

**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): July 3, 2019

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 3, 2019, the Board of Directors (the “Board”) of Carter’s, Inc. (the “Company”) appointed both Gretchen W. Price, former Executive Vice President, Chief Financial and Administrative Officer of Arbonne International LLC, and Richard A. Noll, former Chairman and Chief Executive Officer of Hanesbrands Inc., as directors of the Company, effective July 10, 2019.

Ms. Price was also appointed to serve on the Audit Committee of the Board, and Mr. Noll was appointed to serve on the Compensation Committee of the Board.

The Company compensates its new directors with a one-time grant of restricted common stock valued at \$145,000, subject to a three-year cliff vesting provision. In addition, the Company provides its directors with an annual grant of common stock valued at \$145,000 and an annual cash retainer of \$80,000, both of which are expected to be pro-rated with respect to Ms. Price’s and Mr. Noll’s services in 2019. Both Ms. Price and Mr. Noll will receive a fee of \$2,500 for each Board meeting, and \$1,000 for each committee meeting, they attend.

Neither Ms. Price nor Mr. Noll have any family relationships with any director or officer of the Company, and neither have any direct or indirect material interests in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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.

July 9, 2019

CARTER'S, INC.

By: /s/ Scott F. Duggan

Name: Scott F. Duggan

Title: Senior Vice President, General Counsel and Secretary