

CARTERS INC  
Form S-8  
November 03, 2011

---

---

As filed with the Securities and Exchange Commission on November 3, 2011

Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

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)

\_\_\_\_\_  
Amended and Restated Equity Incentive Plan  
(Full title of the plan)

\_\_\_\_\_  
Brendan M. Gibbons  
Senior Vice President of Legal & Corporate Affairs, General Counsel, and Secretary  
The Proscenium  
1170 Peachtree Street NE, Suite 900  
Atlanta, Georgia 30309  
Telephone: (404) 745-2700  
Facsimile: (404) 892-0968  
(Name, address, and telephone number, including area code, of agent for service)

---

Please send copies of all communications to:

Joel F. Freedman, Esq.

Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
Telephone: 617-951-7000  
Facsimile: 617-951-7050

---

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 definition of “large accelerated filer, accelerated filer, and smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one)

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

---

---

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.01 par value per share	3,725,000 shares	\$ 37.73	\$ 140,544,250	\$ 16,107

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement covers such additional number of shares of Carter's common stock as may be issued pursuant to the Carter's Amended and Restated Equity Incentive Plan, as a result of stock splits, stock dividends, or similar transactions.

(2) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h)(1) of the Securities Act of 1933, as amended, on the basis of the average high and low prices of the common stock, par value \$0.01 per share, as reported on the New York Stock Exchange on November 2, 2011.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Carter's, Inc., a Delaware corporation (the "Company" or the "Registrant"), to register an additional 3,725,000 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), that may be issued under the Registrant's Amended and Restated Equity Incentive Plan, formerly known as the Amended and Restated 2003 Equity Incentive Plan (the "Plan"). The Company previously filed a Registration Statement on Form S-8 (File No. 333-168446) registering 565,000 shares of Common Stock under the Plan on July 30, 2010 (the "Prior Registration Statement").

Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of the Prior Registration Statement, except with respect to Item 8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

- 4.1 Amended and Restated Equity Incentive Plan (previously filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A on April 5, 2011 and incorporated herein by reference).
- 4.2 Certificate of Incorporation of Carter's, Inc., as amended on May 12, 2006 (previously filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K on February 28, 2007 and incorporated herein by reference).
- 4.3 By-laws of Carter's, Inc. (previously filed as Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-98679) and incorporated herein by reference).
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).

## 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on November 3, 2011.

CARTER'S, INC.

By: /s/ BRENDAN  
M.  
GIBBONS

Name: Brendan  
M. Gibbons  
Title: Senior  
Vice President  
of Legal &  
Corporate  
Affairs,  
General  
Counsel, and  
Secretary

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ MICHAEL D. CASEY	Chairman and Chief Executive Officer (Principal Executive Officer)	November 3, 2011
Michael D. Casey		
/s/ RICHARD F. WESTENBERGER	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 3, 2011
Richard F. Westenberger		
/s/ AMY WOODS BRINKLEY	Director	November 3, 2011
Amy Woods Brinkley		
/s/ VANESSA J. CASTAGNA	Director	November 3, 2011
Vanessa J. Castagna		
/s/ A. BRUCE CLEVERLY	Director	November 3, 2011
A. Bruce Cleverly		
/s/ JEVIN S. EAGLE	Director	November 3, 2011
Jevin S. Eagle		
/s/ PAUL FULTON	Director	November 3, 2011
Paul Fulton		
/s/ WILLIAM J. MONTGORIS	Director	November 3, 2011

William J. Montgoris

/s/ DAVID PULVER      Director      November  
3, 2011

David Pulver

/s/ JOHN R.      Director      November  
WELCH      3, 2011

John R. Welch

/s/ THOMAS E.      Director      November  
WHIDDON      3, 2011

Thomas E. Whiddon

EXHIBIT INDEX

- 4.1 Amended and Restated Equity Incentive Plan (previously filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A on April 5, 2011 and incorporated herein by reference).
- 4.2 Certificate of Incorporation of Carter's, Inc., as amended on May 12, 2006 (previously filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K on February 28, 2007 and incorporated herein by reference).
- 4.3 By-laws of Carter's, Inc. (previously filed as Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-98679) and incorporated herein by reference).
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).