

CARTERS INC
Form 8-K
April 25, 2008

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): April 23, 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
(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)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

CARTER'S, INC. CLARIFIES CONFERENCE CALL REMARK

The Company understands that there may have been confusion as to the meaning of a remark made on its quarterly earnings call held on Wednesday, April 23, 2008. On that call, while discussing its wholesale model, the Company stated that it was "improving product value by lowering consumer prices 8% to 10% at Carter's and 10% to 15% at OshKosh." These stated reductions were intended as comparisons of the initial retail prices recommended to its wholesale customers for certain products in its Fall 2008 product lines, to the initial retail prices recommended for Fall 2007. This remark was not intended as a comparison of prices charged by Carter's to its wholesale customers.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended.

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.

April 24, 2008

CARTER'S, INC.

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

