

**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): March 26, 2020**

**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.)

**Phipps Tower,  
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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock par value \$0.01 per share	CRI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

As previously disclosed, Carter's, Inc. (the "Company") and certain of its domestic and foreign subsidiaries are party to Amendment No. 1 to the fourth amended and restated revolving credit agreement dated as of September 21, 2018, as may be further amended and restated (the "Amended Revolving Credit Agreement") with the lenders party thereto. The Amended Revolving Credit Agreement provides, among other things, a senior secured revolving credit facility of \$750 million. A description of the material terms of the Amended Revolving Credit Agreement is set forth in Item 2.03 of the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 26, 2018, which is incorporated in this Item 2.03 by reference.

To improve near-term liquidity in light of the uncertainty and disruption related to COVID-19, beginning on March 20, 2020, the Company's wholly-owned subsidiary, The William Carter Company, provided notices to its lenders to draw substantially all of the remaining availability under the Amended Revolving Credit Agreement. As of March 26, 2020, approximately \$749 million was drawn down (inclusive of letters of credit), and there was approximately \$1 million of unused borrowing capacity.

**Item 7.01 Regulation FD Disclosure.**

On March 26, 2020, the Company issued a press release announcing that, in addition to the draw on its Amended Revolving Credit Agreement discussed in Item 2.03 above, it has suspended store operations in the United State and Canada as of March 19, 2020 and is withdrawing financial guidance provided on February 24, 2020 for the first quarter of fiscal 2020 and fiscal year 2020. Additionally, to create additional financial flexibility, the Company announced that it is reducing costs, inventory commitments, and capital expenditures. With respect to return of capital initiatives, the Company announced that it has suspended its share repurchase program and its Board of Directors will evaluate future dividend declarations based on a number of factors, including business conditions, the Company's financial performance, and other considerations.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

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

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press release, dated March 26, 2020</a>
101	Cover Page Interactive Data File - the cover page tags are embedded within the Inline XBRL document
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL

**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.

March 26, 2020

CARTER'S, INC.

By: /s/ Scott F. Duggan

Name: Scott F. Duggan

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

**Contact:**

Sean McHugh  
Vice President & Treasurer  
(678) 791-7615

**Carter's, Inc. Announces Actions Taken to Address COVID-19 Outbreak**

ATLANTA, March 26, 2020 – Carter's, Inc. (NYSE:CRI), the largest branded marketer in North America of apparel exclusively for babies and young children, today provided a business update related to the COVID-19 pandemic.

"Carter's is taking steps to address the challenges related to the current global health crisis," said Michael D. Casey, Chairman and Chief Executive Officer. "We are focused on ensuring the safety of our customers and employees, serving the needs of families with young children through our wholesale and retail eCommerce capabilities, and improving our financial flexibility during this period of disruption in our business. We believe the strength of our brands and balance sheet, together with the support of our employees, customers, lenders and suppliers, will enable Carter's to manage through the challenges in the months ahead."

In light of the uncertainty and disruption related to COVID-19, the Company has taken the following actions:

- For the safety of customers and employees, the Company suspended store operations in the United States and Canada beginning on March 19, 2020. To support thousands of dedicated store employees affected by this decision, the Company plans to continue their compensation and benefits through early April. Legislation pending in the United States and recently enacted in Canada is expected to provide additional assistance to the Company's employees if store openings are delayed beyond early April due to continued concerns about their safety. The Company expects to reopen its stores as local conditions permit.
- To support consumer demand, the Company will continue to make its brands available 24/7 online at [www.carters.com](http://www.carters.com), [www.oshkosh.com](http://www.oshkosh.com), or [www.skiptop.com](http://www.skiptop.com). The Company's distribution centers continue to operate and fulfill online demand from consumers and its wholesale customers.
- The Company is withdrawing financial guidance provided on February 24, 2020 for the first quarter of fiscal 2020 and fiscal year 2020.
- To improve near-term liquidity, the Company has drawn substantially all of the \$750 million available under its revolving credit facility.

- To create additional financial flexibility, the Company is reducing costs, inventory commitments, and capital expenditures. With respect to return of capital initiatives, the Company has suspended its share repurchase program and its Board of Directors will evaluate future dividend declarations based on a number of factors, including business conditions, the Company's financial performance, and other considerations.

The Company expects to issue first quarter fiscal 2020 results and provide a business update at the end of April.

### **About Carter's, Inc.**

Carter's, Inc. is the largest branded marketer in North America of apparel exclusively for babies and young children. The Company owns the *Carter's* and *OshKosh B'gosh* brands, two of the most recognized brands in the marketplace. These brands are sold in leading department stores, national chains, and specialty retailers domestically and internationally. They are also sold through over 1,100 Company-operated stores in the United States, Canada, and Mexico and online at [www.carters.com](http://www.carters.com), [www.oshkosh.com](http://www.oshkosh.com), [www.cartersoshkosh.ca](http://www.cartersoshkosh.ca), and [www.carters.com.mx](http://www.carters.com.mx). The Company's *Child of Mine* brand is available at Walmart, its *Just One You* brand is available at Target, and its *Simple Joys* brand is available on Amazon. The Company also owns *Skip Hop*, a global lifestyle brand for families with young children. Carter's is headquartered in Atlanta, Georgia. Additional information may be found at [www.carters.com](http://www.carters.com).

### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws relating to our future performance, including statements with respect to planned store closures and cost cutting strategies. Such statements are based on current expectations only, and are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize or not materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. Certain of the risks and uncertainties that could cause actual results and performance to differ materially are described in the Company's most recently filed Annual Report on Form 10-K and other reports filed with the Securities and Exchange Commission from time to time under the headings "Risk Factors". Included among those risks are those related to: the effects of the current coronavirus outbreak; financial difficulties for one or more of our major customers; an overall decrease in consumer spending; our products not being accepted in the marketplace; increased competition in the market place; diminished value of our brands; the failure to protect our intellectual property; the failure to comply with applicable quality standards or regulations; unseasonable or extreme weather conditions; pending and threatened lawsuits; a breach of our information technology systems and the loss of personal data; increased margin pressures, including increased cost of materials and labor; our foreign sourcing arrangements; disruptions in our supply chain; the management and expansion of our business domestically and internationally; the acquisition and integration of other brands and businesses; and changes in our tax obligations, including additional customs duties or tariffs. The Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.