

CARTERS INC
Form 8-K
February 24, 2010

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): February 18, 2010

Carter's, Inc.
(Exact name of Registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or other jurisdiction of incorporation) | 001-31829 (Commission File Number) | 13-3912933 (I.R.S. Employer Identification No.) |
|---|--|---|

The Proscenium,
1170 Peachtree Street NE, Suite 900
Atlanta, Georgia 30309
(Address of principal executive offices, including zip code)

(404) 745-2700
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Directors

On February 18, 2010, the Board of Directors appointed Amy Woods Brinkley as a Director of Carter's, Inc. (the "Company"), effective immediately.

The Company compensates its Directors with a one-time grant of restricted common stock valued at \$100,000 subject to a three-year cliff vesting provision. In addition, at its annual meeting of shareholders, the Company provides its Directors with an annual grant of common stock valued at \$100,000 and an annual cash retainer of \$30,000. The Company also provides Directors with committee chair retainers and meeting fees.

A copy of the press release announcing Ms. Brinkley's appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibits – The following exhibit is furnished as part of this Current Report on Form 8-K.

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press Release issued by Carter's, Inc., on February 24, 2010 announcing the appointment of Amy Woods Brinkley to the Board of Directors. |

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, Carter's, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

February 24, 2010

CARTER'S, INC.

By: /s/ BRENDAN M.
GIBBONS
Name: Brendan M. Gibbons
Title: Senior Vice President of
Legal and Corporate
Affairs, General Counsel,
and Secretary