

---

**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): June 21, 2017**

**V.F. Corporation**

(Exact Name of Registrant as Specified in 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  
(Address of Principal Executive Offices)**

**27408  
(Zip Code)**

**(336) 424-6000  
(Registrant's telephone number, including area code)**

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

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

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 2.02. Results of Operations and Financial Condition.**

As previously disclosed in our Form 10-Q for the quarterly period ended April 1, 2017, filed with the Securities and Exchange Commission on May 10, 2017, V.F. Corporation (“VF”) sold its Licensed Sports Group (“LSG”) business, including the *Majestic*® brand, to Fanatics, Inc. on April 28, 2017. In conjunction with the LSG divestiture, VF executed its plan to entirely exit the licensing business, which comprises the LSG and *JanSport*® brand collegiate businesses (together, the “Licensing Business”). Accordingly, VF classified the assets and liabilities of the Licensing Business as held for sale and included the results of the Licensing Business in discontinued operations.

On August 26, 2016, VF completed the sale of its Contemporary Brands coalition, which included the *7 For All Mankind*®, *Splendid*® and *Ella Moss*® brands. Accordingly, VF has classified the assets and liabilities of the Contemporary Brands coalition as held for sale as of March 2016, and included the results of this coalition in discontinued operations.

In order to assist investors in understanding the impact of these dispositions on VF’s results of operations, VF is furnishing its 2016 quarterly unaudited Condensed Consolidated Statements of Income and supplemental financial information, retrospectively revised to reflect these dispositions in discontinued operations, as Exhibit 99 to this Current Report on Form 8-K (the “Form 8-K”).

The information in this Form 8-K, including Exhibit 99, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99	V.F. Corporation Retrospectively Revised 2016 Quarterly Unaudited Condensed Consolidated Statements of Income and Supplemental Financial Information

---

**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  
(Registrant)

By: /s/ Scott A. Roe  
Scott A. Roe  
Vice President & Chief Financial Officer

Date: June 21, 2017

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99	V.F. Corporation Retrospectively Revised 2016 Quarterly Unaudited Condensed Consolidated Statements of Income and Supplemental Financial Information

**VF CORPORATION**  
**Condensed Consolidated Statements of Income**  
(Unaudited)  
(In thousands, except per share amounts)

	2016 (a)				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
<b>Net sales</b>	\$ 2,606,982	\$ 2,294,762	\$ 3,298,484	\$ 3,138,251	\$ 11,338,479
<b>Royalty income</b>	27,435	25,704	29,232	27,732	110,103
<b>Total revenues</b>	<u>2,634,417</u>	<u>2,320,466</u>	<u>3,327,716</u>	<u>3,165,983</u>	<u>11,448,582</u>
<b>Costs and operating expenses</b>					
Cost of goods sold	1,350,700	1,185,247	1,693,071	1,591,228	5,820,246
Selling, general and administrative expenses	971,920	940,797	1,026,398	1,204,708	4,143,823
Impairment of goodwill and intangible assets	-	-	-	79,644	79,644
<b>Total costs and operating expenses</b>	<u>2,322,620</u>	<u>2,126,044</u>	<u>2,719,469</u>	<u>2,875,580</u>	<u>10,043,713</u>
<b>Operating income</b>	311,797	194,422	608,247	290,403	1,404,869
<b>Interest, net</b>	(20,020)	(21,394)	(22,568)	(21,564)	(85,546)
<b>Other income (expense), net</b>	1,292	1,501	(1,097)	305	2,001
<b>Income from continuing operations before income taxes</b>	293,069	174,529	584,582	269,144	1,321,324
<b>Income taxes</b>	51,134	38,036	99,358	16,060	204,588
<b>Income from continuing operations</b>	241,935	136,493	485,224	253,084	1,116,736
<b>Income (loss) from discontinued operations, net of tax</b>	18,334	(85,478)	13,265	11,249	(42,630)
<b>Net income</b>	<u>\$ 260,269</u>	<u>\$ 51,015</u>	<u>\$ 498,489</u>	<u>\$ 264,333</u>	<u>\$ 1,074,106</u>
<b>Earnings (loss) per common share - basic (b)</b>					
Continuing operations	\$ 0.57	\$ 0.33	\$ 1.17	\$ 0.61	\$ 2.68
Discontinued operations	0.04	(0.21)	0.03	0.03	(0.10)
<b>Total earnings per common share - basic</b>	<u>\$ 0.62</u>	<u>\$ 0.12</u>	<u>\$ 1.21</u>	<u>\$ 0.64</u>	<u>\$ 2.58</u>
<b>Earnings (loss) per common share - diluted (b)</b>					
Continuing operations	\$ 0.56	\$ 0.32	\$ 1.16	\$ 0.61	\$ 2.65
Discontinued operations	0.04	(0.20)	0.03	0.03	(0.10)
<b>Total earnings per common share - diluted</b>	<u>\$ 0.61</u>	<u>\$ 0.12</u>	<u>\$ 1.19</u>	<u>\$ 0.63</u>	<u>\$ 2.54</u>
<b>Weighted average shares outstanding</b>					
Basic	421,748	415,991	413,461	413,214	416,103
Diluted	429,133	422,059	419,240	417,891	422,081
<b>Cash dividends per common share</b>	\$ 0.37	\$ 0.37	\$ 0.37	\$ 0.42	\$ 1.53

**Basis of presentation of unaudited Condensed Consolidated Statements of Income:** VF operates and reports using a 52/53 week fiscal year ending on the Saturday closest to December 31 of each year. For presentation purposes herein, all references to First Quarter, Second Quarter, Third Quarter, Fourth Quarter and Full Year 2016 relate to the 13-week fiscal periods ended April 2, 2016, July 2, 2016, October 1, 2016, December 31, 2016 and the 52-week fiscal period ended December 31, 2016, respectively.

(a) In order to assist investors in understanding the impact of dispositions on VF's results of operations, VF has retrospectively revised its 2016 unaudited Condensed Consolidated Statements of Income to reflect discontinued operations of the Licensing Business, which comprises the Licensed Sports Group and *JanSport*<sup>®</sup> brand collegiate businesses, and the Contemporary Brands coalition, which included the *7 For All Mankind*<sup>®</sup>, *Splendid*<sup>®</sup> and *Ella Moss*<sup>®</sup> brands.

(b) Amounts have been calculated using unrounded numbers.

**VF CORPORATION**  
**Supplemental Financial Information**  
**GAAP Continuing Operations EPS to Non-GAAP Continuing Operations EPS**  
**(Unaudited)**

	<b>Twelve Months Ended December 2016</b>
Diluted earnings per share from continuing operations	\$ 2.65
Adjusted amounts <sup>(a)</sup>	\$ 0.33
Diluted earnings per share from continuing operations - adjusted	\$ 2.98
Contribution from Licensing Business <sup>(b)</sup>	\$ 0.13
Adjusted diluted earnings per share from continuing operations including contribution from Licensing Business	\$ 3.11

**Non-GAAP Financial Information**

The financial information above has been presented on a GAAP basis and on an adjusted basis, which is described below in (a) and (b). Management believes these measures provide investors with useful supplemental information regarding VF's underlying business trends and the performance of VF's ongoing operations and are useful for period-over-period comparisons of such operations.

While management believes that these non-GAAP financial measures are useful in evaluating the business, this information should be considered as supplemental in nature and should be viewed in addition to, and not in lieu of or superior to, VF's operating performance measures calculated in accordance with GAAP. In addition, these non-GAAP financial measures may not be the same as similarly titled measures presented by other companies.

<sup>(a)</sup> Adjusted amounts in 2016 represent restructuring charges of \$58.1 million (net of \$14.4 million tax), goodwill and intangible asset impairment charges of \$79.6 million (net of \$15.5 million tax) and a pension settlement charge of \$50.9 million (net of \$19.5 million tax). The EPS impact was calculated using 422,081,000 weighted average common shares. Excluding these charges, adjusted operating income from continuing operations in 2016 was \$1.6 billion. Adjusted operating margin from continuing operations in 2016 was 14%.

<sup>(b)</sup> In the first quarter of 2017, the Licensing Business met the criteria for discontinued operations reporting and this adjusted amount represents the results of our Licensing Business as if the business was not reported as discontinued operations. The per share amounts were calculated using weighted average common shares of 422,081,000.

Following is the reconciliation of diluted earnings per share from discontinued operations to the adjusted amounts:

	<b>Twelve Months Ended December 2016</b>
Diluted loss per share from discontinued operations, as reported under GAAP	\$ (0.10)
Diluted loss per share related to discontinued operations of Contemporary Brands in 2016	0.23
Diluted per share contribution from Licensing Business reported in discontinued operations	\$ 0.13