

CARTERS INC  
Form 8-K  
November 25, 2009

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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): November 19, 2009

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.)

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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))
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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

On November 19, 2009, Vanessa J. Castagna was elected to the Board of Directors of Carter's, Inc. The election is effective immediately.

In addition to other arrangements, Carter's, Inc. compensates its Directors with a one-time grant of restricted common stock valued at \$100,000 and an annual grant of common stock valued at \$100,000. Accordingly, Ms. Castagna was granted restricted common stock valued at \$100,000 based on the market price of Carter's, Inc. common stock as of November 19, 2009, which will vest on November 19, 2012. In addition, on November 19, 2009, Ms. Castagna was granted common stock valued at \$16,667, an amount pro-rated for Ms. Castagna's service in 2009.

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.

November 25, 2009

CARTER'S, INC.

By: /s/ BRENDAN M.  
GIBBONS  
Name: Brendan M. Gibbons  
Title: Vice President, General  
Counsel, and Secretary