

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): May 31, 2025

KONTOOR BRANDS, INC.

(Exact name of registrant as specified in charter)

North Carolina
(State or other jurisdiction
of incorporation)

001-38854
(Commission file number)

83-2680248
(I.R.S. employer
identification number)

400 N. Elm Street
Greensboro, North Carolina 27401
(Address of principal executive offices)

(336) 332-3400
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Common Stock, no par value	KTB	New York Stock Exchange

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. o

Item 2.01. Completion of Acquisition or Disposition of Assets.

On May 31, 2025, Kontoor Brands, Inc. (the “Company”) acquired all of the issued and outstanding share capital of CTC Triangle B.V., a Netherlands private limited liability company, which is the parent of a group of companies (the “Group Companies”) operating Helly Hansen, the global outdoor and workwear brand (the “Acquisition”). The Acquisition was consummated in accordance with the terms and conditions of that certain Share Purchase Agreement, dated as of February 18, 2025, among the Company, Canadian Tire Corporation, Limited and Kontoor Nordic Holdings AS, a wholly-owned subsidiary of the Company. The Company filed the Purchase Agreement with the Securities and Exchange Commission on February 21, 2025 as Exhibit 2 to its Current Report on Form 8-K dated February 18, 2025.

The consideration paid for the Acquisition was approximately \$960 million, which includes working capital and other closing adjustments. The Company financed the Acquisition through a combination of excess cash on hand and by borrowing under its Second Amended and Restated Credit Agreement, dated as of April 8, 2025. The Company filed its Second Amended and Restated Credit Agreement with the Securities and Exchange Commission on April 8, 2025 as Exhibit 10.1 to its Current Report on Form 8-K dated April 8, 2025.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On June 2, 2025, Andrew E. Page resigned from the Board of Directors of the Company (the “Board”) including all committees thereof, effective immediately, and the size of the Board was reduced to seven members.

Mr. Page was a member of the Audit Committee and the Talent and Compensation Committee of the Board. Mr. Page resigned voluntarily in conjunction with the closing of the Acquisition as Helly Hansen is a competitor to a brand owned by the company where Mr. Page currently serves as Chief Financial Officer. Mr. Page’s decision was not a result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Mr. Page was a valued member of the Board of Directors and the Company thanks Mr. Page for his service and contributions to the Company.

Item 9.01. Financial Statements and Exhibits.

(a) The required financial statements of the Group Companies will be filed by amendment to this Current Report on Form 8-K not later than August 15, 2025 (which is 71 calendar days after the date that this initial Current Report on Form 8-K is required to be filed).

(b) The required pro forma financial information will be filed by amendment to this Current Report on Form 8-K not later than August 15, 2025 (which is 71 calendar days after the date that this initial Current Report on Form 8-K is required to be filed).

(c) Not applicable.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99</u>	Press release issued by Kontoor Brands, Inc., dated June 2, 2025, announcing the closing of the acquisition of Helly Hansen.
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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.

Date: June 2, 2025

KONTOOR BRANDS, INC.

By: /s/ Thomas L. Doerr, Jr.

Name: Thomas L. Doerr, Jr.

Title: Executive Vice President, General Counsel and Secretary



KONTOOR BRANDS COMPLETES ACQUISITION OF HELLY HANSEN®

GREENSBORO, N.C. - June 2, 2025 - Kontoor Brands, Inc. (NYSE: KTB) today announced that it has completed the previously announced acquisition of *Helly Hansen*, the global outdoor and workwear brand.

"Today marks an exciting step forward for Kontoor as we expand our portfolio of iconic consumer brands. The acquisition of Helly Hansen will increase our growth profile, drive greater category, channel and geographic diversification, and increase our penetration in the attractive outdoor and workwear markets," said Scott Baxter, President, Chief Executive Officer and Chairman of Kontoor Brands. "I want to thank the entire Helly Hansen team for their partnership as we have worked toward this exciting milestone. Together, I am more confident than ever we will create significant long-term value for our shareholders."

Helly Hansen is expected to be immediately accretive to the Company's revenue, adjusted earnings per share and cash flow in fiscal 2025, consistent with the Company's outlook provided on May 6, 2025.

About Kontoor Brands

Kontoor Brands, Inc. (NYSE: KTB) is a portfolio of three of the world's most iconic lifestyle, outdoor and workwear brands: *Wrangler*®, *Lee*® and *Helly Hansen*®. Kontoor Brands is a purpose-led organization focused on leveraging its global platform, strategic sourcing model and best-in-class supply chain to drive brand growth and deliver long-term value for its stakeholders. For more information about Kontoor Brands, please visit www.KontoorBrands.com.

Forward-Looking Statements

Certain statements included in this release are "forward-looking statements" within the meaning of the federal securities laws. Forward-looking statements are made based on our expectations and beliefs concerning future events impacting the Company and therefore involve several risks and uncertainties. You can identify these statements by the fact that they use words such as "will," "anticipate," "estimate," "expect," "should," "may" and other words and terms of similar meaning or use of future dates. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these forward-looking statements, other than as required under the U.S. federal securities laws. Potential risks and uncertainties that could cause the actual results of operations or financial condition of the Company to differ materially from those expressed or implied by forward-looking statements in this release include, but are not limited to: macroeconomic conditions, including elevated interest rates, moderating inflation, fluctuating foreign currency exchange rates, global supply chain issues and inconsistent consumer demand, continue to adversely impact global economic conditions and have had, and may continue to have, a negative impact on the Company's business, results of operations,

financial condition and cash flows (including future uncertain impacts); the level of consumer demand for apparel; reliance on a small number of large customers; potential difficulty in successfully integrating Helly Hansen and/or in achieving the expected growth, cost savings and/or synergies from the acquisition; supply chain and shipping disruptions, which could continue to result in shipping delays, an increase in transportation costs and increased product costs or lost sales; intense industry competition; the ability to accurately forecast demand for products; the Company's ability to gauge consumer preferences and product trends, and to respond to constantly changing markets; the Company's ability to maintain the images of its brands; changes to trade policy, including tariffs, reciprocal tariffs and import/export regulations; disruption and volatility in the global capital and credit markets and its impact on the Company's ability to obtain short-term or long-term financing on favorable terms; the Company maintaining satisfactory credit ratings; restrictions on the Company's business relating to its debt obligations; increasing pressure on margins; e-commerce operations through the Company's direct-to-consumer business; the financial difficulty experienced by the retail industry; possible goodwill and other asset impairment; the ability to implement the Company's business strategy; the stability of manufacturing facilities and foreign suppliers; fluctuations in wage rates and the price, availability and quality of raw materials and contracted products, including as a result of tariffs and reciprocal tariffs; the reliance on a limited number of suppliers for raw material sourcing and the ability to obtain raw materials on a timely basis or in sufficient quantity or quality; disruption to distribution systems; seasonality; unseasonal or severe weather conditions; potential challenges with the Company's implementation of Project Jeanius; the Company's and its vendors' ability to maintain the strength and security of information technology systems; the risk that facilities and systems and those of third-party service providers may be vulnerable to and unable to anticipate or detect data security breaches and data or financial loss or maintain operational performance; ability to properly collect, use, manage and secure consumer and employee data; legal, regulatory, political and economic risks; the impact of climate change and related legislative and regulatory responses; stakeholder response to sustainability issues, including those related to climate change; compliance with anti-bribery, anti-corruption and anti-money laundering laws by the Company and third-party suppliers and manufacturers; changes in tax laws and liabilities; the costs of compliance with or the violation of national, state and local laws and regulations for environmental, consumer protection, employment, privacy, safety and other matters; continuity of members of management; labor relations; the ability to protect trademarks and other intellectual property rights; the ability of the Company's licensees to generate expected sales and maintain the value of the Company's brands; volatility in the price and trading volume of the Company's common stock; anti-takeover provisions in the Company's organizational documents; and fluctuations in the amount and frequency of our share repurchases. Many of the foregoing risks and uncertainties will be exacerbated by any worsening of the global business and economic environment.

More information on potential factors that could affect the Company's financial results are described in detail in the Company's most recent Annual Report on Form 10-K and in other reports and statements that the Company files with the SEC.

Contacts

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