FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Pivar Ben					2. Issuer Name and Ticker or Trading Symbol CARTERS INC [CRI]									neck all app Direc	licable) tor	ng Perso	10% O	vner
(Last) (First) (Middle) 3438 PEACHTREE ROAD NE SUITE 1800					3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023												below)	
ΓA GA				4. If A									Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Dat			Date (Month/Day/Year)		Exe if ar	2A. Deemed Execution Date, if any (Month/Day/Year)							nd Securi Benefi Owned	ties cially Following	Form: D (D) or In	oirect idirect : 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) or P		Price	Transa	ction(s)			(111341. 4)
Common Stock 02/2			02/27/	2023				A		3,716(1)	1	A	\$0	14,894 ⁽²⁾		D	,	
Common Stock (02/27/	/2023				A		3,716(3)	1	A	\$0	18	18,610(2))	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) 8		Code (8)	ransaction of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)		vative irities sired r osed) r. 3, 4	Expirati (Month/	on Da	te ear) Expiration	Amou or Numb of		nstr.	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficiall Owned Following Reported	y Ow Dir or	nership rm: ect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	GEIN (Fit ACHTREE 1800) TA GA (St Security (Inst Stock Stock Conversion or Exercise Price of Derivative	Gen (First) (NACHTREE ROAD NE 1800 TA GA 3 (State) (Z Table Security (Instr. 3) 1 Stock 1 Stock Tal 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Nor Security (Instr. 3) 1 Stock Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Table II - 2. (Month/Day/Year) Table II -	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivation (Month/Dailer) Security (Instr. 3) 2. Transact (Month/Dailer) Table II - Derivation (e.g., pt.	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/27/2023 Table II - Derivative Security (e.g., puts, cather if any (Month/Day/Year)) 2. Transaction Date (if any (Month/Day/Year)) 3. Date (Month/Day/Year) 4. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year) 3. Date (Month/Day/Year) 4. Transaction Date (Transaction Date (Month/Day/Year)) (Stock (e.g., puts, cather if any (Month/Day/Year))	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 1 Stock 1 Stock 1 Stock 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, volume or Exercise Price of Derivative Derivative (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, volume of Execution Date, if any (Month/Day/Year) 3. Date of E 02/27/2023 4. If Amend 22. Transaction Date (Execution Date, if any (Month/Day/Year) 1 Stock 2 Stock 3 Table II - Derivative Security (e.g., puts, calls, volume) 3 A. Deemed Execution Date, if any (Month/Day/Year) 4 Transaction Code (Instr. 8)	(First) (Middle) ACHTREE ROAD NE 1800 Table I - Non-Derivative Securities Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day Table II - Derivative Securities (e.g., puts, calls, warra 2. Conversion or Exercise Price of Derivative Security Security 3. Date of Earlies of 02/27/2023 4. If Amendment, 2A. Deeme Execution if any (Month/Day) (Month/Day) Table II - Derivative Securities (e.g., puts, calls, warra (a.g., puts, calls, warra (b.g., puts, calls, warra (c.g., puts, calls, warra (a.g., puts, calls, warra (b.g., puts, calls, warra (c.g., puts, calls, warra (d.g., puts,	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquire (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/27/2023 Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Derivative Security Security Table II - Derivative Securities Acquired (honth/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acquired (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Execution Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security 2. Transaction Date (month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security 3. Date of Earliest Transaction (No2/27/2023) 4. If Amendment, Date of Original development of Date (and the price of Date (if any (Month/Day/Year)) 3. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date	CARTERS INC [CRI] (First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) conversion of Exercise Price of Derivative Security Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of (D) conversion of Exercise Price of Derivative Security Security (Month/Day/Year) A CARTERS INC [CRI] 3. Date of Earliest Transaction (Month/Day/Zear) 4. If Amendment, Date of Original Filed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date Date Date Date	(First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Tode (Instr. 3) Table II - Derivative Securities Acquired, Disposed of Code (Instr. 5) Code (Instr. 5) Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired, Disposed of Quego. Table II - Derivative Securities Acquired (A) or Date Expiration Date (A) or Disposed of Quego. Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of Quego. Date Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of Quego. Date Expiration Date Expiration Date (Code (Instr. 8) S. Number of Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of Quego.	CARTERS INC [CRI] (First) (Middle) ACHTREE ROAD NE 1800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Stock 02/27/2023 A A 3,716(3) A 3,716(3	(First) (Middle) ACHTREE ROAD NE 18800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 3) 3. Date of Earliest Transaction (Month/Day/Year) 2. A Deemed Execution Date (Instr. 3) 4. Securities Acquired (A) or Code (Instr. 3) 4. A 3,716(3) A Table II - Derivative Securities Acquired, Disposed of, or Benef (e.g., puts, calls, warrants, options, convertible security of Derivative Securities Acquired (A) or	CARTERS INC [CRI] (First) (Middle) ACHTREE ROAD NE 18800 TA GA 30326 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock 02/27/2023	CARTERS INC [CRI] (Check all application of Exercise (Month/Day/Year) (Check all application (Check all application (Month/Day/Year) (Check all application (Check a	CARTERS INC [CRI] (First) (Middle) ACHTREE ROAD NE 1800 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Form filed by Mo Person 6. Individual or Joint/Grout Line) 7. Form filed by Mo Person 8. Amount Open Price of Disposed Of (D) (Instr. 3, 4 and 5) (Instr. 3) 8. Amount Open Price of Open Price Open Price of Open Price Open Pric	CARTERS INC [CRI] CARTERS INC [CRI] 3. Date of Earliest Transaction (Month/Day/Year) OZ/27/2023 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Date (Month/Day/Year) Oxide (Instr. 3) Date (Month/Day/Year) Oxide (Instr. 3) Date (Month/Day/Year) Oxide (Instr. 3) A securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Disposed Of (D) (Instr. 4) (In	CARTERS INC [CRI] Check all applicable Director 10% Och Other (seleow)

Explanation of Responses:

- 1. These restricted shares are subject to restrictions that lapse in four equal annual installments beginning one year from the grant date.
- 2. Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.
- 3. These restricted shares cliff vest three years from the grant date based upon the achievement of certain targets.

Remarks:

Exhibit 24 - Power of Attorney

/s/Antonio D. Robinson, 02/28/2023 Attorney-in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Antonio D. Robinson, Senior Vice President, General Counsel & Secretary, and Alan Wynne, Corporate Counsel, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Carter's, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and to timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date listed below.

Date February 21, 2023

By: /s/Benjamin Pivar

Name: Benjamin Pivar