FORM 4

Check this box if no longer subje

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Washington,	$D \subset$	205/19	
vasilligion,	D.C.	20349	

ct	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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1. Name and Address of Reporting Person* <u>Borenstein Hali</u>					2. Issuer Name and Ticker or Trading Symbol CARTERS INC [ CRI ]												suer	
							_	-					X Direc	tor		10% O	vner	
(Fi	rst) (M	Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/18/2022							1				Other (s	specify		
EACHREE F	ROAD, NE					_												
SUITE 1800						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
												["	,	filed by On	e Renorti	na Pers	on	
TA GA	A 3	0326											Form	filed by Mo		•		
(St	ate) (Z	Zip)																
	Table	I - No	n-Deriva	tive S	Secur	ities Acc	uired	, Dis	posed o	f, o	r Ben	efici	ally Own	ed				
Date		Date	th/Day/Year)   Execu		ition Date,	Transaction [					d Securit Benefic Owned	5. Amount of Securities Beneficially Owned Following		irect direct . 4)	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount		(A) or (D)	Price	Transa	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
n Stock			03/18/2	.022			A		12.7627	(1)	A	\$0	5,66	5.1025 <sup>(2)</sup>	D			
	Tal	ole II -												d				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execut if any	tion Date,			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expirat	tion Da	ate	Ar Se Ur De Se	mount o ecurities nderlyin erivative ecurity (l	f g	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficiall Owned Following Reported	Ow For Dire or I (I) (	nership m: ect (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fin Hali (Fin EACHREE Fin 1800) (TA GA (St Security (Institute of Exercise Price of Derivative)	(First) (NEACHREE ROAD, NE 1800  TA GA 3  (State) (Z  Table  Security (Instr. 3)  1 Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) EACHREE ROAD, NE 1800  TA GA 30326  (State) (Zip)  Table I - No Security (Instr. 3)  1 Stock  Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  EACHREE ROAD, NE  1800  TA GA 30326  (State) (Zip)  Table I - Non-Deriva  Security (Instr. 3)  2. Transact Date (Month/Day  1 Stock  Table II - Derivati (e.g., pu  2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	TA GA 30326  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  2. Issued Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  3. Transaction Date (Instr. 3)  3. Deemed Execution Date, Instruction Date (Instr. 3)  3. Transaction Date (Instr. 3)	2. Issuer Na CARTE  (First) (Middle)  EACHREE ROAD, NE  1800  TA GA 30326  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v (Month/Day/Year)  2. Transaction Date (Exercise Price of Derivative Security (e.g., puts, calls, v (Month/Day/Year))  3. Transaction Date (Execution Date, if any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)	Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, price of Derivative Security  2. Issuer Name and Tick CARTERS INC  3. Date of Earliest Trans 03/18/2022  4. If Amendment, Date of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Trans 03/18/2022  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	TA GA 30326  (State) (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  3. Date of Earliest Transaction (03/18/2022  4. If Amendment, Date of Origin 2. Transaction Date (if any) (Month/Day/Year)  Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction (03/18/2022  2. Transaction Date (if any) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, option Code (Instr. 8)  4. Table III - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Instr. 3, 4)	2. Issuer Name and Ticker or Trading CARTERS INC [CRI]  3. Date of Earliest Transaction (Month 03/18/2022  4. If Amendment, Date of Original File  Table I - Non-Derivative Securities Acquired, Disp (Month/Day/Year)  Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, of Derivative Security (Month/Day/Year)  3. Date of Earliest Transaction (Month 03/18/2022)  4. If Amendment, Date of Original File  2. Deemed Execution Date, if any (Month/Day/Year)  8. Date Exercise of Date (Month/Day/Year)  Security (Instr. 3, 4)  1. Stock  3. Transaction Date (P.g., puts, calls, warrants, options, or Date (Month/Day/Year)  2. Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year)  2. Date (Month/Day/Year)  3. Date of Earliest Transaction (Month Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year)	CARTERS INC   CARTERS INC	2. Issuer Name and Ticker or Trading Symbol CARTERS INC CARTERS 3. Date of Earliest Transaction (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Yea	CARTERS INC [ CRI ]  (First) (Middle)  EACHREE ROAD, NE  1800  Table I - Non-Derivative Securities Acquired, Disposed of, or Ben  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  Conversion of Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible secur  4. Securities Acquired Disposed of, or Benefices, puts, calls, warrants, options, convertible secur  5. Number Of Derivative Securities Acquired Conversion Of Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired Disposed of (D) (Instr. 8)  Code (Instr. 8)  5. Number Of Derivative Securities Acquired Of Disposed Of (D) Disposed Of (D	Carter   C	Carter   C	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [ CRI ]  3. Date of Earliest Transaction (Month/Day/Year) O3/18/2022  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (State) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, If Month/Day/Year) (Month/Day/Year) (Nonth/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Person  Table II - Derivative Securities Acquired, Disposed of	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [ CRI ]   5. Relationship of Reporting Person (Check all applicable)   X Director Officer (give title below)	2. Issuer Name and Ticker or Trading Symbol CARTERS INC [ CRI ]   5. Relationship of Reporting Person(s) to Istein Hali	

## **Explanation of Responses:**

1. Represents shares of common stock credited to the Reporting Person as a result of a dividend payment with respect to the Company's common stock, in accordance with and to be settled pursuant to the terms of the Company's director deferred compensation program.

(D)

Date Exercisable

2. Some of these shares are restricted shares that are subject to time-vesting restrictions.

## Remarks:

/s/Scott F. Duggan, Attorney-

Number

of Shares

Title

03/21/2022

in-Fact

Expiration Date

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.