

As filed with the Securities and Exchange Commission on July 23, 1998

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

V.F. CORPORATION  
(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA 23-1180120  
(State or Other Jurisdiction (I.R.S. Employer Identification Number)  
of Incorporation or Organization)

628 GREEN VALLEY ROAD  
GREENSBORO, NORTH CAROLINA 27408  
(Address of Registrant's Principal Executive Offices)

VF CORPORATION TAX-ADVANTAGED  
SAVINGS PLAN FOR SALARIED EMPLOYEES  
(Full Title of the Plan)

CANDACE S. CUMMINGS, ESQ.  
VICE PRESIDENT - ADMINISTRATION, GENERAL COUNSEL AND SECRETARY  
V.F. CORPORATION  
P.O. BOX 21488  
GREENSBORO, NORTH CAROLINA 27420  
(Name and address of agent for service)

(336) 547-6000  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

| TITLE OF SHARES TO BE REGISTERED                                       | AMOUNT TO BE REGISTERED (1) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) | AMOUNT OF REGISTRATION FEE |
|--|-----------------------------|---|---|----------------------------|
| <S><br>Common Stock<br>(no par value; stated capital \$1.00 per share) | <C><br>300,000              | <C><br>\$48.1875                              | <C><br>\$14,456,250                           | <C><br>\$4,265             |

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate amount of: (a) interests to be offered or sold pursuant to the employee benefit plan described herein, and (b) additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Tax-Advantaged Savings Plan for Salaried Employees for any future stock split, stock dividend or similar adjustment of the outstanding Common Stock of the registrant.

(2) Estimated pursuant to Rule 457 (c) solely for the purpose of calculating the registration fee.  
Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register additional shares of Common Stock, no par value, stated capital \$1.00 per share, of V.F. Corporation (the "Company"), with respect to two currently effective Registration Statements on Form S-8 of the Company relating to the Company's Tax-Advantaged Savings Plan For Salaried Employees.

The contents of the Registration Statements on Form S-8 as filed on March 20, 1990, Registration No. 33-33621, as amended, and on August 29, 1985, Registration No. 2-99945, as amended, are incorporated by reference into this Registration Statement.

ITEM 8. EXHIBITS.

| Exhibit No. | Description                           |
|-------------|---------------------------------------|
| 23.1        | Consent of PricewaterhouseCoopers LLP |
| 23.2        | Consent of PricewaterhouseCoopers LLP |
| 24          | Power of Attorney                     |

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In accordance with Item 8 of Form S-8, this registration statement does not include Exhibit 5 -- Opinion regarding Legality, as:

1. The Company undertakes to submit the Plan and any amendment thereto to the Internal Revenue Service in a timely manner and will make all changes required by the Internal Revenue Service in order to qualify the Plan under Section 401(a) and 401(k) of the Internal Revenue Code.

2. The Plan provides that shares of the Company's Common Stock issued under the Plan will be purchased by the Trustee of the Plan on the open market. The Plan does not provide for such shares to be issued by the Company out of its authorized and unissued shares of the Common Stock.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Greensboro, North Carolina on the 21st day of July, 1998.

V.F. CORPORATION

By: /s/ Mackey J. McDonald

-----  
Mackey J. McDonald  
President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE   | TITLE  | DATE          |
|---|--|---------------|
| /s/ Mackey J. McDonald<br>-----<br>Mackey J. McDonald | President and<br>Chief Executive Officer   | July 21, 1998 |
| /s/ Robert K. Shearer<br>-----<br>Robert K. Shearer   | Vice President - Finance,<br>Chief Financial Officer and<br>Chief Accounting Officer | July 21, 1998 |

DIRECTORS

|                        |                     |                   |
|------------------------|---------------------|-------------------|
| Robert D. Buzzell*     | George Fellows*     | Lawrence R. Pugh* |
| Edward E. Crutchfield* | Robert J. Hurst*    | M. Rust Sharp*    |
| Ursula F. Fairbairn*   | Mackey J. McDonald* | L. Dudley Walker* |
| Barbara S. Feigin*     | William E. Pike*    |                   |

\* By: /s/ Candace S. Cummings  
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Candace S. Cummings,  
Attorney-In-Fact  
Date: July 21, 1998

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greensboro, North Carolina, on the 21st day of July, 1998.

VF CORPORATION TAX-  
ADVANTAGED SAVINGS PLAN FOR  
SALARIED EMPLOYEES

By: V.F. CORPORATION, Plan  
Administrator

By: /s/ Mackey J. McDonald  
-----  
Mackey J. McDonald  
President and  
Chief Executive Officer

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EXHIBIT INDEX

23.1 Consent of PricewaterhouseCoopers LLP  
23.2 Consent of PricewaterhouseCoopers LLP  
24 Power of Attorney

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 5, 1998, on our audits of the consolidated financial statements of VF Corporation as of January 3, 1998 and January 4, 1997, and for each of the three fiscal years in the period ended January 3, 1998, appearing on page 33 of the 1997 Annual Report to Shareholders, which is incorporated by reference in the 1997 VF Corporation Annual Report on Form 10-K. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 5, 1998 on our audits of the consolidated financial statement schedule of VF Corporation as of January 3, 1998 and January 4, 1997, and for each of the three fiscal years in the period ended January 3, 1998, which report is included in the VF Corporation 1997 Annual Report on Form 10-K.

PRICEWATERHOUSECOOPERS LLP  
Philadelphia, PA  
July 21, 1998

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 20, 1998 on our audits of the financial statements of the VF Corporation Tax-Advantaged Savings Plan for Salaried Employees as of December 31, 1997 and December 31, 1996 and for each of the three years in the period ended December 31, 1997, which report is included in the Form 11-K, which is filed as Exhibit 99(A) to the VF Corporation 1997 Annual Report on Form 10-K.

PRICEWATERHOUSECOOPERS LLP  
Philadelphia, PA  
July 21, 1998

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned V.F. Corporation, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("VF"), and the undersigned directors and officers of VF hereby constitute and appoint M.J. McDonald and C.S. Cummings, and each of them, severally, his or her true and lawful attorneys and agents at any time and from time to time to do any and all acts and things and execute in his or her name (whether on behalf of VF, or by attesting the seal of VF or otherwise), any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable and may be required to enable VF and the Tax-Advantaged Savings Plan for Salaried Employees (the "Plan") to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission ("Commission") in respect thereof, in connection with the Plan and shares of Common Stock of VF offered pursuant to or in connection with the Plan, including specifically, but without limiting the generality of the foregoing, power of attorney to sign the name of VF and affix the corporate seal and to sign the names of the undersigned directors and officers to all registration statements, and all amendments and supplements thereto, on Form S-8 or S-8/S-3 or on any other appropriate Form, hereafter filed with the Commission and all instruments or documents filed as a part thereof or in connection therewith, and each of the undersigned hereby ratifies and confirms all that said attorneys, agents, or any of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed to these presents as of the 21st day of July, 1998.

ATTEST: V.F. CORPORATION

/s/ Candace S. Cummings
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Candace S. Cummings
Vice President - Administration,
General Counsel and Secretary
Principal Executive Officer:

By: /s/ Mackey J. McDonald
-----
Mackey J. McDonald
President and Chief
Executive Officer
Principal Financial and Accounting Officer:

/s/ Mackey J. McDonald
-----
Mackey J. McDonald
President and Chief
Executive Officer

/s/ Robert K. Shearer
-----
Robert K. Shearer
Vice President - Finance and
Chief Financial Officer

/s/ Edward E. Crutchfield
-----
Edward E. Crutchfield, Director

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/s/ Ursula F. Fairbairn
-----
Ursula F. Fairbairn, Director

/s/ Barbara S. Feigin
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Barbara S. Feigin, Director

/s/ George Fellows
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George Fellows, Director

/s/ L. Dudley Walker
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L. Dudley Walker, Director

/s/ Robert J. Hurst
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Robert J. Hurst, Director

/s/ Mackey J. McDonald
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Mackey J. McDonald, Director

/s/ William E. Pike
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William E. Pike, Director

/s/ Lawrence R. Pugh
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Lawrence R. Pugh, Director

/s/ M. Rust Sharp
-----
M. Rust Sharp, Director

/s/ Robert D. Buzzell
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Robert D. Buzzell, Director