

PVH CORP. /DE/

Form S-8 POS

August 30, 2017

As filed with the Securities and Exchange Commission on August 30, 2017

Registration No. 333-109000

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 7

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

PVH CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

200 Madison Avenue
New York, New York 10016
(212) 381-3500

(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

13-1166910

(I.R.S. Employer Identification Number)

Mark D. Fischer

Executive Vice President,
General Counsel and Secretary

200 Madison Avenue
New York, New York 10016
(212) 381-3500

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

PVH CORP.

2003 STOCK OPTION PLAN

(Full title of the plan)

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 (do not check if a smaller reporting
company)

Smaller

reporting company

Emerging growth company

Explanatory Note

PVH Corp. (the "Registrant") is filing this Post-Effective Amendment No. 7 to its Registration Statement on Form S-8, Registration No. 333-109000, initially filed with the Securities and Exchange Commission (the "SEC") on September 22, 2003 (the "2003 Form S-8"). The Registrant is making this filing to deregister shares of its common stock, par value \$1.00 per share (the "Common Stock"), registered under the 2003 Form S-8 for issuance, offer or sale pursuant to the Registrant's 2003 Stock Option Plan (the "2003 Plan"). A total of 5,400,000 shares of Common Stock were registered for issuance, offer or sale under the 2003 Form S-8.

On June 13, 2006, the Registrant's stockholders approved the Registrant's 2006 Stock Incentive Plan (the "2006 Plan") and, on June 23, 2011, the Registrant's stockholders approved the material terms of the 2006 Plan. Pursuant to the 2006 Plan, any shares of the Common Stock that became available under the 2003 Plan because of expirations, cancellations and terminations of outstanding options without exercise were to be assigned to, and made available for issuance under, the 2006 Plan. Since August 29, 2015, 1,300 shares of Common Stock underlying outstanding options under the 2003 Plan were forfeited because of expirations, cancellations and terminations of such options.

Accordingly, these 1,300 shares of Common Stock are hereby deregistered and, as a result, no shares of Common Stock remain available for issuance, offer or sale under the 2003 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, PVH Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30th day of August, 2017.

PVH CORP.

By: /s/ Emanuel Chirico
 Emanuel Chirico
 Chairman 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 indicated on the 30th day of August, 2017.

Signature	Title
/s/ Emanuel Chirico Emanuel Chirico	Chairman and Chief Executive Officer; Director (Principal Executive Officer)
/s/ Michael Shaffer Michael Shaffer	Executive Vice President and Chief Operating & Financial Officer (Principal Financial Officer)
/s/ James W. Holmes James W. Holmes	Senior Vice President and Controller (Principal Accounting Officer)
/s/ Mary Baglivo Mary Baglivo	Director
/s/ Brent Callinicos Brent Callinicos	Director
/s/ Juan Figuereo Juan Figuereo	Director
/s/ Joseph Fuller Joseph Fuller	Director
/s/ V. James Marino V. James Marino	Director
/s/ Geraldine (Penny) McIntyre Geraldine (Penny) McIntyre	Director
/s/ Amy McPherson Amy McPherson	Director
/s/ Henry Nasella Henry Nasella	Director
/s/ Edward Rosenfeld	

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Edward Rosenfeld Director

/s/ Craig Rydin
Craig Rydin Director

/s/ Judith Amanda Sourry
Knox
Judith Amanda Sourry Knox Director