

**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): January 25, 2019**

**Carter's, Inc.**

*(Exact name of Registrant as specified in its charter)*

**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)

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))

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 provided pursuant to Section 13(a) of the Exchange Act.

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

On January 25, 2019, Vanessa J. Castagna, a member of the Carter's, Inc. (the "Company") Board of Directors (the "Board") and a former Executive Chairwoman of Mervyn's, LLC and Chairwoman and Chief Executive Officer of JCPenney Stores, Catalog and Internet for J.C. Penney Company, Inc., provided notice of her intention to retire from the Board of the Company, effective February 14, 2019, following the next regularly scheduled meetings of the Board. Ms. Castagna's resignation was not a result of any disagreement with the Company. The Company is grateful for Ms. Castagna's service on the Board since 2009, including her service on the Nominating and Corporate Governance Committee.

**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.

January 30, 2019

**CARTER'S, INC.**

By: /s/ Michael C. Wu

Name: Michael C. Wu

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