

**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): October 28, 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)

(Former name or former address, if changed since last report)

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 Exchange Act:

Title of each class	Trading Symbols(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	CRI	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under 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 8.01. Other Events.***Notes Offering***

On October 28, 2025, Carter's, Inc. (the "Company") issued a press release announcing the commencement of a senior notes offering. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and filed pursuant to and in accordance with Rule 135c under the Securities Act of 1933.

Redemption Notices

Concurrently with the commencement of the senior notes offering, on October 28, 2025, The William Carter Company, a wholly-owned subsidiary of the Company, issued a conditional notice of redemption to redeem all of its 5.625% Senior Notes due 2027 (the "2027 Notes") on November 27, 2025 (the "Redemption Date"), conditioned upon the completion of one or more financings, including the senior notes offering, and receipt of sufficient net proceeds therefrom. The redemption is being made pursuant to the terms of the indenture, dated as of March 14, 2019, by and among The William Carter Company, the Company, the other guarantors party thereto, and Wells Fargo Bank, National Association, as trustee, at a redemption price equal to 100.00% of the principal amount of the 2027 Notes redeemed, or \$500.0 million, plus accrued and unpaid interest to, but excluding, the Redemption Date. This Current Report on Form 8-K does not constitute a notice of redemption or an offer to redeem or purchase any of the outstanding 2027 Notes.

Credit Facility

Concurrently with the proposed issuance of new senior notes, we expect to enter into a new asset based revolving credit facility, which will provide for a five-year senior secured asset based revolving credit facility of up to \$750 million, subject to a borrowing base thereunder (the "asset based revolving credit facility"). The asset based revolving credit facility would replace our existing secured revolving credit facility. As of the date hereof, we have obtained commitments for the full amount of the contemplated asset based revolving credit facility. However, there can be no assurance that we will enter into any such asset based revolving credit facility and commitments received to date are subject to satisfactory documentation and certain other conditions.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibit**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 28, 2025 announcing senior notes offering
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARTER'S, INC.

Date: October 28, 2025

By: /s/ Antonio D. Robinson

Name: Antonio D. Robinson

Title: Chief Legal & Compliance Officer and Secretary



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

Carter's, Inc. Announces Proposed Senior Notes Offering

ATLANTA – October 28, 2025 – Carter's, Inc. ("Carter's") (NYSE: CRI) today announced that its wholly-owned subsidiary, The William Carter Company (the "Company"), intends to commence an offering of \$500,000,000 aggregate principal amount of senior notes due 2031 (the "notes"), subject to market and other conditions.

The Company intends to use the net proceeds from this offering of notes, together with cash on hand, to (i) redeem all of its outstanding 5.625% senior notes due 2027 (the "2027 Notes") and (ii) pay related fees and expenses. This press release does not constitute a notice of redemption or an offer to redeem or purchase any of the outstanding 2027 Notes.

The notes and the related guarantees are being offered and sold to persons reasonably believed to be "qualified institutional buyers" pursuant to Rule 144A under the Securities Act of 1933 (as amended, the "Securities Act") and to non-U.S. persons outside the United States pursuant to Regulation S under the Securities Act. The notes and the related guarantees have not been registered for sale under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy the notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

About Carter's, Inc.

Carter's, Inc. is North America's largest and most-enduring apparel company exclusively for babies and young children. Carter's core brands are *Carter's* and *OshKosh B'gosh*, iconic and among the sector's most trusted names. These brands are sold through more than 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 baby and young children's apparel to North America's biggest retailers. The Company's *Child of Mine* brand is available exclusively at Walmart, its *Just One You* brand is available at Target, and its *Simple Joys* brand is available on Amazon.com. Carter's emerging brands include *Little Planet*, crafted with organic fabrics and sustainable materials, *Otter Avenue*, a toddler-focused apparel brand, and *Skip Hop*, baby essentials from tubs to toys. Carter's is headquartered in Atlanta, Georgia.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 relating to the Company's intention to offer and sell, and apply the net proceeds from the offer and sale of the notes. 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 should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated, or projected. Factors that could cause actual results to materially differ include the Company's failure to complete the offering, as a result of market conditions or otherwise, as well as the other risks identified from time to time in filings made by Carter's with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended December 28, 2024 and its Quarterly Reports on Form 10-Q for the fiscal quarters ended March 29, 2025, June 28, 2025 and September 27, 2025. Except as required by law, Carter's undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.