

Gildan Activewear Inc.
Form S-8 POS
November 12, 2015

As filed with the Securities and Exchange Commission on November 12, 2015

Registration No. 333-36880

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

Gildan Activewear Inc.
(Exact Name of Registrant as Specified in its Charter)

| | |
|---|---|
| Canada (State or Other Jurisdiction of Incorporation or Organization) | Not Applicable (IRS Employer Identification No.) |
|---|---|

600 de Maisonneuve Boulevard West
Montréal, Québec
Canada H3A 3J2
(514) 735-2023

(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Long Term Incentive Plan of Gildan Activewear Inc., as amended
(formerly titled the Gildan Activewear Inc. Stock Option Plan)
(Full Title of the Plan)

Gildan USA Inc.
1980 Clements Ferry Road,
Charleston, SC 29492
(843) 606-3600

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copy to:

Donald R.
Crawshaw
Sullivan &
Cromwell LLP
125 Broad Street
New York, NY
10004
(212) 558-4000

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 the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). (Check one):

| | | | |
|---|---|---|--|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
|---|---|---|--|

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment relates to the Registration Statement on Form S-8 (File No. 333-36880) filed by Gildan Activewear Inc. (the “Registrant”) on May 11, 2000 (the “Registration Statement”). The Registrant has terminated the offering of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering, the Registrant hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montréal, Province of Québec, Canada, on November 11, 2015.

GILDAN ACTIVEWEAR INC.

By: /s/ Lindsay Matthews
 Name: Lindsay Matthews
 Title: Vice-President, General Counsel
 and Corporate Secretary

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities indicated City of Montréal, Province of Québec, Canada, on the dates indicated:

| SIGNATURE | CAPACITY | DATE |
|--|---|-------------------|
| /s/ Glenn J. Chamandy Glenn J. Chamandy | President and Chief Executive Officer, Director | November 11, 2015 |
| /s/ Rhodri J. Harries Rhodri J. Harries | Executive Vice-President, Chief Financial and Administrative Officer (principal financial officer) | November 11, 2015 |
| /s/ Nicolas Lavoie Nicolas Lavoie | Senior Vice President, Finance (principal accounting officer) | November 11, 2015 |
| /s/ William d. Anderson William D. Anderson | Chairman of the Board | November 11, 2015 |
| /s/ Donald C. Berg Donald C. Berg | Director | November 11, 2015 |
| /s/ Russell Goodman Russell Goodman | Director | November 11, 2015 |
| /s/ Russ Hagey Russ Hagey | Director | November 11, 2015 |

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/s/ George Heller
George Heller

Director

November 11, 2015

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| SIGNATURE | CAPACITY | DATE |
|---|----------|-------------------|
| <i>/s/ Anne Martin-Vachon</i> Anne Martin-Vachon | Director | November 11, 2015 |
| <i>/s/ Sheila O'Brien</i> Sheila O'Brien | Director | November 11, 2015 |
| <i>/s/ Gonzalo F. Valdes-Fauli</i> Gonzalo F. Valdes-Fauli | Director | November 11, 2015 |

SIGNATURE OF THE AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Post-Effective Amendment No. 1 to the Registration Statement in the City of Charleston, State of South Carolina on November 11, 2015.

AUTHORIZED U.S. REPRESENTATIVE

By: /s/ Andrew Colvin
Name: Andrew Colvin
Title: Director, Legal Affairs and
Authorized Representative in the United
States