
**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): October 22, 2023

V.F. Corporation

(Exact name of registrant as specified in charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

1-5256
(Commission
File Number)

23-1180120
(IRS Employer
Identification No.)

**1551 Wewatta Street
Denver, Colorado 80202**
(Address of principal executive offices)

(720) 778-4000
(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, without par value, stated capital \$.25 per share | VFC | New York Stock Exchange |
| 4.125% Senior Notes due 2026 | VFC26 | New York Stock Exchange |
| 0.250% Senior Notes due 2028 | VFC28 | New York Stock Exchange |
| 4.250% Senior Notes due 2029 | VFC29 | New York Stock Exchange |
| 0.625% Senior Notes due 2032 | VFC32 | 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.

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

On October 22, 2023, the Board of Directors (the “Board”) of VF Corporation (“VF” or the “Company”), upon the recommendation of the Governance and Corporate Responsibility Committee of the Board (the “Governance Committee”), increased the size of the Board to twelve members and elected Trevor A. Edwards as a director, effective immediately, to serve until VF’s 2024 annual meeting of shareholders. Mr. Edwards will serve on the Governance Committee and the Talent and Compensation Committee of the Board. Mr. Edwards, 60, currently serves as a strategic advisor for leading direct-to-consumer brands and investment firms. From 2013 until 2018, Mr. Edwards served as the President of Nike, Inc. Between 1992 and 2013, he held other leadership roles at Nike including EVP Global Brand and Category Management, Chief Marketing Officer, Vice President Marketing (US), and Vice President Marketing (EMEA). Mr. Edwards is currently serving on the Board of Directors of Funko Inc.

Mr. Edwards will receive compensation in the amounts and forms paid to other non-employee members of the Board, as described in VF’s proxy statement for its 2023 annual meeting of shareholders. The Board has determined that Mr. Edwards is independent in accordance with the listing standards of the New York Stock Exchange and the independence standards in VF’s Corporate Governance Principles. There are no arrangements or understandings between Mr. Edwards and any other persons pursuant to which he was elected as a member of the Board. Mr. Edwards has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the press release announcing the election of Mr. Edwards as a director of the Company is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Exhibit Title or Description</u> |
|--------------------|--|
| 99.1 | Press release issued by VF Corporation on October 23, 2023. |
| 104 | Cover Page Interactive Data File (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.

V.F. CORPORATION

By: /s/ Jennifer S. Sim
Name: Jennifer S. Sim
Title: Executive Vice President, General Counsel &
Secretary

Date: October 23, 2023



**VF CORPORATION APPOINTS TREVOR A. EDWARDS
TO BOARD OF DIRECTORS**

DENVER – October 23, 2023 – VF Corporation (NYSE: VFC), a global leader in branded lifestyle apparel, footwear and accessories, today announced the appointment of Trevor A. Edwards to the company’s Board of Directors, effective October 22, 2023. Edwards brings more than 25 years of marketing, global brand and general management experience in apparel and footwear. He will serve on the Board’s Talent and Compensation Committee, as well as the Governance and Corporate Responsibility Committee.

Edwards currently serves as a strategic advisor to direct-to-consumer brands and investment firms. From 2013 until 2018, he was the President of Nike, Inc., reporting directly to the CEO, with oversight of the Geographic Regions, Category Business, Direct-to-Consumer Units, Product and Merchandising Divisions, Global Marketing, Sales, and Digital Technology. Between 1992 and 2013, he held other leadership roles at Nike including EVP Global Brand and Category Management, Chief Marketing Officer, Vice President Marketing (US), and Vice President Marketing (EMEA).

Edwards began his professional career at Colgate Palmolive in 1986, and served in positions of increasing responsibility, including Global Business Development Manager. He currently serves on the Board of Directors of Funko Inc., and previously served on Mattel Inc.’s Board of Directors.

Chair of the VF Board, Richard Carucci, said, “We’re thrilled to welcome Trevor to our Board. He is a highly accomplished executive with extensive experience in apparel and footwear that will be valuable to VF as we continue to deepen our brands’ relationships with consumers, strengthen product innovation, and improve operational effectiveness. His experience will further strengthen the Board’s depth of talent and is part of the Board’s ongoing work to evaluate and regularly refresh its composition to ensure depth of expertise and diversity of perspectives.”

“I am excited to join the VF Board at such an important time and look forward to contributing my experience and insights as the company looks to deepen its connections with consumers and adapt to evolving marketplace dynamics,” said Edwards. “Having worked in the apparel and footwear industry for decades, I know and respect VF’s well-earned reputation and am a personal fan of its iconic brands and its purpose-driven culture. I’m eager to work alongside VF’s strong Board and management team to build on that legacy and deliver stronger returns for shareholders.”

With the addition of Edwards, VF has appointed three new directors to its Board over the past 18 months who collectively bring experience in footwear and apparel, retail, design, technology, and sustainability.

About VF Corporation

Founded in 1899, VF Corporation is one of the world's largest apparel, footwear and accessories companies connecting people to the lifestyles, activities and experiences they cherish most through a family of iconic outdoor, active and workwear brands including *Vans*[®], *The North Face*[®], *Timberland*[®] and *Dickies*[®]. Our purpose is to power movements of sustainable and active lifestyles for the betterment of people and our planet. We connect this purpose with a relentless drive to succeed to create value for all stakeholders and use our company as a force for good. For more information, please visit vfc.com.

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