UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2023
or
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________ to ________
Commission file number: 1-5256

V. F. CORPORATION
(Exact name of registrant as specified in its charter)

Pennsylvania	**23-1180120**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. employer identification number)*

1551 Wewatta Street
Denver, Colorado 80202
(Address of principal executive offices)

(720) 778-4000
(Registrant's telephone number, including area code)

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, without par value, stated capital, $0.25 per share	**VFC**	**New York Stock Exchange**
4.125% Senior Notes due 2026	**VFC26**	**New York Stock Exchange**
0.250% Senior Notes due 2028	**VFC28**	**New York Stock Exchange**
4.250% Senior Notes due 2029	**VFC29**	**New York Stock Exchange**
0.625% Senior Notes due 2032	**VFC32**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

On October 28, 2023, there were 388,883,404 shares of the registrant's common stock outstanding.

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PART I — FINANCIAL INFORMATION

ITEM 1 — FINANCIAL STATEMENTS (UNAUDITED).

VF CORPORATION

Consolidated Balance Sheets
(Unaudited)

(In thousands, except share amounts)	September 2023	March 2023	September 2022
ASSETS			
Current assets			
Cash and equivalents	$ 498,912	$ 814,887	$ 552,811
Accounts receivable, less allowance for doubtful accounts of: September 2023 - $28,080; March 2023 - $28,075; September 2022 - $27,515	1,889,804	1,610,295	1,834,598
Inventories	2,481,051	2,292,790	2,749,894
Other current assets	373,795	434,737	550,940
Total current assets	5,243,562	5,152,709	5,688,243
Property, plant and equipment, net	916,571	942,440	984,115
Intangible assets, net	2,630,795	2,642,821	2,776,022
Goodwill	1,961,220	1,978,413	2,102,700
Operating lease right-of-use assets	1,307,643	1,372,182	1,217,172
Other assets	1,082,561	1,901,923	1,015,890
TOTAL ASSETS	**$ 13,142,352**	**$ 13,990,488**	**$ 13,784,142**
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities			
Short-term borrowings	$ 1,023,276	$ 11,491	$ 1,692,745
Current portion of long-term debt	966	924,305	832,136
Accounts payable	992,911	936,319	1,022,408
Accrued liabilities	1,527,680	1,673,651	1,798,702
Total current liabilities	3,544,833	3,545,766	5,345,991
Long-term debt	5,656,725	5,711,014	3,526,101
Operating lease liabilities	1,121,658	1,171,941	1,022,451
Other liabilities	609,091	651,054	803,963
Total liabilities	**10,932,307**	**11,079,775**	**10,698,506**
Commitments and contingencies			
Stockholders' equity			
Preferred Stock, par value $1; shares authorized, 25,000,000; no shares outstanding at September 2023, March 2023 or September 2022	—	—	—
Common Stock, stated value $0.25; shares authorized, 1,200,000,000; shares outstanding at September 2023 - 388,883,825; March 2023 - 388,665,531; September 2022 - 388,569,062	97,221	97,166	97,142
Additional paid-in capital	3,638,029	3,775,979	3,952,786
Accumulated other comprehensive loss	(1,011,705)	(1,019,518)	(844,165)
Retained earnings (accumulated deficit)	(513,500)	57,086	(120,127)
Total stockholders' equity	**2,210,045**	**2,910,713**	**3,085,636**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 13,142,352**	**$ 13,990,488**	**$ 13,784,142**

See notes to consolidated financial statements.

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VF CORPORATION

Consolidated Statements of Operations
(Unaudited)

(In thousands, except per share amounts)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Net revenues	**$ 3,034,239**	**$ 3,080,600**	**$ 5,120,575**	**$ 5,342,195**
Costs and operating expenses				
Cost of goods sold	1,479,028	1,498,177	2,464,297	2,541,159
Selling, general and administrative expenses	1,192,284	1,251,320	2,302,343	2,406,571
Impairment of goodwill and intangible assets	—	421,922	—	421,922
Total costs and operating expenses	**2,671,312**	**3,171,419**	**4,766,640**	**5,369,652**
Operating income (loss)	**362,927**	**(90,819)**	**353,935**	**(27,457)**
Interest income	4,808	823	10,302	2,106
Interest expense	(60,452)	(34,726)	(115,665)	(67,271)
Other income (expense), net	(3,510)	(9,280)	(7,077)	(103,994)
Income (loss) before income taxes	**303,773**	**(134,002)**	**241,495**	**(196,616)**
Income tax expense (benefit)	754,470	(15,570)	749,617	(22,224)
Net loss	**$ (450,697)**	**$ (118,432)**	**$ (508,122)**	**$ (174,392)**
Net loss per common share				
Basic	$ (1.16)	$ (0.31)	$ (1.31)	$ (0.45)
Diluted	$ (1.16)	$ (0.31)	$ (1.31)	$ (0.45)
Weighted average shares outstanding				
Basic	388,338	387,688	388,249	387,625
Diluted	388,338	387,688	388,249	387,625

See notes to consolidated financial statements.

VF CORPORATION

Consolidated Statements of Comprehensive Loss
(Unaudited)

(In thousands)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Net loss	**$ (450,697)**	**$ (118,432)**	**$ (508,122)**	**$ (174,392)**
Other comprehensive income (loss)				
Foreign currency translation and other				
Gains (losses) arising during the period	17,094	(21,894)	564	(73,418)
Income tax effect	(22,383)	(28,786)	(19,002)	(58,796)
Defined benefit pension plans				
Current period actuarial gains (losses)	3,742	5,426	4,743	(14,142)
Amortization of net deferred actuarial losses	4,170	3,953	8,402	7,674
Amortization of deferred prior service credits	(137)	(111)	(272)	(223)
Reclassification of net actuarial loss from settlement charges	7	1,141	3,299	92,902
Income tax effect	(2,209)	(2,815)	(4,118)	(22,466)
Derivative financial instruments				
Gains arising during the period	59,895	102,685	37,155	202,115
Income tax effect	(9,852)	(16,356)	(5,714)	(31,731)
Reclassification of net (gains) losses realized	(10,238)	(14,906)	(20,918)	(23,148)
Income tax effect	1,735	2,374	3,674	3,647
Other comprehensive income	**41,824**	**30,711**	**7,813**	**82,414**
Comprehensive loss	**$ (408,873)**	**$ (87,721)**	**$ (500,309)**	**$ (91,978)**

See notes to consolidated financial statements.

VF CORPORATION
Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	Six Months Ended September 2023	Six Months Ended September 2022
OPERATING ACTIVITIES		
Net loss	$ (508,122)	$ (174,392)
Adjustments to reconcile net loss to cash used by operating activities:		
Impairment of goodwill and intangible assets	—	421,922
Depreciation and amortization	142,701	130,623
Reduction in the carrying amount of right-of-use assets	190,423	185,880
Stock-based compensation	35,204	37,474
Provision for doubtful accounts	5,585	1,004
Pension expense in excess of (less than) contributions	(10,151)	85,779
Deferred income taxes	(256,048)	(40,396)
Write-off of income tax receivables and interest	921,409	—
Other, net	4,363	33,308
Changes in operating assets and liabilities:		
Accounts receivable	(313,866)	(461,904)
Inventories	(222,116)	(1,434,470)
Accounts payable	72,314	494,424
Income taxes	41,718	(193,671)
Accrued liabilities	85,205	138,510
Operating lease right-of-use assets and liabilities	(193,298)	(190,171)
Other assets and liabilities	(14,582)	52,123
Cash used by operating activities	**(19,261)**	**(913,957)**
INVESTING ACTIVITIES		
Capital expenditures	(96,343)	(89,958)
Software purchases	(42,597)	(47,858)
Other, net	(10,791)	6,112
Cash used by investing activities	**(149,731)**	**(131,704)**
FINANCING ACTIVITIES		
Contingent consideration payment	—	(56,976)
Net increase in short-term borrowings	1,017,895	1,357,284
Payments on long-term debt	(907,656)	(500,522)
Payment of debt issuance costs	(576)	(807)
Cash dividends paid	(233,172)	(388,284)
Proceeds from issuance of Common Stock, net of (payments) for tax withholdings	(2,392)	(1,931)
Cash provided (used) by financing activities	**(125,901)**	**408,764**
Effect of foreign currency rate changes on cash, cash equivalents and restricted cash	(21,190)	(85,888)
Net change in cash, cash equivalents and restricted cash	**(316,083)**	**(722,785)**
Cash, cash equivalents and restricted cash – beginning of year	**816,319**	**1,277,082**
Cash, cash equivalents and restricted cash – end of period	**$ 500,236**	**$ 554,297**
Balances per Consolidated Balance Sheets:		
Cash and cash equivalents	$ 498,912	$ 552,811
Other current assets	1,197	1,360
Other assets	127	126
Total cash, cash equivalents and restricted cash	**$ 500,236**	**$ 554,297**

See notes to consolidated financial statements.

VF CORPORATION

Consolidated Statements of Stockholders' Equity
(Unaudited)

	Three Months Ended September 2023					
	Common Stock					
(In thousands, except share amounts)	Shares	Amounts	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
Balance, June 2023	**388,836,545**	**$ 97,209**	**$ 3,733,777**	**$ (1,053,529)**	**$ (60,694)**	**$ 2,716,763**
Net loss	—	—	—	—	(450,697)	(450,697)
Dividends on Common Stock ($0.30 per share)	—	—	(116,597)	—	—	(116,597)
Stock-based compensation, net	47,280	12	20,849	—	(2,109)	18,752
Foreign currency translation and other	—	—	—	(5,289)	—	(5,289)
Defined benefit pension plans	—	—	—	5,573	—	5,573
Derivative financial instruments	—	—	—	41,540	—	41,540
Balance, September 2023	**388,883,825**	**$ 97,221**	**$ 3,638,029**	**$ (1,011,705)**	**$ (513,500)**	**$ 2,210,045**

	Three Months Ended September 2022					
	Common Stock					
(In thousands, except share amounts)	Shares	Amounts	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
Balance, June 2022	**388,490,713**	**$ 97,123**	**$ 3,941,440**	**$ (874,876)**	**$ 188,806**	**$ 3,352,493**
Net loss	—	—	—	—	(118,432)	(118,432)
Dividends on Common Stock ($0.50 per share)	—	—	(5,343)	—	(188,806)	(194,149)
Stock-based compensation, net	78,349	19	16,689	—	(1,695)	15,013
Foreign currency translation and other	—	—	—	(50,680)	—	(50,680)
Defined benefit pension plans	—	—	—	7,594	—	7,594
Derivative financial instruments	—	—	—	73,797	—	73,797
Balance, September 2022	**388,569,062**	**$ 97,142**	**$ 3,952,786**	**$ (844,165)**	**$ (120,127)**	**$ 3,085,636**

Continued on next page.

See notes to consolidated financial statements.

VF CORPORATION

Consolidated Statements of Stockholders' Equity
(Unaudited)

	Six Months Ended September 2023					
	Common Stock					
(In thousands, except share amounts)	Shares	Amounts	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
Balance, March 2023	**388,665,531**	**$ 97,166**	**$ 3,775,979**	**$ (1,019,518)**	**$ 57,086**	**$ 2,910,713**
Net loss	—	—	—	—	(508,122)	(508,122)
Dividends on Common Stock ($0.60 per share)	—	—	(176,086)	—	(57,086)	(233,172)
Stock-based compensation, net	218,294	55	38,136	—	(5,378)	32,813
Foreign currency translation and other	—	—	—	(18,438)	—	(18,438)
Defined benefit pension plans	—	—	—	12,054	—	12,054
Derivative financial instruments	—	—	—	14,197	—	14,197
Balance, September 2023	**388,883,825**	**$ 97,221**	**$ 3,638,029**	**$ (1,011,705)**	**$ (513,500)**	**$ 2,210,045**

	Six Months Ended September 2022					
	Common Stock					
(In thousands, except share amounts)	Shares	Amounts	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
Balance, March 2022	**388,298,375**	**$ 97,075**	**$ 3,916,384**	**$ (926,579)**	**$ 443,475**	**$ 3,530,355**
Net loss	—	—	—	—	(174,392)	(174,392)
Dividends on Common Stock ($1.00 per share)	—	—	(5,343)	—	(382,941)	(388,284)
Stock-based compensation, net	270,687	67	41,745	—	(6,269)	35,543
Foreign currency translation and other	—	—	—	(132,214)	—	(132,214)
Defined benefit pension plans	—	—	—	63,745	—	63,745
Derivative financial instruments	—	—	—	150,883	—	150,883
Balance, September 2022	**388,569,062**	**$ 97,142**	**$ 3,952,786**	**$ (844,165)**	**$ (120,127)**	**$ 3,085,636**

See notes to consolidated financial statements.

VF CORPORATION

Notes to Consolidated Financial Statements
(Unaudited)

NOTE 1 — BASIS OF PRESENTATION

Fiscal Year

VF Corporation (together with its subsidiaries, collectively known as “VF” or the “Company”) uses a 52/53 week fiscal year ending on the Saturday closest to March 31 of each year. The Company's current fiscal year runs from April 2, 2023 through March 30, 2024 ("Fiscal 2024"). Accordingly, this Form 10-Q presents our second quarter of Fiscal 2024. For presentation purposes herein, all references to periods ended September 2023 and September 2022 relate to the fiscal periods ended on September 30, 2023 and October 1, 2022, respectively. References to March 2023 relate to information as of April 1, 2023.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X and do not include all of the information and notes required by generally accepted accounting principles in the United States of America (“GAAP”) for complete financial statements. Similarly, the March 2023 consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by GAAP. In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all normal and recurring adjustments necessary to fairly state the consolidated financial position, results of operations and cash flows of VF for the interim periods presented. Operating results for the three and six months ended September 2023 are not necessarily indicative of results that may be expected for any other interim period or for Fiscal 2024. For further information, refer to the consolidated financial statements and notes included in VF’s Annual Report on Form 10-K for the year ended April 1, 2023 (“Fiscal 2023 Form 10-K”).

Recent Developments and Uncertainties

There is ongoing uncertainty around the global economy and macroeconomic environment, which we expect to continue and cause disruption and near-term challenges for our business. Macroeconomic conditions include inflationary pressures, higher interest rates and weakened consumer sentiment. These conditions have led to elevated inventories in certain markets, a volatile promotional environment, and increased borrowing costs. VF has considered the impact of these developments on the estimates and assumptions used when preparing the interim consolidated financial statements and accompanying notes. The duration and severity of these recent developments, and the related impacts on VF's business are subject to uncertainty; however, the estimates and assumptions made by management are based on available information.

Use of Estimates

In preparing the interim consolidated financial statements, management makes estimates and assumptions that affect amounts reported in the interim consolidated financial statements and accompanying notes. Actual results may differ from those estimates.

NOTE 2 — RECENTLY ADOPTED ACCOUNTING STANDARDS

In March 2020, January 2021 and December 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "*Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*", ASU No. 2021-01, "*Reference Rate Reform (Topic 848): Scope*" and ASU No. 2022-06, "*Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848*", respectively. This guidance provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. The guidance is provided to ease the potential burden of accounting for reference rate reform. During the first quarter of Fiscal 2024, the Company amended the terms of its $2.25 billion senior unsecured revolving line of credit (the “Global Credit Facility”), which replaced the LIBOR benchmark interest rate with a benchmark interest rate based on the forward-looking secured overnight financing rate ("Term SOFR"). This guidance was adopted in the first quarter of Fiscal 2024, but did not impact VF's consolidated financial statements.

In September 2022, the FASB issued ASU No. 2022-04, "*Liabilities — Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations*". This guidance requires companies with supplier finance programs to disclose sufficient qualitative and quantitative information about the program to allow a user of the financial statements to understand the nature of, activity in, and potential magnitude of the program. The guidance became effective for VF in the first quarter of Fiscal 2024, except for the rollforward information that will be effective for annual periods beginning in Fiscal 2025 on a prospective basis. Early adoption is permitted. The Company adopted the required guidance in the first quarter of Fiscal 2024 and is evaluating the impact of adopting the guidance related to the rollforward information. Refer to Note 9 for disclosures related to the Company’s supply chain financing program.

NOTE 3 — REVENUES

Contract Balances

The following table provides information about contract assets and contract liabilities:

(In thousands)	September 2023	March 2023	September 2022
Contract assets [a]	$ 3,267	$ 2,294	$ 2,772
Contract liabilities [b]	63,820	62,214	77,466

[a] Included in the other current assets line item in the Consolidated Balance Sheets.
[b] Included in the accrued liabilities and other liabilities line items in the Consolidated Balance Sheets.

For the three and six months ended September 2023, the Company recognized $59.0 million and $127.2 million, respectively, of revenue that was included in the contract liability balance during the periods, including amounts recorded as a contract liability and subsequently recognized as revenue as performance obligations were satisfied within the same period, such as order deposits from customers. The change in the contract asset and contract liability balances primarily results from the timing differences between the Company's satisfaction of performance obligations and the customer's payment.

Performance Obligations

As of September 2023, the Company expects to recognize $57.4 million of fixed consideration related to the future minimum guarantees in effect under its licensing agreements and expects such amounts to be recognized over time based on the contractual terms through March 2031. The variable consideration related to licensing arrangements is not disclosed as a remaining performance obligation as it qualifies for the sales-based royalty exemption. VF has also elected the practical expedient to not disclose the transaction price allocated to remaining performance obligations for contracts with an original expected duration of one year or less.

As of September 2023, there were no arrangements with transaction price allocated to remaining performance obligations other than contracts for which the Company has applied the practical expedients and the fixed consideration related to future minimum guarantees discussed above.

For the three and six months ended September 2023, revenue recognized from performance obligations satisfied, or partially satisfied, in prior periods was not material.

Disaggregation of Revenues

The following tables disaggregate our revenues by channel and geography, which provides a meaningful depiction of how the nature, timing and uncertainty of revenues are affected by economic factors.

	Three Months Ended September 2023				
(In thousands)	Outdoor	Active	Work	Other	Total
Channel revenues					
Wholesale	$ 1,275,543	$ 437,003	$ 192,620	$ —	$ 1,905,166
Direct-to-consumer	433,071	638,545	39,957	—	1,111,573
Royalty	5,065	6,739	5,696	—	17,500
Total	**$ 1,713,679**	**$ 1,082,287**	**$ 238,273**	**$ —**	**$ 3,034,239**
Geographic revenues					
Americas	$ 795,748	$ 585,884	$ 186,868	$ —	$ 1,568,500
Europe	657,206	370,885	33,946	—	1,062,037
Asia-Pacific	260,725	125,518	17,459	—	403,702
Total	**$ 1,713,679**	**$ 1,082,287**	**$ 238,273**	**$ —**	**$ 3,034,239**

(In thousands)	Three Months Ended September 2022 Outdoor	Active	Work	Other	Total
Channel revenues					
Wholesale	$ 1,157,170	$ 541,031	$ 216,825	$ —	$ 1,915,026
Direct-to-consumer	394,324	710,547	41,252	—	1,146,123
Royalty	3,834	8,532	7,085	—	19,451
Total	**$ 1,555,328**	**$ 1,260,110**	**$ 265,162**	**$ —**	**$ 3,080,600**
Geographic revenues					
Americas	$ 820,756	$ 724,882	$ 208,497	$ —	$ 1,754,135
Europe	528,568	378,651	25,210	—	932,429
Asia-Pacific	206,004	156,577	31,455	—	394,036
Total	**$ 1,555,328**	**$ 1,260,110**	**$ 265,162**	**$ —**	**$ 3,080,600**

(In thousands)	Six Months Ended September 2023 Outdoor	Active	Work	Other	Total
Channel revenues					
Wholesale	$ 1,765,474	$ 899,268	$ 338,789	$ —	$ 3,003,531
Direct-to-consumer	769,404	1,236,166	79,611	—	2,085,181
Royalty	8,498	12,862	10,503	—	31,863
Total	**$ 2,543,376**	**$ 2,148,296**	**$ 428,903**	**$ —**	**$ 5,120,575**
Geographic revenues					
Americas	$ 1,200,154	$ 1,211,731	$ 340,439	$ —	$ 2,752,324
Europe	945,427	648,011	52,947	—	1,646,385
Asia-Pacific	397,795	288,554	35,517	—	721,866
Total	**$ 2,543,376**	**$ 2,148,296**	**$ 428,903**	**$ —**	**$ 5,120,575**

(In thousands)	Six Months Ended September 2022 Outdoor	Active	Work	Other	Total
Channel revenues					
Wholesale	$ 1,629,452	$ 1,123,191	$ 410,016	$ 148	$ 3,162,807
Direct-to-consumer	687,009	1,376,703	81,501	—	2,145,213
Royalty	7,491	14,161	12,523	—	34,175
Total	**$ 2,323,952**	**$ 2,514,055**	**$ 504,040**	**$ 148**	**$ 5,342,195**
Geographic revenues					
Americas	$ 1,215,271	$ 1,515,611	$ 408,157	$ 148	$ 3,139,187
Europe	803,613	681,926	41,503	—	1,527,042
Asia-Pacific	305,068	316,518	54,380	—	675,966
Total	**$ 2,323,952**	**$ 2,514,055**	**$ 504,040**	**$ 148**	**$ 5,342,195**

NOTE 4 — INVENTORIES

(In thousands)	September 2023	March 2023	September 2022
Finished products	$ 2,427,948	$ 2,240,215	$ 2,689,412
Work-in-process	42,482	39,508	46,584
Raw materials	10,621	13,067	13,898
Total inventories	**$ 2,481,051**	**$ 2,292,790**	**$ 2,749,894**

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NOTE 5 — INTANGIBLE ASSETS

(In thousands)	Weighted Average Amortization Period	Amortization Method	September 2023 Cost	September 2023 Accumulated Amortization	September 2023 Net Carrying Amount	March 2023 Net Carrying Amount
Amortizable intangible assets:						
Customer relationships and other	19 years	Accelerated	$ 260,142	$ 178,878	$ 81,264	$ 88,902
Indefinite-lived intangible assets:						
Trademarks and trade names					2,549,531	2,553,919
Intangible assets, net					**$ 2,630,795**	**$ 2,642,821**

Amortization expense for the three and six months ended September 2023 was $3.4 million and $6.9 million, respectively. Based on the carrying amounts of amortizable intangible assets noted above, estimated amortization expense for the next five years beginning in Fiscal 2024 is $13.6 million, $13.0 million, $12.1 million, $11.6 million and $10.7 million, respectively.

NOTE 6 — GOODWILL

Changes in goodwill are summarized by reportable segment as follows:

(In thousands)	Outdoor	Active	Work	Total
Balance, March 2023	**$ 653,787**	**$ 1,211,244**	**$ 113,382**	**$ 1,978,413**
Currency translation	(4,197)	(12,361)	(635)	(17,193)
Balance, September 2023	**$ 649,590**	**$ 1,198,883**	**$ 112,747**	**$ 1,961,220**

Accumulated impairment charges were $323.2 million for the Outdoor segment and $394.1 million for the Active segment as of the dates presented above. No impairment charges were recorded during the six months ended September 2023.

NOTE 7 — LEASES

The Company leases certain retail locations, office space, distribution facilities, machinery and equipment, and vehicles. The substantial majority of these leases are operating leases. Total lease cost includes operating lease cost, variable lease cost, finance lease cost, short-term lease cost and impairment. Components of lease cost were as follows:

(In thousands)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Operating lease cost	$ 105,971	$ 101,427	$ 212,102	$ 203,132
Other lease cost	36,970	34,011	72,289	67,176
Total lease cost	**$ 142,941**	**$ 135,438**	**$ 284,391**	**$ 270,308**

During the six months ended September 2023 and 2022, the Company paid $217.6 million and $204.5 million for operating leases, respectively. During the six months ended September 2023 and 2022, the Company obtained $140.0 million and $215.1 million of right-of-use assets in exchange for lease liabilities, respectively.

NOTE 8 — SHORT-TERM BORROWINGS AND LONG-TERM DEBT

Euro Commercial Paper Program

During the three months ended September 2023, VF commenced a euro commercial paper program, which in addition to the existing U.S. commercial paper program, is supported by VF's $2.25 billion Global Credit Facility. Commercial paper borrowings under this new program were €218.0 million ($230.6 million) as of September 2023 and had a weighted average interest rate of 4.09%. The Company has designated the euro commercial paper borrowings as a net investment hedge of VF's investment in certain foreign operations. Refer to Note 17 for additional information. There were also $778.0 million and $1.7 billion in U.S. commercial paper borrowings as of September 2023 and September 2022, respectively.

Senior Notes Maturity

On September 18, 2023, VF repaid €850.0 million ($907.1 million) in aggregate principal amount of its outstanding 0.625% Senior Notes due in September 2023, in accordance with the terms of the notes.

NOTE 9 — SUPPLY CHAIN FINANCING PROGRAM

VF facilitates a voluntary supply chain finance ("SCF") program that enables a significant portion of our suppliers of inventory to leverage VF's credit rating to receive payment from participating financial institutions prior to the payment date specified in the terms between VF and the supplier. The SCF program is administered through third-party platforms that allow participating suppliers to track payments from VF and elect which receivables, if any, to sell to the financial institutions. The transactions are at the sole discretion of both the suppliers and financial institutions, and VF is not a party to the agreements and has no economic interest in the supplier's decision to sell a receivable. The terms between VF and the supplier, including the amount due and scheduled payment terms (which are generally within 90 days of the invoice date), are not impacted by a supplier's participation in the SCF program. All amounts due to suppliers that are eligible to participate in the SCF program are included in the accounts payable line item in VF's Consolidated Balance Sheets and VF payments made under the SCF program are reflected in cash flows from operating activities in VF's Consolidated Statements of Cash Flows. At September 2023, March 2023 and September 2022, the accounts payable line item in VF's Consolidated Balance Sheets included total outstanding obligations of $688.0 million, $510.9 million and $626.1 million, respectively, due to suppliers that are eligible to participate in the SCF program.

NOTE 10 — PENSION PLANS

The components of pension cost for VF's defined benefit plans were as follows:

	Three Months Ended September		Six Months Ended September	
(In thousands)	2023	2022	2023	2022
Service cost – benefits earned during the period	$ 2,237	$ 2,626	$ 4,429	$ 5,272
Interest cost on projected benefit obligations	11,775	10,680	23,587	23,311
Expected return on plan assets	(15,902)	(14,752)	(31,779)	(33,612)
Settlement charges	7	1,141	3,299	92,902
Amortization of deferred amounts:				
Net deferred actuarial losses	4,170	3,953	8,402	7,674
Deferred prior service credits	(137)	(111)	(272)	(223)
Net periodic pension cost	**$ 2,150**	**$ 3,537**	**$ 7,666**	**$ 95,324**

VF has reported the service cost component of net periodic pension cost in operating income (loss) and the other components, which include interest cost, expected return on plan assets, settlement charges and amortization of deferred actuarial losses and prior service credits, in the other income (expense), net line item in the Consolidated Statements of Operations.

VF contributed $17.8 million to its defined benefit plans during the six months ended September 2023, and intends to make approximately $12.1 million of contributions during the remainder of Fiscal 2024.

VF recorded $3.3 million in settlement charges in the other income (expense), net line item in the Consolidated Statement of Operations for the six months ended September 2023, as well as $1.1 million for both the three and six months ended September 2022. The settlement charges related to the recognition of deferred actuarial losses resulting from lump sum payments of retirement benefits in the supplemental defined benefit pension plan. Actuarial assumptions used in the interim valuations were reviewed and revised as appropriate. The discount rate used to determine the supplemental defined benefit pension obligation as of September 2023 and June 2023 was 6.10% and 5.44%, respectively.

Additionally, in the first quarter of Fiscal 2023, VF entered into an agreement with The Prudential Insurance Company of America ("Prudential") to purchase an irrevocable group annuity contract relating to approximately $330.0 million of the U.S. qualified defined benefit pension plan obligations. The transaction closed on June 30, 2022 and was funded entirely by existing assets of the plan. Under the group annuity contract, Prudential assumed responsibility for benefit payments and annuity administration for approximately 17,700 retirees and beneficiaries. The transaction did not change the amount or timing of monthly retirement benefit payments. VF recorded a $91.8 million settlement charge in the other income (expense), net line item in the Consolidated Statement of Operations during the six months ended September 2022 to recognize the related deferred actuarial losses in accumulated other comprehensive loss ("OCL").

NOTE 11 — CAPITAL AND ACCUMULATED OTHER COMPREHENSIVE LOSS

Common Stock

During the six months ended September 2023, the Company didnot purchase shares of Common Stock in open market transactions under its share repurchase program authorized by VF's Board of Directors. These are treated as treasury stock transactions when shares are repurchased.

Common Stock outstanding is net of shares held in treasury which are, in substance, retired. There were no shares held in treasury at the end of September 2023, March 2023 or September 2022. The excess of the cost of treasury shares acquired over the $0.25 per share stated value of Common Stock is deducted from retained earnings.

Accumulated Other Comprehensive Loss

Comprehensive loss consists of net loss and specified components of other comprehensive income (loss), which relate to changes in assets and liabilities that are not included in net loss under GAAP but are instead deferred and accumulated within a separate component of stockholders' equity in the balance sheet. VF's comprehensive loss is presented in the Consolidated Statements of Comprehensive Loss. The deferred components of other comprehensive income (loss) are reported, net of related income taxes, in accumulated OCL in stockholders' equity, as follows:

(In thousands)	September 2023	March 2023	September 2022
Foreign currency translation and other	$ (878,089)	$ (859,651)	$ (883,846)
Defined benefit pension plans	(155,638)	(167,692)	(166,545)
Derivative financial instruments	22,022	7,825	206,226
Accumulated other comprehensive loss	**$ (1,011,705)**	**$ (1,019,518)**	**$ (844,165)**

The changes in accumulated OCL, net of related taxes, were as follows:

	Three Months Ended September 2023			
(In thousands)	Foreign Currency Translation and Other	Defined Benefit Pension Plans	Derivative Financial Instruments	Total
Balance, June 2023	**$ (872,800)**	**$ (161,211)**	**$ (19,518)**	**$ (1,053,529)**
Other comprehensive income (loss) before reclassifications	(5,289)	2,676	50,043	47,430
Amounts reclassified from accumulated other comprehensive loss	—	2,897	(8,503)	(5,606)
Net other comprehensive income (loss)	(5,289)	5,573	41,540	41,824
Balance, September 2023	**$ (878,089)**	**$ (155,638)**	**$ 22,022**	**$ (1,011,705)**

	Three Months Ended September 2022			
(In thousands)	Foreign Currency Translation and Other	Defined Benefit Pension Plans	Derivative Financial Instruments	Total
Balance, June 2022	**$ (833,166)**	**$ (174,139)**	**$ 132,429**	**$ (874,876)**
Other comprehensive income (loss) before reclassifications	(50,680)	4,108	86,329	39,757
Amounts reclassified from accumulated other comprehensive loss	—	3,486	(12,532)	(9,046)
Net other comprehensive income (loss)	(50,680)	7,594	73,797	30,711
Balance, September 2022	**$ (883,846)**	**$ (166,545)**	**$ 206,226**	**$ (844,165)**

	Six Months Ended September 2023			
(In thousands)	Foreign Currency Translation and Other	Defined Benefit Pension Plans	Derivative Financial Instruments	Total
Balance, March 2023	**$ (859,651)**	**$ (167,692)**	**$ 7,825**	**$ (1,019,518)**
Other comprehensive income (loss) before reclassifications	(18,438)	3,764	31,441	16,767
Amounts reclassified from accumulated other comprehensive loss	—	8,290	(17,244)	(8,954)
Net other comprehensive income (loss)	(18,438)	12,054	14,197	7,813
Balance, September 2023	**$ (878,089)**	**$ (155,638)**	**$ 22,022**	**$ (1,011,705)**

(In thousands)		Six Months Ended September 2022 Foreign Currency Translation and Other		Defined Benefit Pension Plans		Derivative Financial Instruments		Total
Balance, March, 2022	$	**(751,632)**	$	**(230,290)**	$	**55,343**	$	**(926,579)**
Other comprehensive income (loss) before reclassifications		(132,214)		(10,376)		170,384		27,794
Amounts reclassified from accumulated other comprehensive loss		—		74,121		(19,501)		54,620
Net other comprehensive income (loss)		(132,214)		63,745		150,883		82,414
Balance, September 2022	$	**(883,846)**	$	**(166,545)**	$	**206,226**	$	**(844,165)**

Reclassifications out of accumulated OCL were as follows:

(In thousands) Details About Accumulated Other Comprehensive Loss Components	Affected Line Item in the Consolidated Statements of Operations	Three Months Ended September				Six Months Ended September			
			2023		2022		**2023**		2022
Amortization of defined benefit pension plans:									
Net deferred actuarial losses	Other income (expense), net	$	(4,170)	$	(3,953)	$	(8,402)	$	(7,674)
Deferred prior service credits	Other income (expense), net		137		111		272		223
Pension settlement charges	Other income (expense), net		(7)		(1,141)		(3,299)		(92,902)
Total before tax			(4,040)		(4,983)		(11,429)		(100,353)
Tax benefit			1,143		1,497		3,139		26,232
Net of tax			(2,897)		(3,486)		(8,290)		(74,121)
Gains (losses) on derivative financial instruments:									
Foreign exchange contracts	Net revenues		(516)		(6,421)		574		(9,955)
Foreign exchange contracts	Cost of goods sold		9,399		23,658		17,474		35,014
Foreign exchange contracts	Selling, general and administrative expenses		1,007		1,955		2,308		3,564
Foreign exchange contracts	Other income (expense), net		(750)		(4,313)		(1,261)		(5,529)
Interest rate contracts	Interest expense		1,098		27		1,823		54
Total before tax			10,238		14,906		20,918		23,148
Tax expense			(1,735)		(2,374)		(3,674)		(3,647)
Net of tax			8,503		12,532		17,244		19,501
Total reclassifications for the period, net of tax		$	5,606	$	9,046	$	8,954	$	(54,620)

NOTE 12 — STOCK-BASED COMPENSATION

Incentive Equity Awards Granted

During the six months ended September 2023, VF granted stock options to employees and nonemployee members of VF's Board of Directors to purchas 5,671,370 shares of its Common Stock at a weighted average exercise price of $18.24 per share. The exercise price of each option granted was equal to the fair market value of VF Common Stock on the date of grant. Employee stock options typically vest and become exercisable in equal annual installments overthree years. Stock options granted to nonemployee members of VF's Board of Directors vest upon grant and become exercisable one year from the date of grant. All options haveten-year terms.

The grant date fair value of each option award was calculated using a lattice option-pricing valuation model, which incorporated a range of assumptions for inputs as follows:

	Six Months Ended September 2023
Expected volatility	33% to 52%
Weighted average expected volatility	41%
Expected term (in years)	6.0 to 7.8
Weighted average dividend yield	3.8%
Risk-free interest rate	3.80% to 5.50%
Weighted average fair value at date of grant	$5.74

During the six months ended September 2023, VF granted677,582 performance-based restricted stock units ("RSUs") to executives that enable them to receive shares of VF Common Stock at the end of a three-year performance cycle. The weighted average fair market value of VF Common Stock at the dates the units were granted was $18.49 per share. Each performance-based RSU has a potential final payout ranging from zero to two and one-quarter shares of VF Common Stock. The number of shares earned by participants, if any, is based on achievement of three-year financial and relative total shareholder return targets set by the Talent and Compensation Committee of the Board of Directors. Shares will be issued to participants in the year following the conclusion of the three-year performance period. The financial targets include 50% weighting based on VF's revenue growth and 50% weighting based on VF's gross margin performance over the three-year period compared to financial targets. Furthermore, the actual number of shares earned may be adjusted upward or downward by 25% of the target award, based on how VF's total shareholder return ("TSR") over the three-year period compares to the TSR for companies included in the Standard & Poor's 500 Consumer Discretionary Index, resulting in a maximum payout of 225% of the target award. The grant date fair value of the TSR-based adjustment related to the performance-based RSU grants was determined using a Monte Carlo simulation technique that incorporates option-pricing model inputs, and was $0.35 per share.

During the six months ended September 2023, VF granted48,671 nonperformance-based RSUs to nonemployee members of the Board of Directors. These units vest upon grant and will be settled in shares of VF Common Stock one year from the date of grant. The weighted average fair market value of VF Common Stock at the dates the units were granted was $18.06 per share.

In addition, VF granted 2,660,333 nonperformance-based RSUs to employees during the six months ended September 2023. These units generally vest over periods up to four years from the date of grant and each unit entitles the holder to one share of VF Common Stock. The weighted average fair market value of VF Common Stock at the dates the units were granted was $18.00 per share.

Equity awards granted to Bracken Darrell in connection with his appointment as VF's President and Chief Executive Officer, are included within the grants of stock options, performance-based RSUs and nonperformance-based RSUs during the six months ended September 2023, as discussed above. These include awards granted as part of Mr. Darrell's annual long-term incentive opportunity that follow VF's normal vesting provisions, and additional make-whole equity awards that vest 50% after one year and 50% after two years following appointment, subject to his continued employment through the applicable vesting dates.

NOTE 13 — INCOME TAXES

The effective income tax rate for the six months ended September 2023 was 310.4% compared to 11.3% in the 2022 period. The six months ended September 2023 included a net discrete tax expense of $703.3 million, primarily related to the tax effects of decisions in the Timberland tax case and Belgium excess profits ruling, which are discussed further below. Excluding the $703.3 million net discrete tax expense in the 2023 period, the effective income tax rate would have been 19.2%. The six months ended September 2022 included a net discrete tax expense of $5.1 million, which primarily related to unrecognized tax benefits and interest. Excluding the $5.1 million net discrete tax expense in the 2022 period, the effective income tax rate would have been 13.9%. Without discrete items, the effective income tax rate for the six months ended September 2023 increased by 5.3% compared with the 2022 period primarily due to disproportionate year-to-date losses in jurisdictions with no tax benefit, as well as the jurisdictional mix of earnings.

As previously reported, VF petitioned the U.S. Tax Court (the “Tax Court”) to resolve an Internal Revenue Service ("IRS") dispute regarding the timing of income inclusion associated with VF’s acquisition of The Timberland Company in September 2011. While the IRS argued that all such income should have been immediately included in 2011, VF reported periodic income inclusions in subsequent tax years. In Fiscal 2023, the Tax Court issued its final decision in favor of the IRS, which was appealed by VF. On October 19, 2022, VF paid $875.7 million related to the 2011 taxes and interest being disputed, which was recorded as an income tax receivable and began to accrue interest income. These amounts were included in the other assets line item in VF's Consolidated Balance Sheet, based on our assessment of the position under the more-likely-than-not standard of the accounting literature. On September 8, 2023, the U.S. Court of Appeals for the First Circuit (“Appeals Court”) upheld the Tax Court’s decision in favor of the IRS. As a result of the Appeals Court decision, VF determined that its position no longer met the more-likely-than-not threshold, and thus wrote off the related income tax receivable and associated interest and recorded $690.0 million of income tax expense in the three months ended September 2023. This amount includes the reversal of $19.6 million of interest income, of which $7.5 million was recorded in the first quarter of Fiscal 2024. This amount reflects the total estimated net impact to VF’s tax expense, which includes the expected reduction in taxes paid on the periodic inclusions that VF has reported, release of related deferred tax liabilities, and consideration of indirect tax effects resulting from the decision. The estimated impact is subject to future adjustments based on finalization with tax authorities.

VF was granted a ruling which lowered the effective income tax rate on taxable earnings for years 2010 through 2014 under Belgium's excess profit tax regime. During 2015, the European Union Commission ("EU") investigated and announced its decision that these rulings were illegal and ordered the tax benefits to be collected from affected companies, including VF. During 2017 and 2018, VF Europe BVBA was assessed and paid €35.0 million in tax and interest, which was recorded as an income tax receivable and was included in the other current assets line item in VF's Consolidated Balance Sheets, based on the expected success of the requests for annulment. After subsequent annulments and appeals, the General Court confirmed the decision of the EU on September 20, 2023. As a result, VF wrote off the related income tax receivable and recorded a benefit for the associated foreign tax credit, resulting in $26.1 million of net income tax expense in the three months ended September 2023.

VF files a consolidated U.S. federal income tax return, as well as separate and combined income tax returns in numerous state and international jurisdictions. In the U.S., the IRS examinations for tax years through 2015 have been effectively settled.

In addition, VF is currently subject to examination by various state and international tax authorities. Management regularly assesses the potential outcomes of both ongoing and future examinations for the current and prior years and has concluded that VF's provision for income taxes is adequate. The outcome of any one examination is not expected to have a material impact on VF's consolidated financial statements. Management believes that some of these audits and negotiations will conclude during the next 12 months.

During the six months ended September 2023, the amount of net unrecognized tax benefits and associated interest increased by $5.8 million to $303.4 million, which includes a net reduction of $183.0 million due to settlement with the tax authorities related to intellectual property transfers completed in a prior period and a net increase of $192.5 million due to uncertainty in the application of court decisions upheld upon appeal. Management believes that it is reasonably possible that the amount of unrecognized income tax benefits and interest may decrease during the next 12 months by approximately $28.9 million due to settlement of audits and expiration of statutes of limitations. The overall decrease of unrecognized tax benefits would reduce income tax expense by $25.2 million.

NOTE 14 — REPORTABLE SEGMENT INFORMATION

The chief operating decision maker allocates resources and assesses performance based on a global brand view which represents VF's operating segments. The operating segments have been evaluated and combined into reportable segments because they meet the similar economic characteristics and qualitative aggregation criteria set forth in the relevant accounting guidance.

The Company's reportable segments have been identified as: Outdoor, Active and Work. We have included an Other category in the table below for purposes of reconciliation of revenues and profit, but it is not considered a reportable segment. Other primarily includes sourcing activities related to transition services.

Financial information for VF's reportable segments is as follows:

	Three Months Ended September		Six Months Ended September	
(In thousands)	**2023**	2022	**2023**	2022
Segment revenues:				
Outdoor	$ 1,713,679	$ 1,555,328	$ 2,543,376	$ 2,323,952
Active	1,082,287	1,260,110	2,148,296	2,514,055
Work	238,273	265,162	428,903	504,040
Other	—	—	—	148
Total segment revenues	**$ 3,034,239**	**$ 3,080,600**	**$ 5,120,575**	**$ 5,342,195**
Segment profit (loss):				
Outdoor	$ 296,750	$ 260,439	$ 253,089	$ 213,588
Active	133,970	180,255	257,752	394,286
Work	8,515	39,500	15,346	74,502
Other	—	(157)	—	(382)
Total segment profit	**439,235**	**480,037**	**526,187**	**681,994**
Impairment of goodwill and intangible assets	—	(421,922)	—	(421,922)
Corporate and other expenses	(79,818)	(158,214)	(179,329)	(391,523)
Interest expense, net	(55,644)	(33,903)	(105,363)	(65,165)
Income (loss) before income taxes	**$ 303,773**	**$ (134,002)**	**$ 241,495**	**$ (196,616)**

NOTE 15 — NET LOSS PER SHARE

(In thousands, except per share amounts)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Net loss per common share – basic:				
Net loss	$ (450,697)	$ (118,432)	$ (508,122)	$ (174,392)
Weighted average common shares outstanding	388,338	387,688	388,249	387,625
Net loss per common share	**$ (1.16)**	**$ (0.31)**	**$ (1.31)**	**$ (0.45)**
Net loss per common share – diluted:				
Net loss	$ (450,697)	$ (118,432)	$ (508,122)	$ (174,392)
Weighted average common shares outstanding	388,338	387,688	388,249	387,625
Incremental shares from stock options and other dilutive securities	—	—	—	—
Adjusted weighted average common shares outstanding	388,338	387,688	388,249	387,625
Net loss per common share	**$ (1.16)**	**$ (0.31)**	**$ (1.31)**	**$ (0.45)**

In the three and six-month periods ended September 2023 and September 2022, the dilutive impacts of outstanding stock options and other dilutive securities were excluded from dilutive shares as a result of the Company's net loss for the periods and, as such, their inclusion would have been anti-dilutive. As a result, a total of 19.3 million and 19.0 million potentially dilutive shares related to stock options and other dilutive securities were excluded from the diluted earnings per share calculations for the three and six-month periods ended September 2023, respectively, and 13.0 million and 13.2 million potentially dilutive shares were excluded for the three and six-month periods ended September 2022, respectively.

NOTE 16 — FAIR VALUE MEASUREMENTS

Financial assets and financial liabilities measured and reported at fair value are classified in a three-level hierarchy that prioritizes the inputs used in the valuation process. A financial instrument's categorization within the valuation hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The hierarchy is based on the observability and objectivity of the pricing inputs, as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Significant directly observable data (other than Level 1 quoted prices) or significant indirectly observable data through corroboration with observable market data. Inputs would normally be (i) quoted prices in active markets for similar assets or liabilities, (ii) quoted prices in inactive markets for identical or similar assets or liabilities, or (iii) information derived from or corroborated by observable market data.
- Level 3 — Prices or valuation techniques that require significant unobservable data inputs. These inputs would normally be VF's own data and judgments about assumptions that market participants would use in pricing the asset or liability.

Recurring Fair Value Measurements

The following table summarizes financial assets and financial liabilities that are measured and recorded in the consolidated financial statements at fair value on a recurring basis:

(In thousands)	Total Fair Value	Fair Value Measurement Using [a] Level 1	Level 2	Level 3
September 2023				
Financial assets:				
Cash equivalents:				
Money market funds	$ 82,146	$ 82,146	$ —	$ —
Time deposits	37,935	37,935	—	—
Derivative financial instruments	57,371	—	57,371	—
Deferred compensation	86,186	86,186	—	—
Financial liabilities:				
Derivative financial instruments	38,569	—	38,569	—
Deferred compensation	83,312	—	83,312	—

(In thousands)	Total Fair Value	Fair Value Measurement Using [a] Level 1	Level 2	Level 3
March 2023				
Financial assets:				
Cash equivalents:				
Money market funds	$ 418,304	$ 418,304	$ —	$ —
Time deposits	21,233	21,233	—	—
Derivative financial instruments	49,688	—	49,688	—
Deferred compensation	99,200	99,200	—	—
Financial liabilities:				
Derivative financial instruments	72,653	—	72,653	—
Deferred compensation	96,364	—	96,364	—

[a] There were no transfers among the levels within the fair value hierarchy during the six months ended September 2023 or the year ended March 2023.

VF's cash equivalents include money market funds and time deposits with maturities within three months of their purchase dates that approximate fair value based on Level 1 measurements. The fair value of derivative financial instruments, which consist of foreign exchange forward contracts and interest rate swap contracts, is determined based on observable market inputs (Level 2), including spot and forward exchange rates for foreign currencies and interest rate forward curves, and considers the credit risk of the Company and its counterparties. VF's deferred compensation assets primarily represent investments held within plan trusts as an economic hedge of the related deferred compensation liabilities. These investments primarily include mutual funds (Level 1) that are valued based on quoted prices in active markets. Liabilities related to VF's deferred compensation plans are recorded at amounts due to participants, based on the fair value of the participants' selection of hypothetical investments.

All other significant financial assets and financial liabilities are recorded in the consolidated financial statements at cost, except life insurance contracts which are recorded at cash surrender value. These other financial assets and financial liabilities include cash held as demand deposits, accounts receivable, short-term borrowings, accounts payable and accrued liabilities. At September 2023 and March 2023, their carrying values approximated fair value. Additionally, at September 2023 and March 2023, the carrying values of VF's long-term debt, including the current portion, were $5,657.7 million and $6,635.3 million, respectively, compared with fair values of $5,111.0 million and $6,244.4 million at those respective dates. Fair value for long-term debt is a Level 2 estimate based on quoted market prices or values of comparable borrowings.

Nonrecurring Fair Value Measurements

During the three months ended September 2023, management determined that the recent downturn in the Dickies historical financial results, combined with a downward revision to the latest Fiscal 2024 forecast, was a triggering event that required management to perform a quantitative impairment analysis of both the Dickies reporting unit goodwill and the Dickies indefinite-lived trademark intangible asset. Based on the analysis, management concluded both the goodwill and indefinite-lived intangible asset were not impaired. For goodwill, the estimated fair value of the reporting unit exceeded the carrying value by 8%. The estimated fair value of the indefinite-lived trademark intangible asset exceeded its carrying value by a significant amount. The carrying values of the goodwill and indefinite-lived trademark intangible asset at the September 30, 2023 testing date were $61.2 million and $290.0 million, respectively. The Dickies reporting unit is included in the Work reportable segment.

The fair values of the Dickies reporting unit and indefinite-lived trademark intangible asset were estimated using valuation techniques consistent with those discussed in the Critical Accounting Policies and Estimates section included in Management's Discussion and Analysis in the Fiscal 2023 Form 10-K.

Management's revenue and profitability forecasts used in the Dickies reporting unit and indefinite-lived trademark intangible asset valuations considered recent and historical performance, strategic initiatives, industry trends and macroeconomic factors. Assumptions used in the valuations were similar to those that would be used by market participants performing independent valuations of the business.

Key assumptions developed by management and used in the quantitative analysis of the Dickies reporting unit and indefinite-lived trademark intangible asset include:

- Financial projections and future cash flows, including a base year that considered recent actual results lower than previous internal forecasts, with revenue growth and profitability improvement throughout the forecast period that reflects the long-term strategy for the business, and terminal growth rates based on the expected long-term growth rate of the business;
- Tax rates based on the statutory rates for the countries in which the brand operates and the related intellectual property is domiciled;
- Royalty rates based on market data as well as active license agreements for the brand and similar VF brands; and,
- Market-based discount rates.

The valuation model used by management in the impairment testing assumes recovery from the recent downturn in the brand's operating results and the return to revenue growth and improved profitability. If the brand is unable to achieve the financial projections, an impairment of the reporting unit goodwill or indefinite-lived trademark intangible asset could occur in the future.

Management performed a sensitivity analysis on the impairment model used to test the Dickies reporting unit goodwill. In doing so, management determined that individual changes of a 30% reduction in the annual growth for earnings before interest, tax, depreciation and amortization ("EBITDA"), or a 100 basis point increase in the discount rate used in the discounted cash flow model did not cause the estimated fair value of the reporting unit to decline below its carrying value.

Management made its estimates based on information available as of the date of our assessment, using assumptions we believe market participants would use in performing an independent valuation of the business. Although management believes the estimates and assumptions used in the impairment testing are reasonable and appropriate, it is possible that VF's assumptions and conclusions regarding impairment or recoverability of the Dickies reporting unit goodwill or indefinite-lived trademark intangible asset could change in future periods. There can be no assurance the estimates and assumptions, particularly our long-term financial projections, used in our goodwill and indefinite-lived intangible asset impairment testing will prove to be accurate predictions of the future, if, for example, (i) the business does not perform as projected, (ii) overall economic conditions in the remainder of Fiscal 2024 or future years vary from current assumptions (including changes in discount rates and foreign currency exchange rates), (iii) business conditions or strategies change from current assumptions, including loss of major customers or channels, (iv) investors require higher rates of return on equity investments in the marketplace, or (v) enterprise values of comparable publicly traded companies, or actual sales transactions of comparable companies, were to decline, resulting in lower multiples of revenues and EBITDA. A future impairment charge of the Dickies reporting unit goodwill or indefinite-lived trademark intangible asset could have a material effect on VF's consolidated financial position and results of operations.

The Company owns a broad, diverse portfolio of other brands and businesses for which material amounts of goodwill and intangible assets have been recorded in the Consolidated Balance Sheets. Management continuously evaluates the current and future performance of VF's brands and businesses, as well as other relevant factors, in assessing the recoverability of these assets. There can be no assurances that the estimates and assumptions used in our long-term financial projections, among other factors, will prove to be accurate predictions of the future. As such, a future impairment charge of goodwill or intangible assets could occur, and if so, could have a material effect on VF's consolidated financial position and results of operations.

NOTE 17 — DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

Summary of Derivative Financial Instruments

VF’s outstanding derivative financial instruments include foreign currency exchange forward contracts and interest rate swap contracts. Although derivatives meet the criteria for hedge accounting at the inception of the hedging relationship, a limited number of derivative contracts intended to hedge assets and liabilities are not designated as hedges for accounting purposes.

The notional amounts of all outstanding foreign currency exchange forward contracts were $3.3 billion at September 2023, $3.4 billion at March 2023 and $3.0 billion at September 2022, consisting primarily of contracts hedging exposures to the euro, British pound, Canadian dollar, Swiss franc, Chinese renminbi, Mexican peso, South Korean won, Swedish krona, Polish zloty and Japanese yen. These derivative contracts have maturities up to 20 months.

The notional amounts of VF's outstanding interest rate swap contracts were $500.0 million at September 2023 and March 2023. There were no notional amounts outstanding on interest rate swap contracts at September 2022.

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The following table presents outstanding derivatives on an individual contract basis:

(In thousands)	Fair Value of Derivatives with Unrealized Gains			Fair Value of Derivatives with Unrealized Losses		
	September 2023	March 2023	September 2022	September 2023	March 2023	September 2022
Derivatives Designated as Hedging Instruments:						
Foreign exchange contracts	$ 51,216	$ 46,752	$ 209,837	$ (37,664)	$ (71,052)	$ (31,844)
Interest rate contracts	4,897	—	—	—	(1,140)	—
Total derivatives designated as hedging instruments	56,113	46,752	209,837	(37,664)	(72,192)	(31,844)
Derivatives Not Designated as Hedging Instruments:						
Foreign exchange contracts	1,258	2,936	5,427	(905)	(461)	(1,077)
Total derivatives	**$ 57,371**	**$ 49,688**	**$ 215,264**	**$ (38,569)**	**$ (72,653)**	**$ (32,921)**

VF records and presents the fair values of all of its derivative assets and liabilities in the Consolidated Balance Sheets on a gross basis, even though they are subject to master netting agreements. If VF were to offset and record the asset and liability balances on a net basis in accordance with the terms of its master netting agreements, the amounts presented in the Consolidated Balance Sheets would be adjusted from the current gross presentation to the net amounts as detailed in the following table:

(In thousands)	September 2023		March 2023		September 2022	
	Derivative Asset	Derivative Liability	Derivative Asset	Derivative Liability	Derivative Asset	Derivative Liability
Gross amounts presented in the Consolidated Balance Sheets	$ 57,371	$ (38,569)	$ 49,688	$ (72,653)	$ 215,264	$ (32,921)
Gross amounts not offset in the Consolidated Balance Sheets	(25,460)	25,460	(26,470)	26,470	(32,358)	32,358
Net amounts	**$ 31,911**	**$ (13,109)**	**$ 23,218**	**$ (46,183)**	**$ 182,906**	**$ (563)**

Derivatives are classified as current or noncurrent based on maturity dates, as follows:

(In thousands)		September 2023	March 2023	September 2022
Derivative Instruments	**Balance Sheet Location**			
Foreign exchange contracts	Other current assets	$ 40,567	$ 48,132	$ 186,926
Foreign exchange contracts	Accrued liabilities	(35,347)	(59,995)	(28,484)
Foreign exchange contracts	Other assets	11,907	1,556	28,338
Foreign exchange contracts	Other liabilities	(3,222)	(11,518)	(4,437)
Interest rate contracts	Other assets	4,897	—	—
Interest rate contracts	Other liabilities	—	(1,140)	—

Cash Flow Hedges

VF primarily uses foreign currency exchange forward contracts to hedge a portion of the exchange risk for its forecasted sales, inventory purchases, operating costs and certain intercompany transactions, including sourcing and management fees and royalties. The company also uses interest swap contracts to hedge against a portion of the exposure related to its interest payments on its variable-rate debt. The effects of cash flow hedging included in VF's Consolidated Statements of Operations and Consolidated Statements of Comprehensive Loss are summarized as follows:

(In thousands)	Gain on Derivatives Recognized in Accumulated OCL Three Months Ended September		Gain on Derivatives Recognized in Accumulated OCL Six Months Ended September	
Cash Flow Hedging Relationships	2023	2022	2023	2022
Foreign exchange contracts	$ 58,509	$ 102,685	$ 29,349	$ 202,115
Interest rate contracts	1,386	—	7,806	—
Total	**$ 59,895**	**$ 102,685**	**$ 37,155**	**$ 202,115**

(In thousands)		Gain (Loss) Reclassified from Accumulated OCL into Net Loss Three Months Ended September		Gain (Loss) Reclassified from Accumulated OCL into Net Loss Six Months Ended September	
Cash Flow Hedging Relationships	Location of Gain (Loss)	2023	2022	2023	2022
Foreign exchange contracts	Net revenues	$ (516)	$ (6,421)	$ 574	$ (9,955)
Foreign exchange contracts	Cost of goods sold	9,399	23,658	17,474	35,014
Foreign exchange contracts	Selling, general and administrative expenses	1,007	1,955	2,308	3,564
Foreign exchange contracts	Other income (expense), net	(750)	(4,313)	(1,261)	(5,529)
Interest rate contracts	Interest expense	1,098	27	1,823	54
Total		**$ 10,238**	**$ 14,906**	**$ 20,918**	**$ 23,148**

Derivative Contracts Not Designated as Hedges

VF uses foreign currency exchange contracts to manage foreign currency exchange risk on third-party and intercompany accounts receivable and payable, as well as intercompany borrowings. These contracts are not designated as hedges, and are recorded at fair value in the Consolidated Balance Sheets. Changes in the fair values of these instruments are recognized directly in earnings. Gains or losses on these contracts largely offset the net transaction losses or gains on the related assets and liabilities. In the case of derivative contracts executed on foreign currency exposures that are no longer probable of occurring, VF de-designates these hedges and the fair value changes of these instruments are also recognized directly in earnings. During the six months ended September 2023, certain derivative contracts were de-designated as hedged forecasted transactions were no longer deemed probable of occurring. Accordingly, the Company reclassified amounts from accumulated OCL and recognized an $8.1 million loss in cost of goods sold during the six months ended September 2023.

The changes in fair value of derivative contracts not designated as hedges and recognized as gains or losses in VF's Consolidated Statements of Operations were not material for the three and six months ended September 2023 and September 2022.

Other Derivative Information

At September 2023, accumulated OCL included $4.9 million of pre-tax net deferred losses for foreign currency exchange contracts that are expected to be reclassified to earnings during the next 12 months. The amounts ultimately reclassified to earnings will depend on exchange rates in effect when outstanding derivative contracts are settled.

Net Investment Hedge

The Company has designated its euro-denominated fixed-rate notes and euro commercial paper borrowings, which represented €2.218 billion in aggregate principal as of September 2023, as a net investment hedge of VF's investment in certain foreign operations. Because this debt qualified as a nonderivative hedging instrument, foreign currency transaction gains or losses of the debt are deferred in the foreign currency translation and other component of accumulated OCL as an offset to the foreign currency translation adjustments on the hedged investments. During the three and six-month periods ended September 2023, the Company recognized an after-tax gain of $65.9 million and $55.5 million, respectively, in other comprehensive income (loss) related to the net investment hedge transaction and an after-tax gain of $84.0 million and $171.7 million for the three and six-month periods ended September 2022, respectively. Any amounts deferred in accumulated OCL will remain until the hedged investment is sold or substantially liquidated.

NOTE 18 — RESTRUCTURING

The Company incurs restructuring charges related to strategic initiatives and cost optimization of business activities, primarily related to severance and employee-related benefits. During the three and six months ended September 2023, VF recognized $0.4 million and $1.1 million, respectively, of restructuring charges, related to approved initiatives. All restructuring charges recognized in the three and six months ended September 2023 were reflected in selling, general and administrative expenses. The Company has not recognized any significant incremental costs related to accruals for the year ended March 2023 or prior periods.

Of the $21.5 million total restructuring accrual at September 2023, $20.7 million is expected to be paid out within the next 12 months and is classified within accrued liabilities. The remaining $0.8 million will be paid out beyond the next 12 months and thus is classified within other liabilities.

The components of the restructuring charges are as follows:

(In thousands)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Severance and employee-related benefits	$ —	$ 37,464	$ 676	$ 39,558
Accelerated depreciation	—	3,583	—	7,251
Contract termination and other	435	4,759	454	5,103
Total restructuring charges	**$ 435**	**$ 45,806**	**$ 1,130**	**$ 51,912**

Restructuring costs by business segment are as follows:

(In thousands)	Three Months Ended September 2023	Three Months Ended September 2022	Six Months Ended September 2023	Six Months Ended September 2022
Outdoor	$ —	$ 496	$ 242	$ 496
Active	—	1,478	434	1,478
Work	—	9	—	9
Corporate and other	435	43,823	454	49,929
Total	**$ 435**	**$ 45,806**	**$ 1,130**	**$ 51,912**

The activity in the restructuring accrual for the six-month period ended September 2023 was as follows:

(In thousands)	Severance	Other	Total
Accrual at March 2023	**$ 38,721**	**$ 6,545**	**$ 45,266**
Charges	676	—	676
Cash payments and settlements	(16,440)	(4,380)	(20,820)
Adjustments to accruals	(3,015)	(582)	(3,597)
Impact of foreign currency	(52)	—	(52)
Accrual at September 2023	**$ 19,890**	**$ 1,583**	**$ 21,473**

NOTE 19 — SUBSEQUENT EVENT

On October 24, 2023, VF's Board of Directors declared a quarterly cash dividend of $0.09 per share, payable on December 20, 2023 to stockholders of record on December 11, 2023.

ITEM 2 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

VF Corporation (together with its subsidiaries, collectively known as "VF" or the "Company") uses a 52/53 week fiscal year ending on the Saturday closest to March 31 of each year. The Company's current fiscal year runs from April 2, 2023 through March 30, 2024 ("Fiscal 2024"). Accordingly, this Form 10-Q presents our second quarter of Fiscal 2024. For presentation purposes herein, all references to periods ended September 2023 and September 2022 relate to the fiscal periods ended on September 30, 2023 and October 1, 2022, respectively. References to March 2023 relate to information as of April 1, 2023.

All per share amounts are presented on a diluted basis and all percentages shown in the tables below and the following discussion have been calculated using unrounded numbers.

References to the three and six months ended September 2023 foreign currency amounts and impacts below reflect the changes in foreign exchange rates from the three and six months ended September 2022 when translating foreign currencies into U.S. dollars. VF's most significant foreign currency exposure relates to business conducted in euro-based countries. Additionally, VF conducts business in other developed and emerging markets around the world with exposure to foreign currencies other than the euro.

RECENT DEVELOPMENTS

Reinvent

On October 30, 2023, VF introduced Reinvent, a transformation program to enhance focus on brand-building and to improve operating performance and allow VF to achieve its full potential. The first announced steps in this transformation, which cover the following priorities: improve North America results, deliver the *Vans*® turnaround, reduce costs and strengthen the balance sheet, are as follows:

- *Establish global commercial organization, inclusive of an Americas region:* Change the operating model with the establishment of a global commercial structure. This includes the creation of an Americas regional platform, modeled on the Company's successful operations in the Europe and Asia-Pacific regions. With this change, VF has created the role of Chief Commercial Officer, with responsibility for go-to-market execution globally.
- *Sharpen brand presidents' focus on sustainable growth:* A direct consequence and intent of the operating model change, which is particularly critical at this stage for the *Vans*® brand, enables brand presidents to direct greater focus and attention to long-term brand-building, product innovation and growth strategies.
- *Appoint new Vans® president*: The current Global Brand President of *Vans*® will be stepping down from the position and will transition to lead Reinvent and the project teams driving the work. A search for a new brand president is underway.
- *Optimize cost structure to improve operating efficiency and profitability:* Implement a large-scale cost reduction program, which is expected to deliver $300 million in fixed cost savings, by removing spend in non-strategic areas of the business, and simplifying and right-sizing VF's structure.
- *Reduce debt and leverage:* In addition to improving operating performance, VF is committed to deleveraging the balance sheet.

Reinvent will likely result in charges, including cash and non-cash items.

Dividend Update

On October 24, 2023, the Board of Directors declared a quarterly dividend of $0.09 per share that is payable during the third quarter of Fiscal 2024, which represents a 70% reduction when compared to the dividend of $0.30 per share paid in the second quarter of Fiscal 2024. The decrease in the dividend is an action taken to strengthen the Company's financial position by reducing debt. Subject to approval by its Board of Directors, VF intends to continue to pay quarterly dividends.

Executive Leadership Transition

On June 16, 2023, the Board of Directors approved the appointment of Bracken Darrell as President and Chief Executive Officer of the Company, effective as of July 17, 2023.

Macroeconomic Environment and Uncertainties

The macroeconomic environment continues to dynamically evolve. Global trends, including inflationary pressures, have weakened consumer sentiment, negatively impacting consumer spending behavior and creating variable traffic patterns across channels. These conditions have led to elevated inventories in certain markets and a volatile promotional environment. The Company is also operating in a higher interest rate environment, resulting in increased borrowing costs. There is ongoing uncertainty around the global economy and macroeconomic environment, which we expect to continue and cause disruption and near-term challenges for our business.

Though not expected to have a significant impact in the current year, the coronavirus ("COVID-19") pandemic resulted in temporary closures of VF-operated retail stores in the first half of Fiscal 2023, most notably in the Asia-Pacific region, which significantly impacted prior year revenues in the region. The ongoing conflict between Russia and Ukraine and the recent conflict in the Middle East continue to cause disruption in the regions and unknown impacts to the global economy; however, we currently do not expect significant disruption to our business.

For additional information, see the risk factors discussed inPart I, "Item 1A. Risk Factors" in the Fiscal 2023 Form 10-K.

SUMMARY OF THE SECOND QUARTER OF FISCAL 2024

- Revenues were down 2% to $3.0 billion compared to the three months ended September 2022, including a 2% favorable impact from foreign currency.
- Outdoor segment revenues increased 10% to $1.7 billion compared to the three months ended September 2022, including a 2% favorable impact from foreign currency.
- Active segment revenues decreased 14% to $1.1 billion compared to the three months ended September 2022, including a 2% favorable impact from foreign currency.
- Work segment revenues decreased 10% to $238.3 million compared to the three months ended September 2022, including a 1% favorable impact from foreign currency.
- Wholesale revenues were down 1% compared to the three months ended September 2022, including a 2% favorable impact from foreign currency.
- Direct-to-consumer revenues were down 3% over the 2022 period, including a 2% favorable impact from foreign currency. E-commerce revenues also decreased 3% in the current period, including a 2% favorable impact from foreign currency. Direct-to-consumer revenues accounted for 37% of VF's net revenues for the three months ended September 2023.
- International revenues increased 10% compared to the three months ended September 2022, including a 5% favorable impact from foreign currency. Revenues in Europe increased 14%, including an 8% favorable impact from foreign currency. Greater China (which includes Mainland China, Hong Kong and Taiwan) revenues increased 8%, including a 6% unfavorable impact from foreign currency. International revenues represented 55% of VF's net revenues for the three months ended September 2023.
- Revenues in the Americas region decreased 11% compared to the three months ended September 2022.
- Gross margin decreased 10 basis points to 51.3% compared to the three months ended September 2022, primarily driven by unfavorable rate impacts, largely offset by favorable mix.
- Net loss per share was $(1.16) compared to $(0.31) in the 2022 period. The loss per share was primarily driven by increased tax expense due to the unfavorable decision in the Timberland tax case during the three months ended September 2023, compared to being primarily driven by the goodwill and intangible asset impairment charges related to the Supreme reporting unit in the three months ended September 2022. The loss per share for the periods compared was also impacted by lower profitability in the Active and Work segments, partially offset by growth in the Outdoor segment, during the three months ended September 2023.

ANALYSIS OF RESULTS OF OPERATIONS

Consolidated Statements of Operations

The following table presents a summary of the changes in net revenues for the three and six months ended September 2023 from the comparable periods in 2022:

(In millions)	Three Months Ended September	Six Months Ended September
Net revenues — 2022	$ 3,080.6	$ 5,342.2
Organic	(110.9)	(282.6)
Impact of foreign currency	64.5	61.0
Net revenues — 2023	**$ 3,034.2**	**$ 5,120.6**

VF reported a 2% and 4% decrease in revenues for the three and six months ended September 2023, respectively, compared to the 2022 periods, including a 2% and 1% favorable impact from foreign currency in the respective periods. The revenue decrease was primarily driven by declines in the Active segment in both the three and six months ended September 2023. Revenues in the Active segment during the three and six months ended September 2023 were significantly impacted by weakness in the *Vans*® brand, with declines across all regions, most notably in the Americas. The revenue decrease in both the three and six months ended September 2023 was also due to declines in the Work segment, driven by declines in the *Dickies*® brand. The decrease in both periods was partially offset by global growth in the Outdoor segment driven by increases in *The North Face*® brand across all regions. The revenue decrease in both periods was also partially offset by overall growth in the Europe and Asia-Pacific regions in both the three and six months ended September 2023. The Asia-Pacific region was negatively impacted by COVID-19 resurgence in Mainland China in the prior year periods.

Additional details on revenues are provided in the section titled “Information by Reportable Segment.”

The following table presents the percentage relationships to net revenues for components of the Consolidated Statements of Operations:

	Three Months Ended September		Six Months Ended September	
	2023	**2022**	**2023**	**2022**
Gross margin (net revenues less cost of goods sold)	51.3 %	51.4 %	51.9 %	52.4 %
Selling, general and administrative expenses	39.3	40.6	45.0	45.0
Impairment of goodwill and intangible assets	—	13.7	—	7.9
Operating margin	**12.0 %**	**(2.9)%**	**6.9 %**	**(0.5)%**

Gross margin decreased 10 and 50 basis points in the three and six months ended September 2023, respectively, compared to the 2022 periods. The decrease in both the three and six months ended September 2023 was driven by higher product costs, partially offset by favorable mix and price increases.

Selling, general and administrative expenses as a percentage of total revenues decreased 130 basis points and remained flat during the three and six months ended September 2023, respectively, compared to the 2022 periods. Selling, general and administrative expenses decreased $59.0 million and $104.2 million in the three and six months ended September 2023, respectively, compared to the 2022 periods. The decrease was due to lower compensation and administrative costs, corporate restructuring charges and direct-to-consumer expenses in both the three and six months ended September 2023, which was partially offset by higher information technology costs in both periods.

Net interest expense increased $21.7 million and $40.2 million during the three and six months ended September 2023, respectively, compared to the 2022 periods. The increase in net interest expense in both the three and six months ended September 2023 was primarily due to additional borrowings on long-term debt at higher rates, partially offset by lower short-term commercial paper borrowings and higher investment rates. Total outstanding debt averaged $6.9 billion in the six months ended September 2023 and $5.3 billion in the same period in 2022, with weighted average interest rates of 3.2% and 2.3% in the six months ended September 2023 and 2022, respectively.

Other income (expense), net decreased $5.8 million and $96.9 million during the three and six months ended September 2023, respectively, compared to the 2022 periods. The decrease in the three months ended September 2023 was primarily due to lower foreign currency losses compared to the 2022 period. The decrease in the six months ended September 2023 was primarily due to a $91.8 million pension settlement charge recorded in the 2022 period, which resulted from the purchase of a group annuity contract and transfer of a portion of the assets and liabilities associated with the U.S. qualified defined benefit pension plan to an insurance company.

VF recorded goodwill and intangible asset impairment charges of $229.0 million and $192.9 million, respectively, in the three and six months ended September 2022 related to the Supreme reporting unit. During the three months ended September 2022, due to continued increases in the federal funds rate and strengthening of the U.S. dollar relative to other currencies, the Company determined that a triggering event had occurred requiring impairment testing of the Supreme reporting unit goodwill and indefinite-lived trademark intangible asset. The impairment related to an increase in the market-based discount rates used in the valuation and the negative impact of foreign currency exchange rate changes on financial projections.

The effective income tax rate for the six months ended September 2023 was 310.4% compared to 11.3% in the 2022 period. The six months ended September 2023 included a net discrete tax expense of $703.3 million, primarily related to the tax effects of decisions in the Timberland tax case and Belgium excess profits ruling. Excluding the $703.3 million net discrete tax expense in the 2023 period, the effective income tax rate would have been 19.2%. The six months ended September 2022 included a net discrete tax expense of $5.1 million, which primarily related to unrecognized tax benefits and interest. Excluding the $5.1 million net discrete tax expense in the 2022 period, the effective income tax rate would have been 13.9%. Without discrete items, the effective income tax rate for the six months ended September 2023 increased by 5.3% compared with the 2022 period primarily due to disproportionate year-to-date losses in jurisdictions with no tax benefit, as well as the jurisdictional mix of earnings.

As a result of the above, net loss in the three months ended September 2023 was $(450.7) million ($(1.16) per diluted share) compared to $(118.4) million ($(0.31) per diluted share) in the 2022 period, and net loss in the six months ended September 2023 was $(508.1) million ($(1.31) per diluted share) compared to $(174.4) million ($(0.45) per diluted share) in the 2022 period. Refer to additional discussion in the “Information by Reportable Segment” section below.

Information by Reportable Segment

VF's reportable segments are: Outdoor, Active and Work. We have included an Other category in the tables below for purposes of reconciliation of revenues and profit (loss), but it is not considered a reportable segment. Other primarily includes sourcing activities related to transition services.

Refer to Note 14 to the consolidated financial statements for a summary of results of operations by segment, along with a reconciliation of segment profit to income (loss) before income taxes.

The following tables present a summary of the changes in segment revenues and profit (loss) in the three and six months ended September 2023 from the comparable periods in 2022 and revenues by region for our top 4 brands for the three and six months ended September 2023 and 2022:

Segment Revenues:

(In millions)	Three Months Ended September Outdoor	Active	Work	Other	Total
Segment revenues — 2022	$ 1,555.3	$ 1,260.1	$ 265.2	$ —	$ 3,080.6
Organic	122.7	(205.1)	(28.4)	—	(110.9)
Impact of foreign currency	35.7	27.3	1.5	—	64.5
Segment revenues — 2023	**$ 1,713.7**	**$ 1,082.3**	**$ 238.3**	**$ —**	**$ 3,034.2**

(In millions)	Six Months Ended September Outdoor	Active	Work	Other	Total
Segment revenues — 2022	$ 2,324.0	$ 2,514.1	$ 504.0	$ 0.1	$ 5,342.2
Organic	186.0	(393.1)	(75.4)	(0.1)	(282.6)
Impact of foreign currency	33.4	27.3	0.3	—	61.0
Segment revenues — 2023	**$ 2,543.4**	**$ 2,148.3**	**$ 428.9**	**$ —**	**$ 5,120.6**

Segment Profit (Loss):

(In millions)	Three Months Ended September Outdoor	Active	Work	Other	Total
Segment profit (loss) — 2022	$ 260.4	$ 180.3	$ 39.5	$ (0.2)	$ 480.0
Organic	29.0	(52.9)	(31.6)	0.2	(55.3)
Impact of foreign currency	7.4	6.6	0.6	—	14.5
Segment profit — 2023	**$ 296.8**	**$ 134.0**	**$ 8.5**	**$ —**	**$ 439.2**

(In millions)	Six Months Ended September Outdoor	Active	Work	Other	Total
Segment profit (loss) — 2022	$ 213.6	$ 394.3	$ 74.5	$ (0.4)	$ 682.0
Organic	33.3	(142.6)	(59.8)	0.4	(168.7)
Impact of foreign currency	6.2	6.1	0.6	—	12.9
Segment profit — 2023	**$ 253.1**	**$ 257.8**	**$ 15.3**	**$ —**	**$ 526.2**

Note: Amounts may not sum due to rounding.

Top Brand Revenues:

(In millions)	Three Months Ended September 2023				
	Vans®	*The North Face®*	*Timberland®* [(a)]	*Dickies®*	Total
Americas	$ 449.9	$ 539.5	$ 207.0	$ 120.0	$ 1,316.4
Europe	217.8	401.7	216.2	33.9	869.6
Asia-Pacific	81.1	187.7	65.4	17.5	351.7
Global	**$ 748.8**	**$ 1,128.8**	**$ 488.6**	**$ 171.4**	**$ 2,537.6**

(In millions)	Three Months Ended September 2022				
	Vans®	*The North Face®*	*Timberland®* [(a)]	*Dickies®*	Total
Americas	$ 600.6	$ 522.7	$ 266.8	$ 129.7	$ 1,519.8
Europe	230.9	291.1	195.9	25.2	743.1
Asia-Pacific	120.6	137.0	61.5	31.5	350.6
Global	**$ 952.1**	**$ 950.8**	**$ 524.2**	**$ 186.4**	**$ 2,613.5**

(In millions)	Six Months Ended September 2023				
	Vans®	*The North Face®*	*Timberland®* [(a)]	*Dickies®*	Total
Americas	$ 916.2	$ 819.4	$ 318.3	$ 219.6	$ 2,273.5
Europe	377.0	572.8	316.9	52.9	1,319.6
Asia-Pacific	193.2	274.8	107.3	35.5	610.8
Global	**$ 1,486.3**	**$ 1,667.0**	**$ 742.5**	**$ 308.1**	**$ 4,203.9**

(In millions)	Six Months Ended September 2022				
	Vans®	*The North Face®*	*Timberland®* [(a)]	*Dickies®*	Total
Americas	$ 1,234.3	$ 780.1	$ 407.0	$ 260.9	$ 2,682.3
Europe	423.2	456.3	290.8	41.5	1,211.8
Asia-Pacific	241.5	195.5	95.8	54.4	587.2
Global	**$ 1,899.0**	**$ 1,431.9**	**$ 793.6**	**$ 356.8**	**$ 4,481.3**

(a) The global Timberland brand includes *Timberland®*, reported within the Outdoor segment and *Timberland PRO®*, reported within the Work segment.

Note: Amounts may not sum due to rounding.

The following sections discuss the changes in revenues and profitability by segment. For purposes of this analysis, royalty revenues have been included in the wholesale channel for all periods.

Outdoor

	Three Months Ended September			Six Months Ended September		
(Dollars in millions)	2023	2022	Percent Change	2023	2022	Percent Change
Segment revenues	$ 1,713.7	$ 1,555.3	10.2 %	$ 2,543.4	$ 2,324.0	9.4 %
Segment profit	296.8	260.4	13.9 %	253.1	213.6	18.5 %
Operating margin	17.3 %	16.7 %		10.0 %	9.2 %	

The Outdoor segment includes the following brands: *The North Face®*, *Timberland®*, *Smartwool®, Altra®* and *Icebreaker®*.

Global revenues for Outdoor increased 10% in the three months ended September 2023 compared to 2022, including a 2% favorable impact from foreign currency. Revenues in the Europe region increased 24%, including an 8% favorable impact from foreign currency. Revenues in the Asia-Pacific region increased 27%, including a 5% unfavorable impact from foreign currency and a 30% increase in Greater China (including a 7% unfavorable impact from foreign currency). Revenues in the Americas region decreased 3%.

Global revenues for Outdoor increased 9% in the six months ended September 2023 compared to 2022, including a 1% favorable impact from foreign currency. Revenues in the Europe region increased 18%, including a 6% favorable impact from foreign currency. Revenues in the Asia-Pacific region increased 30%, including a 6% unfavorable impact from foreign currency and a 35% increase in Greater China (including an 8% unfavorable impact from foreign currency). Revenues in the Americas region decreased 1%.

Global revenues for *The North Face®* brand increased 19% and 16% in the three and six months ended September 2023, respectively, compared to the 2022 periods. This includes a 2% and 1% favorable impact from foreign currency in the three and six months ended September 2023, respectively. The increase reflects growth in all regions and channels compared to the three and six months ended September 2022. Revenues in the Europe region increased 38% and 26% in the three and six months ended September 2023, respectively, including a 9% and 7% favorable impact from foreign currency in the respective periods. Revenues in the Asia-Pacific region increased 37% and 41% in the three and six months ended September 2023, respectively, including a 6% unfavorable impact from foreign currency in both periods. Revenues in the Americas region increased 3% and 5% in the three and six months ended September 2023, respectively.

Global revenues for the *Timberland®* brand decreased 5% and 4% in the three and six months ended September 2023, respectively, compared to the 2022 periods. This includes a 4% and 2% favorable impact from foreign currency in the three and six months ended September 2023, respectively. Revenues in the Americas region decreased 25% and 24% in the three and six months ended September 2023, respectively, including a 1% favorable impact from foreign currency in both periods, driven by declines in the wholesale channel in both periods. Revenues in the Europe region increased 10% and 9% in the three and six months ended September 2023, respectively, including an 8% and 6% favorable impact from foreign currency in the respective periods. Revenues in the Asia-Pacific region increased 6% and 12% in the three and six months ended September 2023, respectively, compared to the 2022 periods, including a 5% and 4% unfavorable impact from foreign currency in the respective periods.

Global direct-to-consumer revenues for Outdoor increased 10% and 12% in the three and six months ended September 2023, respectively, compared to the 2022 periods, including a 2% and 1% favorable impact from foreign currency in the respective periods. The increases were primarily due to strength in *The North Face®* brand and growth in both our VF-operated retail stores and e-commerce. Global wholesale revenues increased 10% and 8% in the three and six months ended September 2023, respectively, compared to the 2022 periods. The increase includes a 2% and 1% favorable impact from foreign currency in the three and six months ended September 2023, respectively.

Operating margin improved in both the three and six months ended September 2023 compared to the 2022 periods primarily due to higher gross margin and leverage of operating expenses due to increased revenues.

Active

(Dollars in millions)	Three Months Ended September 2023	2022	Percent Change	Six Months Ended September 2023	2022	Percent Change
Segment revenues	$ 1,082.3	$ 1,260.1	(14.1)%	$ 2,148.3	$ 2,514.1	(14.5)%
Segment profit	134.0	180.3	(25.7)%	257.8	394.3	(34.6)%
Operating margin	12.4 %	14.3 %		12.0 %	15.7 %	

The Active segment includes the following brands: *Vans®*, *Supreme®*, *Kipling®*, *Napapijri®*, *Eastpak®* and *JanSport®*.

Global revenues for Active decreased 14% in the three months ended September 2023 compared to the 2022 period, including a 2% favorable impact from foreign currency. Revenues in the Americas region decreased 19%, including a 1% favorable impact from foreign currency. Revenues in the Asia-Pacific region decreased 20%, including a 2% unfavorable impact from foreign currency, and a 27% decrease in Greater China (including a 4% unfavorable impact from foreign currency). Revenues in the Europe region decreased 2%, including a 7% favorable impact from foreign currency.

Global revenues for Active decreased 15% in the six months ended September 2023 compared to the 2022 period, including a 1% favorable impact from foreign currency. Revenues in the Americas region decreased 20%, including a 1% favorable impact from foreign currency. Revenues in the Asia-Pacific region decreased 9%, including a 4% unfavorable impact from foreign currency, and a 10% decrease in Greater China (including a 5% unfavorable impact from foreign currency). Revenues in the Europe region decreased 5%, including a 4% favorable impact from foreign currency.

Vans® brand global revenues decreased 21% and 22% in the three and six months ended September 2023, respectively, compared to the 2022 periods. This includes a 2% and 1% favorable impact from foreign currency in the three and six months ended September 2023, respectively. The overall declines were most significantly impacted by a 25% and 26% decrease in the Americas region for the three and six months ended September 2023, respectively, including a 1% favorable impact from foreign currency in the three months ended September 2023. Revenues in the Asia-Pacific region decreased 33% and 20% in the three and six months ended September 2023, respectively, including a 2% and 3% unfavorable impact from foreign currency in the respective periods. Revenues in the Europe region decreased 6% and 11% in the three and six months ended September 2023, respectively, including a 6% and 4% favorable impact from foreign currency in the respective periods.

Global direct-to-consumer revenues for Active decreased 10% in both the three and six months ended September 2023, compared to the 2022 periods, including a 1% favorable impact from foreign currency in both periods. The decreases were primarily due to declines in the Americas region, which decreased 17% in both the three and six months ended September 2023. Global wholesale revenues decreased 19% and 20% in the three and six months ended September 2023, respectively, including a 4% and 2% favorable impact from foreign currency in the respective periods. The decreases were primarily due to a 25% and 26% decrease in the Americas region in the three and six months ended September 2023, respectively, including a 2% and 1% favorable impact from foreign currency in the respective periods. Wholesale revenues in the Europe region decreased 7% and 11% in the three and six months ended September 2023, respectively, including a 6% and 4% favorable impact from foreign currency in the respective periods. Wholesale revenues in the Asia-Pacific region decreased 43% and 25% in the three and six months ended September 2023, respectively, and included a 2% unfavorable impact from foreign currency in both periods.

Operating margin decreased in the three and six months ended September 2023 compared to the 2022 periods, reflecting lower leverage of operating expenses due to decreased revenues. The decrease in the three months ended September 2023 was partially offset by higher gross margin, primarily driven by lower freight cost. The decrease in the six months ended September 2023 was also impacted by increased discounts and other promotional activity.

Work

(Dollars in millions)	Three Months Ended September 2023	2022	Percent Change	Six Months Ended September 2023	2022	Percent Change
Segment revenues	$ 238.3	$ 265.2	(10.1)%	$ 428.9	$ 504.0	(14.9)%
Segment profit	8.5	39.5	(78.4)%	15.3	74.5	(79.4)%
Operating margin	3.6 %	14.9 %		3.6 %	14.8 %	

The Work segment includes the following brands: *Dickies®* and *Timberland PRO®.*

Global Work revenues decreased 10% in the three months ended September 2023 compared to the 2022 period, including a 1% favorable impact from foreign currency. Revenues in the Americas region decreased 10%. Revenues in the Asia-Pacific region decreased 44%, including a 1% unfavorable impact from foreign currency. Revenues in the Europe region increased 35%, including a 10% favorable impact from foreign currency.

Global Work revenues decreased 15% in the six months ended September 2023 compared to the 2022 period. Revenues in the Americas region decreased 17%, including a 1% unfavorable impact from foreign currency. Revenues in the Asia-Pacific region decreased 35%, including a 3% unfavorable impact from foreign currency. Revenues in the Europe region increased 28%, including a 7% favorable impact from foreign currency.

Dickies® brand global revenues decreased 8% and 14% in the three and six months ended September 2023, respectively, compared to the 2022 periods, including a 1% favorable impact from foreign currency in the three months ended September 2023. The decline in the three months ended September 2023 was primarily driven by a decrease in the Asia-Pacific region of 44%, including a 1% unfavorable impact from foreign currency, primarily due to weakness in the wholesale channel. The decline in the three months ended September 2023 was also attributed to a decrease in the Americas region of 7%. The decline in the six months ended September 2023 was primarily driven by a decrease of 16% in the Americas region, reflecting lower inventory replenishment and weakness in certain key U.S. wholesale customer accounts. The decline in the six months ended September 2023 was also attributed to decreases in the Asia-Pacific region of 35%, including a 3% unfavorable impact from foreign currency. Revenues in the Europe region increased 35% and 28% in the three and six months ended September 2023, respectively, including a 10% and 7% favorable impact from foreign currency in the respective periods.

Operating margin decreased in the three and six months ended September 2023 compared to the 2022 periods, reflecting lower gross margin resulting from higher material costs and increased inventory reserves, and lower leverage of operating expenses due to decreased revenues. The decreases were partially offset by price increases and channel mix.

Reconciliation of Segment Profit to Income (Loss) Before Income Taxes

There are three types of costs necessary to reconcile total segment profit to consolidated income (loss) before income taxes. These costs are (i) impairment of goodwill and intangible assets, which is excluded from segment profit because these costs are not part of the ongoing operations of the businesses, (ii) corporate and other expenses, discussed below, and (iii) interest expense, net, which was discussed in the "Consolidated Statements of Operations" section.

(Dollars in millions)	Three Months Ended September 2023	2022	Percent Change	Six Months Ended September 2023	2022	Percent Change
Impairment of goodwill and intangible assets	$ —	$ 421.9	(100.0)%	$ —	$ 421.9	(100.0)%
Corporate and other expenses	79.8	158.2	(49.6)%	179.3	391.5	(54.2)%
Interest expense, net	55.6	33.9	64.1 %	105.4	65.2	61.7 %

Corporate and other expenses are those that have not been allocated to the segments for internal management reporting, including (i) certain information systems and shared service costs, (ii) corporate headquarters costs, and (iii) certain other income and expenses. The decrease in corporate and other expenses for both the three and six months ended September 2023 was due to lower compensation and administrative costs and lower corporate restructuring charges. The decrease in the six months ended September 2023 was also due to a $91.8 million pension settlement charge recorded in the six months ended September 2022.

International Operations

International revenues increased 10% and 7% in the three and six months ended September 2023, respectively, compared to the 2022 periods. Foreign currency had a favorable impact of 5% and 2% on international revenues in the three and six months ended September 2023, respectively.

In the Asia-Pacific region, revenues increased 2% and 7% in the three and six months ended September 2023, respectively. Foreign currency had an unfavorable impact of 4% on Asia-Pacific revenues in both the three and six months ended September 2023. Revenues in Greater China increased 8% and 14% in the three and six months ended September 2023, respectively, including a 6% unfavorable impact from foreign currency in both periods. The prior year periods were negatively impacted by COVID-19 resurgence in Mainland China. Revenues in the Europe region increased 14% and 8% in the three and six months ended September 2023, respectively, including an 8% and 5% favorable impact from foreign currency in the respective periods.

International revenues were 55% and 49% of total revenues in the three-month periods ended September 2023 and 2022, respectively, and 52% and 47% of total revenues in the six-month periods ended September 2023 and 2022, respectively.

Direct-to-Consumer Operations

Direct-to-consumer revenues decreased 3% in both the three and six months ended September 2023, compared to the 2022 periods, including a 2% favorable impact from foreign currency in the three months ended September 2023.

VF's e-commerce business decreased 3% and 4% during the three and six months ended September 2023, respectively, including a 2% favorable impact from foreign currency in the three months ended September 2023. These results were primarily driven by declines in the Active segment e-commerce business, partially offset by growth in the Outdoor segment.

Revenues from VF-operated retail stores decreased 4% during both the three and six months ended September 2023, including a 2% and 1% favorable impact from foreign currency in the respective periods. There were 1,251 VF-operated retail stores at September 2023 compared to 1,283 at September 2022.

Direct-to-consumer revenues were 37% of total revenues in both the three-month periods ended September 2023 and 2022, and 41% and 40% of total revenues in the six-month periods ended September 2023 and 2022, respectively.

Wholesale Operations

Wholesale revenues decreased 1% and 5% in the three and six months ended September 2023, respectively, compared to the 2022 periods, including a 2% favorable impact from foreign currency in both periods. These results were due to declines in the Active and Work segments' wholesale business, partially offset by growth in the Outdoor segment.

Wholesale revenues were 63% of total revenues in both the three-month periods ended September 2023 and 2022, and 59% and 60% of total revenues in the six-month periods ended September 2023 and 2022, respectively.

ANALYSIS OF FINANCIAL CONDITION

Consolidated Balance Sheets

The following discussion refers to significant changes in balances at September 2023 compared to March 2023:

- *Increase in accounts receivable* — primarily due to the seasonality of the business and the timing of collections.
- *Increase in inventories* — primarily due to the seasonality of the business and planned inventory purchases.
- *Decrease in other assets*— primarily due to the write-off of the $875.7 million income tax receivable related to the 2011 taxes and interest disputed in the Timberland tax case due to the unfavorable decision in the case.
- *Increase in short-term borrowings* — primarily due to an increase in commercial paper borrowings.
- *Decrease in the current portion of long-term debt* — due to the repayment of €850.0 million ($907.1 million) of long-term notes due in September 2023.
- *Decrease in accrued liabilities* — primarily due to the expected net reduction in taxes previously paid on the periodic income inclusions related to the Timberland acquisition.

The following discussion refers to significant changes in balances at September 2023 compared to September 2022:

- *Decrease in inventories*— driven by VF reducing elevated inventory levels, primarily in core and replenishment products, resulting from supply chain challenges and softening consumer demand.
- *Decrease in other current assets*— primarily due to a decrease in derivative assets resulting from lower unrealized gains on foreign currency exchange contracts.
- *Decrease in intangible assets*— primarily due to a $148.0 million impairment charge related to the *Supreme*® indefinite-lived trademark intangible asset recorded in the fourth quarter of Fiscal 2023.
- *Decrease in goodwill*— primarily due to a $165.1 million impairment charge related to the Supreme reporting unit recorded in the fourth quarter of Fiscal 2023.
- *Decrease in short-term borrowings* — primarily due to a decrease in commercial paper borrowings.
- *Decrease in the current portion of long-term debt*— due to the repayment of €850.0 million ($907.1 million) of long-term notes due in September 2023.
- *Decrease in accrued liabilities*— primarily due to the expected net reduction in taxes previously paid on the periodic income inclusions related to the Timberland acquisition, and lower accrued compensation and restructuring costs.
- *Increase in long-term debt* — due to the March 2023 issuance of €500.0 million euro-denominated 4.125% fixed-rate notes maturing in March 2026 and €500.0 million euro-denominated 4.250% fixed-rate notes maturing in March 2029, and borrowings of $1.0 billion under the delayed draw Term Loan Agreement (the "DDTL Agreement") in the third quarter of Fiscal 2023.
- *Decrease in other liabilities* — primarily due to a decrease in deferred income tax liabilities, including the impacts from the Timberland tax case decision.

Liquidity and Capital Resources

We consider the following to be measures of our liquidity and capital resources:

(Dollars in millions)	September 2023	March 2023	September 2022
Working capital	$1,698.7	$1,606.9	$342.3
Current ratio	1.5 to 1	1.5 to 1	1.1 to 1
Net debt to total capital	77.5%	71.6%	68.9%

The increase in working capital and the current ratio at September 2023 compared to March 2023 was primarily due to a net increase in current assets driven by higher accounts receivable and inventories as discussed in the "Consolidated Balance Sheets" section above, partially offset by lower cash balances. The increase in working capital and the current ratio at September 2023 compared to September 2022 was primarily due to a net decrease in current liabilities driven by decreased current portion of long-term debt, short-term borrowings and accrued liabilities, partially offset by lower inventories, as discussed in the "Consolidated Balance Sheets" section above.

For the ratio of net debt to total capital, net debt is defined as short-term and long-term borrowings, in addition to operating lease liabilities, net of unrestricted cash. Total capital is defined as net debt plus stockholders' equity. The increase in the net debt to total capital ratio at September 2023 compared to March 2023 was driven by an increase in net debt and a decrease in stockholders' equity for the periods compared. The increase in net debt was driven by an increase in short-term borrowings, partially offset by a decrease in the current portion of long-term debt, as discussed in the "Consolidated Balance Sheet" section above, and lower cash and cash equivalents at September 2023. The decrease in stockholders' equity at September 2023 compared to March 2023 was primarily driven by the net loss for the period and payments of dividends. The increase in the net debt to total capital ratio at September 2023 compared to September 2022 was primarily driven by an increase in net debt and a decrease in stockholders' equity. The increase in net debt was primarily attributed to the issuance of €1.0 billion euro-denominated fixed-rate notes and $1.0 billion of borrowings under the DDTL Agreement in Fiscal 2023, partially offset by lower current portion of long-term debt and short-term borrowings as discussed in the "Consolidated Balance Sheet" section above. The decrease in stockholders' equity at September 2023 compared to September 2022 was primarily driven by payments of dividends and the net loss in the period.

VF's primary source of liquidity is its expected annual cash flow from operating activities. Cash from operations is typically lower in the first half of the calendar year as inventory builds to support peak sales periods in the second half of the calendar year. Cash provided by operating activities in the second half of the calendar year is substantially higher as inventories are sold and accounts receivable are collected. Additionally, direct-to-consumer sales are highest in the fourth quarter of the calendar year. VF's additional sources of liquidity include available borrowing capacity against its Global Credit Facility, available cash balances and international lines of credit.

In summary, our cash flows from operations were as follows:

	Six Months Ended September	
(In thousands)	2023	2022
Cash used by operating activities	$ (19,261)	$ (913,957)
Cash used by investing activities	(149,731)	(131,704)
Cash provided (used) by financing activities	(125,901)	408,764

Cash Used by Operating Activities

Cash flows related to operating activities are dependent on net loss, adjustments to net loss and changes in working capital. The decrease in cash used by operating activities in the six months ended September 2023 compared to September 2022 was primarily due to a decrease in net cash used by working capital driven by lower inventory levels.

Cash Used by Investing Activities

The increase in cash used by investing activities in the six months ended September 2023 was primarily due to increased capital expenditures of $6.4 million compared to the 2022 period, and proceeds from the sale of assets of $8.9 million included in the six months ended September 2022. Software purchases decreased $5.3 million in the six months ended September 2023 compared to the 2022 period.

Cash Provided (Used) by Financing Activities

The increase in cash used by financing activities during the six months ended September 2023 was primarily due to a $907.1 million payment of long-term debt in the six months ended September 2023 compared to a $500.0 million payment of long-term debt in the six months ended September 2022. The increase was also due to a $339.4 million net decrease in short-term borrowings for the periods compared. The increase was partially offset by a $57.0 million payment of Supreme contingent consideration in the prior year period and a $155.1 million decrease in dividends paid for the periods compared.

Share Repurchases

VF did not purchase shares of its Common Stock in the open market during the six months ended September 2023 or the six months ended September 2022 under the share repurchase program authorized by VF's Board of Directors.

As of the end of September 2023, VF had $2.5 billion remaining for future repurchases under its share repurchase authorization. VF's capital deployment priorities in the near-to-medium term will be focused on optimizing and driving the performance of the current portfolio and reducing leverage.

Revolving Credit Facility and Short-term Borrowings

VF relies on its ability to generate cash flows to finance its ongoing operations. In addition, VF has significant liquidity from its available cash balances and credit facilities. VF maintains a $2.25 billion senior unsecured revolving line of credit (the "Global Credit Facility") that expires in November 2026. VF may request an unlimited number of one-year extensions so long as each extension does not cause the remaining life of the Global Credit Facility to exceed five years, subject to stated terms and conditions. The Global Credit Facility may be used to borrow funds in U.S. dollars or any alternative currency (including euros and any other currency that is freely convertible into U.S. dollars, approved at the request of the Company by the lenders) and has a $75.0 million letter of credit sublimit. In addition to the U.S. commercial paper program, VF commenced a euro commercial paper borrowing program during the three months ended September 2023. The Global Credit Facility supports VF's global commercial paper program for short-term, seasonal working capital requirements and general corporate purposes. Outstanding short-term balances may vary from period to period depending on the level of corporate requirements.

VF has restrictive covenants on its Global Credit Facility, including a consolidated net indebtedness to consolidated net capitalization financial ratio covenant, as defined in the agreement as amended in February 2023, starting at 70% with future step downs. The calculation of consolidated net indebtedness is net of unrestricted cash and the calculation of consolidated net capitalization permits certain addbacks, including non-cash impairment charges and material impacts resulting from adverse legal rulings, as defined in the amended agreement. The covenant calculation also excludes consolidated operating lease liabilities. As of September 2023, VF was in compliance with all covenants.

VF has a global commercial paper program that allows for borrowings of up to $2.25 billion to the extent that it has borrowing capacity under the Global Credit Facility. There were $1.0 billion in global commercial paper borrowings as of September 2023. Standby letters of credit issued under the Global Credit Facility as of September 2023 were $1.0 million, leaving approximately $1.2 billion available for borrowing against the Global Credit Facility at September 2023. Additionally, VF had $498.9 million of cash and equivalents at September 2023.

VF has $79.9 million of international lines of credit with various banks, which are uncommitted and may be terminated at any time by either VF or the banks. Total outstanding balances under these arrangements were $14.6 million at September 2023.

Maturity

On September 18, 2023, VF repaid €850.0 million ($907.1 million) in aggregate principal amount of its outstanding 0.625% Senior Notes due in September 2023, in accordance with the terms of the notes.

Supply Chain Financing Program

VF facilitates a voluntary supply chain finance ("SCF") program that enables a significant portion of our suppliers of inventory to leverage VF's credit rating to receive payment from participating financial institutions prior to the payment date specified in the terms between VF and the supplier. The SCF program is administered through third-party platforms that allow participating suppliers to track payments from VF and elect which receivables, if any, to sell to the financial institutions. The transactions are at the sole discretion of both the suppliers and financial institutions, and VF is not a party to the agreements and has no economic interest in the supplier's decision to sell a receivable. The terms between VF and the supplier, including the amount due and scheduled payment terms (which are generally within 90 days of the invoice date) are not impacted by a supplier's participation in the SCF program. All amounts due to suppliers that are eligible to participate in the SCF program are included in the accounts payable line item in VF's Consolidated Balance Sheets and VF payments made under the SCF program are reflected in cash flows from operating activities in VF's Consolidated Statements of Cash Flows. At September 2023, March 2023 and September 2022, the accounts payable line item in VF's Consolidated Balance Sheets included total outstanding obligations of $688.0 million, $510.9 million and $626.1 million, respectively, due to suppliers that are eligible to participate in the SCF program.

In the second quarter of Fiscal 2023, VF extended its payment terms with eligible suppliers under the SCF program. VF expects a positive impact in Fiscal 2024; however, the change is not expected to have a material impact on VF's long-term overall liquidity or capital resources.

Rating Agencies

VF's credit agency ratings allow for access to additional liquidity at competitive rates. At the end of September 2023, VF's long-term debt ratings were 'BBB' by Standard & Poor's ("S&P") Global Ratings and 'Baa2' by Moody's Investors Service ("Moody's"), and U.S. commercial paper ratings by those rating agencies were 'A-2' and 'P-2', respectively. The Moody's rating for VF's euro commercial paper was also 'P-2' at the end of September 2023. VF's credit rating outlook by S&P and Moody's at the end of September 2023 was 'stable' and 'negative', respectively. On November 2, 2023, S&P updated VF's credit rating outlook to 'negative', while maintaining VF's long-term debt rating of 'BBB' and commercial paper rating of 'A-2'.

None of VF's long-term debt agreements contain acceleration of maturity clauses based solely on changes in credit ratings. However, if there were a change in control of VF, and as a result of the change in control the notes were rated below investment grade by recognized rating agencies, then VF would be obligated to repurchase the notes at 101% of the aggregate principal amount, plus any accrued and unpaid interest, if required by the respective holders of the notes. The change of control provision applies to all notes, except for the notes due in 2033.

Dividends

The Company paid cash dividends of $0.30 and $0.60 per share during the three and six months ended September 2023, respectively, and the Company has declared a cash dividend of $0.09 per share that is payable in the third quarter of Fiscal 2024. Subject to approval by its Board of Directors, VF intends to continue to pay quarterly dividends.

Other Matters

As previously reported, VF petitioned the U.S. Tax Court (the "Tax Court") to resolve an Internal Revenue Service ("IRS") dispute regarding the timing of income inclusion associated with VF's acquisition of The Timberland Company in September 2011. While the IRS argued that all such income should have been immediately included in 2011, VF reported periodic income inclusions in subsequent tax years. In Fiscal 2023, the Tax Court issued its final decision in favor of the IRS, which was appealed by VF. On October 19, 2022, VF paid $875.7 million related to the 2011 taxes and interest being disputed, which was recorded as an income tax receivable based on the technical merits of our position with regards to the case and began to accrue interest income. On September 8, 2023, the U.S. Court of Appeals for the First Circuit ("Appeals Court") upheld the Tax Court's decision in favor of the IRS. As a result of the Appeals Court decision, VF wrote off the related income tax receivable and associated interest and recorded $690.0 million of income tax expense in the three months ended September 2023. This amount includes the reversal of $19.6 million of interest income, of which $7.5 million was recorded in the first quarter of Fiscal 2024. This amount reflects the total estimated net impact to VF's tax expense, which includes the expected reduction in taxes paid on the periodic inclusions that VF has reported, release of related deferred tax liabilities, and consideration of indirect tax effects resulting from the decision. The estimated impact is subject to future adjustments based on finalization with tax authorities.

Contractual Obligations

Management's Discussion and Analysis in the Fiscal 2023 Form 10-K provided a table summarizing VF's material contractual obligations and commercial commitments at the end of Fiscal 2023 that would require the use of funds. As of September 2023, there have been no material changes in the amounts of unrecorded commitments disclosed in the Fiscal 2023 Form 10-K, except as noted below:

- Inventory purchase obligations decreased by approximately $948.0 million at the end of September 2023 primarily due to timing of inventory shipments, overall inventory levels that remain elevated and decreased demand.

There continues to be uncertainty about the duration and extent of the impact of the challenging macroeconomic environment. However, management believes that VF has sufficient liquidity and flexibility to operate during and after the disruptions caused by the challenging macroeconomic environment, and meet its current and long-term obligations as they become due.

Recent Accounting Pronouncements

Refer to Note 2 to VF's consolidated financial statements for information on recently adopted accounting standards.

Critical Accounting Policies and Estimates

Management has chosen accounting policies it considers to be appropriate to accurately and fairly report VF's operating results and financial position in conformity with generally accepted accounting principles in the United States of America. Our critical accounting policies are applied in a consistent manner. Significant accounting policies are summarized in Note 1 to the consolidated financial statements included in the Fiscal 2023 Form 10-K. Except as disclosed in Note 2 to VF's consolidated financial statements, there have been no material changes in VF's accounting policies

The application of these accounting policies requires management to make estimates and assumptions about future events and apply judgments that affect the reported amounts of assets, liabilities, revenues, expenses, contingent assets and liabilities, and related disclosures. These estimates, assumptions and judgments are based on historical experience, current trends and other factors believed to be reasonable under the circumstances. Management evaluates these estimates and assumptions, and may retain outside consultants to assist in the evaluation. If actual results ultimately differ from previous estimates, the revisions are included in results of operations in the period in which the actual amounts become known.

The accounting policies that involve the most significant estimates, assumptions and management judgments used in preparation of the consolidated financial statements, or are the most sensitive to change from outside factors, are discussed in Management's Discussion and Analysis in the Fiscal 2023 Form 10-K. Refer to Note 16 to VF's consolidated financial statements for additional information regarding VF's critical accounting policies and estimates during Fiscal 2024.

Cautionary Statement on Forward-looking Statements

From time to time, VF may make oral or written statements, including statements in this quarterly report, that constitute "forward-looking statements" within the meaning of the federal securities laws. You can identify these statements by the fact that they use words such as "will," "anticipate," "estimate," "expect," "should," and "may," and other words and terms of similar meaning or use of future dates. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. Forward-looking statements include statements concerning plans, objectives, projections and expectations relating to VF's operations or economic performance and assumptions related thereto. Forward-looking statements are made based on management's expectations and beliefs concerning future events impacting VF and therefore involve a number of risks and uncertainties. Forward-looking statements are not guarantees, and actual results could differ materially from those expressed or implied in the forward-looking statements. VF undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Potential risks and uncertainties that could cause the actual results of operations or financial condition of VF to differ materially from those expressed or implied by forward-looking statements include, but are not limited to: the level of consumer demand for apparel and footwear; disruption to VF's distribution system; changes in global economic conditions and the financial strength of VF's customers, including as a result of current inflationary pressures; fluctuations in the price, availability and quality of raw materials and finished products; disruption and volatility in the global capital and credit markets; VF's response to changing fashion trends, evolving consumer preferences and changing patterns of consumer behavior; VF's ability to maintain the image, health and equity of its brands; intense competition from online retailers and other direct-to-consumer business risks; third-party manufacturing and product innovation; increasing pressure on margins; VF's ability to grow its international, direct-to-consumer and digital businesses; VF's ability to find and amplify consumer tailwinds, build brands on multiple growth horizons and leverage platforms for speed to scale and efficiency; retail industry changes and challenges; VF's ability to execute its transformation and other business strategies, including cost reduction and productivity initiatives and the update and maintenance of an agile and efficient operating model and organizational structure; VF's and its vendors' ability to maintain the strength and security of information technology systems; the risk that VF's facilities and systems and those of our third-party service providers may be vulnerable to and unable to anticipate or detect data or information security breaches and data or financial loss; VF's ability to properly collect, use, manage and secure business, consumer and employee data and comply with privacy and security regulations; foreign currency fluctuations; stability of VF's vendors' manufacturing facilities and VF's ability to establish and maintain effective supply chain capabilities; continued use by VF's suppliers of ethical business practices; VF's ability to accurately forecast demand for products; actions of activist and other shareholders; VF's ability to recruit, develop or retain key executive or employee talent or successfully transition executives; continuity of members of VF's management; changes in the availability and cost of labor; VF's ability to protect trademarks and other intellectual property rights; possible goodwill and other asset impairment such as the impairment charges related to the *Supreme®* reporting unit goodwill and indefinite-lived trademark intangible asset; maintenance by VF's licensees and distributors of the value of VF's brands; VF's ability to execute acquisitions and dispositions, integrate acquisitions and manage its brand portfolio; business resiliency in response to natural or man-made economic, public health, political or environmental disruptions; changes in tax laws and additional tax liabilities, including the timing of income inclusion associated with our acquisition of the *Timberland®* brand in 2011; legal, regulatory, political, economic, and geopolitical risks, including those related to the current conflicts in Ukraine and the Middle East; changes to laws and regulations; adverse or unexpected weather conditions, including any potential effects from climate change; VF's indebtedness and its ability to obtain financing on favorable terms, if needed, could prevent VF from fulfilling its financial obligations; VF's ability to pay and declare dividends or repurchase its stock in the future; climate change and increased focus on environmental, social and governance issues; VF's ability to execute on its sustainability strategy and achieve its sustainability-related goals and targets; risks arising from the widespread outbreak of an illness or any other communicable disease, or any other public health crisis, including the coronavirus (COVID-19) global pandemic; and tax risks associated with the spin-off of our Jeanswear business completed in 2019. More information on potential factors that could affect VF's financial results is included from time to time in VF's public reports filed with the Securities and Exchange Commission, including VF's Annual Report on Form 10-K.

ITEM 3 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There have been no significant changes in VF's market risk exposures from what was disclosed in Item 7A in the Fiscal 2023 Form 10-K.

ITEM 4 — CONTROLS AND PROCEDURES.

Disclosure controls and procedures:

Under the supervision of the Chief Executive Officer and Chief Financial Officer, a Disclosure Committee comprising various members of management has evaluated the effectiveness of the disclosure controls and procedures at VF and its subsidiaries as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded as of the Evaluation Date that such controls and procedures were effective.

Changes in internal control over financial reporting:

There have been no changes during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, VF's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS.

Information on VF's legal proceedings is set forth under Part I, "Item 3. Legal Proceedings" in the Fiscal 2023 Form 10-K. Except as noted in Note 13 — Income Taxes within Part I, Item 1 of this Form 10-Q, there have been no material changes to the legal proceedings from those described in the Fiscal 2023 Form 10-K.

SEC regulations require us to disclose certain information about proceedings arising under federal, state or local environmental regulations if we reasonably believe that such proceedings may result in monetary sanctions above a stated threshold. Pursuant to SEC regulations, VF uses a threshold of $1 million for purposes of determining whether disclosure of any such proceedings is required. VF believes that this threshold is reasonably designed to result in disclosure of any such proceedings that are material to VF's business or financial condition. Applying this threshold, there are no such proceedings to disclose for this period.

ITEM 1A — RISK FACTORS.

You should carefully consider the risk factors set forth under Part I, "Item 1A. Risk Factors" in the Fiscal 2023 Form 10-K, which could materially affect our business, financial condition and future results. The risks described in the Fiscal 2023 Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

Other than the risk identified below, there have been no material changes to the risk factors identified in Part I, "Item 1A. Risk Factors" in the Fiscal 2023 Form 10-K.

LEGAL, REGULATORY AND COMPLIANCE RISKS

We may have additional tax liabilities from new or evolving government or judicial interpretation of existing tax laws.

As a global company, we determine our income tax liability in various tax jurisdictions based on an analysis and interpretation of U.S. and international tax laws and regulations. This analysis requires a significant amount of judgment and estimation and is often based on various assumptions about the future actions of tax authorities. These determinations are the subject of periodic U.S. and international tax audits and court proceedings. In particular, tax authorities and the courts have increased their focus on income earned in no- or low-tax jurisdictions or income that is not taxed in any jurisdiction. Tax authorities have also become skeptical of special tax rulings provided to companies offering lower taxes than may be applicable in other countries.

For example, VF was granted a ruling which lowered the effective income tax rate on taxable earnings for years 2010 through 2014 under Belgium's excess profit tax regime. During 2015, the EU investigated and announced its decision that the ruling was illegal and ordered that tax benefits granted under the ruling should be collected from the affected companies, including VF Europe, BVBA, a subsidiary of VF. During 2017 and 2018, VF Europe BVBA was assessed and paid €35.0 million in tax and interest, which was recorded as an income tax receivable based on the expected success of the requests for annulment. After subsequent annulments and appeals, the General Court confirmed the decision of the EU on September 20, 2023. As a result, VF wrote off the related income tax receivable and recorded a benefit for the associated foreign tax credit, resulting in $26.1 million of net income tax expense in the three months ended September 2023.

Also, as previously reported, VF petitioned the U.S. Tax Court (the "Tax Court") to resolve an Internal Revenue Service ("IRS") dispute regarding the timing of income inclusion associated with VF's acquisition of The Timberland Company in September 2011. While the IRS argued that all such income should have been immediately included in 2011, VF reported periodic income inclusions in subsequent tax years. In Fiscal 2023, the Tax Court issued its final decision in favor of the IRS, which was appealed by VF. On October 19, 2022, VF paid $875.7 million related to the 2011 taxes and interest being disputed, which was recorded as an income tax receivable based on the technical merits of our position with regards to the case and began to accrue interest income. On September 8, 2023, the U.S. Court of Appeals for the First Circuit ("Appeals Court") upheld the Tax Court's decision in favor of the IRS. As a result of the Appeals Court decision, VF wrote off the related income tax receivable and associated interest and recorded $690.0 million of income tax expense in the three months ended September 2023. This amount reflects the total estimated net impact to VF's tax expense, which includes consideration of indirect tax effects resulting from the decision and is subject to future adjustments based on finalization with tax authorities.

Although we accrue for uncertain tax positions, our accrual may be insufficient to satisfy unfavorable findings. Unfavorable audit findings, or court interpretations (involving VF or other companies with similar tax profiles) may result in payment of taxes, fines and penalties for prior periods and higher tax rates in future periods, which may have a material adverse effect on our financial condition, results of operations or cash flows.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

(c) Issuer purchases of equity securities:

The following table sets forth VF's repurchases of our Common Stock during the fiscal quarter ended September 30, 2023 under the share repurchase program authorized by VF's Board of Directors in 2017.

Second Quarter Fiscal 2024	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Dollar Value of Shares that May Yet be Purchased Under the Program
July 2 - July 29, 2023	—	$ —	—	$ 2,486,971,057
July 30 - August 26, 2023	—	—	—	2,486,971,057
August 27 - September 30, 2023	—	—	—	2,486,971,057
Total	—		—	

VF will continue to evaluate future share repurchases available under its authorization, considering funding required for investments in organic growth and reducing leverage.

ITEM 5 — OTHER INFORMATION.

RULE 10B5-1 TRADING PLANS

During the three months ended September 30, 2023, no director or officer of VFadopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6 — EXHIBITS.

31.1	Certification of Chief Executive Officer, pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer, pursuant to 15 U.S.C. Section 10A, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
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, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	V.F. CORPORATION (Registrant)	
	By:	/s/ Matthew H. Puckett Matthew H. Puckett Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Date: November 3, 2023	By:	/s/ Bryan H. McNeill Bryan H. McNeill Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 15 U.S.C. SECTION 10A, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Bracken Darrell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of V.F. Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2023

/s/ Bracken Darrell
Bracken Darrell
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 15 U.S.C. SECTION 10A, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Matthew H. Puckett, certify that:

1. I have reviewed this quarterly report on Form 10-Q of V.F. Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2023

/s/ Matthew H. Puckett
Matthew H. Puckett
Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of V.F. Corporation (the "Company") on Form 10-Q for the period ending September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bracken Darrell, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 3, 2023

/s/ Bracken Darrell
Bracken Darrell
President and Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of V.F. Corporation (the “Company”) on Form 10-Q for the period ending September 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Matthew H. Puckett, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 3, 2023

/s/ Matthew H. Puckett
Matthew H. Puckett
Executive Vice President and Chief Financial Officer