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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2022**

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**Carter's, Inc.**

(Exact name of Registrant as specified in its charter)

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**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)

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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 5.07 Submission of Matters to a Vote of Security Holders.

Carter’s, Inc. (the “Company”) held its Annual Meeting of Shareholders on May 18, 2022 (the “Annual Meeting”). Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

#### 1. Election of Directors

Each of the twelve director nominees were elected to a one-year term. The voting results were as follows:

Name	Total votes for	Total votes against	Total votes abstained	Broker non-votes
Rochester (Rock) Anderson, Jr.	36,821,710	71,735	16,201	995,093
Jeffrey H. Black	36,822,658	70,777	16,211	995,093
Hali Borenstein	36,227,923	665,079	16,644	995,093
Luis A. Borgen	36,767,368	126,068	16,210	995,093
Michael D. Casey	35,972,909	920,535	16,202	995,093
A. Bruce Cleverly	35,716,698	1,176,746	16,202	995,093
Jevin S. Eagle	35,654,579	1,238,865	16,202	995,093
Mark P. Hipp	36,645,395	248,049	16,202	995,093
William J. Montgoris	35,222,954	1,241,751	444,941	995,093
Stacey S. Rauch	36,827,526	65,597	16,523	995,093
Gretchen W. Schar	36,625,830	267,927	15,889	995,093
Stephanie P. Stahl	36,830,076	63,688	15,882	995,093

## 2. Advisory Vote on Executive Compensation for Named Executive Officers

The shareholders of the Company approved, on an advisory basis, the 2021 compensation awarded to the Company's named executive officers as disclosed in the Company's proxy statement filed in connection with the Annual Meeting. The voting results were as follows:

<b>Total votes for</b>	<b>Total votes against</b>	<b>Total votes abstained</b>	<b>Broker non-votes</b>
35,467,174	1,408,288	34,184	995,093

## 3. Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2022. The voting results were as follows:

<b>Total votes for</b>	<b>Total votes against</b>	<b>Total votes abstained</b>
37,110,196	780,090	14,453

<b>Exhibit Number</b>	<b>Description</b>
101	Cover Page Interactive Data File - the cover page tags are embedded within the Inline XBRL document
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.

May 24, 2022

CARTER'S, INC.

By: /s/ Scott Duggan

Name: Scott Duggan

Title: *Senior Vice President, General Counsel and Secretary*