

CARTERS INC
Form 8-K
June 10, 2005

**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) **June 9, 2005**

Carter s, Inc.
The William Carter Company

(Exact name of the registrant as specified in its charter)

Delaware
Massachusetts
*(States or other jurisdiction
of incorporation)*

001-31829
333-22155
*(Commission
File Numbers)*

13-3912933
04-1156680
*(I.R.S. Employer
Identification Nos.)*

The Proscenium, 1170 Peachtree Street NE, Suite 900 Atlanta,
Georgia
(Address of principal executive offices)

30309
(Zip Code)

Registrant s telephone number, including area code (404) 745-2700

(Former name or former address, if changed since last report.)

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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))
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Item 8.01. Other Events.

On June 9, 2005, Carter s, Inc. (Carter s) issued a press release announcing that Carter s subsidiary, The William Carter Company (TWCC), had commenced a tender offer and consent solicitation for any and all of TWCC s \$113,750,000 aggregate principal amount outstanding of 10.875% Senior Subordinated Notes due 2011.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

Exhibit 99.1 Press Release of Carter s, Inc. dated June 9, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CARTER S, INC.
THE WILLIAM CARTER COMPANY**

June 9, 2005

By: */s/ Michael D. Casey*

Michael D. Casey
Executive Vice President and
Chief Financial Officer