
**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): August 5, 2013

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))
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Item 8.01. Other Events.

On August 5, 2013, Carter's, Inc. issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K. Carter's, Inc. is filing this press release pursuant to and in accordance with Rule 135c under the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release dated August 5, 2013

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.

August 5, 2013

By: /s/ Irina Braude

Name: Irina Braude

Title: Secretary



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

Carter's, Inc. Announces Proposed Senior Notes Offering

ATLANTA, August 5, 2013 – 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 (the "Offering") of \$400,000,000 aggregate principal amount of Senior Notes due 2021 (the "Notes"), subject to market and other conditions. The interest rate and other terms of the Notes will be determined by negotiations among the Company and the initial purchasers of the Notes.

The commencement of this Notes offering reflects Carter's efforts to improve its capital structure. Carter's intends to utilize the proceeds of the notes offering to return capital to shareholders through share repurchases and/or dividends, and for general corporate purposes. The determination to consummate the Offering and the method of any return of capital is subject to market and business conditions, including interest rates, Carter's performance, and other considerations.

The Notes are being offered and sold to "qualified institutional buyers" in the United States pursuant to Rule 144A under the Securities Act of 1933 (as amended, the "Securities Act") and outside the United States pursuant to Regulation S under the Securities Act. The Notes 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.

Cautionary Language

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 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 may be unable or unwilling to complete the Offering, as a result of market conditions or otherwise; the Company's management will have discretion to use the proceeds from the Offering and may determine not to use the proceeds as set forth above. 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.

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