

PVH CORP. /DE/

Form DEFA14A

June 07, 2017

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

PVH CORP.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Supplement to Definitive Proxy Statement for Annual Meeting of Stockholders

To Be Held Thursday, June 15, 2017

This proxy statement supplement ("Supplement") updates and amends the definitive proxy statement filed by PVH Corp. (the "Company") with the Securities and Exchange Commission on May 5, 2017 (the "Original Proxy Statement") regarding the Company's 2017 Annual Meeting of Stockholders ("2017 Annual Meeting") to be held on Thursday, June 15, 2017 at 8:45 a.m. Eastern Daylight Savings Time at The Graduate Center, City University of New York, 365 Fifth Avenue, Elebash Recital Hall, Main Level, New York, New York 10016.

This Supplement serves as notice that Juan R. Figueroe, one of the members of the Company's Board of Directors (the "Board") and a nominee for director at the 2017 Annual Meeting, informed the Company on June 6, 2017 that he retired as Executive Vice President and Chief Financial Officer of Revlon, Inc. effective immediately. Pursuant to the Company's Corporate Governance Guidelines, Mr. Figueroe submitted his resignation as a member of the Board for consideration by the Board's Nominating, Governance & Management Development Committee (the "Committee") and the Board due to this change in his primary occupation. The members of the Committee and the Board determined that the change in Mr. Figueroe's occupation will not impair his ability to serve on the Board effectively and determined not to accept Mr. Figueroe's resignation. Accordingly, Mr. Figueroe will continue to stand for re-election as a director at the 2017 Annual Meeting.

This Supplement does not change the proposals to be acted upon at the 2017 Annual Meeting or the Board's recommendations thereon, which are described in the Original Proxy Statement.