

CARTERS INC  
Form SC 13G/A  
April 18, 2013

---

---

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Carter's, Inc.  
(Name of Issuer)

**Common Stock, \$0.01 par value**  
(Title of Class of Securities)

146229109  
(CUSIP Number)

April 16, 2013  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 146229109

SCHEDULE 13G/A

Page 2 of 8 Pages

NAME OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1 Matrix Capital Management Company LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2 (a)   
 (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware, United States

SOLE VOTING POWER

5

1,475,000

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH

SHARED VOTING POWER

6

0

REPORTING  
 PERSON

SOLE DISPOSITIVE POWER

7

1,475,000

WITH

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 1,475,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN   
 SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 2.48%

12 TYPE OF REPORTING PERSON (See Instructions)

IA, OO

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

David E. Goel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

1,475,000

NUMBER OF SHARES

SHARED VOTING POWER

6

0

BENEFICIALLY OWNED BY EACH

SOLE DISPOSITIVE POWER

7

1,475,000

REPORTING PERSON

SHARED DISPOSITIVE POWER

8

0

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,475,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.48%

TYPE OF REPORTING PERSON (See Instructions)

12

IN



CUSIP No. 146229109

SCHEDULE 13G/A

Page 4 of 8 Pages

**Item 1. (a) Name of Issuer**

Carter's, Inc.

**(b) Address of Issuer's Principal Executive Offices**

The Proscenium

1170 Peachtree Street NE, Suite 900

Atlanta, Georgia 30309

**Item 2.**

**(a) Name of Person Filing**

Matrix Capital Management Company LLC

David E. Goel

**(b) Address of Principal Business Office, or, if none, Residence**

Each of the Reporting Persons has its business address at:

Bay Colony Corporate Center

1000 Winter Street, Suite 4610

Waltham, MA 02451

**(c) Citizenship**

Matrix Capital Management Company LLC is organized under the laws of the State of Delaware.

David E. Goel is a United States citizen.

**(d) Title of Class of Securities**

Common Stock, \$0.01 par value

**(e) CUSIP No.:**

146229109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);



CUSIP No. 146229109

SCHEDULE 13G/A

Page 6 of 8 Pages

**Item 4. Ownership**

Matrix Capital Management Company LLC, in its capacity as an investment adviser, has the sole right to vote and dispose of the Issuer's Common Stock. David E. Goel is the Managing Member of Matrix Capital Management Company LLC. Matrix Capital Management Company LLC and Mr. Goel disclaim beneficial ownership of the Common Stock of the Issuer.

- (a) Amount beneficially owned: 1,475,000
- (b) Percent of class: 2.48%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 1,475,000
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,475,000
  - (iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

X

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 146229109

SCHEDULE 13G/A

Page 7 of 8 Pages

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 18, 2013

Matrix Capital Management  
Company LLC.

By: David E. Goel  
Name: David E. Goel  
Title: Managing Member

By: David E. Goel  
Name: David E. Goel

CUSIP No. 146229109

SCHEDULE 13G/A

Page 8 of 8 Pages

Exhibit 1

**AGREEMENT**

Each of the undersigned, pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, hereby agrees that only one statement containing the information required by Schedule 13G/A needs be filed with respect to the ownership by each of the undersigned of the shares of common stock of Carter's, Inc. and that the Schedule 13G/A to which this Agreement is appended as Exhibit 1 is to be filed with the Securities and Exchange Commission on behalf of each of the undersigned on or about the date hereof.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 18th day of April 2013.

Date: April 18, 2013

Matrix Capital Management  
Company LLC

By: David E. Goel  
Name: David E. Goel  
Title: Managing Member

By: David E. Goel  
Name: David E. Goel