

CARTERS INC  
Form 8-K  
November 17, 2008

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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): November 14, 2008

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.)

The Proscenium,  
1170 Peachtree Street NE, Suite 900  
Atlanta, Georgia 30309

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(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))

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

On November 14, 2008, Elizabeth A. Smith resigned her position as a member of the Board of Directors of Carter's, Inc., effective as of December 31, 2008. Ms. Smith did not resign for reasons involving a disagreement with the Company or its management, or because of any matter relating to the Company's operations, policies, or practices.

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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.

November 17, 2008      CARTER'S, INC.

By:            /s/ BRENDAN M.  
                  GIBBONS  
Name:         Brendan M.  
                  Gibbons  
Title:         Vice President,  
                  General Counsel,  
                  and  
                  Secretary

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