

**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 16, 2024

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 16, 2024 (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.	33,560,214	125,847	18,983	905,939
Jeffrey H. Black	33,564,352	117,620	23,072	905,939
Hali Borenstein	33,533,452	152,691	18,901	905,939
Luis A. Borgen	33,556,036	129,928	19,080	905,939
Michael D. Casey	32,765,029	920,756	19,259	905,939
Jevin S. Eagle	32,760,713	925,338	18,993	905,939
Mark P. Hipp	33,558,393	127,570	19,081	905,939
William J. Montgoris	32,453,621	1,232,341	19,082	905,939
Stacey S. Rauch	33,529,515	152,871	22,658	905,939
Gretchen W. Schar	33,575,145	111,171	18,728	905,939
Stephanie P. Stahl	33,526,015	160,314	18,715	905,939

2. Advisory Vote on Executive Compensation for Named Executive Officers

The stockholders of the Company approved, on an advisory basis, the 2023 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
32,828,890	820,192	55,962	905,939

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 2024. The voting results were as follows:

Total votes for	Total votes against	Total votes abstained
33,281,534	1,309,931	19,518

Item 7.01 Regulation FD Disclosure.

On May 16, 2024, the Company announced, in a press release, 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 16, 2024
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 16, 2024

CARTER'S, INC.

By: /s/ Antonio D. Robinson

Name: Antonio D. Robinson

Title: *Senior Vice President, General Counsel, Corporate Secretary, CSR & Chief Compliance Officer*

**Contact:**

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

Carter's, Inc. Announces Quarterly Dividend

ATLANTA, May 16, 2024 – The Board of Directors of Carter's, Inc. (NYSE: CRI) today declared a quarterly dividend of \$0.80 per share, payable on June 7, 2024, to shareholders of record at the close of business on May 28, 2024.

Future declarations of quarterly dividends and the establishment of future record and payment dates will be at the discretion of the Board based on a number of factors, including the Company's future financial performance 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, two of the most recognized 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 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.