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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): January 8, 2024**

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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.

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

**Retirement of President & Chief Operating Officer**

On January 12, 2024, Carter's, Inc. (the "Company") announced that Brian Lynch, President & Chief Operating Officer of the Company, has informed the Company of his decision to retire effective March 1, 2024. The Company expects to enter into a one-year consulting agreement with Mr. Lynch to support the Company's planned transition in leadership. The Company will disclose the terms of the agreement when it is finalized and executed.

**Appointment of Chief Operating Officer**

Upon Mr. Lynch's retirement, Richard Westenberger, Executive Vice President & Chief Financial Officer of the Company, will assume the role of Chief Operating Officer, in addition to his current responsibilities.

The information required by Item 5.02(c)(2) of Form 8-K for Mr. Westenberger has been previously disclosed in the Company's Annual Report on Form 10-K filed with the U.S. Securities Exchange Commission on February 24, 2023, and in the Company's Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 6, 2023, and is incorporated herein by reference.

The Company's related press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release Dated January 12, 2024</a>
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL

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**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.

Date: January 12, 2024      CARTER'S, INC.

By: /s/ Antonio D. Robinson

Name: Antonio D. Robinson

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

**Contact:**

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

**Carter's, Inc. Announces Leadership Changes**

- *President & Chief Operating Officer Brian J. Lynch to retire after more than 18 years with the Company*
- *Executive Vice President, Retail and Chief Merchandising Officer Kendra D. Krugman to become Chief Creative and Growth Officer*
- *Executive Vice President & Chief Financial Officer Richard F. Westenberger to assume additional responsibilities of Chief Operating Officer*

ATLANTA – Jan. 12, 2024 – Carter's, Inc. (NYSE: CRI), the largest branded marketer in North America of apparel exclusively for babies and young children, today announced that Brian Lynch, President & Chief Operating Officer, has informed the Company of his decision to retire effective March 1, 2024. Upon his retirement, Mr. Lynch will consult with the Company and support the planned transition in leadership through February 2025.

“Brian has been an exceptional leader and contributor to our growth over his long career with Carter's. He has led many areas of our Company, including product design and merchandising, our retail, wholesale and international businesses, and the development of our supply chain and operational capabilities,” said Michael D. Casey, Chairman and Chief Executive Officer. “Brian has been a highly valued advisor to me, our Leadership Team, and our Board of Directors. I am grateful for his many contributions and years of service to Carter's.”

“We are fortunate to have a depth of long tenured and highly experienced leaders at Carter's to support this transition in leadership,” added Mr. Casey. “Today, we are announcing our plan to expand the scope of responsibilities for Kendra Krugman and Richard Westenberger, two proven, experienced leaders who each possess a deep understanding of our business and marketplace.”

Effective March 1, 2024, Kendra Krugman, Executive Vice President, Retail and Chief Merchandising Officer, will be promoted to Senior Executive Vice President, Chief Creative and Growth Officer. Ms. Krugman will continue to lead the Company's product design, merchandising, and retail teams. Additionally, she will collaborate with the Company's Leadership Team to develop value-creating growth opportunities. Ms. Krugman joined Carter's merchandising team in 2007 and has held various leadership positions of increasing responsibility. Among other things, Ms. Krugman led the development and growth of Carter's Exclusive Brands sold through Target, Walmart, and Amazon.

Effective March 1, 2024, Richard Westenberger, Executive Vice President & Chief Financial Officer, will be promoted to Senior Executive Vice President, Chief Financial Officer & Chief Operating Officer, with added responsibility for the Company's supply chain operations. Mr. Westenberger joined Carter's in

2009 as Executive Vice President & Chief Financial Officer and currently leads the Company's finance, information technology, real estate, and enterprise risk management organizations.

Ms. Krugman and Mr. Westenberger will report directly to Mr. Casey.

**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](http://www.carters.com), [www.oshkosh.com](http://www.oshkosh.com), [www.cartersoshkosh.ca](http://www.cartersoshkosh.ca), and [www.carters.com.mx](http://www.carters.com.mx). Carter's 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. 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](http://www.carters.com).