

CARTERS INC  
Form 8-K  
February 24, 2015

**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, 2015**

**Carter s, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-31829**  
**(Commission**

**File Number)**  
**Phipps Tower**

**13-3912933**  
**(I.R.S. Employer**

**Identification No.)**

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**3438 Peachtree Road NE, Suite 1800**

**Atlanta, Georgia 30326**

**(Address of principal executive offices, including zip code)**

**(678) 791-1000**

**(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:

- .. 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))

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

(b) On February 18, 2015, John R. Welch, a Class III director of Carter's, Inc. (the Company), notified the Company of his intention to retire from the Board of Directors upon the expiration of his term effective immediately following the Company's 2015 Annual Meeting of Shareholders, which is scheduled to occur in May 2015.

**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 23, 2015

CARTER S, INC.

By: /s/ MICHAEL C. WU

Name: Michael C. Wu

Title: *Senior Vice President, General Counsel  
and Secretary*