

CARTERS INC
Form 8-K
May 23, 2018

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 17, 2018

Carter s, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-31829
(Commission

File Number)
Phipps Tower,

13-3912933
(I.R.S. Employer

Identification No.)

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3438 Peachtree Road NE, Suite 1800

Atlanta, Georgia 30326

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code) (678) 791-1000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Carter's, Inc. (the Company) held its Annual Meeting of Shareholders on May 17, 2018 (the Annual Meeting). Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

1. Election of Directors

Each of the ten director nominees were elected to a one-year term. The voting results were as follows:

| Nominee | Total votes for | Total votes against | Total votes abstained | Broker non-votes |
|------------------------|----------------------------|------------------------------------|--------------------------------------|-----------------------------|
| Amy Woods Brinkley | 41,044,221 | 366,235 | 95,292 | 2,551,856 |
| Giuseppina Buonfantino | 41,093,820 | 316,385 | 95,543 | 2,551,856 |
| Michael D. Casey | 39,121,973 | 1,303,128 | 1,080,647 | 2,551,856 |
| Vanessa J. Castagna | 41,095,166 | 315,031 | 95,551 | 2,551,856 |
| A. Bruce Cleverly | 39,751,151 | 1,658,994 | 95,603 | 2,551,856 |
| Jevin S. Eagle | 40,983,798 | 426,347 | 95,603 | 2,551,856 |
| Mark P. Hipp | 41,214,638 | 195,099 | 96,011 | 2,551,856 |
| William J. Montgoris | 41,016,924 | 392,812 | 96,012 | 2,551,856 |
| David Pulver | 40,603,002 | 806,734 | 96,012 | 2,551,856 |
| Thomas E. Whiddon | 40,140,922 | 1,269,222 | 95,604 | 2,551,856 |

2. Advisory Vote on Executive Compensation for Named Executive Officers

The shareholders of the Company approved, on an advisory basis, the 2017 compensation awarded to the Company's named executive officers as disclosed in the Company's proxy statement filed in connection with the Annual Meeting. The voting results were as follows:

| Total votes for | Total votes against | Total votes abstained | Broker non-votes |
|----------------------------|--------------------------------|----------------------------------|-----------------------------|
| 39,118,396 | 2,240,562 | 146,790 | 2,551,856 |

3. Approval of the Company's Amended and Restated Equity Incentive Plan

The shareholders of the Company approved the Company's Amended and Restated Equity Incentive Plan. The voting results were as follows:

| Total votes for | Total votes against | Total votes abstained | Broker non-votes |
|----------------------------|--------------------------------|----------------------------------|-----------------------------|
| 38,827,568 | 2,575,176 | 103,004 | 2,551,856 |

4. Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders of the Company ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2018. The voting results were as follows:

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| Total votes | Total votes | Total votes |
|--------------------|--------------------|--------------------|
| for | against | abstained |
| 43,279,843 | 679,860 | 97,901 |

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.

May 23, 2018

CARTER'S, INC.

By: /s/ Michael C. Wu

Name: Michael C. Wu

Title: Senior Vice President, General Counsel and
Secretary