a discretionary annual Company contribution not to exceed 4% of eligible compensation. For eligible contributing and non-contributing hourly, non-union employees or New York based sample department union employees, the Company may make a discretionary annual Company contribution not to exceed 2% of eligible compensation. To be eligible for an annual Company contribution, a participant must have attained age 21. For the years ended December 31, 2011 and 2010, the total annual contribution by the Company was \$9,386,714 and \$9,284,931, respectively.

Participant Accounts

Individual accounts are maintained for each of the Plan's participants to reflect Company contributions, the participant's contributions and any rollover contributions, as well as the participant's related share of the Plan's income and losses and certain related administrative expenses. Allocations of income and losses are made within each separate investment fund in proportion to each participant's investment in those funds. Allocations of certain related administrative expenses are made based on the proportion that each participant's account balance has to the total of all participants' account balances.

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010 Continued

Vesting

Participants' contributions are 100% vested at all times. Active employees with amounts received as matching contributions on December 31, 2007 became 100% vested in those amounts (including future matching contributions). Amounts received as matching contributions for employees who first become eligible for matching contributions on or after January 1, 2008 are subject to a two-year cliff vesting schedule; amounts received as annual Company contributions continue to vest 20% after each year of service with 100% vesting after five years of service. Annual Company contributions and matching contributions will be 100% vested in the case of termination due to death, disability or normal retirement without regard to years of service.

Investment Options

Participants may direct their total account balances among the various investment options currently available through the Plan in 1% increments. Participants may change their investment elections at any time.

Forfeitures

If a participant leaves the Company for reasons other than death, disability or normal retirement before amounts received as Company contributions are fully vested, any amounts received as Company contributions which are not fully vested shall be forfeited. The forfeited amounts shall be credited to reemployed participants, used to reduce Company contributions, or used to reduce administrative expenses of the Plan. As of December 31, 2011 and 2010, forfeited balances were \$469,638 and \$199,393, respectively. For the years ended December 31, 2011 and 2010, \$649,741 and \$1,635,566, respectively, were used to reduce Company contributions.

Benefit Payments

Upon termination of service due to death, disability, retirement, resignation or dismissal, distribution of the vested balance in the participant's accounts will be made to the participant or, in the case of the participant's death, to his or her beneficiary by a lump-sum payment in cash (or stock, if elected, for amounts invested in the Hanesbrands Inc. Common Stock Fund). If the participant's account balance exceeds \$5,000, the participant (or surviving spouse) may also elect installments to be paid over a period not to exceed five years.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The participant must secure the loan by a pledge against his or her Plan accounts (other than amounts received as Company contributions). The participant must sign a promissory note for the loan. The loan period cannot exceed five years, unless the proceeds of the loan are used to purchase a primary residence, in which case the loan period shall not exceed ten years. The loan will bear interest at the prevailing prime rate when the loan is issued. The interest rates for the outstanding loans ranged from 3.25% to 8.50% at December 31, 2011 and 3.25% to 8.25% at December 31, 2010. Principal and interest is paid through payroll deductions.

Withdrawals

Participants may withdraw all or a portion of their vested account balances (other than amounts received as annual Company contributions), provided they have attained age 59-1/2; participants may also withdraw their after-tax contributions at any time. Participants who have an immediate and substantial financial need may take a hardship withdrawal from certain balances in their account, subject to limitations defined in the Plan document.

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010 Continued

New Accounting Pronouncements

Fair Value Disclosures

In January 2010, the Financial Accounting Standards Board (FASB) issued new accounting rules related to the disclosure requirements for fair value measurements. The new accounting rules require new disclosures regarding significant transfers between Levels 1 and 2 of the fair value hierarchy and the activity within Level 3 of the fair value hierarchy. The new accounting rules also clarify existing disclosures regarding the level of disaggregation of assets or liabilities and the valuation techniques and inputs used to measure fair value. The new accounting rules were effective for the Plan in 2010, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements that were effective for the Plan in 2011. The adoption of the disclosures effective in 2011 did not have an impact on the Plan's net assets or changes in net assets.

Fair Value Measurements

In 2011, the FASB issued new accounting rules providing guidance on fair value measurement and disclosure requirements. The guidance generally clarifies the application of existing requirements on topics including the concepts of highest and best use and valuation premise and disclosing quantitative information about the unobservable inputs used in the measurement of instruments categorized within Level 3 of the fair value hierarchy. Additionally, the guidance includes changes on topics such as measuring fair value of financial instruments that are managed within a portfolio and additional disclosure for fair value measurements categorized within Level 3 of the fair value hierarchy. This guidance is effective for the Plan in 2012. The Plan is currently evaluating the effect that adoption of this guidance may have on the Plan's net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Reclassifications

Certain prior year amounts related to the presentation of notes receivable from participants and the related interest income on notes receivable from participants has been reclassified to conform to the current year presentation.

NOTE B SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010 Continued

Valuation of Investments

The Plan's sole investment is an interest in the Hanesbrands Inc. Master Investment Trust for Defined Contribution Plans (the HBI Investment Trust). The Plan's interest in the HBI Investment Trust is based on the Plan's relative aggregate contributions, benefit payments and other relevant factors. Purchases and sales of securities in the HBI Investment Trust are recorded on a trade-date basis. Interest is recorded in the period earned. Dividends are recorded on the ex-dividend date.

The HBI Investment Trust's investments consist of investments in a registered investment company, common stocks, collective trusts and a stable value fund. Investments in a registered investment company and common stocks are valued using quoted market prices. Collective trusts are valued at fair value of participant units owned by the HBI Investment Trust based on quoted redemption values.

The stable value fund is reported at fair value based on the fair value of the underlying investments. These underlying investments, which are comprised of high quality, fixed income securities held in various collective trusts that are wrapped by synthetic investment contracts issued by high quality financial institutions, are required to be reported at fair value. However, contract value is a relevant measurement attribute as these investment contracts are fully benefit-responsive. Contract value represents the principal balance of the underlying investment contracts, plus accrued interest at the stated contract rates, less withdrawals and administrative charges by the financial institutions. There are no material reserves against contract value for credit risk of the contract issuers or otherwise. Under the terms of the contracts, the crediting interest rates are rates negotiated by the Company with the financial institutions. The average crediting interest rate of the investment contracts as of December 31, 2011 and 2010 was approximately 3.12% and 4.05%, respectively. The average yield for the investment contracts for the years ended December 31, 2011 and 2010 was approximately 1.39% and 2.36%, respectively. Certain events, which we refer to as market value events, may limit the ability of the stable value fund to realize the contract value of investment contracts and may therefore result in payments to participants that reflect fair value rather than contract value. Such events include, but are not limited to, certain amendments to the Plan documents or the stable value fund's investment guidelines not approved by issuers of investment contracts, failure to comply with certain contract provisions, complete or partial Plan termination or merger with another plan, suspension or substantial reduction of Plan sponsor contributions to the Plan, debt default by the Plan sponsor, bankruptcy of the Plan sponsor or other Plan sponsor events that could cause substantial withdrawals from the Plan or the stable value fund, failure of the trust which holds the assets of the Plan to qualify for exemption from federal income taxes, and the occurrence of certain prohibited transactions under ERISA. The Plan administrator does not believe that any events that have occurred to date constitute market value events. The Plan may terminate its investment in the stable value fund upon election and sixty days' notice. The Statements of Net Assets Available for Benefits present the fair value of the stable value fund as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits present the contract value of the investment contracts.

In general, the investments provided by the Plan are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and participants individual account balances.

Administrative Expenses

Administrative expenses associated with the Plan are paid by the Plan, except for certain recordkeeping fees of which, at the discretion of the Company, the Company pays a percentage.

Table of Contents**Hanesbrands Inc. Retirement Savings Plan****Notes to Financial Statements****December 31, 2011 and 2010** Continued**NOTE C PLAN INTEREST IN HBI INVESTMENT TRUST**

The Plan's investments are in the HBI Investment Trust which provides for the investment of assets of the Plan, the Hanesbrands Inc. Hourly Retirement Savings Plan of Puerto Rico and the Hanesbrands Inc. Salaried Retirement Savings Plan of Puerto Rico (collectively, the Savings Plans). The interest of each Savings Plan in the HBI Investment Trust is based on that Savings Plan's participants' account balances within each investment fund.

The Plan's interest in the net assets of the HBI Investment Trust was approximately 99.15% at December 31, 2011 and 2010. Investment income relating to the HBI Investment Trust is allocated to the Savings Plans based on the balances invested by each Savings Plan. The Plan's interest in the net assets of the HBI Investment Trust is included in the accompanying Statements of Net Assets Available for Benefits.

A summary of the net assets of the HBI Investment Trust is as follows:

| | December 31, 2011 | December 31, 2010 |
|--|----------------------|----------------------|
| Investments, at fair value | | |
| Common stocks | \$ 19,198,414 | \$ 22,744,100 |
| Investment in collective trusts | 7,016,318 | 6,038,054 |
| Investment in registered investment company | 277,397,728 | 280,726,527 |
| Stable value fund | 201,732,359 | 198,665,853 |
| | | |
| Total investments | 505,344,819 | 508,174,534 |
| Receivables | 570,766 | 743,859 |
| | | |
| Net assets of HBI Investment Trust at fair value | 505,915,585 | 508,918,393 |
| Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts | (11,176,660) | (9,933,423) |
| | | |
| Net assets of HBI Investment Trust | \$ 494,738,925 | \$ 498,984,970 |

The aggregate net investment income allocated to the Savings Plans from the HBI Investment Trust for the years ended December 31, 2011 and 2010 is as follows:

| | 2011 | 2010 |
|--|---------------|---------------|
| Interest and dividend income | \$ 13,450,007 | \$ 14,015,471 |
| Net appreciation (depreciation) in fair value of investments | | |
| Common stocks | (2,478,185) | 1,381,019 |
| Investment in registered investment company | (7,268,063) | 31,726,424 |

| | | |
|-----------------------|--------------|---------------|
| Net investment income | \$ 3,703,759 | \$ 47,122,914 |
|-----------------------|--------------|---------------|

NOTE D PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, affected participants will become entitled to be fully vested in their accounts.

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010 Continued

NOTE E FAIR VALUE MEASUREMENTS

Fair value is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The HBI Investment Trust utilizes market data or assumptions that market participants would use in pricing the asset or liability. A three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value, is utilized for disclosing the fair value of the assets and liabilities of the HBI Investment Trust. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Assets and liabilities measured at fair value are based on one or more of the following three valuation techniques:

Market approach prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Cost approach amount that would be required to replace the service capacity of an asset or replacement cost.

Income approach techniques to convert future amounts to a single present amount based on market expectations, including present value techniques, option-pricing and other models.

The HBI Investment Trust primarily applies the market approach for its investment assets and attempts to utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

As of December 31, 2011 and 2010, the HBI Investment Trust held certain financial assets that are required to be measured at fair value on a recurring basis. These consisted of common stocks, collective trusts, a registered investment company and a stable value fund. The fair values of common stocks and a registered investment company are determined based on quoted prices in public markets and are categorized as Level 1.

The underlying investment portfolio of the stable value fund is comprised of high quality, fixed income securities that are held in various collective trusts valued at net asset values which approximate fair value and are categorized as Level 2. Collective trusts are investment securities valued at net asset values which approximate fair value and are categorized as Level 2. The inputs used in valuing the underlying investments in the collective trusts include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the assets or liabilities and inputs that are derived principally from or corroborated by observable market data. Participant transactions (issuances and redemptions) may occur daily.

The HBI Investment Trust did not hold any investments whose value was determined based on unobservable inputs and categorized as Level 3 at December 31, 2011 and 2010. There were no transfers in or out of Level 3 during the years ended December 31, 2011 and 2010. There were no changes during the years ended December 31, 2011 and 2010 to the valuation techniques used to measure asset fair values on a recurring basis. Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Table of Contents**Hanesbrands Inc. Retirement Savings Plan****Notes to Financial Statements****December 31, 2011 and 2010 Continued**

The following table sets forth by level within the fair value hierarchy the HBI Investment Trust's investment assets accounted for at fair value on a recurring basis at December 31, 2011 and 2010, respectively. As required by the accounting rules, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

| | Investment Assets at Fair Value as of December 31, 2011 | | | |
|--|---|----------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Hanesbrands common stock | \$ 19,198,414 | \$ | \$ | \$ 19,198,414 |
| Short-term investment fund collective trusts | | 7,016,318 | | 7,016,318 |
| Registered investment company: | | | | |
| U.S. bond index funds | 22,372,375 | | | 22,372,375 |
| U.S. equity index funds | 161,461,098 | | | 161,461,098 |
| Foreign equity index funds | 22,050,739 | | | 22,050,739 |
| Target retirement date funds | 71,513,516 | | | 71,513,516 |
| Total registered investment company | 277,397,728 | | | 277,397,728 |
| Stable value fund | | 201,732,359 | | 201,732,359 |
| Total investment assets at fair value | \$ 296,596,142 | \$ 208,748,677 | \$ | \$ 505,344,819 |

| | Investment Assets at Fair Value as of December 31, 2010 | | | |
|--|---|----------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Hanesbrands common stock | \$ 22,744,100 | \$ | \$ | \$ 22,744,100 |
| Short-term investment fund collective trusts | | 6,038,054 | | 6,038,054 |
| Registered investment company: | | | | |
| U.S. bond index funds | 20,403,165 | | | 20,403,165 |
| U.S. equity index funds | 165,830,942 | | | 165,830,942 |
| Foreign equity index funds | 26,887,949 | | | 26,887,949 |
| Target retirement date funds | 67,604,471 | | | 67,604,471 |
| Total registered investment company | 280,726,527 | | | 280,726,527 |
| Stable value fund | | 198,665,853 | | 198,665,853 |
| Total investment assets at fair value | \$ 303,470,627 | \$ 204,703,907 | \$ | \$ 508,174,534 |

Table of Contents**Hanesbrands Inc. Retirement Savings Plan****Notes to Financial Statements****December 31, 2011 and 2010** Continued**NOTE F TAX STATUS**

By letter dated March 2, 2010, the Internal Revenue Service determined that the Plan and trust meet the qualification requirements set forth in Sections 401(a) and 501(a) of the IRC. The Plan has been subsequently amended since the determination, but the Plan's management believes the Plan remains in compliance with the applicable requirements of the IRC.

GAAP requires the Plan's management to evaluate tax positions taken by the Plan and to recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan's management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions and is currently undergoing a random audit by the Internal Revenue Service for the 2008 tax period. The Plan's management believes the Plan is no longer subject to income tax examinations for years prior to 2008.

NOTE G PARTY-IN-INTEREST TRANSACTIONS

Certain assets of the HBI Investment Trust were invested in investments managed by State Street at the time such party served as trustee of the HBI Investment Trust; therefore, these transactions qualify as party-in-interest transactions. Certain assets of the HBI Investment Trust were invested in investments managed by ING at the time ING served as recordkeeper of the HBI Investment Trust; therefore, these transactions qualify as party-in-interest transactions.

Approximately 3.9% and 4.6% of the HBI Investment Trust's assets as of December 31, 2011 and 2010, respectively, were invested in Hanesbrands common stock, in each case through participant-directed account balances. At December 31, 2011 and 2010, the HBI Investment Trust held 878,244 and 895,437 shares, respectively, of Hanesbrands common stock that had a fair value of \$19,198,414 and \$22,744,100, respectively.

NOTE H RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to the Form 5500:

| | 2011 | 2010 |
|--|----------------|----------------|
| Net assets available for benefits per the financial statements | \$ 510,670,207 | \$ 515,519,247 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 11,081,750 | 9,851,493 |
| Amounts allocated to withdrawing participants | (63,192) | (216,027) |
| Net assets available for benefits per the Form 5500 | \$ 521,688,765 | \$ 525,154,713 |

The following is a reconciliation of investment income according to the financial statements for the year ended December 31, 2011 to the Form 5500:

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| | |
|--|--------------|
| Investment income per the financial statements | \$ 3,628,174 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 1,230,257 |
| Investment income per the Form 5500 | \$ 4,858,431 |

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Hanesbrands Inc. Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010 Continued

The following is a reconciliation of benefits paid to participants according to the financial statements for the year ended December 31, 2011 to the Form 5500:

| | |
|--|-------------------|
| Benefits paid to participants per the financial statements | \$ 43,387,759 |
| Amounts allocated to withdrawing participants at | |
| December 31, 2011 | 63,192 |
| December 31, 2010 | (216,027) |
| Benefits paid to participants per the Form 5500 | \$ 43,234,924 |

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

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Hanesbrands Inc. Retirement Savings Plan

SCHEDULE H, LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2011

Name of plan sponsor: Hanesbrands Inc.

Employer identification number: 20-3552316

Three-digit plan number: 401

| (a) | (b) Identity of issue, borrower, lessor or similar party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|-----|--|--|--------------|----------------------|
| * | Participant loans | Average maturity date of 2.17 years, bearing interest at 3.25% to 8.50%, collateralized by participants' account balances | \$ 8,845,262 | \$ 8,845,262 |

* Denotes party-in-interest transaction

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2012

HANESBRANDS INC. RETIREMENT SAVINGS PLAN

By: /s/ M. Scott Lewis
M. Scott Lewis

Authorized Member of the Hanesbrands Inc. Employee Benefits
Administrative Committee

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|---------------------------|-------------------------------|
| 23.1 | Consent of Grant Thornton LLP |