
**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): May 14, 2025

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 pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on May 14, 2025 (the "Annual Meeting"). Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders.

1. Election of Directors

Each of the eleven director nominees were elected to a one-year term. The voting results were as follows:

Name	Total votes for	Total votes against	Total votes abstained	Broker non-votes
Rochester Anderson, Jr.	28,400,147	313,935	130,983	4,008,941
Jeffrey H. Black	28,658,299	55,775	130,991	4,008,941
Hali Borenstein	28,589,076	117,715	138,274	4,008,941
Luis A. Borgen	28,646,264	67,771	131,030	4,008,941
Jevin S. Eagle	27,867,265	846,763	131,037	4,008,941
Mark P. Hipp	28,402,647	311,319	131,099	4,008,941
William J. Montgoris	26,965,371	1,746,695	132,999	4,008,941
Douglas C. Palladini	28,662,488	51,469	131,108	4,008,941
Stacey S. Rauch	28,323,498	383,275	138,292	4,008,941
Gretchen W. Schar	28,661,677	52,741	130,647	4,008,941
Stephanie P. Stahl	28,309,848	396,954	138,263	4,008,941

2. Advisory Vote on Executive Compensation for Named Executive Officers

The stockholders of the Company approved, on an advisory basis, the 2024 compensation awarded to the Company's named executive officers as disclosed in the Company's proxy statement filed in connection with the Annual Meeting (the "Say-on-Pay" Vote). The voting results were as follows:

Total votes for	Total votes against	Total votes abstained	Broker non-votes
26,944,958	1,683,822	216,285	4,008,941

3. Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2025. The voting results were as follows:

Total votes for	Total votes against	Total votes abstained
32,299,061	426,185	128,760

Item 7.01 Regulation FD Disclosure.

On May 20, 2025, the Company announced, in a press release, matters related to the Company's strategic plan and the declaration of a quarterly cash dividend to the Company's shareholders. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in Item 7.01 of this report shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release Dated May 20, 2025
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.

May 20, 2025

CARTER'S, INC.

By: /s/ Antonio D. Robinson
Name: Antonio D. Robinson
Title: *Chief Legal & Compliance Officer and Secretary*

**Contact:**

Sean McHugh
Vice President & Treasurer
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Carter's, Inc. Announces Timing of its Release of Plan to Return to Growth, Capital Allocation Strategy Revision, and Declaration of \$0.25 Quarterly Dividend

ATLANTA – May 20, 2025 – Carter's, Inc. (NYSE: CRI) today announced an update to the Company's return of capital strategy in conjunction with its ongoing strategy development.

Doug Palladini, Chief Executive Officer & President of Carter's, commented: "I could not have asked to join a more talented, creative and passionate team here at Carter's. Since my start in early April, I have been working with the Board and management team on the development of a new strategic plan, and I believe we have meaningful opportunities to return Carter's to consistent, profitable growth in the years ahead.

"I recently presented to the Board my preliminary thoughts on actions that can be taken to return Carter's to growth. As we continue to develop our strategic plan, it is my current intention to be able to present that plan to the investment community on our second quarter earnings call later this summer. I am excited about what is ahead for Carter's and the prospects of driving significant value creation for our shareholders.

"Our current cash position and liquidity are strong and are forecasted to remain so. However, as we anticipate making strategic investments in our business in the coming years, our current dividend is misaligned with our current level of profitability, especially against the backdrop of a challenging market environment and the possibility the Company may incur significantly higher product costs as the result of the new proposed tariffs on products imported into the United States.

"In light of these factors, our Board of Directors declared a dividend of \$0.25 per share payable on June 20, 2025, to shareholders of record as of June 2, 2025. As the Company progresses in its goal of returning to growth, the Company will continue to evaluate its capital allocation priorities, including the amount and timing of returning capital to shareholders."

Future declarations of quarterly dividends will be at the discretion of the Company's Board of Directors based on a number of factors, including business conditions, the Company's future financial performance, investment priorities, and other considerations.

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, among the more recognized and trusted brands in the marketplace. These brands are sold through over 1,000 Company-operated stores in the United States, Canada, and Mexico and online at www.carters.com, www.oshkosh.com, www.cartersoshkosh.ca, and www.carters.com.mx. Carter's also is the largest supplier of young children's apparel to the largest retailers in North America. Its brands are sold in leading department stores, national chains, and specialty retailers domestically and internationally. 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.com. The Company also owns *Little Planet*, a brand focused on organic fabrics and sustainable materials, and *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.

Forward-Looking Statements

Statements in this press release that are not historical fact and use predictive words such as "estimates", "outlook", "guidance", "expect", "believe", "intend", "designed", "target", "plans", "may", "will", "are confident," "forecast" and similar words are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). These forward-looking statements and related assumptions involve risks and uncertainties that could cause actual results and outcomes to differ materially from any forward-looking statements or views expressed in this press release. These risks and uncertainties include, but are not limited to, those disclosed in Part II, Item 1A. "Risk Factors" of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2025 and Part I, Item 1A. "Risk Factors" of the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2024, and otherwise in our reports and filings with the Securities and Exchange Commission, as well as the following factors: our ability to deliver a strategic plan, and the details of that plan, within the time-frame previously disclosed; changes in global economic and financial conditions, and the resulting impact on consumer confidence and consumer spending, as well as other changes in consumer discretionary spending habits; risks related to public health crises; risks related to consumer tastes and preferences, as well as fashion trends; the failure to protect our intellectual property; the diminished value of our brands,

potentially as a result of negative publicity or unsuccessful branding and marketing efforts; delays, product recalls, or loss of revenue due to a failure to meet our quality standards; risks related to uncertainty regarding the future of international trade agreements and the United States' position on international trade, as well as significant political, trade, and regulatory developments and other circumstances beyond our control; increased competition in the marketplace; financial difficulties for one or more of our major customers; identification of locations and negotiation of appropriate lease terms for our retail stores; distinct risks facing our eCommerce business; failure to forecast demand for our products and our failure to manage our inventory; increased margin pressures, including increased cost of materials and labor and our inability to successfully increase prices to offset these increased costs; continued inflationary pressures with respect to labor and raw materials and global supply chain constraints that have, and could continue, to affect freight, transit, and other costs; fluctuations in foreign currency exchange rates; unseasonable or extreme weather conditions; risks associated with corporate responsibility issues; our foreign sourcing arrangements; a relatively small number of vendors supply a significant amount of our products; disruptions in our supply chain, including increased transportation and freight costs; our ability to effectively source and manage inventory; problems with our Braselton, Georgia distribution facility; pending and threatened lawsuits; a breach of our information technology systems and the loss of personal data or a failure to implement new information technology systems successfully; unsuccessful expansion into international markets; failure to comply with various laws and regulations; failure to properly manage strategic initiatives; retention of key individuals; acquisition and integration of other brands and businesses; failure to achieve sales growth plans and profitability objectives to support the carrying value of our intangible assets; our continued ability to meet obligations related to our debt; changes in our tax obligations, including additional customs, duties or tariffs; our continued ability to declare and pay a dividend; volatility in the market price of our common stock; and the cost or effort required for our shareholders to bring certain claims or actions against us, as a result of our designation of the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings. Except for any ongoing obligations to disclose material information as required by federal securities laws, 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. The inclusion of any statement in this press release does not constitute an admission by the Company or any other person that the events or circumstances described in such statement are material.