

PVH CORP. /DE/  
Form SC 13D/A  
December 21, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**PVH CORP.**

(Name of Issuer)

Common Stock, \$1.00 par value per share

(Title of Class of Securities)

718592 10 8

(CUSIP Number)

Ryerson Symons, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017

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(212) 455-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 20, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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 control number.**

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Tommy Hilfiger Holding S.à.r.l.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Luxembourg

7. Sole Voting Power

Number of

Shares

8. Shared Voting Power

Beneficially

Owned by

0

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Nova Liquidator Ltd

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

British Virgin Islands

7. Sole Voting Power  
Number of  
Shares

8. Shared Voting Power

Beneficially

Owned by  
Each

0

9. Sole Dispositive Power

Reporting  
Person

10. Shared Dispositive Power

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax US VII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

7. Sole Voting Power

Number of

Shares

8. Shared Voting Power

Beneficially

Owned by

0

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN



CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax Europe VI-A, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United Kingdom

7. Sole Voting Power  
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 0

Each 9. Sole Dispositive Power

Reporting 10. Shared Dispositive Power

Person

With: 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax Europe VI-1, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United Kingdom

7. Sole Voting Power

Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 0  
9. Sole Dispositive Power

Each

Reporting 10. Shared Dispositive Power

Person

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax US VII GP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

7. Sole Voting Power

Number of

Shares

8. Shared Voting Power

Beneficially

Owned by

0

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

PN

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax US VII GP, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cayman Islands

7. Sole Voting Power  
Number of  
Shares

8. Shared Voting Power

Beneficially

Owned by  
Each

0

9. Sole Dispositive Power

Reporting  
Person

10. Shared Dispositive Power

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO



CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax Europe VI GP L.P. Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Guernsey

7. Sole Voting Power  
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 0  
Each 9. Sole Dispositive Power

Reporting 10. Shared Dispositive Power  
Person

With:  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax Europe VI GP Co. Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Guernsey

7. Sole Voting Power  
Number of

Shares 8. Shared Voting Power

Beneficially

Owned by 0  
Each 9. Sole Dispositive Power

Reporting 10. Shared Dispositive Power  
Person

With:  
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

Apax Partners Europe Managers Ltd

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United Kingdom

7. Sole Voting Power

Number of

Shares

8. Shared Voting Power

Beneficially

Owned by

0

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

OO

CUSIP No. 718592 10 8

1. Names of Reporting Persons.

**John F. Megrue**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**OO**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States**

7. Sole Voting Power

Number of

Shares

8. Shared Voting Power

Beneficially

Owned by

**0**

Each

9. Sole Dispositive Power

Reporting

10. Shared Dispositive Power

Person

With:

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**0**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

IN



This Amendment No. 2 to Schedule 13D relates to the Common Stock, \$1.00 par value per share (the Common Stock ), of PVH Corp. (formerly known as Phillips-Van Heusen Corporation), a Delaware corporation (the Issuer ), and amends and supplements certain information disclosed in the initial statement on Schedule 13D, dated May 17, 2010, by the Reporting Persons, as amended and supplemental by Amendment No. 1, dated May 5, 2011 (together, the Schedule 13D ). The principal executive offices of the Issuer are located at 200 Madison Avenue, New York, New York 10016. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety as follows

As of the close of business on December 20, 2011, the Reporting Persons do not beneficially own any Common Stock.

Item 5(c) is hereby amended and restated to read as follows:

Schedule A annexed hereto lists all transactions in the Shares during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

Item 5(d) is hereby amended and restated to read as follows:

To the best knowledge of the Reporting Persons, except for the agreements described in this Schedule 13D, no one other than the Reporting Persons, or the holders of interests in the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock.

Item 5(e) is hereby amended and restated to read as follows:

As of December 20, 2011, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Common Stock of the Issuer.

**Signatures**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: December 21, 2011

**TOMMY HILFIGER HOLDING S.À.R.L.**

By: Nova Liquidator LTD

By: /s/ M. Alain Steichen

Name: M. Alain Steichen

Title: Authorized Signatory

**NOVA LIQUIDATOR LTD**

By: /s/ M. Alain Steichen

Name: M. Alain Steichen

Title: Authorized Signatory

**APAX WW NOMINEES LTD., AS NOMINEE**

**FOR APAX EUROPE VI - A, L.P. AND APAX**

**EUROPE VI - 1, L.P.**

By: /s/ Steve Hare

Name: Steve Hare

Title: Director

By: /s/ Martin Halusa

Name: Martin Halusa

Title: Director

**FOR AND ON BEHALF OF APAX PARTNERS**

**EUROPE MANAGERS LTD, AS MANAGER OF**

**APAX EUROPE VI - A, L.P.**

By: /s/ Nico Hansen

Name: Nico Hansen

Title: Director

By: /s/ Martin Halusa

Name: Martin Halusa

Title: Director

**FOR AND ON BEHALF OF APAX PARTNERS**

**EUROPE MANAGERS LTD, AS MANAGER OF**

**APAX EUROPE VI - 1, L.P.**

By: /s/ Nico Hansen  
Name: Nico Hansen  
Title: Director

By: /s/ Martin Halusa  
Name: Martin Halusa  
Title: Director

**APAX EUROPE VI GP L.P. INC.**

By: APAX EUROPE VI GP CO. LIMITED, its general partner

By: /s/ Denise Fallaize  
Name: Denise Fallaize  
Title: Director

**APAX EUROPE VI GP CO. LIMITED**

By: /s/ Denise Fallaize  
Name: Denise Fallaize  
Title: Director

**APAX PARTNERS EUROPE MANAGERS LTD**

By: /s/ Nico Hansen  
Name: Nico Hansen  
Title: Director

By: /s/ Martin Halusa  
Name: Martin Halusa  
Title: Director

**APAX US VII, L.P.**

By: APAX US VII GP, L.P., its general partner

By: APAX US VII GP, LTD., its general partner

By: /s/ John Megrue  
Name: John Megrue  
Title: CEO

**APAX US VII GP, L.P.**

By: APAX US VII GP, LTD., its general partner

By: /s/ John Megrue  
Name: John Megrue  
Title: CEO

**APAX US VII GP, LTD.**

By: /s/ John Megrue  
Name: John Megrue  
Title: CEO

**JOHN F. MEGRUE**

By: /s/ John Megrue

Schedule A

Transactions in the Common Stock During the Past Sixty Days

<u>Shares of Common Stock</u>	<u>Price per share (\$)</u>	<u>Date of Purchase/Sale</u>
<u>Purchased/(Sold)</u>		
	<u>Tommy Hilfiger Holding S.a.r.l.</u>	
(4,422,322)	\$65.70	12/20/11
	<u>Nova Liquidator Ltd</u>	
	None.	
	<u>Apax US VII, L.P.</u>	
	None.	
	<u>Apax Europe VI-A, L.P.</u>	
	None.	
	<u>Apax Europe VI-1, L.P.</u>	
	None.	
	<u>Apax US VII GP, L.P.</u>	
	None.	
	<u>Apax US VII, GP, Ltd</u>	
	None.	
	<u>Apax Europe VI GP L.P. Inc.</u>	
	None.	
	<u>Apax Europe VI GP Co. Limited</u>	
	None.	
	<u>Apax Partners Europe Managers Ltd</u>	
	None.	
	<u>John F. Megrue</u>	
	None.	