

**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): January 3, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Michael D. Casey as Chief Executive Officer and Chairman of the Board

On January 3, 2025, Michael D. Casey, age 64, provided notice to the Board of Directors (the “Board”) of Carter’s, Inc. (the “Company”) of his decision to retire from his position as Chief Executive Officer & President of the Company (the “CEO”) and as Chairman of the Board, effective immediately. Mr. Casey’s retirement was not the result of any disagreement on matters relating to the Company’s operations, policies, or practices. The Company expects to enter into a retirement agreement with Mr. Casey at a later date. The Company will disclose the terms of the agreement when it is finalized and executed.

Mr. Casey will remain with the Company in an advisory capacity through February 28, 2025 to support the transition (the “Transition Period”). During the Transition Period, Mr. Casey will continue to receive his current salary and benefits, and will remain eligible to receive a bonus pursuant to the Company’s Amended and Restated Annual Incentive Compensation Plan with respect to the services provided in 2024, but will not be eligible for a bonus payment in relation to 2025.

Appointment of Richard F. Westenberger as Interim Chief Executive Officer

On January 7, 2025, the Company announced the appointment of Richard F. Westenberger as Interim Chief Executive Officer, effective January 5, 2025. Mr. Westenberger will continue to serve in his current role as Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer.

Mr. Westenberger, age 56, joined the Company in 2009 as Executive Vice President & Chief Financial Officer, and was appointed Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer in March 2024. Mr. Westenberger’s responsibilities in his role as Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer include management of Carter’s finance, enterprise risk management, supply chain, and real estate functions. Prior to joining Carter’s, Mr. Westenberger served as Vice President of Corporate Finance and Treasurer of Hewitt Associates, Inc. from 2006 to 2008. From 1996 to 2006, Mr. Westenberger held various senior financial management positions at Sears Holdings Corporation and its predecessor organization, Sears, Roebuck and Co., including Senior Vice President & Chief Financial Officer of Lands’ End, Inc., Vice President of Corporate Planning & Analysis, and Vice President of Investor Relations. Prior to Sears, Mr. Westenberger was with Kraft Foods, Inc. He began his career at Price Waterhouse LLP, a predecessor firm to PricewaterhouseCoopers LLP, and is a certified public accountant. Mr. Westenberger earned his Bachelor of Business Administration in Accountancy from the University of Notre Dame and his Master of Business Administration from the University of Chicago Booth School of Business.

In connection with his appointment as Interim CEO, Mr. Westenberger will be paid a monthly cash stipend of \$110,000. Mr. Westenberger will also receive restricted stock awards in an amount of \$300,000 pursuant to the Company’s Amended and Restated Equity Incentive Plan on a quarterly basis (the “Westenberger Awards”), each vesting within one year of the grant date of the relevant Westenberger Award. The Westenberger Awards will be immediately vested in the event that Mr. Westenberger is terminated without cause or resigns for good reason prior to the applicable vesting date, or in the event of his death or disability prior to the vesting date.

There is no arrangement or understanding with any person pursuant to which Mr. Westenberger was appointed as Interim CEO. There are no family relationships between Mr. Westenberger and any director or executive officer of the Company, and Mr. Westenberger is not a party to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Appointment of William J. Montgoris as Non-Executive Chairman of the Board of Directors

On January 7, 2025, the Company announced that William J. Montgoris, Lead Independent Director, has been appointed to serve as the Non-Executive Chairman of the Board, effective January 5, 2025. In connection with Mr. Montgoris' appointment, the Board approved an annual cash retainer of \$150,000.

Issuance of Retention Awards

On January 7, 2025, the Company announced the issuance of cash retention awards, with each award being in the amount of \$250,000 (the "Retention Awards"), in respect of designated employees to assist the Company with the retention of talent as it continues to execute on its long-term strategic plan and undergoes the aforementioned transitions. Each of Kendra D. Krugman (Senior Executive Vice President, Chief Creative & Growth Officer), Julia A. D'Emilio (Executive Vice President, Global Sales), Jeffrey M. Jenkins (Executive Vice President, Global Marketing), Allison Peterson (Executive Vice President, Chief Retail & Digital Officer), Antonio D. Robinson (Senior Vice President, General Counsel & Secretary, Corporate Social Responsibility & Chief Compliance Officer), Raghu Sagi (Executive Vice President, Chief Information & Technology Officer), Karen G. Smith (Executive Vice President, Supply Chain) and Jill A. Wilson (Senior Vice President, Human Resources & Talent Development) is eligible to receive a Retention Award. The Retention Awards will vest 100% on the first anniversary of the date of the award, subject to the employee's continuous employment with the Company. Vesting of the Retention Awards may accelerate in the event of termination without cause, resignation for good reason, death or disability.

Item 7.01 Regulation FD Disclosure.

On January 7, 2025, the Company issued a press release, which is attached hereto as Exhibit 99.1, announcing Mr. Casey's retirement as CEO, the appointment of Mr. Westenberger as Interim CEO, and the appointment of Mr. Montgoris as Non-Executive Chairman of the Board.

The information included in this Section 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into any registration statement or other document filed by the Company pursuant to the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated January 7, 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.

January 7, 2025 CARTER'S, INC.

By: /s/ Antonio D. Robinson

Name: Antonio D. Robinson

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



Carter's, Inc. Announces Leadership Transition

Reaffirms FY 2024 Financial Outlook

ATLANTA, January 7, 2025 – Carter's, Inc. (NYSE: CRI), the largest branded marketer in North America of apparel exclusively for babies and young children, today announced that Michael D. Casey will retire as Chairman and Chief Executive Officer after over 15 years in the role and a more than 30-year career with the Company.

Richard F. Westenberger has been appointed interim Chief Executive Officer, in addition to his responsibilities as Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer. He joined the Company in 2009 as Executive Vice President & Chief Financial Officer, and was appointed Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer in March 2024.

William J. Montgoris, Lead Independent Director, has been appointed Non-Executive Chairman of the Board of Directors.

Mr. Casey's retirement, and the appointments of Mr. Westenberger and Mr. Montgoris, are effective immediately.

Mr. Casey will serve in an advisory capacity until February 28, 2025 to help support the leadership transition. The Board has initiated a comprehensive search process to identify a new CEO and has retained Egon Zehnder to assist. The search is focused exclusively on external candidates.

"On behalf of the Board, I want to express our deepest gratitude to Mike for his dedication, leadership, and numerous contributions over his three decades at the Company," said Mr. Montgoris. "During his tenure, the Company has strengthened its position as the market leader in young children's apparel and has grown significantly through the creation of new brands and new channels of distribution including retail stores, eCommerce, and our international businesses. We look forward to identifying our next CEO who can build on this strong foundation and deliver a new chapter of growth and value creation for Carter's."

Mr. Casey commented, "It has been the honor of my career to lead Carter's alongside our talented and dedicated team. Together, we have built the strongest and most trusted brands in young children's apparel, grown our unique multi-channel business model, and strengthened our marketing and operational capabilities. As we enter a new year, I believe it is the right time for me to retire and for the Company to identify its next leader. Carter's is in good hands and well-positioned to strengthen its leadership of the young children's apparel market in the years ahead."

Company Reaffirms Previously Disclosed Financial Outlook

Subject to completion of its customary year-end financial processes and external audit, the Company reaffirms its outlook for fiscal year 2024, on an adjusted basis, as previously disclosed on October 25, 2024. The Company expects to provide fourth quarter and fiscal year 2024 results in February.

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 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” 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, the factors disclosed in Part 1, Item 1A. “Risk Factors” of the Company’s Annual Report on Form 10-K for the fiscal year ended December 30, 2023, and otherwise in our reports and filings with the Securities and Exchange Commission, as well as the following factors: risks related to Mr. Casey’s retirement; risks related to our ability to identify and retain an external CEO candidate; risks related to the 2024 U.S. presidential election; risks related to public health crises; 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; continued inflationary pressures with respect to labor and raw materials and global supply chain constraints that have had, and could continue to have, an affect on freight, transit, and other costs; risks related to geopolitical conflict, including ongoing geopolitical challenges between the United States and China, the ongoing hostilities in Ukraine, Israel, and the Red Sea region, acts of terrorism, mass casualty events, social unrest, civil disturbance or disobedience; risks related to a potential shutdown of the U.S. government; financial difficulties for one or more of our major customers; an overall decrease in consumer spending, including, but not limited to, decreases in birth rates; our products not being accepted in the marketplace and our failure to manage our inventory; increased competition in the marketplace; diminished value of our brands; the failure to protect our intellectual property; the failure to comply with applicable quality standards or regulations; unseasonable or extreme weather conditions; pending and threatened lawsuits; a breach of our information technology systems and the loss of personal data; increased margin pressures, including increased cost of materials and labor and our inability to successfully increase prices to offset these increased costs; our foreign sourcing arrangements; disruptions in our supply chain, including increased transportation and freight costs; the management and expansion of our business domestically and internationally; the acquisition and integration of other brands and businesses;

changes in our tax obligations, including additional customs, duties or tariffs; fluctuations in foreign currency exchange rates; risks associated with corporate responsibility issues; our ability to achieve our forecasted financial results for the fiscal year; our continued ability to declare and pay a dividend and conduct share repurchases in future periods; our planned opening and closing of stores; and consummation of the early payout, and potential termination, of the pension plan, including the ultimate amount of any related charges. 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.

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