

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

CARTER'S, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

13-3912933

(State of incorporation or organization) (I.R.S. Employer Identification No.)

THE PROSCENIUM

1170 PEACHTREE STREET NE, SUITE 900

ATLANTA, GEORGIA

(Address of principal executive offices)

30309

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

COMMON STOCK, \$0.01 PAR VALUE

NEW YORK STOCK EXCHANGE

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box [x].

If this form relates to the registration a class of securities pursuant to
Section 12(g) of the exchange Act and is effective pursuant to General
Instruction A.(d), check the following box [].

Securities Act registration statement file number to which this form relates:
333-98679

Securities to be registered pursuant to Section 12(g) of the Act: N/A

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Description of the Common Stock, par value \$.01 per share, of the Registrant is
contained in the Registration Statement on Form S-1 filed with the Securities
and Exchange Commission on October 10, 2003 (File Number: 333-98679) under the
caption "Description of Capital Stock," and is incorporated herein by reference.

ITEM 2. EXHIBITS

List below all exhibits filed as a part of the registration statement:

1. Certificate of Incorporation of Carter's, Inc.*
2. By-laws of Carter's, Inc.**
3. Specimen Certificate of Common Stock for Carter's, Inc.***

* Incorporated by reference to Exhibit 3.1 to the Registration Statement on
Form S-1 of the Registrant filed with the Securities and Exchange

Commission on October 10, 2003 (File Number: 333-98679).

** Incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-1 of the Registrant filed with the Securities and Exchange Commission on October 10, 2003 (File Number: 333-98679).

*** Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 of the Registrant filed with the Securities and Exchange Commission on October 10, 2003 (File Number: 333-98679).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf of the undersigned, thereto duly authorized.

Registrant: CARTER'S, INC.

Date: OCTOBER 17, 2003

By: /s/ MICHAEL D. CASEY

Michael D. Casey
Executive Vice President,
Chief Financial Officer, and
Secretary