

CARTERS INC  
Form DEFA14A  
May 02, 2018

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

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Carter s, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

Dear Shareholder,

At the upcoming 2018 Annual Meeting of Shareholders on May 17, 2018 (the Annual Meeting ) of Carter s, Inc. (the Company ), you will be asked to vote on whether to approve the Company s Amended and Restated Equity Incentive Plan ( Proposal Number Three ). As more fully described in Proposal Number Three in the definitive proxy statement filed with the Securities and Exchange Commission on April 4, 2018 (the Proxy ), the Company is asking its shareholders to approve, among other things, an increase to the number of shares of the Company s stock that are available for issuance under the existing equity plan.

Below is additional information about the Company s existing equity plan, as of the record date, that may be useful to shareholders when considering Proposal Number Three:

There were 1,628,186 stock options outstanding, with a weighted-average exercise price of \$70.73 and a weighted-average contractual life of 6.3 years.

There were 386,169 unvested shares of restricted and performance stock (in aggregate) outstanding, with a weighted-average grant-date fair value of \$97.44.

As previously disclosed in the Proxy, as of the record date, there were 47,149,446 shares of common stock issued and outstanding and 690,523 shares of common stock remained available for future grants and awards under the existing equity plan.

The Company s board of directors recommends that you vote FOR Proposal Number Three and each of the other proposals described in the Proxy.

Sincerely,

Michael C. Wu

*Senior Vice President of Legal and Corporate*

*Affairs, General Counsel & Secretary*

Atlanta, Georgia

May 2, 2018