

CARTERS INC  
Form 8-K  
May 04, 2006

**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) May 3, 2006**

**Carter s, Inc.**

*(Exact Name of Registrant as Specified in its Charter)*

**Delaware**  
*(States 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**  
(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 8.01. Other Events**

On May 3, 2006, Berkshire Partners LLC ( Berkshire ), a private equity firm whose investment funds (the Berkshire Funds ) own approximately 12.5% of the common stock of Carter s, Inc. (the Company ), issued a press release announcing a distribution of all of the approximately 3.6 million shares of Company stock held by the Berkshire Funds to both the general partner and limited partners of the Berkshire Funds. A copy of this press release is being furnished as Exhibit 99.1 to this Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit 99.1            Press Release issued by Berkshire on May 3, 2006.

**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.

**CARTER S, INC.**

May 3, 2006

**By:**

*/s/ MICHAEL D. CASEY*

Name:

Michael D. Casey

Title:

Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

The following exhibit is furnished with this report:

99.1 Press Release issued by Berkshire on May 3, 2006.

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