

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Baxter Scott H</u>  (Last) (First) (Middle) 400 N. ELM STREET  (Street) GREENSBORO NC 27401  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Kontoor Brands, Inc. [ KTB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chair, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/28/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	05/28/2024		M		80,880	A	\$25.268	399,068.213	D	
Common Stock	05/28/2024		S		74,571	D	\$71.763 <sup>(2)</sup>	324,497.213	D	
Common Stock	05/28/2024		S		6,309	D	\$72.788 <sup>(3)</sup>	318,188.213	D	
Common Stock	05/29/2024		M		29,212	A	\$25.268	347,400.213	D	
Common Stock	05/29/2024		S		29,212	D	\$71.522 <sup>(4)</sup>	318,188.213	D	
Common Stock								1,165	I	2021 GRAT
Common Stock								3,750	I	2021 GRAT #2
Common Stock								3,376	I	2021 GRAT #3
Common Stock								43,271	I	2022 GRAT #1
Common Stock								380	I	By Son
Common Stock								107,127.214	I	by Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$25.2684	05/28/2024		M		80,880		(5)	02/22/2026	Common Stock	80,880	\$0	54,544	D	
Stock Option (Right to Buy)	\$25.2684	05/29/2024		M		29,212		(5)	02/22/2026	Common Stock	29,212	\$0	25,332	D	

**Explanation of Responses:**

- Common stock includes restricted stock units.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.50 to \$72.47. The reporting person undertakes to provide to Kontoor Brands, Inc., any security holder of Kontoor Brands, Inc., or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.50 to \$73.0650. The reporting person undertakes to provide to Kontoor Brands, Inc., any security holder of Kontoor Brands, Inc., or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.50 to \$71.605. The reporting person undertakes to provide to Kontoor Brands, Inc., any security holder of Kontoor Brands, Inc., or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- This option vested as follows: 45,142 shares vested on 2/23/2017; 45,142 shares vested on 2/23/2018; and 45,140 shares vested on 2/23/2019.

/s/ Thomas L. Doerr, Jr. for Scott 05/30/2024  
 H. Baxter (Pursuant to Signing)

[Authority on File](#)

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**