

**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): December 17, 2012**

**Carter's, Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**

*(States or other jurisdiction  
of incorporation)*

**001-31829**

*(Commission  
File Number)*

**13-3912933**

*(I.R.S. Employer  
Identification No.)*

**The Proscenium**

**1170 Peachtree Street NE, Suite 900  
Atlanta, Georgia 30309**

*(Address of principal executive offices, including zip code)*

**(404) 745-2700**

*(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Brian Lynch has been promoted to President of Carter's, Inc. (the "Company") effective immediately. Mr. Lynch, 50, joined the Company in 2005 as Vice President of Merchandising, was promoted to Senior Vice President in 2008, and became Executive Vice President and Brand Leader for the *Carter's* brand in 2009. In his new role, Mr. Lynch will have responsibility for leading the Company's Merchandising, Design, and Marketing teams, as well as its Wholesale, Retail and eCommerce businesses. Mr. Lynch will continue to report directly to Michael D. Casey, Chairman and Chief Executive Officer, who formerly held the title of President.

**Item 7.01. Regulation FD Disclosure.**

On December 17, 2012, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 is being "furnished" pursuant to Item 7.01 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference into those filings of the Company that provide for the incorporation of all reports and documents filed by the Company under the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release dated December 17, 2012

**SIGNATURE**

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.**

December 17, 2012      **By:**           /s/ *Brendan M. Gibbons*          

Name: Brendan M. Gibbons  
Title: *Senior Vice President of Legal & Corporate Affairs, General Counsel, and Secretary*

EXHIBIT INDEX

Number    Document

99.1            Press Release dated December 17, 2012



**Contact:**  
Sean McHugh  
Vice President,  
Investor Relations & Treasury  
(404) 745-2889

### **Carter's Announces Changes to Leadership Team**

ATLANTA, December 17, 2012 -- Carter's, Inc. (NYSE:CRI) today announced that Brian Lynch, currently Executive Vice President and Brand Leader for the *Carter's* brand, has been promoted to President of Carter's, Inc., reporting directly to Michael Casey, Chairman and Chief Executive Officer. In his new role, Mr. Lynch will have responsibility for leading the Company's Merchandising, Design, and Marketing teams, as well as its Wholesale, Retail, and eCommerce businesses. "Brian has led the success of our *Carter's* brand over the past three years, during which time it has strengthened its position as the leading brand in children's apparel," said Mr. Casey. "With this new structure, Brian will now help lead other talented executives in our collective efforts to provide the best value and experience in young children's apparel."

The Company also announced today that Kevin Corning has joined the Company as Executive Vice President, International. In recent years, the Company has increased its focus on building its iconic *Carter's* and *OshKosh B'gosh* brands in new markets and has made international expansion a key component of its growth strategy.

In this newly created role, Mr. Corning will be responsible for all aspects of the Company's multi-channel international operations. Mr. Corning has extensive international business experience. Most recently, he served as a General Manager in the Luxury & Lifestyle division of DKSH, the leading market expansion services company, responsible for the manufacturing, marketing, and retail distribution of leading brands in Asia, including *Levi's* and *Dockers*. In addition, Mr. Corning has held country general manager roles in Latin America for *Nike* and *Masterfoods*. He will be based in Atlanta and report directly to Mr. Casey.

"We have strengthened our leadership team with a very talented international executive," said Mr. Casey. "Kevin has a track record of success in Asia and Latin America, which we believe are markets rich in growth opportunities for our brands."

As part of its initiative to move its Retail operations from Connecticut to Georgia, the Company is announcing a transition in Retail leadership. James Petty, who has led the Retail business since 2007, is retiring. Jeffrey Williams has been promoted to Senior Vice President of Retail, and will be responsible for leading the Company's Retail operations. Mr. Williams has been a senior executive of the Retail team for the past five years, responsible for, among other things, strategic planning, process improvement, and planning and allocation. He joined Carter's in 2004 and led the Company's Operations group prior to joining the Retail team. Prior to Carter's, Mr. Williams served in management roles at The Home Depot and Bain & Company. "Jim has done an outstanding job leading our Retail business. He has mentored Jeff over the past five years and, as a result, has prepared our Company for this transition in leadership. We're grateful for Jim's many contributions to our Company's success and wish him all the best in the future," said Mr. Casey.

#### **About Carter's, Inc.**

Carter's, Inc. is the largest branded marketer in the United States of apparel and related products 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 in leading department stores, national chains, and specialty retailers domestically and internationally. They are also sold through more than 600 Company-operated stores in the United States and Canada and on-line at [www.carters.com](http://www.carters.com) and [www.oshkoshbgosh.com](http://www.oshkoshbgosh.com). The Company's *Just One You*, *Precious Firsts*, and *Genuine Kids* brands are available at Target, and its *Child of Mine* brand is available at Walmart. Carter's is headquartered in Atlanta, Georgia. Additional information may be found at [www.carters.com](http://www.carters.com).