

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 24, 2019

V.F. Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

1-5256
(Commission File Number)

23-1180120
(IRS Employer
Identification No.)

105 Corporate Center Boulevard
Greensboro, North Carolina 27408
(Address of principal executive offices, zip code)

(336) 424-6000
(Registrants telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On April 24, 2019, VF Corporation (“VF”) sent a notice (the “Blackout Notice”) to its directors and executive officers regarding a blackout period (the “Blackout Period”) that will be imposed by the administrator for the VF 401(k) Savings Plan (the “Plan”).

The administrator for the Plan will impose restrictions on transactions by participants in the Plan during the Blackout Period. During this Blackout Period, Plan participants and beneficiaries temporarily will be prevented from effecting certain Plan transactions, including those involving the VF Corp. Common Stock Fund and VF Corp. ESOP Stock Fund (“VF Stock Funds”).

The Blackout Notice informed VF’s directors and executive officers that during the Blackout Period they will be subject to certain trading restrictions with respect to shares of VF common stock (including derivative securities such as stock options) acquired in connection with their services as a director or an executive officer of VF. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission’s Regulation BTR, which prohibit trading in VF securities by directors and executive officers during certain blackout periods relating to the issuer’s 401(k) plan.

The Blackout Period will begin on May 22, 2019 for VF Stock Fund transactions, and is expected to end during the week of May 26, 2019.

A copy of the Blackout Notice is attached as Exhibit 99.1 and is incorporated herein by reference. During the Blackout Period and for two years after the end date of the Blackout Period, a shareholder or other interested person may obtain, without charge, information regarding the Blackout Period, including the actual end date, by contacting Rita Frazier, VF Corporation, 105 Corporate Center Blvd., Greensboro, North Carolina 27408, (336) 424-3468.

Item 9.01(d). Exhibits.

Exhibit Number	Description
99.1	<u>Blackout notice to directors and executive officers of VF Corporation, dated April 24, 2019</u>

SIGNATURES

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

V.F. CORPORATION

Date: April 24, 2019

By: /s/ Laura C. Meagher
Name: Laura C. Meagher
Title: Vice President, General Counsel & Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Blackout notice to directors and executive officers of VF Corporation, dated April 24, 2019



**IMPORTANT NOTICE REGARDING
THE VF 401(K) SAVINGS PLAN BLACKOUT PERIOD
AND TRADING RESTRICTIONS IN VF CORPORATION COMMON STOCK
DURING THE BLACKOUT PERIOD**

To: VF Corporation Directors and Executive Officers
From: Total Rewards
Date: April 24, 2019

VF Corporation sponsors and maintains the VF 401(k) Savings Plan ("Plan"). The Plan will be entering into a blackout period as a result of VF Corporation separating into two publicly traded companies, VF Corporation and Kontoor Brands, Inc. The blackout will begin on May 22, 2019 for purposes of all transaction activity in the VF Corp. Common Stock Fund and VF Corp. ESOP Stock Fund ("VF Stock Funds"). During the blackout period, Plan participants will not be able to change deferral contributions, direct or diversify investments in their individual accounts, obtain a loan or receive a distribution (or withdrawal) from the VF Stock Funds in the Plan.

KEY DATES:

- **Blackout Begins:** May 22, 2019 (for VF Stock Fund transactions only)
- **Blackout Expected to End:** No later than the week of May 26, 2019

ADDITIONAL RESTRICTIONS:

Your ability to trade in VF Corporation's common stock is also impacted by the Plan blackout period. Under the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission ("SEC") Regulation Blackout Trading Restriction (BTR), directors and executive officers of VF Corporation are generally prohibited from engaging in transactions involving any equity security of VF Corporation during the time when Plan participants are unable to direct or diversify investments in the VF Stock Funds held in their Plan accounts (i.e., from May 22, 2019 through the week of May 26, 2019) (the "Blackout Period"). For this purpose, executive officers include those officers who file reports under Section 16 of the Securities Exchange Act of 1934.

During this Blackout Period, you are precluded from trading in VF Corporation securities. This notice of the required blackout resulting from the separation of VF Corporation into two publicly traded companies is mandated by the SEC to be sent to each of you to notify you of the blackout and the consequences of violating these rules.

Specifically, during the Blackout Period commencing on May 22, 2019 and ending the week of May 26, 2019, SEC rules prohibit you from, directly or indirectly, purchasing, selling, or otherwise transferring any VF Corporation common stock. Please note that the VF equity plans, that include stock options, and other derivative securities are subject to previously existing blackout restrictions that will remain in place.

Also, prohibited transactions are not limited to those involving your direct ownership, but include any transaction in equity securities in which you have a pecuniary interest (for example, transactions by your

immediate family members living in your household). However, there are certain transactions that are exempt from this prohibition, including:

- Purchases or sales under a Rule 10b5-1 trading plan (so long as you did not enter into or modify the trading plan during the Blackout Period or at a time when you were aware of the actual or approximate dates of the Blackout Period); and
- Bona fide gifts, bequests and transfers pursuant to domestic relations orders.

If you engage in a transaction that violates these rules, you will be required to disgorge your profits from the transaction and may be subject to civil and criminal penalties.

You will be notified in the event that an extension of the Blackout Period is needed. If you have any questions concerning this notice or want to confirm the status of the Blackout Period, including whether the Blackout Period has begun or ended, you may obtain such information free of charge by contacting Rita Frazier at 336-424-3468 located at 105 Corporate Center Blvd, Greensboro, North Carolina 27408.
