

PVH CORP. /DE/  
Form S-8 POS  
September 03, 2015

As filed with the Securities and Exchange Commission on September 3, 2105

Registration No. 333-29765

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Post-Effective Amendment No. 3

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, Esq.  
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.

1997 STOCK OPTION PLAN

(Full title of the plan)

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With Copy to:

MARTHA N. STEINMAN, ESQ.  
HOGAN LOVELLS US LLP  
875 THIRD AVENUE  
NEW YORK, NY 10022  
(212) 918-3000

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(do not check if a smaller reporting company)

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Explanatory Note

PVH Corp. (the “Registrant”) is filing this Post-Effective Amendment No. 3 to Registration Statement on Form S-8, Registration No. 333-41068, initially filed with the Securities and Exchange Commission (the “SEC”) on June 20, 1997 (the “1997 Form S-8”). Under the 1997 Form S-8, the Registrant registered 2,500,000 shares of its common stock, par value \$1.00 per share (the “Common Stock”), for issuance, offer or sale pursuant to the Registrant’s 1997 Stock Option Plan (the “1997 Plan”).

The Registrant is making this filing to reflect that no shares of Common Stock remain available for issuance, offer or sale under the 1997 Plan.

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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 3rd day of September, 2015.

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 3rd day of September, 2015.

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| /s/ Emanuel Chirico<br>Emanuel Chirico   | Chairman and Chief Executive Officer;<br>Director (Principal Executive Officer)                      |
| /s/ Michael Shaffer<br>Michael Shaffer   | Executive Vice President and Chief<br>Operating & Financial Officer<br>(Principal Financial Officer) |
| /s/ Bruce Goldstein<br>Bruce Goldstein   | Senior Vice President and Controller<br>(Principal Accounting Officer)                               |
| /s/ Mary Baglivo<br>Mary Baglivo         | Director   |
| /s/ Brent Callinicos<br>Brent Callinicos | Director   |
| /s/ Juan Figuereo<br>Juan Figuereo       | Director   |
| /s/ Joseph Fuller<br>Joseph Fuller       | Director   |
| /s/ V. James Marino<br>V. James Marino   | Director   |

/s/ G. Penny McIntyre  
G. Penny McIntyre                      Director

/s/ Henry Nasella  
Henry Nasella                              Director

/s/ Edward Rosenfeld  
Edward Rosenfeld                         Director

/s/ Craig Rydin  
Craig Rydin                                 Director