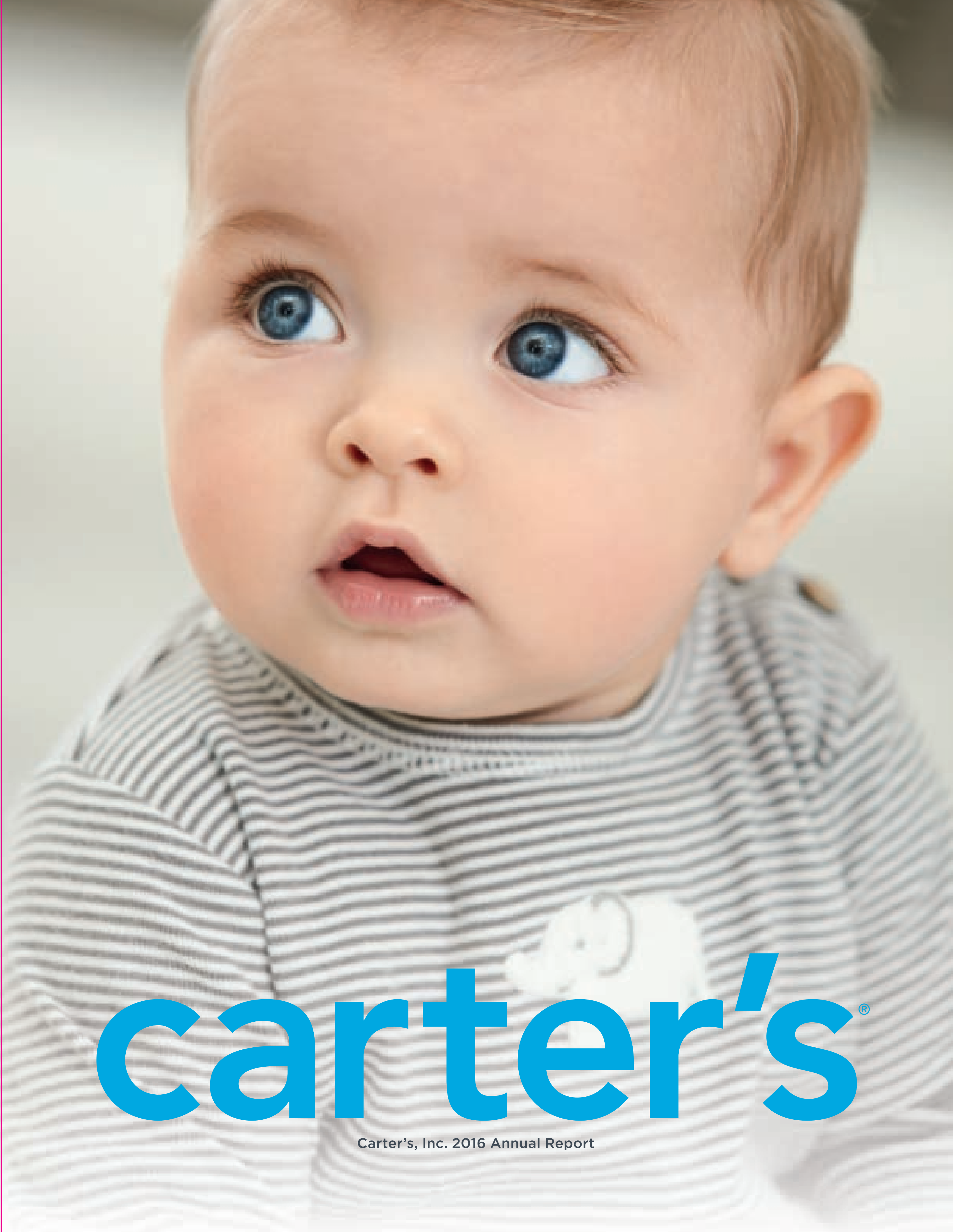


carter's®

Carter's, Inc. 2016 Annual Report

Carter's, Inc. 2016 Annual Report


carter's®
if they could just stay little 'til their carter's wear out®

OUR BRAND FAMILY

ICONIC BRANDS. UNIQUE PERSONALITIES.

carter's®

OSHKOSH B'gosh®

child of mine made by carter's™

GENUINE KIDS FROM OSHKOSH™

just one you® made by carter's

Precious firsts® made by carter's

simple joys made by carter's™

SKIP*HOP®

DEAR FELLOW SHAREHOLDERS,

2016 was another good year for our Company. In 2016, we achieved a record level of sales and earnings, increased our market share, strengthened our omni-channel capabilities, successfully tested a more productive retail store model, and expanded our business in China. Given the strength of our performance last year, we also returned a significant amount of capital to shareholders through share repurchases and dividends.

2016 HIGHLIGHTS

- Increased net sales by 6% to $3.2 billion, our 28th consecutive year of sales growth
- Achieved record net income of $258 million
- Grew diluted earnings per share by 13%
- Achieved record operating cash flow of $369 million
- Returned $367 million to shareholders through share repurchases and dividends

OUR VISION AND FOCUS

Over the past 10 years, our annual sales and net income have grown, on average, by 9% and 12%, respectively, on a compounded basis. We are the largest branded marketer of young children's apparel in the United States and Canada. We believe no other company in the world has our brand reach and success in childrenswear.

Our vision is to be the world's favorite brands in young children's apparel. To achieve this vision, we are focused on the following key strategic priorities:

- **Provide the best value and experience in young children's apparel**

  We own two of the best known brands in young children's apparel, *Carter's* and *OshKosh B'gosh*. With over 100 years of rich history, our iconic brands have well-earned reputations for quality and value with generations of consumers. In early 2017, we expanded our brand portfolio by acquiring *Skip Hop*, a fast-growing and innovative leader in the children's durables product category. We believe *Skip Hop* provides an opportunity to expand our product offerings to include complementary essential core products for families with young children.

  In 2016, we outperformed the macro trends in the retail apparel industry and strengthened our leadership position in young children's apparel in the United States and Canada. Our 18% share of the $22 billion market is double that of our nearest competitor.

  We believe our market position reflects our strong brand reputation with generations of consumers, including millennials. Last year, *Carter's* was the only apparel brand exclusively for young children ranked among the top 100 brands preferred by millennials. *Carter's* is the number one brand chosen by new moms with the highest rankings in fit, comfort, and value. In a recent survey, Consumer Reports ranked *Carter's* and *OshKosh B'gosh* among the best brands in the outlet industry for quality, selection, service, and value.

- **Extend the reach of our brands**

  Over the past decade, we have improved the convenience of shopping for our brands by opening stores closer to consumers in strip shopping centers, building eCommerce capabilities, and expanding our brand presence in international markets.

  Today, our multi-brand, multi-channel business model provides us with the broadest distribution of young children's apparel in North America. Internationally, we reach consumers in approximately 60 countries through wholesale and licensing relationships, and in over 100 countries through our websites.

  We are the largest supplier of young children's apparel to the largest retailers in the United States. Our products are sold in approximately 18,000 retail locations and through our wholesale customers' websites. To strengthen our wholesale business, we are focused on improving our product offerings, supporting our customers' eCommerce growth objectives, investing in brand presentation, and expanding our supply chain capabilities.

  In addition to our strong wholesale business, we operate nearly 1,000 stores and high-growth eCommerce businesses in the United States and Canada. In 2016, we strengthened our omni-channel capabilities by investing in technology that enables consumers to shop online and pick up their purchases in a store close to home. Last year, about 10% of our online transactions were picked up in stores, and nearly 30% of those transactions led to additional in-store purchases.

  We've also invested in technology that enables in-store purchases of products available only online. This "save the sale" initiative was tested in 2016, and we plan to make this service available in all of our stores in the United States this year. Given the success of our eCommerce business and the secular shift of consumers to online shopping, we expect our domestic eCommerce sales to contribute $350 million to our growth over the next five years.

Store openings will continue to be an important component of our growth strategy. To improve the convenience of shopping for our brands, we are opening stores closer to consumers. In 2016, over 40% of our stores were located in outlet centers. These are some of our largest and most productive stores. However, with fewer international shoppers (caused, we believe, by the stronger U.S. dollar) and domestic consumers' increasing preference for convenience, our outlet stores posted a decrease in comparable sales in 2016. By opening our stores closer to consumers, we expect the mix of outlet stores to be less than 30% of our store portfolio by 2021.

In 2016, we tested a new co-branded store format in the United States. This initiative was inspired by our successful co-branded store format in Canada. We believe this smaller, more productive store model provides a better experience for consumers. It presents the best assortment of our *Carter's* and *OshKosh B'gosh* brands in one convenient store location, enabling one-stop shopping for a newborn to a 10-year-old child. Last year, our co-branded stores had the best traffic and comparable sales performance relative to our other store models. With the success of the co-branded store test, we plan to open approximately 240 stores in this format by 2021. We expect these store openings will be the largest contributor to our domestic store sales growth plan of $250 million over the next five years.

We saw good demand for our brands outside the United States in 2016. International sales grew 12% last year and represented 11% of our total sales. Canada represents the largest component of our international business contributing two-thirds of our total international segment sales. In local currency, sales in Canada grew 16% last year, significantly outperforming the market. We expect our sales in Canada to grow by over $100 million in the next five years driven by 50 store openings and eCommerce sales, which we expect to more than double by 2021.

We believe China will provide the next largest source of growth in our international business. Annual births in China are four times that of the United States. The young children's apparel market in China is estimated to be $12 billion and is forecasted to double by 2025. Last year, we had our first full year of sales on Alibaba's Tmall website. In October, we announced a new wholesale relationship with Pou Sheng, a $2 billion publicly-traded retailer of popular brands including Nike, Skechers, and Levi's. In 2016, Pou Sheng opened nine *Carter's* stores and plans to open 40 more stores this year. If the performance of these stores meets our collective objectives, we expect 200 or more stores to be opened in the next five years. We believe our relationship with Pou Sheng, together with Alibaba, will enable us to extend the reach of our brands to more consumers in China. We expect China to contribute $80 million to $100 million in sales by 2021.

- **Improve profitability**

We made good progress improving our operating margin last year, which was driven by a higher mix of eCommerce sales, improved price realization, expanded direct sourcing capabilities, and lower product costs.

In terms of our long-term outlook, we believe our multi-channel business model enables net sales growth of about 6% a year, on average, over the next five years. With respect to profitability, we're planning our earnings to grow by more than sales over the same period. Our forecasts reflect average annual earnings growth of 10%, driven by:

- growing our retail and international businesses;
- improving retail store productivity;
- integrating and growing our *Skip Hop* brand;
- increasing our direct sourcing capabilities;
- strengthening inventory management; and
- returning capital to shareholders through share repurchases.

With these initiatives, we believe our Company can grow to over $4 billion in net sales by 2021.

In summary, we made significant progress in 2016 strengthening our position as the leader in young children's apparel. We own two of the best-known and best-performing brands in the young children's apparel market in North America. We have a very talented organization that has demonstrated its ability to deliver exceptional performance in a highly competitive market, and believe we are well-positioned to grow and gain market share in the years to come.

On behalf of our Board of Directors, Leadership Team, and all of our dedicated employees, thank you for your investment in Carter's.

Sincerely,

Michael D. Casey
Chairman and Chief Executive Officer

April 2017

OUR BUSINESS

Carter's, Inc. owns the largest share of the $21 billion baby and young children's apparel market (ages zero to seven) in the United States as well as the $2 billion market in Canada. We own two of the best known and trusted brand names in young children's apparel, *Carter's* and *OshKosh B'gosh*. Each of our iconic brands has more than 100 years of rich history; *Carter's* was established in 1865 and *OshKosh B'gosh* in 1895. Our *Genuine Kids*, *Just One You*, and *Precious Firsts* brands are sold at Target, and our *Child of Mine* brand is sold at Walmart. In early 2017, we expanded our brand portfolio by acquiring *Skip Hop*, a fast-growing and innovative leader in the children's durables product category.

We have the broadest distribution of young children's apparel in the market. In 2016, our multi-channel business model generated $3.2 billion in net sales. In the United States, we reach a wide range of consumers through approximately 18,000 wholesale locations, including the largest retailers in the country, 792 Company-operated stores, and our websites. Internationally, we reach consumers in approximately 60 countries through wholesale and licensing relationships, in over 100 countries through our websites, and through 164 Company-operated stores in Canada. We serve the needs of families with young children by providing a strong value in our product offerings, including baby apparel, sleepwear, playclothes, and related accessories.

FINANCIAL HIGHLIGHTS

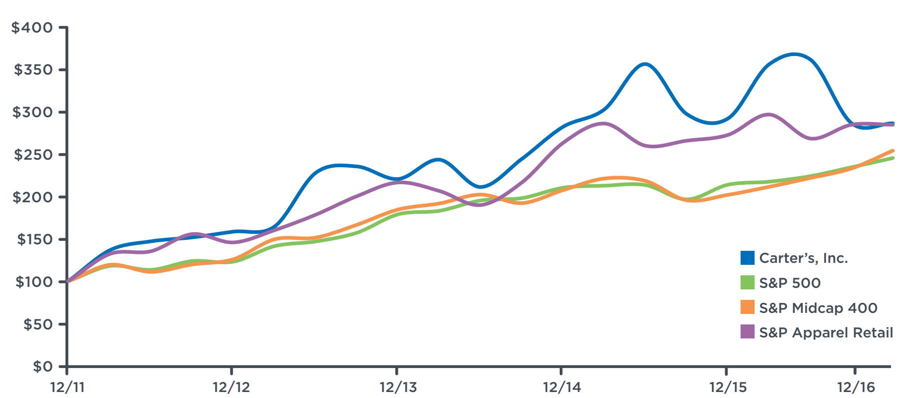
(dollars in thousands, except per share data)

Summary of Operations	Fiscal 2016	Fiscal 2015	Fiscal 2014
As reported (a)			
Net sales	$3,199,184	$3,013,879	$2,893,868
Gross margin	43.1%	41.7%	40.9%
Operating income	$426,558	$392,857	$333,345
Operating margin	13.3%	13.0%	11.5%
Net income	$258,106	$237,822	$194,670
Diluted earnings per share	$5.08	$4.50	$3.62
Net cash provided by operating activities	$369,229	$307,987	$282,397
As adjusted (b)			
Operating income	$431,372	$400,985	$359,257
Operating margin	13.5%	13.3%	12.4%
Net income	$261,147	$243,641	$211,493
Diluted earnings per share	$5.14	$4.61	$3.93

(a) Results "as reported" are presented in accordance with accounting principles generally accepted in the United States of America ("GAAP").
(b) Results "as adjusted" are non-GAAP financial measurements. A reconciliation of results "as reported" to results "as adjusted" immediately follows our Annual Report on Form 10-K.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN*

Among Carter's, Inc., the S&P 500 Index, the S&P Midcap 400 Index, and the S&P Apparel Retail Index



*$100 invested on 12/31/11 in stock or index, including reinvestment of dividends. Fiscal year ended December 31.

carter's, inc.

Form 10-K

2016 Annual Report

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM __________ TO __________**

Commission file number:
001-31829

CARTER'S, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**13-3912933**
(state or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Phipps Tower
3438 Peachtree Road NE, Suite 1800
Atlanta, Georgia 30326
(Address of principal executive offices, including zip code)

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

Form 10-K

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each Exchange on which Registered
Carter's, Inc.'s common stock par value $0.01 per share	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The approximate aggregate market value of the voting stock held by non-affiliates of the Registrant as of July 1, 2016 (the last business day of our most recently completed second quarter) was $5,220,125,196.

There were 48,600,818 shares of Carter's, Inc. common stock with a par value of $0.01 per share outstanding as of the close of business on February 17, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A relating to the Annual Meeting of shareholders of Carter's, Inc., scheduled to be held on May 17, 2017, will be incorporated by reference in Part III of this Form 10-K. Carter's, Inc. intends to file such proxy statement with the Securities and Exchange Commission not later than 120 days after its fiscal year ended December 31, 2016.

CARTER'S, INC.
INDEX TO ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED DECEMBER 31, 2016

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This Annual Report on Form 10-K contains certain forward-looking statements regarding future circumstances. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," and similar terms. These forward-looking statements are based upon current expectations and assumptions of the Company and are subject to various risks and uncertainties that could cause actual results to differ materially from those contemplated in such forward-looking statements including, but not limited to, those discussed in the subsection entitled "Risk Factors" under Part I, Item 1A of this Annual Report on Form 10-K. Actual results, events, and performance may differ significantly from the results discussed in the forward-looking statements. Readers of this Annual Report on Form 10-K are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except for any ongoing obligations to disclose material information as required by federal securities laws, the Company does not have any intention or obligation to update forward-looking statements after the filing of this Annual Report on Form 10-K. The inclusion of any statement in this Annual Report on Form 10-K does not constitute an admission by the Company or any other person that the events or circumstances described in such statement are material.

PART I

Our market share data is based on information provided by the NPD Group, Inc ("NPD"). Unless otherwise indicated, references to market share in this Annual Report on Form 10-K are expressed as a percentage of total retail sales of the stated market. The baby and young children's apparel market includes apparel products for ages zero to seven. NPD data is based upon Consumer Panel Track SM (consumer-reported sales) calibrated with selected retailers' point of sale data. Please note that NPD revised its Consumer Tracker methodology, effective with the most recent data release for annual 2016 and restated annual 2015 data. NPD data cited in prior Annual Reports on Form 10-K are based on an alternate methodology no longer employed by NPD and are not comparable to current year presentation.

The NPD market share data presented is based on NPD's definition of the baby and playclothes categories, which are different from the Company's definitions of these categories. The data presented is based upon The NPD Group/Consumer Tracking Service for Children's Apparel in the United States ("U.S.") and represents the twelve month period ending December 31, 2016.

Unless the context indicates otherwise, in this filing on Form 10-K, "Carter's," the "Company," "we," "us," "its," and "our" refers to Carter's, Inc. and its wholly owned subsidiaries.

Our fiscal year ends on the Saturday, in December or January nearest the last day of December, resulting in an additional week of results every five or six years. Fiscal 2016, which ended on December 31, 2016, and fiscal 2015, which ended on January 2, 2016, both contained 52 weeks. Fiscal 2014, which ended on January 3, 2015, contained 53 weeks.

ITEM 1. BUSINESS

OVERVIEW

We are the largest branded marketer in the U.S. and Canada of apparel exclusively for babies and young children. We own two of the most highly recognized and most trusted brand names in the children's apparel industry, *Carter's* and *OshKosh B'gosh* (or "*OshKosh*").

Established in 1865, our *Carter's* brand is recognized and trusted by consumers for high-quality apparel for children sizes newborn to eight and accessories.

Established in 1895, *OshKosh* is a well-known brand, trusted by consumers for apparel for children sizes newborn to 14, with a focus on playclothes for toddlers and young children, and accessories.

We believe our brands provide a complementary product offering and aesthetic, and are each uniquely positioned in the marketplace. In the $20.7 billion baby and young children's apparel market ages zero to seven in the U.S., our *Carter's* brand has the #1 position with a 14.9% market share and our *OshKosh* brand has a 2.9% market share.

We market high-quality products at an attractive value proposition for consumers, and offer multiple product categories, including baby, sleepwear, playclothes, and related accessories. Our multi-channel international business model—retail stores, online and wholesale—enables us to reach a broad range of consumers around the world. As of December 31, 2016, our channels included approximately 18,000 wholesale locations (including department stores, national chain stores, specialty stores and discount retailers), 792 stores in the U.S., 164 stores in Canada, and our U.S. and Canadian websites (including www.carters.com), all in addition to our other international wholesale, licensing, and online channels.

We have extensive experience in the young children's apparel market and focus on delivering products that satisfy our consumers' needs. Our long-term growth strategy is focused on:

- providing the best value and experience in young children's apparel;
- extending the reach of our brands by improving the convenience of shopping for our brands and by strengthening our international operations; and
- improving profitability by strengthening distribution and direct-sourcing capabilities, as well as inventory management disciplines.

For fiscal 2016 and all comparative fiscal periods presented within this Annual Report on Form 10-K, our business was managed and evaluated through five segments: Carter's Retail, Carter's Wholesale, OshKosh Retail, OshKosh Wholesale, and International. Our Carter's Retail and OshKosh Retail segments consist of income from sales of products in the United States, including *Carter's* and *OshKosh* products, through our Carter's and OshKosh retail and online stores, respectively. Similarly, our Carter's Wholesale and OshKosh Wholesale segments consist of income from sales in the United States of *Carter's* and *OshKosh* products, respectively, through our wholesale partners. Finally, our International segment consists of income from sales of *Carter's* and *OshKosh* products through retail and online stores outside the United States, primarily through our retail and online stores in Canada and stores operated by our international partners, as well as sales to our international wholesale partners. Additional financial and geographical information about our segments is contained in Item 8—"Financial Statements and Supplementary Data", under Note 13—"Segment Information" to the accompanying consolidated financial statements. Beginning in 2017, to align with changes in how our executive team currently views and manages the business, we combined our two U.S. retail and two U.S. wholesale segments. Our new segments will be U.S. Retail, U.S. Wholesale, and International. Additional information is contained in Item 8—"Financial Statements and Supplementary Data", under Note 21—"Subsequent Events" to the accompanying consolidated financial statements.

Our Brands

Carter's

Under our *Carter's* brand, we design, source, and market products primarily for sizes newborn to eight. Our focus is on essential, high-volume apparel products for babies and young children. Such products include bodysuits, multi-piece knit sets, pajamas, bibs, blankets, outerwear, shoes, swimwear, playwear, and fashion accessories. We believe that a majority of our products are consumer essentials and are therefore less affected by changes in fashion trends and economic cycles.

Carter's is the leading brand in the baby category in the U.S. In fiscal 2016, our multi-channel business model enabled our *Carter's* brand to maintain its leading market share in the U.S. of approximately 25.0% for the baby market ages zero to two, which represented nearly five times the market share of the next largest brand.

In fiscal 2016, we sold 355 million units of *Carter's* and related exclusive-brand products in the U.S. through our retail and wholesale channels, an increase of approximately 3.8% from fiscal 2015.

OshKosh

Under our *OshKosh* brand, we design, source, and market young children's apparel and high-quality playclothes primarily for children in sizes newborn to 14. Our *OshKosh* branded products primarily include denim, overalls, t-shirts, fleece, and other playclothes. Our *OshKosh* brand is generally positioned towards an older segment relative to the *Carter's* brand, and at slightly higher average prices than our *Carter's* brand. We believe our *OshKosh* brand has significant brand name recognition, which consumers associate with high-quality, durable, and authentic playclothes for young children.

We believe our *OshKosh* brand represents a significant opportunity for us to increase our market share in the playclothes category as the young children's playclothes market in the U.S. is highly fragmented. For fiscal 2016, this market was nearly four times the size of the baby and sleepwear markets combined. We strive to grow this business by strengthening our product offerings, improving product value, reducing product complexity, and leveraging our strong customer relationships and global supply chain expertise.

In fiscal 2016, we sold 52 million units of *OshKosh* products in the U.S. through our retail and wholesale channels, an increase of approximately 6.1% from fiscal 2015.

Brand and Product Development

We have cross-functional product teams focused on the development of both our *Carter's* and our *OshKosh* brands and products. These teams are skilled and experienced in identifying and developing high-volume, high-value products. Each team includes members from merchandising, art, design, sourcing, product development, and planning. These teams follow a disciplined approach to fabric usage, color selection, and productivity. We also license our brand names to other companies to create a broad collection of lifestyle products, including bedding, hosiery, shoes, room décor, furniture, diaper bags, and toys. The licensing team directs the use of our designs, art, and selling strategies to all licensees.

We believe this disciplined approach to product design results in a compelling product offering to consumers, reduces our exposure to short-term fashion trends, and supports efficient operations. We conduct consumer research as part of our product development process.

Brand Positioning

Our vision is to be the leader in baby and young children's apparel and to consistently provide high-quality products at a compelling value to consumers. We employ a disciplined merchandising strategy that identifies and focuses on essential products. We believe that we have strengthened our brands' images with the consumer by differentiating our products through fabric improvements, new artistic applications, and new packaging and presentation strategies. We also attempt to differentiate our products through in-store fixturing, branding and signage packages, and advertising. We have invested in display fixtures at major wholesale customers that present our products on their floors in a compelling manner intended to enhance brand and product presentation. We also strive to provide our wholesale customers with a consistent, high-level of service, including delivering and replenishing products on time to fulfill customer needs. Our retail stores and websites focus on the customer experience through store and website design, visual aesthetics, clear product presentation, and experienced customer service.

Our Products

Carter's brands

Baby

Carter's brand baby products include bodysuits, pants, dresses, multi-piece sets, blankets, layette essentials, bibs, booties, sleep and play, one-piece rompers and jumpers, which are also sold in multiple compelling configurations. In fiscal 2016, we generated approximately $1.1 billion in net sales of these products in the U.S., representing 34.3% of our consolidated net sales.

We sell a complete range of baby products for newborns, primarily made of cotton. We attribute our leading market position to our brand strength, unique colors, distinctive prints, commitment to quality, and ability to manage our dedicated floor space for our wholesale customers. Our marketing programs are targeted toward experienced mothers, first-time mothers, and gift-givers. Our *little baby basics*™ product line, the largest component of our baby business, provides parents with essential products and accessories, including value-focused multi-piece sets. Our *Little Collections*® product line consists of coordinated baby items designed for first-time mothers and gift-givers.

Playclothes

Carter's brand playclothes products include knit and woven apparel, primarily in cotton, for everyday use in sizes newborn to eight. In fiscal 2016, we generated $719.7 million in net sales from the sale of these products in the U.S., representing 22.5% of our consolidated net sales.

We continue to focus on building our *Carter's* brand in the playclothes market by developing a base of essential, high-volume products that utilize unique, special, or must-have print designs and innovative artistic applications. Our aggregate fiscal 2016 *Carter's* brand playclothes market share in the U.S. was approximately 13.5% in the $14.3 billion department store, national chain, outlet, specialty store, and off-price sales channels, which represents two times the market share of the next largest brand.

Sleepwear

Carter's brand sleepwear products include a full range of pajamas in cotton, fleece and poly-jersey, primarily in sizes 12 months to eight. In fiscal 2016, we generated $356.5 million in net sales from the sale of these products in the U.S., representing 11.1% of our consolidated net sales.

Our *Carter's* brand is the leading brand of sleepwear for babies and young children within the department store, national chain, outlet, specialty store, and off-price sales channels in the U.S. In fiscal 2016, in these channels, our *Carter's* sleepwear brand market share was approximately 31.8%, which represents nearly eight times the market share of the next largest brand. As with our baby product line, we differentiate our sleepwear products by offering high-volume, high-quality, high-value products with distinctive designs and art.

Other Products

Our other product offerings include bedding, outerwear, swimwear, footwear, socks, diaper bags, gift sets, toys, and hair accessories. In fiscal 2016, we generated $209.3 million in net sales from the sale of these other products in the U.S., representing 6.6% of our consolidated net sales.

Additionally, we license our *Carter's, Child of Mine, Just One You,* and *Precious Firsts* brands to partners to expand our product offerings. We had 12 licensees in the U.S. as of December 31, 2016. These licensing partners develop and sell products through our multiple sales channels, while leveraging our brand strength, customer relationships, and designs. Licensed products provide our customers and consumers with a range of lifestyle products that complement and expand upon our baby and young children's apparel offerings. Our license agreements require strict adherence to our quality and compliance standards and provide for a multi-step product approval process. We work in conjunction with our licensing partners in the development of their products to ensure that they fit within our brand vision of high-quality products at attractive values to the consumer. In addition, we work closely with our wholesale customers and our licensees to gain dedicated floor space for licensed product categories. In fiscal 2016, our *Carter's* brand generated $25.1 million in domestic royalty income from these licensees.

***OshKosh* brands**

Playclothes

Our *OshKosh* brand is best known for its playclothes products. *OshKosh* brand playclothes include denim apparel products with multiple wash treatments and coordinating garments, overalls, woven bottoms, knit tops, bodysuits, and playclothes products for everyday use in sizes newborn to 14. In fiscal 2016, we generated $346.3 million in net sales of *OshKosh* brand playclothes products in the U.S., representing 10.8% of our consolidated net sales. Our fiscal 2016 *OshKosh* brand playclothes market share in the U.S. was approximately 3.3% of the $14.3 billion young children's playclothes market.

Other Products

The remainder of our *OshKosh* brand product offering includes baby, sleepwear, outerwear, footwear, hosiery, and accessories. In fiscal 2016, we generated $105.7 million in net sales of these other products in our OshKosh retail stores and online, which represented 3.4% of our consolidated net sales.

Additionally, we partner with a number of domestic licensees to extend the reach of our *OshKosh* brand. As of December 31, 2016, we had six licensees selling apparel and accessories. Our largest *OshKosh* licensing agreement is with Target. All *Genuine Kids from OshKosh* products sold by Target are sold pursuant to this licensing agreement. Our licensed products provide our customers and consumers with a range of *OshKosh* products including outerwear, underwear, swimwear, socks, shoes, and accessories. In fiscal 2016, we earned approximately $13.9 million in domestic royalty income from our *OshKosh* brands.

Our Sales Channels

We sell our *Carter's* and *OshKosh* branded products through multiple channels—brick-and-mortar stores, online, and wholesale—both in the U.S. and internationally.

U.S. Carter's and OshKosh Retail

Our U.S. retail stores are generally located in high-traffic strip shopping centers in or near major cities or outlet centers that are generally located within 20 to 30 minutes of densely-populated areas. We believe our brand strength and our assortment of products, often localized for climate differences, have made our retail stores a destination for consumers who shop for young children's apparel and accessories.

We operate retail stores in three different formats: Carter's stand-alone stores, OshKosh stand-alone stores, and stores in our dual-branded format. Our dual-branded format includes "side-by-side" locations and "co-branded" locations. The dual-branded format allows customers to shop for both the *Carter's* and *OshKosh* brands in a single location. "Side-by-side" locations, which are located only in the U.S., consist of adjacent retail stores for our *Carter's* and *OshKosh* brands that are connected and counted as a single dual-branded format location. "Co-branded" locations consist of a single retail store that offers products from our *Carter's* and *Oshkosh* brands and are also counted as a single dual-branded format location.

As of December 31, 2016, we operated 495 Carter’s stand-alone retail stores in the U.S. These stores carry a complete assortment of baby and young children’s apparel, accessories, and gift items. Our stores average approximately 4,400 square feet per location and are distinguished by an easy, consumer-friendly shopping environment.

As of December 31, 2016, we operated 138 OshKosh stand-alone retail stores in the U.S. These stores carry a wide assortment of young children’s apparel, accessories, and gift items, and average approximately 4,000 square feet per location.

As of December 31, 2016, we operated 140 “side-by-side” locations in the U.S.

Our “co-branded” stores in the U.S. average approximately 5,000 square feet per location, are slightly larger than our single-brand retail stores in the U.S., and offer a similar product assortment. As of December 31, 2016, we operated 19 “co-branded” stores in the U.S.

We assess all potential new retail store locations based on demographic factors, retail adjacencies, and population density, as part of a real estate selection process.

We also sell our products through our U.S. websites at www.carters.com, www.oshkoshbgosh.com, and www.oshkosh.com. Each online store offers a full assortment of products from each of our brands.

In fiscal 2016, our U.S. Carter’s and OshKosh retail net sales were $1.3 billion and $402.3 million, respectively, representing 39.2% and 12.6% of our consolidated net sales, respectively.

U.S. Carter’s and OshKosh Wholesale

Our *Carter’s* brand wholesale customers in the U.S. include major retailers, such as, in alphabetical order, Costco, JCPenney, Kohl’s, Macy’s, and Toys “R” Us. Additionally, we sell our *Child of Mine* brand at Walmart and our *Just One You* and *Precious Firsts* brands at Target. In fiscal 2016, our U.S. Carter’s wholesale net sales were $1.1 billion, representing 35.3% of our consolidated net sales.

Our *OshKosh* brand wholesale customers in the U.S. include major retailers, such as, in alphabetical order, Costco, JCPenney, Kohl’s, and Toys “R” Us. We also have a licensing agreement with Target Corporation (“Target”) through which Target sells products under our Genuine Kids from *OshKosh* brand. In fiscal 2016, our U.S. OshKosh wholesale net sales were $49.7 million, representing 1.6% of our consolidated net sales.

We collaboratively plan store assortments with our wholesale customers. We intend to drive continued growth with our wholesale customers through our focus on managing our key accounts’ business through replenishment, product mix, brand presentation, marketing, and frequent meetings with the senior management of our major wholesale customers.

International

Our International segment includes company-operated retail stores and online websites, wholesale operations, and royalty income from our international licensees. In fiscal 2016, our international net sales were $364.7 million, representing 11.3% of our consolidated net sales.

As of December 31, 2016, we operated 164 “co-branded” Carter’s and OshKosh retail stores in Canada and our online store at www.cartersoshkosh.ca. Additionally, we reach consumers in approximately 60 countries through wholesale and licensing relationships and in over 100 countries through our websites.

As of December 31, 2016, we partnered with 34 licensees to sell the *Carter’s* and *OshKosh* brands internationally. In fiscal 2016, our international licensees generated *Carter’s* brand retail sales of $26.8 million, on which we earned $1.9 million in royalty income, and our *OshKosh* international licensees generated retail sales of $25.9 million, on which we earned approximately $1.9 million in royalty income.

Our Customer and Marketing Strategy

Our marketing is predominately focused on driving brand preference and engagement with millennial customers. As such, we continue to strengthen and evolve our digital programs to keep our brands in front of the consumer. Our multi-channel approach allows the customer to experience the brand as a seamless shopping experience in the channel of their choice. Our investments in marketing, our loyalty program, and new technologies are focused on new customer acquisition, developing stronger connections with our existing customers, and extending their relationship with our brands. Our goal is to have the most top-of-mind, preferred brands in the young children's market and to connect with a diverse, digitally-savvy customer.

In addition, during fiscal 2015, we launched our *Rewarding Moments®* loyalty and rewards program in the U.S. to drive customer traffic, sales, and brand loyalty. This program is integrated across our retail stores and online businesses. During fiscal 2016, our retail sales were predominantly made to customers who are members of *Rewarding Moments®*.

Our Global Sourcing Network

We source our garments from an international network of suppliers, primarily from Asia and Central America. Prior to placing production, and on a recurring basis, we conduct assessments of political, social, economic, trade, labor and intellectual property protection conditions in the countries in which we source our products.

We regularly assess the manufacturing facilities we use through periodic on-site facility inspections, including the use of independent monitors to supplement our internal staff. We integrate review data and performance results into our sourcing decisions and suggest improvements as a result. Our vendor code of conduct covers employment practices, such as wages and benefits, working hours, health and safety, working age, and discriminatory practices, as well as environmental, ethical and other legal matters.

Additionally, we are a certified and validated member of the United States Customs and Border Protection's Customs-Trade Partnership Against Terrorism ("C-TPAT") program. We expect all of our suppliers shipping to the United States to adhere to our C-TPAT requirements, including standards relating to facility security, procedural security, personnel security, cargo security and the overall protection of the supply chain. In the event a supplier does not comply with our C-TPAT requirements, or if we determine that the supplier will be unable to correct a deficiency, we may terminate our business relationship with the supplier.

We believe that our sourcing arrangements are sufficient to meet our current operating requirements and provide capacity for growth.

Our Global Distribution Network

Domestically, we operate two distribution centers in Georgia: our approximately 1.1 million square-foot multi-channel facility in Braselton and our facility in Stockbridge. We also outsource distribution activities to a third-party logistics provider in California. Our distribution center activities include receiving finished goods from our vendors, inspecting those products, preparing them for retail and wholesale presentation, and shipping them to our customers and to our own stores.

Internationally, we operate or outsource our distribution activities to third-party logistics providers in Canada and China to support our international wholesale customers, eCommerce operations, and Canadian retail store network.

Competition

The baby and young children's apparel market is highly competitive. Competition is generally based upon product quality, brand name recognition, price, selection, service, and convenience. Both branded and private label manufacturers aggressively compete in the baby and young children's apparel market. Our primary competitors in the wholesale channel include private label product offerings, and, in alphabetical order, Disney, Garanimals and Gerber. Our primary competitors in the retail channel include, in alphabetical order, Disney, Gap, Gymboree, Old Navy, and The Children's Place. Most retailers, including our wholesale customers, have significant private label product offerings that compete with our products. Because of the highly-fragmented nature of the industry, we also compete with many small manufacturers and retailers. We believe that the strength of our *Carter's*, *OshKosh*, and related brand names, combined with our breadth of product offerings, distribution footprint and operational expertise, position us well against these competitors.

Seasonality

We experience seasonal fluctuations in our sales and profitability due to the timing of certain holidays and key retail shopping periods, which generally have resulted in lower sales and gross profit in the first half of our fiscal year versus the second half of the year. Accordingly, our results of operations during the first half of the year may not be indicative of the results we expect for the full fiscal year.

Governmental Regulation and Environmental Matters

Our products are subject to regulation and regulatory standards with respect to quality and safety set by various governmental authorities around the world, including in the United States, Canada, and China. Our operations also are subject to various international trade agreements and regulations. While we believe that we are in compliance in all material respects with all applicable governmental regulations, current governmental regulations may change or become more stringent or unforeseen events may occur, any of which could have a material adverse effect on our financial position or results of operations.

We are also subject to various federal, state, local and foreign laws and regulations that govern our activities, operations and products that may have adverse environmental and health and safety effects, including laws and regulations relating to generating emissions, water discharge, waste, product and packaging content and workplace safety. Noncompliance with these laws and regulations may result in substantial monetary penalties and criminal sanctions.

Our Trademarks and Copyrights

We own many trademarks and copyrights, including *Carter's®, OshKosh®, OshKosh B'gosh®, Genuine Kids®, Child of Mine®, Just One You®, Simple Joys®, Precious Firsts®, Little Collections®, little baby basics*™, *Rewarding Moments®,* and *Count on Carter's*®, many of which are registered in the U.S. and in more than 140 countries and territories.

Our Employees

As of December 31, 2016, we had approximately 18,300 employees globally. We have no unionized employees and believe that our labor relations are good.

Available Information

Our primary internet address is www.carters.com. The information contained on our website is not included as part of, or incorporated by reference into, this Annual Report on Form 10-K or any other reports we file with or furnish to the SEC. On our website, we make available, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, director and officer reports on Forms 3, 4, and 5, and any amendments to these reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Our SEC reports can be accessed through the investor relations section of our website. We also make available on our website the *Carter's Code of Ethics*, our Corporate Governance Principles, and the charters for the Compensation, Audit, and Nominating and Corporate Governance Committees of the Board of Directors. Our SEC filings are also available for reading and copying at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site, www.sec.gov, containing reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Corporate Information

Carter's, Inc. is a Delaware corporation, with its principal executive offices located in the U.S. at Phipps Tower, 3438 Peachtree Road NE, Suite 1800, Atlanta, Georgia 30326. Our telephone number is (678) 791-1000. Carter's, Inc. and its predecessors have been doing business since 1865.

ITEM 1A. RISK FACTORS

You should carefully consider each of the following risk factors as well as the other information contained in this Annual Report on Form 10-K and our other filings with the SEC in evaluating our business. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also impact our business operations. If any of the following risks actually occur, our operating results may be affected.

The loss of one or more of our major wholesale customers could result in a material loss of revenues.

We derived approximately 25% of our consolidated net sales from our top six wholesale customers for the fiscal year ended December 31, 2016. We do not enter into long-term sales contracts with our major wholesale customers, relying instead on product performance, long-standing relationships, and on our position in the marketplace. As a result, we face the risk that one or more of these or other customers may significantly decrease their business with us or terminate their relationship with us as a result of competitive forces, consolidation, reorganization, financial difficulties, including bankruptcy or insolvency, or other reasons, which could result in significant levels of excess inventory, a material decrease in our sales, or material impact on our operating results.

Financial difficulties for our major customers or licensees could have a significant impact on us.

A large percentage of our gross accounts receivables are typically from our largest wholesale customers. For example, 74% of our gross accounts receivable at December 31, 2016 were from our ten largest wholesale customers, with two of these customers having individual receivable balances in excess of 10% of our total accounts receivable. Our reserves for doubtful accounts for estimated losses resulting from the inability of our customers to make payments may prove not to be sufficient if any one or more of our customers are unable to meet outstanding obligations to us, which could materially adversely affect our operating results. If the financial condition or credit position of one or more of our customers or licensees were to deteriorate, or such customer or licensee fails, or is unable to pay the amounts owed to us in a timely manner, this could have a significant adverse impact on our business and results of operations.

The acceptance of our products in the marketplace is affected by consumers' tastes and preferences, along with fashion trends.

We believe that continued success depends on our ability to provide a compelling value proposition for our consumers in our distribution channels. There can be no assurance that the demand for our products will not decline, or that we will be able to successfully and timely evaluate and adapt our products to changes in consumer tastes and preferences or fashion trends. If demand for our products declines, promotional pricing may be required to move seasonal merchandise, and our gross margins and results of operations could be adversely affected.

The value of our brands, and our sales, could be diminished if we are associated with negative publicity, including through actions by our vendors, independent manufacturers and licensees, over whom we have limited control.

Although we maintain policies with our vendors, independent manufacturers and licensees that promote ethical business practices and our employees, agents, and third-party compliance auditors periodically visit and monitor the operations of these entities, we do not control our vendors, independent manufacturers, or licensees, or their labor practices. A violation of our vendor policies, licensee agreements, health and safety standards, labor laws, anti-bribery laws, or other policies or laws by these vendors, independent manufacturers, or licensees could damage the image and reputation of our brands and could subject us to liability. As a result, negative publicity regarding us or our brands or products, including licensed products, could adversely affect our reputation and sales. Further, while we take steps to ensure the reputation of our brands is maintained through license and vendor agreements, there can be no guarantee that our brand image will not be negatively affected through its association with products or actions of our licensees or vendors.

Our failure to protect our intellectual property rights could diminish the value of our brand, weaken our competitive position, and adversely affect our results.

We currently rely on a combination of trademark, unfair competition, and copyright laws, as well as licensing and vendor arrangements, to establish and protect our intellectual property rights. The steps taken by us or by our licensees and vendors to protect our proprietary rights may not be adequate to prevent either the counterfeit production of our products or the infringement of our trademarks or proprietary rights by others. In addition, intellectual property protection may be unavailable or limited in some foreign countries where laws or law enforcement practices may not protect our proprietary rights and where third parties may have rights to conflicting marks, and it may be more difficult for us to successfully challenge the use of our proprietary rights by other parties in those countries. If we fail to protect and maintain our intellectual property rights, the value of our brands could be diminished and our competitive position may suffer. Further, third parties may assert intellectual property claims against us, particularly as we expand our business geographically, and any such claim could be expensive and time consuming to defend, regardless of its merit. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products, which could have an adverse effect on our results of operations.

We are subject to various claims and pending or threatened lawsuits, including as a result of investigations or other proceedings related to previously disclosed investigations, and as a result, may incur substantial costs that adversely affect our business, financial condition, and results of operations.

As previously reported, in 2009 the SEC and the U.S. Attorney's Office began conducting investigations, with which the Company cooperated, related to customer margin support provided by the Company, including undisclosed margin support commitments and related matters. In December 2010, the Company and the SEC entered into a non-prosecution agreement pursuant to which the SEC agreed not to charge the Company with any violations of federal securities laws, commence any enforcement action against the Company, or require the Company to pay any financial penalties in connection with the SEC investigation of customer margin support provided by the Company, conditioned upon the Company's continued cooperation with the SEC's investigation and with any related proceedings. The Company has incurred, and may continue to incur, substantial expenses for legal services due to the SEC and U.S. Attorney's Office investigations and any related proceedings. These matters may continue to divert management's time and attention away from operations. The Company also expects to bear additional costs pursuant to its advancement and indemnification obligations to directors and officers under our organizational documents in connection with proceedings related to these matters. Our insurance may not provide coverage to offset all of the costs incurred in connection with these proceedings.

In addition, we are subject to various other claims and pending or threatened lawsuits in the course of our business, including claims that our designs infringe on a third party's intellectual property rights. We are also affected by trends in litigation, including class action litigation brought under various consumer protection, employment, and privacy and information security laws. In addition, litigation risks related to claims that technologies we use infringe intellectual property rights of third parties have been amplified by the increase in third parties whose primary business is to assert such claims. Reserves are established based on our best estimates of our potential liability. However, we cannot accurately predict the ultimate outcome of any such proceedings due to the inherent uncertainties of litigation. Regardless of the outcome or whether the claims are meritorious, legal and regulatory proceedings may require that management devote substantial time and expense to defend the Company. In the event we are required or determine to pay amounts in connection with any such lawsuits, such amounts could exceed any applicable insurance coverage or contractual rights available to us. As a result, such lawsuits could be significant and have a material adverse impact on our business, financial condition, and results of operations.

Our and our vendors' systems containing personal information and payment card data of our retail store and eCommerce customers, employees and other third parties could be breached, which could subject us to adverse publicity, costly government enforcement actions or private litigation, and expenses.

We rely on the security of our networks, databases, systems and processes and, in certain circumstances, those of third parties, such as vendors, to protect our proprietary information and information about our customers, employees, and vendors. Criminals are constantly devising schemes to circumvent information technology security safeguards and other retailers have recently suffered serious data security breaches. If unauthorized parties gain access to our networks or databases, or those of our vendors, they may be able to steal, publish, delete, or modify our private and sensitive third-party information including credit card information and personal identification information. In addition, employees may intentionally or inadvertently cause data or security breaches that result in unauthorized release of personal or confidential information. In such circumstances, we could be held liable to our customers, other parties, or employees as well as be subject to regulatory or other actions for breaching privacy law or failing to adequately protect such information. This could result in costly investigations and litigation exceeding applicable insurance coverage or contractual rights available to us, civil or criminal penalties, operational changes or other response measures, loss of consumer confidence in our security measures, and negative publicity that could adversely affect our financial condition, results of operations, and reputation. Further, if we are unable to comply with the security standards established by banks and the payment card industry, we may be subject to fines, restrictions, and expulsion from card acceptance programs, which could adversely affect our retail operations.

Our profitability may decline as a result of increasing pressure on margins, including deflationary pressures on our selling price and increases in production costs.

The apparel industry is subject to pricing pressure caused by many factors, including intense competition, the promotional retail environment and changes in consumer demand. In addition, our product costs are subject to a number of factors, such as the costs related to manufacturing, cotton, labor, fuel, importation, and transportation. If external pressures cause us to reduce our sales prices and we fail to sufficiently reduce our product costs or operating expenses, our profitability could decline. This could have a material adverse effect on our results of operations, liquidity, and financial condition.

Our business is sensitive to overall levels of consumer spending, particularly in the young children apparel market.

Consumers' demand for young children's apparel, specifically brand name apparel products, is affected by the overall level of consumer spending. Discretionary consumer spending is affected by a number of factors such as the uncertainty in the political climate, overall economy, employment levels, weather, gasoline and utility costs, business conditions, foreign currency exchange rates, availability of consumer credit, tax rates, the availability of tax credits, interest rates, levels of consumer indebtedness, and overall levels of consumer confidence. Reductions, or lower-than-expected growth, in the level of discretionary or overall consumer spending may have a material adverse effect on our sales and results of operations.

Our revenues, product costs and other expenses are subject to foreign economic and currency risks due to our operations outside of the U.S.

We have operations in Canada and Asia and our vendors, independent manufacturers, and licensees are located around the world. The value of the U.S. dollar against other foreign currencies has seen significant volatility recently. While our business is primarily conducted in U.S. dollars, we source substantially all of our production from Asia, and we generate significant revenues in Canada. Cost increases caused by currency exchange rate fluctuations could make our products less competitive or have a material adverse effect on our profitability. Currency exchange rate fluctuations could also disrupt the business of our independent manufacturers that produce our products by making their purchases of raw materials or products more expensive and more difficult to finance. Additionally, fluctuations in exchange rates impact the amount of our reported sales and expenses, which could have a material adverse effect on our financial position, results of operations, and cash flows.

We source substantially all of our products through foreign production arrangements. Our dependence on foreign supply sources are subject to risks associated with global sourcing and manufacturing which could result in disruptions to our operations.

We source substantially all of our products through a network of vendors primarily in Asia, principally coordinated by our Hong Kong sourcing office. Our foreign supply chain could be negatively affected due to a number of factors, including:

- financial instability, including bankruptcy or insolvency, of one or more of our major vendors;
- the imposition of new regulations relating to imports, duties, taxes, and other charges on imports;
- political instability or other international events resulting in the disruption of trade in foreign countries from which we source our products;
- interruptions in the supply of raw materials, including cotton, fabric, and trim items;
- increases in the cost of labor in our sourcing locations;
- the occurrence of a natural disaster, unusual weather conditions, or a disease epidemic in foreign countries from which we source our products;
- changes in the U.S. customs procedures concerning the importation of apparel products;
- unforeseen delays in customs clearance of any goods;
- disruptions in the global transportation network such as a port strike, work stoppages or other labor unrest, capacity withholding, world trade restrictions, acts of terrorism or war;
- the application of adverse foreign intellectual property laws;
- the ability of our vendors to secure sufficient credit to finance the manufacturing process including the acquisition of raw materials;
- potential social compliance concerns resulting from our use of international vendors, independent manufacturers, and licensees, over whom we have limited control;
- manufacturing delays or unexpected demand for products may require the use of faster, but more expensive, transportation methods such as air-freight services;

- the use of "conflict minerals" sourced from the Democratic Republic of the Congo or its surrounding countries in our products; and
- other events beyond our control that could interrupt our supply chain and delay receipt of our products into the U.S.

The occurrence of one or more of these events could result in disruptions to our operations, which in turn could increase our cost of goods sold, decrease our gross profit, or impact our ability to get products to our customers.

A small number of vendors supply a significant amount of our products, and losing one or more of these vendors could have a material adverse effect on our business, results of operations, and financial condition.

In fiscal 2016, we purchased approximately 62% of our products from ten vendors, of which approximately half comes from three vendors. We expect that we will continue to source a significant portion of our products from these vendors. We do not have agreements with our major vendors that would provide us with assurances on a long-term basis as to adequate supply or pricing of our products. If any of our major vendors decide to discontinue or significantly decrease the volume of products they manufacture for us, raise prices on products we purchase from them, or become unable to perform their responsibilities (e.g., if our vendors experience financial difficulties, lack of capacity or significant labor disputes) our business, results of operations, and financial condition may be adversely affected.

We have limited control over our vendors and we may experience delays, product recalls, or loss of revenues if our products do not meet our quality standards.

Because we do not control our vendors, our vendors may not continue to provide products that are consistent with our standards. We have occasionally received, and may in the future continue to receive, shipments of product that fail to conform to our quality control standards. A failure in our quality control program may result in diminished product quality, which in turn may result in increased order cancellations and returns, decreased consumer demand for our products, or product recalls, any of which may have a material adverse effect on our results of operations and financial condition. In addition, products that fail to meet our standards, or other unauthorized products, could end up in the marketplace without our knowledge. This could materially harm our brand and our reputation in the marketplace.

Labor or other disruptions along our supply chain may adversely affect our relationships with customers, reputation with consumers, and results of operations.

Our business depends on our ability to source and distribute products in a timely manner. Labor disputes at independent factories where our goods are produced, the shipping ports we use, or our transportation carriers create significant risks for our business, particularly if these disputes result in work slowdowns, lockouts, strikes, or other disruptions during our peak manufacturing and importing times. For example, we source a significant portion of our products through a single port on the west coast of the U.S. Work slowdowns and stoppages relating to labor agreement negotiations involving the operators of our west coast port and unions have in the past resulted in a significant backlog of cargo containers. Additionally, the insolvency of a major shipping company in 2016 also had an impact on our supply chain. As a result, we have in the past experienced delays in the shipment of our products. In the event that these slow-downs, disruptions or strikes occur in the future in connection with labor agreement negotiations or otherwise, it may have a material adverse effect on our financial position, results of operations, or cash flows.

We may experience delays, product recalls, or loss of revenues if our products do not meet regulatory requirements.

Our products are subject to regulation of and regulatory standards with respect to quality and safety set by various governmental authorities around the world, including in the U.S., Canada, China, and the European

Union. These regulations and standards may change from time to time. Our inability, or that of our vendors, to comply on a timely basis with regulatory requirements could result in significant fines or penalties, which could adversely affect our reputation and sales. Issues with the compliance of merchandise we sell with these regulations and standards, regardless of our culpability, or customer concerns about such issues, could result in damage to our reputation, lost sales, uninsured product liability claims or losses, merchandise recalls, and increased costs.

Our inability to effectively source inventory directly could negatively impact our ability to timely deliver our inventory supply and disrupt our business, which may adversely affect our operating results.

We source a significant amount of inventory directly and plan to continue to further increase such amounts. If we experience significant increases in demand or need to replace an existing vendor, there can be no assurance that additional manufacturing capacity will be available when required on terms that are acceptable to us or that any vendor would allocate sufficient capacity to us in order to meet our requirements. In addition, for any new vendors, we may encounter delays in production and added costs as a result of the time it takes to train our vendors in producing our products and adhering to our quality control standards. Moreover, in the event of a significant disruption in the supply of the fabrics or raw materials used by our vendors in the manufacture of our products, our vendors might not be able to locate alternative suppliers of materials of comparable quality at an acceptable price. Any delays, interruption, or increased costs in the manufacture of our products could have a material adverse effect on our operating results.

Profitability and our reputation and relationships could be negatively affected if we do not adequately forecast the demand for our products and, as a result, create significant levels of excess inventory or insufficient levels of inventory.

There can be no assurance that we will be able to successfully anticipate changing consumer preferences and product trends or economic conditions and, as a result, we may not successfully manage inventory levels to meet our future order requirements. If we fail to accurately forecast consumer demand, we may experience excess inventory levels or a shortage of product required to meet the demand. Inventory levels in excess of consumer demand may result in inventory write-downs and the sale of excess inventory at discounted prices, which could have an adverse effect on the image and reputation of our brands and negatively impact profitability. On the other hand, if we underestimate demand for our products, our manufacturing facilities or third-party manufacturers may not be able to produce products to meet consumer requirements, and this could result in delays in the shipment of products and lost revenues, as well as damage to our reputation and relationships. These risks could have a material adverse effect on our brand image as well as our results of operations and financial condition.

We operate in a highly competitive market and the size and resources of some of our competitors may allow them to compete more effectively than we can, resulting in a loss of market share and, as a result, a decrease in revenue and gross profit.

The baby and young children’s apparel market is very competitive, and includes both branded and private label manufacturers. Because of the fragmented nature of the industry, we also compete with many other manufacturers and retailers. Some of our competitors have greater financial resources and larger customer bases than we have. As a result, these competitors may be able to adapt to changes in customer requirements more quickly; take advantage of acquisition and other opportunities more readily; devote greater resources to the marketing and sale of their products; and adopt more aggressive pricing strategies than we can.

We expect to make significant capital investments and have significant expenses related to our multi-channel sales strategy and failure to execute our strategy could have a material adverse effect on our business, results of operations, and how we meet consumer expectations.

We distribute our products through multiple channels in the U.S. children’s apparel market, which, as of December 31, 2016, included approximately 18,000 wholesale locations (including department stores, national chain and specialty stores, and discount retailers), 792 stores in the U.S., 164 stores in Canada, and our U.S. and Canadian websites (including www.carters.com), all in addition to our other international wholesale, licensing, and online channels. Our multi-channel strategy allows our customers to shop across all sales channels globally, and allows us to meet changing customer experience expectations.

This strategy has and will continue to require significant investment in cross-functional operations and management focus, along with investment in supporting technologies. Multi-channel retailing is rapidly evolving and we must anticipate and meet changing customer expectations and counteract new developments and technology investments by our competitors. Our multi-channel retailing strategy includes implementing new technology, software, and processes to be able to fulfill customer orders from any point within our system of stores and distribution centers, which is extremely complex and may not meet customer expectations for timely and accurate deliveries. If we are unable to attract and retain team members or contract with third-parties having the specialized skills needed to support our multi-channel efforts, implement improvements to our customer-facing technology in a timely manner, allow real-time and accurate visibility to product availability when customers are ready to purchase, quickly and efficiently fulfill our customers orders using the fulfillment and payment methods they demand, or provide a convenient and consistent experience for our customers regardless of the ultimate sales channel, our ability to compete and our results of operations could be adversely affected. In addition, if carters.com, oshkosh.com, or our other customer-facing technology systems do not appeal to our customers, reliably function as designed, or maintain the privacy of customer data, or if we are unable to consistently meet our brand promise to our customers, we may experience a loss of customer confidence or lost sales, or be exposed to fraudulent purchases, which could adversely affect our reputation and results of operations.

Our retail success and future growth is dependent upon identifying locations and negotiating appropriate lease terms for retail stores.

A significant portion of our revenues are through our retail stores in leased retail locations across the U.S. and Canada. Successful operation of a retail store depends, in part, on the overall ability of the retail location to attract a consumer base sufficient to make store sales volume profitable. If we are unable to identify new retail locations with consumer traffic sufficient to support a profitable sales level, our retail growth may be limited. Further, if existing stores do not maintain a sufficient customer base that provides a reasonable sales volume or we are unable to negotiate appropriate lease terms for the retail stores, there could be a material adverse impact on our sales, gross margin, and results of operations. In addition, if consumer habits transition more from brick-and-mortar stores to online retail experiences, any increase we may see in our eCommerce sales may not be sufficient to offset the decreases in sales from our brick-and-mortar stores.

We also must be able to effectively renew our existing store leases on acceptable terms. In addition, from time to time, we may seek to downsize, consolidate, reposition, or close some of our real estate locations, which in most cases requires a modification of an existing store lease. Failure to renew existing store leases, secure adequate new locations or successfully modify existing locations, or failure to effectively manage the profitability of our existing fleet of stores, could have a material adverse effect on our results of operations.

Additionally, the economic environment may at times make it difficult to determine the fair market rent of real estate properties within the U.S. and internationally. This could impact the quality of our decisions to exercise lease options at previously negotiated rents and the quality of our decisions to renew expiring leases at negotiated rents. Any adverse effect on the quality of these decisions could impact our ability to retain real estate locations adequate to meet our targets or efficiently manage the profitability of our existing fleet of stores and could have a material adverse effect on our results of operations.

Our eCommerce business faces distinct risks, and our failure to successfully manage it could have a negative impact on our profitability.

The successful operation of our eCommerce business as well as our ability to provide a positive shopping experience that will generate orders and drive subsequent visits depends on efficient and uninterrupted operation of our order-taking and fulfillment operations. Risks associated with our eCommerce business include:

- risks associated with the failure of the computer systems, including those of third-party vendors, that operate our website including, among others, inadequate system capacity, computer viruses, human error, changes in programming, security breaches, system upgrades or migration of these services to new systems;
- disruptions in telephone service or power outages;
- reliance on third parties for computer hardware and software, as well as delivery of merchandise to our customers;
- rapid technology changes;
- credit or debit card fraud;
- the diversion of sales from our physical stores;
- natural disasters or adverse weather conditions;
- changes in applicable federal, state and international regulations;
- liability for online content; and
- consumer privacy concerns and regulation.

Problems in any of these areas could result in a reduction in sales, increased costs and damage to our reputation and brands, which could adversely affect our business and results of operations.

We may be unsuccessful in expanding into international markets.

We cannot be sure that we can successfully complete any planned international expansion or that new international business will be profitable or meet our expectations. We do not have significant experience operating in markets outside of the U.S. and Canada. Consumer demand, behavior, tastes, and purchasing trends may differ in international markets and, as a result, sales of our products may not be successful or meet our expectations, or the margins on those sales may not be in line with those we currently anticipate. We may encounter differences in business culture and the legal environment that may make working with commercial partners and hiring and retaining an adequate employee base more challenging. We may also face difficulties integrating foreign business operations with our current operations. Any of these challenges could hinder our success in new markets. Our entry into new markets may have upfront investment costs that may not be accompanied by sufficient revenues to achieve typical or expected operational and financial performance and such costs may be greater than expected. If our international expansion plans are unsuccessful, our results could be materially adversely affected.

We may not achieve sales growth plans, cost savings, and other assumptions that support the carrying value of our intangible assets.

The carrying value of our goodwill, tradename assets, and brands are subject to annual impairment reviews as of the last day of each fiscal year or more frequently, if deemed necessary, due to any significant events or changes in circumstances. Estimated future cash flows used in these impairment reviews could be negatively affected if we do not achieve our sales plans, planned cost savings, and other assumptions that support the carrying value of these intangible assets, which could result in impairment of the remaining asset values. Any material impairment would adversely affect our results of operations.

We have substantial debt, which could adversely affect our financial health and our ability to obtain financing in the future and to react to changes in our business.

As of December 31, 2016, we had $585.0 million aggregate principal amount of debt outstanding (excluding $4.8 million of outstanding letters of credit), and $310.2 million of undrawn availability under our senior secured revolving credit facility after giving effect to $4.8 million of letters of credit issued under our senior secured revolving credit facility. As a result, our ability to obtain additional financing for working capital, capital expenditures, acquisitions, debt service requirements, or general corporate or other purposes may be limited, and we may be unable to renew or refinance our debt on terms as favorable as our existing debt or at all.

If our cash flows and capital resources are insufficient to fund our debt service obligations and other cash requirements, we could be forced to reduce or delay investments and capital expenditures or to sell assets or operations, seek additional capital, or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms or at all and, even if successful, such alternative actions may not allow us to meet our scheduled debt service obligations. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations.

In addition, both our senior secured revolving credit facility and indenture governing the senior notes contain restrictive covenants that, subject to specified exemptions, restrict our ability to incur indebtedness, grant liens, make certain investments (including business acquisitions), pay dividends or distributions on our capital stock, engage in mergers, dispose of assets and use the proceeds from any such dispositions, and raise debt or equity capital to be used to repay other indebtedness when it becomes due. These restrictions may limit our ability to engage in acts that may be in our long-term best interests, and may make it difficult for us to execute our business strategy successfully or effectively compete with companies that are not similarly restricted. In particular, we cannot assure you that we will have sufficient cash from operations, borrowing capacity under our debt documents, or the ability to raise additional funds in the capital markets to pursue our growth strategies as a result of these restrictions or otherwise. We may also incur future debt obligations that might subject us to additional restrictive covenants that could affect our financial and operational flexibility.

Our success is dependent upon retaining key individuals within the organization to execute our strategic plan.

Our ability to attract and retain qualified executive management, marketing, merchandising, design, sourcing, operations, and support function staffing is key to our success. If we are unable to attract and retain qualified individuals in these areas, this may result in an adverse impact on our growth and results of operations. Our inability to retain personnel could cause us to experience business disruption due to a loss of historical knowledge and a lack of business continuity and may adversely affect our results of operations, financial position, and cash flows.

Our failure to properly manage strategic projects in order to achieve our objectives may negatively impact our business.

The implementation of our business strategy periodically involves the execution of complex projects, such as our *Rewarding Moments®* rewards program, which may require that we make significant estimates and assumptions about a project, and these projects could place significant demands on our accounting, financial, information and other systems and on our business overall. In addition, we are dependent on our management's ability to oversee these projects effectively and implement them successfully. If our estimates and assumptions about a project, such as our *Rewarding Moments®* program, are incorrect, or if we miscalculate the resources or time we need to complete a project or fail to implement a project effectively, our business and operating results could be adversely affected.

We may be unable to successfully integrate acquired businesses and such acquisitions may fail to achieve the financial results we expected.

From time to time we may acquire other businesses as part of our growth strategy. We may partially or fully fund such acquisitions by taking on additional debt. We may be unable to successfully integrate businesses we acquire and such acquisitions may fail to achieve the financial results we expected. Integrating completed acquisitions into our existing operations, particularly larger acquisitions, involves numerous risks, including diversion of our management's attention, failure to retain key personnel, and failure of the acquired business to be financially successful. In addition, we cannot be certain of the extent of any unknown or contingent liabilities of any acquired business, including liabilities for failure to comply with applicable laws, including those relating to product safety. We may incur material liabilities for past activities of acquired businesses. Also, depending on the location of the acquired business, we may be required to comply with laws and regulations that may differ from those of the jurisdictions in which our operations are currently conducted. Our inability to successfully integrate businesses we acquire, or if such businesses do not achieve the financial results we expect, may increase our costs and have a material adverse impact on our financial condition and results of operations.

Failure to implement new information technology systems or needed upgrades to our systems, including operational and financial systems, could adversely affect our business.

As our business has grown in size, complexity, and geography, we have enhanced and upgraded our information technology infrastructure and we expect there to be a regular need for additional enhancements and upgrades as we continue to grow. Failure to implement new systems or upgrade systems, including operation and financial systems, as needed or complications encountered in implementing new systems or upgrading existing systems could cause disruptions that may adversely affect our business and results of operations. Further, additional investment needed to upgrade and expand our information technology infrastructure will require significant investment of additional resources and capital, which may not always be available or available on favorable terms.

Our Braselton, Georgia distribution facility handles a large portion of our merchandise distribution. If we encounter problems with this facility, our ability to deliver our products to the market could be adversely affected.

We handle a large portion of our merchandise distribution for all of our stores, and our online retail operations from a single facility in Braselton, Georgia. Our ability to meet consumer expectations, manage inventory, complete sales, and achieve objectives for operating efficiencies depends on proper operation of this facility. If we are not able to distribute merchandise to our stores or customers because we have exceeded our capacity at the distribution facility (such as due to a high level of demand during peak periods) or because of natural disasters, accidents, system failures, disruptions, or other events, our sales could decline, which may have a materially adverse effect on our earnings, financial position, and our reputation. In addition, we use an automated system that manages the order processing for our eCommerce business. In the event that this system becomes inoperable for any reason, we may be unable to ship direct-to-consumer orders in a timely manner, and as a result, we could experience a reduction in our direct-to-consumer business, which could negatively impact our sales and profitability.

Our business could suffer a material adverse effect from extreme or unseasonable weather conditions.

Our business is susceptible to unseasonable weather conditions, which could influence customer trends, consumer traffic and shopping habits. For example, extended periods of unseasonably warm temperatures during the winter season or cool temperatures during the summer season could reduce demand and thereby would have an adverse effect on our operational results, financial position, and cash flows. In addition, extreme weather conditions in the areas in which our stores are located could negatively affect our business, operational results, financial position, and cash flows. Frequent or unusually heavy snowfall, ice storms, rainstorms, or other extreme weather conditions over an extended period could make it difficult for our customers to travel to our stores, which could negatively impact our operational results.

Failure to comply with the various laws and regulations as well as changes in laws and regulations could have an adverse impact on our reputation, financial condition or results of operations.

We must comply with various laws and regulations, including applicable employment and consumer protection laws. Our policies, procedures and internal controls are designed to help us comply with all applicable foreign and domestic laws, accounting and reporting requirements, regulations and tax requirements, including those imposed by the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC and the New York Stock Exchange ("NYSE") as well as other laws. Our failure to comply with these various laws and regulations could have an adverse impact on our reputation, financial condition or results of operations. In addition, any changes in regulations, the imposition of additional regulations or the enactment of any new legislation that affects employment and labor, trade, product safety, transportation and logistics, health care, tax, privacy, operations or environmental issues, among other things, may increase the complexity of the regulatory environment in which we operate and the related cost of compliance. Although we undertake to monitor changes in these laws, if these laws change without our knowledge, or are violated by importers, designers, manufacturers, distributors or agents, we could experience delays in shipments and receipt of goods, or be subject to fines or other penalties under the controlling regulations, any of which could negatively affect the our business and results of operations.

Our results of operations, financial position, and cash flows, and our ability to conduct business in international markets may be affected by legal, regulatory, political, and economic risks.

Our ability to conduct business in new and existing international markets is subject to legal, regulatory, political, and economic risks. These include the burdens of complying with foreign laws and regulations, including trade and labor restrictions; unexpected changes in regulatory requirements; and new tariffs or other barriers in some international markets. Additionally, the U.S. Foreign Corrupt Practices Act, and similar world-wide anti-bribery laws, prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. Our policies mandate compliance with anti-bribery laws. Our internal control policies and procedures, or those of our vendors, may not adequately protect us from reckless or criminal acts committed by our employees, agents, or vendors. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our financial condition, results of operations, and cash flows.

We are also subject to general political and economic risks in connection with our international operations, including political instability and terrorist attacks; differences in business culture; different laws governing relationships with employees and business partners; changes in diplomatic and trade relationships; and general economic fluctuations in specific countries or markets.

We may experience fluctuations in our tax obligations and effective tax rate.

We are subject to income taxes in federal and applicable state and local tax jurisdictions in the U.S., Canada, and other foreign jurisdictions. We record tax expense based on our estimates of current and future payments, which include reserves for estimates of uncertain tax positions. At any time, many tax years are subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may impact the ultimate settlement of these tax positions. As a result, there could be ongoing variability in our quarterly tax rates as taxable events occur and exposures are re-evaluated. Further, our effective tax rate in any financial statement period may be materially affected by changes in the mix and level of earnings.

The current United States political agenda has identified tax reform as a key priority. A variety of tax proposals that would significantly impact US taxation for multinational corporations have been developed, including proposals around a border adjustment tax, changes to repatriation, reductions in the US corporate tax rate, introduction of a capital expense deduction and elimination of the interest deduction. We cannot predict whether or not any of these tax reform proposals will ultimately be adopted and, until the details of each proposal have been developed and reviewed, we cannot determine the impact of the proposed legislation on our tax expense. However, based on our initial understanding, the impact of certain proposals on our tax expense and profitability could be material, and we may not be able to fully offset any such incremental tax increase through product price increases or otherwise.

Furthermore, we cannot predict whether quotas, duties, taxes, or other similar restrictions will be imposed by the U.S. or foreign countries upon the import or export of our products in the future, or what effect any of these actions would have, if any, on our business, financial condition, or results of operations. Changes in regulatory, geopolitical, social or economic policies, and other factors may have a material adverse effect on our business in the future or may require us to exit a particular market or significantly modify our current business practices.

Failure to continue to pay quarterly cash dividends to our shareholders could cause the market price for our common stock to decline.

In 2013, we initiated a quarterly cash dividend. Future declarations of quarterly cash dividends and the establishment of future record and payment dates are at the discretion of our Board of Directors based on a number of factors, including our future financial performance and other investment priorities. Additionally, provisions in our senior credit facility and the indenture governing our senior notes could have the effect of restricting our ability to pay future cash dividends on, or make future repurchases of, our common stock. Any reduction or discontinuance by us of the payment of quarterly cash dividends could cause the market price of our common stock to decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We utilize space for retail stores, distribution centers, and offices, principally in the U.S. and Canada. All but one of our premises are leased.

The following sets forth information with respect to our key properties:

Location	Approx. floor space in square feet	Principal use	Lease expiration date
Braselton, Georgia	1,062,000	Distribution/warehousing	September 2026
Stockbridge, Georgia	505,000	Distribution/warehousing	April 2018
Chino, California	413,000	Distribution/warehousing *(1)*	July 2017
Atlanta, Georgia	304,000	Corporate headquarters	April 2030
Griffin, Georgia	224,000	Information technology/warehousing	Owned
Fayetteville, Georgia	30,000	Information technology	September 2020
Cambridge, Ontario	277,000	Distribution/warehousing	March 2020
Mississauga, Ontario	28,000	Canadian corporate office	October 2026
Hong Kong	56,000	Sourcing office *(2)*	February 2019/ December 2019

(1) This space is leased and operated by a third party service provider.

(2) This includes three spaces leased in two adjoining buildings. The lease for the two spaces with 40,000 square feet expires in February 2019, while the lease for the third space with 16,000 square feet expires in December 2019.

Beginning in fiscal 2016, we use a different convention for stating our retail store count data. See Item 7, Management's Discussion and Analysis—Store Count Data, for more information.

At December 31, 2016, we operated 792 leased retail store locations in 48 states in the U.S. and in Puerto Rico. In Canada, we operated 164 leased retail stores. The majority of the lease terms for our retail stores range between 5 and 10 years.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various claims and pending or threatened lawsuits in the normal course of our business. The Company is not currently a party to any legal proceedings that it believes would have a material adverse effect on our financial position, results of operations, or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

HISTORICAL STOCK PRICE AND NUMBER OF RECORD HOLDERS

Our common stock trades on the New York Stock Exchange (NYSE) under the symbol CRI. The last reported sale price per share of our common stock on February 17, 2017 was $83.72. On that date there were 179 holders of record of our common stock.

The high and low market price per share for the Company's common stock in fiscal 2016 and 2015, by quarter, were as follows:

2016	High	Low
First quarter	$ 105.93	$ 83.44
Second quarter	$ 108.20	$ 97.54
Third quarter	$ 112.58	$ 86.37
Fourth quarter	$ 94.83	$ 84.06

2015	High	Low
First quarter	$ 94.21	$ 79.85
Second quarter	$ 109.30	$ 91.01
Third quarter	$ 109.53	$ 87.22
Fourth quarter	$ 94.56	$ 82.22

Note: The high and low market prices in the above table were compiled from prices that considered intra-day high and low prices as well as closing prices on the NYSE. Previously, the company presented high and low prices compiled only from closing prices on the NYSE.

SHARE REPURCHASES

The following table provides information about shares repurchased through our repurchase program described below during the fourth quarter of fiscal 2016:

Period	Total number of shares purchased (1)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (2)	Approximate dollar value of shares that may yet be purchased under the plans or programs
October 2, 2016 through October 29, 2016	342,900	$ 87.23	342,900	$305,797,623
October 30, 2016 through November 26, 2016	152,120	$ 88.08	152,995	$292,398,702
November 27, 2016 through December 31, 2016	195,414	$ 92.09	195,414	$274,402,516
Total	690,434		691,309	

(1) Includes shares of our common stock surrendered by our employees to satisfy required tax withholding upon the vesting of restricted stock awards. There were 875 shares surrendered between October 2, 2016 and December 31, 2016.

(2) Amounts purchased during the fiscal year were made in accordance with the share repurchase authorizations described below.

Share Repurchase Program

Prior to 2014, our Board of Directors authorized the repurchase of shares of our common stock in amounts up to $462.5 million. On February 26, 2016, our Board of Directors authorized an additional $500 million of share repurchases, thereby authorizing total repurchase amounts up to $962.5 million.

Open-market repurchases of our common stock during fiscal years 2016, 2015 and 2014 were as follows:

	Fiscal year ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Number of shares repurchased	3,049,381	1,154,288	1,111,899
Aggregate cost of shares repurchased (dollars in thousands)	$ 300,445	$ 110,290	$ 82,099
Average price per share	$ 98.53	$ 95.55	$ 73.84

In addition to the open-market repurchases completed in fiscal years 2016, 2015 and 2014, we completed open-market repurchases totaling $195.3 million in fiscal years prior to 2014.

The total remaining capacity under the repurchase authorizations was $274.4 million as of December 31, 2016.

Repurchases under the authorizations may be made in the open market or in privately-negotiated transactions, with the level and timing of such activity at the discretion of our management depending on market conditions, stock price, other investment priorities, and other factors. The share repurchase authorizations have no expiration dates.

DIVIDENDS

On February 15, 2017, our Board of Directors authorized a quarterly cash dividend payment of $0.37 per common share, payable on March 24, 2017 to shareholders of record at the close of business on March 10, 2017.

In fiscal 2016, we paid quarterly cash dividends of $0.33 per share each quarter. In fiscal 2015, we paid quarterly cash dividends of $0.22 per share each quarter. Future declarations of quarterly dividends and the establishment of future record and payment dates are at the discretion of our Board of Directors based on a number of factors, including our future financial performance and other investment priorities.

Provisions in our secured revolving credit facility and indenture governing our senior notes could have the effect of restricting our ability to pay future cash dividends on or make future repurchases of our common stock. For more information concerning these dividend restrictions, refer to the "Financial Condition, Capital Resources, and Liquidity" section of Item 7 in this Annual Report on Form 10-K.

RECENT SALES OF UNREGISTERED SECURITIES

Not applicable.

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial and other data has been derived from our consolidated financial statements for each of the five fiscal years presented. The following information should be read in conjunction with Item 7- "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 8- "Financial Statements and Supplementary Data" which includes the consolidated financial statements and related notes appearing elsewhere in this Annual Report on Form 10-K, or the respective prior fiscal years' Form 10-K.

The Company's fiscal year ends on the Saturday, in December or January, nearest the last day of December, resulting in an additional week of results every five or six years. All fiscal years for which financial information is set forth below contained 52 weeks, except for the fiscal year ended January 3, 2015, which contained 53 weeks.

	For the fiscal years ended				
(dollars in thousands, except per share data)	December 31, 2016	January 2, 2016	January 3, 2015	December 28, 2013	December 29, 2012
Operating Data:					
Retail sales - Carter's	$ 1,254,140	$ 1,151,268	$ 1,087,165	$ 954,160	$ 818,909
Wholesale sales - Carter's	1,128,371	1,107,706	1,081,888	1,035,420	981,445
Retail sales - OshKosh	402,274	363,087	335,140	289,311	283,343
Wholesale sales - OshKosh	49,663	65,607	73,201	74,564	79,752
International	364,736	326,211	316,474	285,256	218,285
Total net sales	$ 3,199,184	$ 3,013,879	$ 2,893,868	$ 2,638,711	$ 2,381,734
Cost of goods sold	$ 1,820,035	$ 1,755,855	$ 1,709,428	$ 1,543,332	$ 1,443,786
Gross profit	$ 1,379,149	$ 1,258,024	$ 1,184,440	$ 1,095,379	$ 937,948
Operating income (a)	$ 426,558	$ 392,857	$ 333,345	$ 264,151	$ 261,986
Income before income taxes	$ 396,070	$ 368,188	$ 302,906	$ 249,465	$ 255,391
Net income	$ 258,106	$ 237,822	$ 194,670	$ 160,407	$ 161,150
Per Common Share Data:					
Basic net income	$ 5.13	$ 4.55	$ 3.65	$ 2.78	$ 2.73
Diluted net income	$ 5.08	$ 4.50	$ 3.62	$ 2.75	$ 2.69
Balance Sheet Data:					
Working capital (b) (c)	$ 779,476	$ 867,890	$ 792,675	$ 700,473	$ 713,468
Total assets (c)	$ 1,946,597	$ 2,003,654	$ 1,886,825	$ 1,805,444	$ 1,630,109
Total debt (c)	$ 580,376	$ 578,972	$ 579,728	$ 578,960	$ 186,000
Stockholders' equity	$ 788,124	$ 875,051	$ 786,684	$ 700,731	$ 985,479
Cash Flow Data:					
Net cash provided by operating activities	$ 369,229	$ 307,987	$ 282,397	$ 209,696	$ 278,619
Net cash (used in) investing activities	$ (88,340)	$ (103,425)	$ (104,732)	$ (220,532)	$ (83,392)
Net cash (used in) financing activities	$ (363,507)	$ (162,005)	$ (122,438)	$ (84,658)	$ (46,317)
Other Data:					
Capital expenditures	$ 88,556	$ 103,497	$ 103,453	$ 182,525	$ 83,398
Dividend declared and paid per common share	$ 1.32	$ 0.88	$ 0.76	$ 0.48	$ —

NOTES TO SELECTED FINANCIAL DATA

(a) The following selling, general, & administrative expenses were included in the calculation of operating income:

	For the fiscal years ended				
(dollars in thousands)	December 31, 2016	January 2, 2016	January 3, 2015	December 28, 2013	December 29, 2012
Amortization of H.W. Carter and Sons tradenames	$ 1,742	$ 6,239	$ 16,437	$ 13,588	$ —
Workforce reduction, facility write-down, and closure costs	$ —	$ —	$ 9,126	$ 38,214	9,490
Accretion and adjustment of contingent consideration	$ —	$ 1,886	$ 1,348	$ 2,825	3,589
Direct sourcing initiative	$ 720	$ —	$ —	$ —	—
Acquisition-related costs	$ 2,353	$ —	$ —	$ —	—

(b) Represents total current assets less total current liabilities.

(c) All periods have been adjusted to reflect the retrospective adoption of Accounting Standards Update No. 2015-03, *Presentation of Debt Issuance Cost for Term Debt*. at the beginning of fiscal 2016. For additional information, see Note 2, "Summary of Significant Accounting Policies," to the consolidated financial statements contained in Item 8 of this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion of our results of operations and current financial condition. You should read this discussion in conjunction with our consolidated historical financial statements and notes included elsewhere in this Annual Report on Form 10-K. Our discussion of our results of operations and financial condition includes various forward-looking statements about our markets, the demand for our products and services, and our future results. We based these statements on assumptions that we consider reasonable. Actual results may differ materially from those suggested by our forward-looking statements for various reasons including those discussed in the "Risk Factors" in Item 1A of this Annual Report on Form 10-K. Those risk factors expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf. Except for any ongoing obligations to disclose material information as required by the federal securities laws, we do not have any intention or obligation to update forward-looking statements after we file this Annual Report on Form 10-K.

Fiscal Years

Our fiscal year ends on the Saturday, in December or January nearest the last day of December, resulting in an additional week of results every five or six years. Fiscal 2016, which ended on December 31, 2016, and Fiscal 2015, which ended on January 2, 2016, both contained 52 calendar weeks. Fiscal 2014, which ended on January 3, 2015, contained 53 calendar weeks.

The 53rd week in fiscal 2014 contributed approximately $44.1 million of incremental consolidated revenue. Certain expenses increased in relationship to the additional revenue from the 53rd week, while other expenses, such as fixed costs and expenses incurred on a calendar-month basis, did not increase. The consolidated gross margin for the incremental revenue was comparable to our consolidated gross margin for all of fiscal 2014.

Our Business

We are the largest branded marketer in the U.S. and Canada of apparel exclusively for babies and young children. We own two of the most highly recognized and most trusted brand names in the children's apparel industry, *Carter's* and *OshKosh B'gosh* (or "*OshKosh*").

Established in 1865, our *Carter's* brand is recognized and trusted by consumers for high-quality apparel for children sizes newborn to eight and accessories.

Established in 1895, *OshKosh* is a well-known brand, trusted by consumers for apparel for children sizes newborn to 14, with a focus on playclothes for toddlers and young children, and accessories.

We market high-quality products at an attractive value proposition for consumers, and offer multiple product categories, including baby, sleepwear, playclothes, and related accessories. We believe our brands provide a complementary product offering and aesthetic, and are each uniquely positioned in the marketplace. In the $20.7 billion baby and young children's apparel market ages zero to seven in the U.S., our *Carter's* brand has the #1 position with a 14.9% market share and our *OshKosh* brand has a 2.9% market share.

We have extensive experience in the young children's apparel market and focus on delivering products that satisfy our consumers' needs. Our long-term growth strategy is focused on:

- providing the best value and experience in young children's apparel;
- extending the reach of our brands by improving the convenience of shopping for our brands and by strengthening our international operations; and
- improving profitability by strengthening distribution and direct-sourcing capabilities, as well as inventory management disciplines.

Our multi-channel international business model—retail stores, online and wholesale—enables us to reach a broad range of consumers around the world. As of December 31, 2016, our channels included the following:

- approximately 18,000 wholesale locations (including department stores, national chain stores, specialty stores and discount retailers) in the U.S.;
- 495 Carter's stand-alone stores in the U.S.;
- 138 OshKosh stand-alone stores in the U.S.;
- 159 dual-branded stores in the U.S., including 140 side-by-side stores and 19 co-branded stores;
- 164 co-branded stores in Canada; and
- our U.S. and Canadian websites, all in addition to our other international wholesale, licensing, and online channels.

STORE COUNT DATA

We operate retail stores in three different formats: Carter's stand-alone stores, OshKosh stand-alone stores, and stores in our dual-branded format. Our dual-branded format includes "side-by-side" locations and "co-branded" locations. The dual-branded format allows customers to shop for both the *Carter's* and *OshKosh* brands in a single location. "Side-by-side" locations, which are located only in the U.S., consist of adjacent retail stores for our *Carter's* and *OshKosh* brands that are connected and counted as a single dual-branded format location. "Co-branded" locations consist of a single retail store that offers products from our *Carter's* and *Oshkosh* brands and are also counted as a single dual-branded format location. Ending store count data for the U.S. dual-branded formats include 140, 97, and 51 "side-by-side" locations as of December 31, 2016, January 2, 2016, and January 3, 2015, respectively, and 19 "co-branded" locations as of December 31, 2016. All Canada retail stores are in the "co-branded" format and are also counted as a single location.

	U.S. Carter's Stand-alone	U.S. OshKosh Stand-alone	U.S. Dual-Branded Formats	Canada Co-Branded Format	Total Retail Stores
Store count at January 3, 2015	480	149	51	124	804
Openings	34	3	31	23	91
Closings	(4)	(6)	—	—	(10)
Conversions to dual-branded formats	(13)	(2)	15	—	—
Store count at January 2, 2016	497	144	97	147	885
Openings	23	1	40	17	81
Closings	(4)	(5)	—	—	(9)
Conversions to dual-branded formats	(21)	(2)	22	—	(1)*
Store count at December 31, 2016	495	138	159	164	956
Approximate new store projections for fiscal 2017:					
Openings	14	—	48	15	77
Closings	(5)	(6)	—	(2)	(13)
Conversions to dual-branded formats	(25)	—	25	—	—
Total projections at December 30, 2017	479	132	232	177	1020

* (1) due to two U.S. stand-alone retail stores being converted into one dual-branded format retail store.

In prior years, we used a different convention for stating our store count data, and as a result, the fiscal 2015 and 2014 data above has been restated to conform to the present convention. In particular, "side-by-side" locations were previously reported as two separate locations (one Carter's retail store location and one OshKosh retail store location).

Segments

For fiscal 2016 and all comparative fiscal periods presented within this Annual Report on Form 10-K, our business was managed and evaluated through five segments: Carter's Retail, Carter's Wholesale, OshKosh Retail, OshKosh Wholesale, and International. These segments were deemed to be our operating segments and reportable segments for the fiscal periods.

Our Carter's Retail and OshKosh Retail segments consist of income from sales of products in the United States, including *Carter's* and *OshKosh* products, through our Carter's and OshKosh retail and online stores, respectively. Similarly, our Carter's Wholesale and OshKosh Wholesale segments consist of income from sales in the United States of *Carter's* and *OshKosh* products, respectively, through our wholesale partners. Finally, our International segment consists of income from sales of *Carter's* and *OshKosh* products through retail and online stores outside the United States, primarily through our retail and online stores in Canada and stores operated by our international partners, as well as sales to our international wholesale partners. Additional financial and geographical information about our segments is contained in Item 8—"Financial Statements and Supplementary Data," under Note 13—"Segment Information" to the accompanying consolidated financial statements.

Subsequent Events

For information occurring after December 31, 2016, see Note 21, *Subsequent Events*, to the audited consolidated financial statements contained in Item 8 of the Annual Report on Form 10-K.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated selected statement of operations data expressed as a percentage of consolidated net sales.

	For the fiscal years ended		
	December 31, 2016 (52 Weeks)	**January 2, 2016 (52 Weeks)**	**January 3, 2015 (53 Weeks)**
Net sales			
Carter's Retail	39.2%	38.2%	37.6%
Carter's Wholesale	35.3%	36.8%	37.4%
Total Carter's (U.S.)	74.5%	75.0%	75.0%
OshKosh Retail	12.6%	12.0%	11.6%
OshKosh Wholesale	1.6%	2.2%	2.5%
Total OshKosh (U.S.)	14.2%	14.2%	14.1%
International	11.3%	10.8%	10.9%
Consolidated net sales	100.0%	100.0%	100.0%
Cost of goods sold	56.9%	58.3%	59.1%
Gross profit	43.1%	41.7%	40.9%
Selling, general, and administrative expenses	31.1%	30.2%	30.8%
Royalty income	(1.3)%	(1.5)%	(1.4)%
Operating income	13.3%	13.0%	11.5%
Interest expense	0.8%	0.9%	1.0%
Interest income	n/m	n/m	n/m
Other (income) expense, net	0.1%	(0.1)%	0.1%
Income before income taxes	12.4%	12.2%	10.4%
Provision for income taxes	4.3%	4.3%	3.7%
Net income	8.1%	7.9%	6.7%

n/m—rounds to less than 0.1%, therefore not material.

Note: Results may not be additive due to rounding.

COMPARABLE SALES METRICS

For all periods presented herein, our comparable store sales metrics include sales for all stores and eCommerce websites that were open during the comparable fiscal period, including stand-alone format stores that converted to dual-branded format stores and certain remodeled or relocated stores. A store becomes comparable following 13 consecutive full fiscal months of operations. If a store relocates within the same center with no business interruption or material change in square footage, the sales of such store will continue to be included in the comparable store metrics. If a store relocates to another center, or there is a material change in square footage, such store is treated as a new store. Stores that are closed during the relevant fiscal period are included in the comparable store sales metrics up to the last full fiscal month of operations.

Our fiscal years 2016 and 2015 each contained 52 weeks, while our fiscal year 2014 contained 53 weeks. When presenting U.S. and Canada comparable retail sales, comparable 52-week periods were used for all fiscal years. However, in all other discussion and analysis related to fiscal years 2016, 2015, and 2014, the net sales amounts are based on the same fiscal-year periods used to prepare the consolidated financial statements.

The method of calculating sales metrics varies across the retail industry. As a result, our method of calculating comparable sales may not be the same as that of other retailers.

2016 FISCAL YEAR ENDED DECEMBER 31, 2016 (52 WEEKS) COMPARED TO 2015 FISCAL YEAR ENDED JANUARY 2, 2016 (52 WEEKS)

U.S. COMPARABLE RETAIL SALES

Changes in comparable sales for our two U.S. retail segments, Carter's Retail and Oshkosh Retail, were as follows:

Increase (Decrease)	Comparable Sales Change from 2015 to 2016	
	Carter's Retail	**OshKosh Retail**
Retail stores	(1.7)%	(2.6)%
eCommerce	+20.4%	+25.3%
Total	+3.1%	+3.3%

The decreases in Carter's Retail store and OshKosh Retail store comparable sales during fiscal 2016 were primarily due to decreases in the number of transactions due to lower demand for seasonal products and a lower average price per unit.

The increase in eCommerce comparable sales during fiscal 2016 was primarily due to an increase in the number of transactions.

During fiscal 2016 and similar to fiscal 2015, we believe that Carter's and OshKosh retail comparable sales continued to be negatively affected overall by lower demand from international consumers shopping in our U.S. stores and eCommerce websites, likely influenced by the strength of the U.S. dollar relative to other currencies. However, we believe these effects were less pronounced in the second half of fiscal 2016 as our U.S. retail business experienced some stabilization in demand from international customers.

CONSOLIDATED NET SALES

Compared to fiscal 2015, consolidated net sales in fiscal 2016 increased $185.3 million, or 6.1%, to $3.2 billion. This improvement reflected sales growth in all of our operating segments except OshKosh Wholesale, as presented below. Changes in foreign currency exchange rates in fiscal 2016 as compared to fiscal 2015 had an unfavorable impact on our consolidated net sales of approximately $7.1 million.

	For the fiscal years ended			
(dollars in thousands)	December 31, 2016	% of Total Net Sales	January 2, 2016	% of Total Net Sales
Net sales:				
Carter's Retail	$1,254,140	39.2%	$1,151,268	38.2%
Carter's Wholesale	1,128,371	35.3%	1,107,706	36.8%
Total Carter's (U.S.)	2,382,511	74.5%	2,258,974	75.0%
OshKosh Retail	402,274	12.6%	363,087	12.0%
OshKosh Wholesale	49,663	1.6%	65,607	2.2%
Total OshKosh (U.S.)	451,937	14.2%	428,694	14.2%
International	364,736	11.3%	326,211	10.8%
Total net sales	$3,199,184	100.0%	$3,013,879	100.0%

CARTER'S RETAIL SALES (U.S.)

Carter's Retail segment net sales increased $102.9 million, or 8.9%, in fiscal 2016 to $1.3 billion. The growth in net sales in fiscal 2016 was primarily driven by an/a:

- Increase of $70.4 million from new stores;
- Increase of $50.6 million in eCommerce sales;
- Decrease of $14.9 million in comparable store sales; and
- Decrease of $3.7 million due to the impact of store closings.

CARTER'S WHOLESALE SALES (U.S.)

Carter's Wholesale segment net sales increased $20.7 million, or 1.9%, in fiscal 2016 to $1.1 billion. Compared to fiscal 2015, the 2016 growth reflected a 2.3% increase in average price per unit due to favorable product mix, partially offset by a 0.4% decrease in number of units shipped.

OSHKOSH RETAIL SALES (U.S.)

OshKosh Retail segment net sales increased $39.2 million, or 10.8%, in fiscal 2016 to $402.3 million. The growth in net sales in fiscal 2016 was primarily driven by an/a:

- Increase of $36.0 million from new stores;
- Increase of $18.7 million in eCommerce sales;
- Decrease of $7.8 million due to the impact of store closings; and
- Decrease of $7.3 million in comparable store sales.

OSHKOSH WHOLESALE SALES (U.S.)

OshKosh Wholesale segment net sales decreased $15.9 million, or 24.3%, in fiscal 2016 to $49.7 million. Compared to fiscal 2015, this decrease reflected a 22.9% decline in units shipped mainly due to a decline in seasonal bookings, and a 1.4% decrease in the average price per unit.

INTERNATIONAL SALES

International segment net sales increased $38.5 million, or 11.8%, in fiscal 2016 to $364.7 million. Changes in foreign currency exchange rates, primarily between the U.S. dollar and the Canadian dollar, had an unfavorable impact on International segment net sales of approximately $7.1 million in fiscal 2016.

This overall increase in net sales in our International segment for fiscal 2016 mainly reflected an/a:

- Increase of $24.6 million from our Canadian retail stores;
- Increase of $11.4 million from eCommerce, primarily driven by our eCommerce website in China;
- Increase of $3.5 million from international wholesale businesses other than Canada; and
- Decrease of $1.0 million in our Canada wholesale business due, in part, to the Target Canada bankruptcy that occurred in early 2015.

Compared to fiscal 2015, our Canadian total retail comparable sales increased 8.4% in fiscal 2016, primarily due to retail stores sales growth of 5.9% and eCommerce sales growth of 46.4%.

GROSS PROFIT AND GROSS MARGIN

Our consolidated gross profit increased $121.1 million, or 9.6%, to $1.4 billion in fiscal 2016, primarily due to the increase in net sales and favorable product costs. Consolidated gross margin increased from 41.7% in fiscal 2015 to 43.1% in fiscal 2016, primarily due to favorable product costs and channel mix.

We include distribution costs in selling, general, and administrative ("SG&A") expenses. Accordingly, our gross profit and gross margin may not be comparable to other entities that include such distribution costs in their cost of goods sold.

SELLING, GENERAL, AND ADMINISTRATIVE ("SG&A") EXPENSES

Consolidated SG&A expenses in fiscal 2016 increased $86.2 million, or 9.5%, to $995.4 million. As a percentage of consolidated net sales, consolidated SG&A expenses increased from 30.2% in fiscal 2015 to 31.1% in fiscal 2016.

The increase in SG&A expenses, as a percentage of net sales, in fiscal 2016 primarily reflected a:

- $53.3 million increase in expenses related to retail store operations, primarily due to new store openings;
- $15.8 million increase in expenses related to our domestic and international eCommerce operations;
- $7.8 million increase in expenses related to marketing and brand management;
- $7.1 million increase in expenses related to information technology and systems;
- $5.0 million increase in expenses related to distribution and freight;
- $2.6 million increase in expenses related to other general and administrative expenses; and
- $1.7 million increase in provisions for accounts receivable;

which were partially offset by a:

- $5.9 million decrease in insurance and employer-related costs;

- $4.5 million decrease in amortization of the H.W. Carter & Sons trademarks; and
- $0.8 million decrease in performance-based compensation expenses.

ROYALTY INCOME

We license the use of our *Carter's*, *Just One You*, *Child of Mine*, *OshKosh B'gosh, OshKosh*, *Genuine Kids from OshKosh*, and *Precious Firsts* brand names. Royalty income from these brands decreased $1.3 million, or 2.8%, to $42.8 million in fiscal 2016. The decrease compared to fiscal 2015 was attributable to a decrease in income from certain licensees due in part to the insourcing of formerly licensed product categories, partially offset by sales growth from other domestic licensees. We also benefited from favorable settlements in the first quarter of fiscal 2015.

OPERATING INCOME

Compared to fiscal 2015, consolidated operating income for fiscal 2016 increased $33.7 million, or 8.6%, to $426.6 million. Consolidated operating margin increased from 13.0% in fiscal 2015 to 13.3% in fiscal 2016. The table below summarizes the changes in each of our segments' operating results and unallocated corporate expenses between the fiscal years:

(dollars in thousands)	Carter's Retail	Carter's Wholesale	OshKosh Retail	OshKosh Wholesale	International	Unallocated Corporate Expenses	Total
Operating income for fiscal 2015	$199,040	$232,497	$ 11,931	$13,270	$ 47,004	$(110,885)	$392,857
Favorable (unfavorable) change in fiscal 2016:							
Gross profit	59,650	21,520	19,442	(5,238)	25,438	313	121,125
Royalty income	415	(1,632)	109	227	(370)	—	(1,251)
SG&A expenses	(56,941)	(2,253)	(21,065)	2,562	(12,878)	4,402	(86,173)
Operating income for fiscal 2016	**$202,164**	**$250,132**	**$ 10,417**	**$10,821**	**$ 59,194**	**$(106,170)**	**$426,558**

The following table presents changes in the operating margin for each of our five operating segments between fiscal 2015 and fiscal 2016. The primary drivers of these change are presented in terms of the difference in each driver's margin (based on net sales) between fiscal years, in each case expressed in basis points ("bps").

	Carter's Retail	Carter's Wholesale	OshKosh Retail	OshKosh Wholesale	International
Operating margin for fiscal 2015	17.3%	21.0%	3.3%	20.2%	14.4%
Favorable (unfavorable) bps changes in fiscal 2016:					
Gross profit	40 bps	140 bps	20 bps	(290) bps	220 bps
Royalty income	—	(20) bps	(10) bps	530 bps	(30) bps
SG&A expenses	(160) bps	—	(80) bps	(80) bps	(10) bps
Operating margin for fiscal 2016	16.1%	22.2%	2.6%	21.8%	16.2%
	(a)	(b)	(c)	(d)	(e)

(a) Carter's Retail segment operating income in fiscal 2016 increased $3.1 million, or 1.6%, from fiscal 2015 to $202.2 million. The segment's operating margin decreased 120 bps from 17.3% in fiscal 2015 to 16.1% in fiscal 2016. The primary drivers of the change in the operating margin were a:

- 40 bps increase in gross profit primarily due to favorable product costs, partially offset by lower average price per unit due to an increased promotional environment; and

- 160 bps increase in SG&A expenses mainly due to a:
  - 90 bps increase in expenses associated with new retail stores;
  - 30 bps increase in marketing expenses;
  - 20 bps increase in freight and distribution expenses; and
  - 20 bps increase in performance-based compensation expenses.

(b) Carter's Wholesale segment operating income in fiscal 2016 increased $17.6 million, or 7.6%, from fiscal 2015 to $250.1 million. The segment's operating margin increased 120 bps from 21.0% in fiscal 2015 to 22.2% in fiscal 2016. The primary drivers of the change in the operating margin were a:

- 140 bps increase in gross profit due to favorable product costs and improved pricing due to changes in product mix; and
- 20 bps decrease in royalty income primarily due to insourcing formerly licensed product categories.

(c) OshKosh Retail segment operating income in fiscal 2016 decreased $1.5 million, or 12.7%, from fiscal 2015 to $10.4 million. The segment's operating margin decreased 70 bps from 3.3% in fiscal 2015 to 2.6% in fiscal 2016. The primary drivers of the change in the operating margin were a:

- 20 bps increase in gross profit primarily due to favorable product costs, partially offset lower average price per unit due to an increased promotional environment; and
- 80 bps increase in SG&A expenses primarily due to a:
  - 120 bps increase in expenses associated with new retail stores;
  - 20 bps increase in marketing expenses;
  - 20 bps decrease in freight and distribution expenses; and
  - 20 bps decrease in performance-based compensation expenses.

(d) OshKosh Wholesale segment operating income in fiscal 2016 decreased $2.4 million, or 18.5%, from fiscal 2015 to $10.8 million. The segment's operating margin increased 160 bps from 20.2% in fiscal 2015 to 21.8% in fiscal 2016. The primary drivers of the change in the operating margin were a:

- 290 bps decrease in gross profit primarily due to unfavorable sales channel mix, partially offset by favorable product costs;
- 80 bps increase in SG&A expenses due to lower sales volume; and
- 530 bps increase in royalty income primarily due to sales growth from our licensees.

(e) International segment operating income in fiscal 2016 increased $12.2 million, or 25.9%, from fiscal 2015 to $59.2 million. This segment's operating margin increased 180 bps from 14.4% in fiscal 2015 to 16.2% in fiscal 2016. The primary drivers of the change in the operating margin were a:

- 220 bps increase in gross profit, primarily driven by growth in higher margin retail store and eCommerce channels, partially offset by unfavorable foreign exchange rates and higher provisions for inventory; and
- 30 bps decrease in royalty income due to a reduction in licensees.

Unallocated Corporate Expenses

Unallocated corporate expenses decreased by $4.7 million, or 4.3%, from $110.9 million in fiscal 2015 to $106.2 million in fiscal 2016. Unallocated corporate expenses, as a percentage of consolidated net sales, decreased from 3.7% in fiscal 2015 to 3.3% in fiscal 2016. The decrease primarily reflected a/an:

- Decrease of $4.8 million in insurance and other employer-related costs;
- Decrease of $4.5 million in amortization expense for the H.W. Carter & Sons tradenames;
- Decrease of $3.2 million in performance-based compensation expenses;
- Increase of $6.3 million in other general and administrative expenses primarily due to advisory fees; and
- Increase of $1.4 million in expenses related to information technology and systems.

INTEREST EXPENSE

Interest expense and effective interest rate calculations include the amortization of debt issuance costs.

Interest expense in fiscal 2016 and fiscal 2015 were both approximately $27.0 million. Weighted-average borrowings for fiscal 2016 were $585.2 million at an effective interest rate of 4.57%, compared to weighted-average borrowings for fiscal 2015 of $585.8 million at an effective interest rate of 4.59%. The decrease in the effective interest rate for fiscal 2016 compared to fiscal 2015 was primarily due to lower borrowing costs on the U.S. and Canadian borrowings outstanding under our secured revolving credit facility which was amended and restated in September 2015. The change in weighted-average borrowings between fiscal 2016 and fiscal 2015 was due solely to changes in foreign currency exchange rates between the U.S. and Canadian dollars. On our consolidated balance sheets, unamortized debt issuance costs associated with our senior notes is presented as a direct reduction in the carrying value of the associated debt liability for all periods presented.

OTHER EXPENSE (INCOME), NET

Other expense (income), net is comprised primarily of gains and losses on foreign currency transactions and foreign currency forward contracts. These net amounts represented a net loss of $3.9 million for fiscal 2016 and a net gain of $1.8 million for fiscal 2015. As of December 31, 2016, all foreign currency forward contracts were settled.

INCOME TAXES

Our consolidated effective tax rates for fiscal 2016 and 2015 were 34.8% and 35.4%, respectively. The lower effective rate for fiscal 2016 was primarily due to expansion of our business outside the U.S. to countries with generally lower applicable income tax rates, partially offset by favorable settlements of federal and state tax audits for 2011, 2012 and 2013 during fiscal 2015.

NET INCOME

Our consolidated net income for fiscal 2016 increased $20.3 million, or 8.5%, to $258.1 million as compared to $237.8 million in fiscal 2015. This increase was due to the factors previously discussed.

2015 FISCAL YEAR ENDED JANUARY 2, 2016 (52 WEEKS) COMPARED TO 2014 FISCAL YEAR ENDED JANUARY 3, 2015 (53 WEEKS)

COMPARABLE SALES METRICS

Our fiscal year 2015 contained 52 weeks while our fiscal year 2014 contained 53 weeks. When presenting U.S. and Canada comparable retail sales, comparable 52-week periods were used. However, in all other discussion and analysis related to fiscal years 2015 and 2014, the net sales amounts are based on the same fiscal-year periods used to prepare the consolidated financial statements.

U.S. COMPARABLE RETAIL SALES

Changes in comparable sales for our two U.S. retail segments, Carter's Retail and Oshkosh Retail, were as follows:

Increase (Decrease)	Comparable Sales Change from 2014 to 2015	
	Carter's Retail	OshKosh Retail
Retail stores	(3.1)%	(2.5)%
eCommerce	+18.9%	+24.0%
Total	+1.2%	+2.4%

The increases in eCommerce comparable sales during the 2015 period were primarily due to an increase in the number of transactions.

CONSOLIDATED NET SALES

Compared to fiscal 2014, consolidated net sales in fiscal 2015 increased $120.0 million, or 4.1%, to 3.0 billion. This improvement was primarily due to sales growth in all of our segments except OshKosh Wholesale. The 53rd week in fiscal 2014 contributed approximately $44.1 million in additional consolidated net sales in fiscal 2014. Fiscal 2015 contained 52 weeks. Changes in foreign currency exchange rates in fiscal 2015 as compared to fiscal 2014 negatively affected consolidated net sales by approximately $35.1 million.

(dollars in thousands)	For the fiscal years ended			
	January 2, 2016 (52 Weeks)	% of Total Net Sales	January 3, 2015 (53 Weeks)	% of Total Net Sales
Net sales:				
Carter's Retail	$1,151,268	38.2%	$1,087,165	37.6%
Carter's Wholesale	1,107,706	36.8%	1,081,888	37.4%
Total Carter's	2,258,974	75.0%	2,169,053	75.0%
OshKosh Retail	363,087	12.0%	335,140	11.6%
OshKosh Wholesale	65,607	2.2%	73,201	2.5%
Total OshKosh	428,694	14.2%	408,341	14.1%
International	326,211	10.8%	316,474	10.9%
Total net sales	$3,013,879	100.0%	$2,893,868	100.0%

CARTER'S RETAIL SALES

Carter's Retail net sales increased $64.1 million, or 5.9%, in fiscal 2015 to $1.2 billion. The increase in fiscal 2015 was primarily driven by an/a:

- Increase of $68.9 million from new store openings;
- Increase of $38.5 million in eCommerce sales;
- Decrease of $25.9 million in comparable store sales; and
- Decrease of $4.0 million due to the impact of store closings.

The 53rd week of fiscal 2014 contributed additional net sales of approximately $13.7 million to fiscal 2014.

CARTER'S WHOLESALE SALES

Carter's Wholesale net sales increased $25.8 million, or 2.4%, in fiscal 2015 to $1.1 billion. Compared to fiscal 2014, the 2015 growth reflected a 1.5% increase in average price per unit and a 0.9% increase in units shipped, primarily driven by increased seasonal product demand, a new playwear initiative, and favorable replenishment trends. The 53rd week of fiscal 2014 contributed approximately $19.4 million in additional net sales to fiscal 2014.

OSHKOSH RETAIL SALES

OshKosh Retail net sales increased $27.9 million, or 8.3%, in fiscal 2015 to $363.1 million. The growth in net sales in fiscal 2015 was primarily driven by an/a:

- Increase of $30.9 million from new store openings;
- Increase of $14.2 million in eCommerce sales;
- Decrease of $6.5 million in comparable store sales; and
- Decrease of $6.0 million due to the impact of store closings.

The 53rd week of fiscal 2014 contributed additional net sales of approximately $4.8 million to fiscal 2014.

OSHKOSH WHOLESALE SALES

OshKosh Wholesale net sales decreased $7.6 million, or 10.3%, in fiscal 2015 to $65.6 million. Compared to fiscal 2014, this decrease reflected a 15.8% decline in units shipped, partially offset by a 5.4% increase in the average price per unit, primarily driven by lower seasonal bookings and a decline in sales to the off-price channel. The 53rd week of fiscal 2014 contributed additional net sales of approximately $1.9 million to fiscal 2014.

INTERNATIONAL SALES

Net sales in our International segment include our Canada operations, wholesale sales to our international licensees, China eCommerce and other international eCommerce sales.

International net sales increased $9.7 million, or 3.1%, in fiscal 2015 to $326.2 million. Changes in foreign currency exchange rates in fiscal 2015 as compared to fiscal 2014, primarily between the U.S. dollar and the Canadian dollar, negatively affected the International segment net sales by approximately $35.1 million.

This overall increase in sales for fiscal 2015 primarily reflected an/a:

- Increase of $9.6 million from international wholesale locations, excluding Canada;
- Increase of $7.2 million from eCommerce driven primarily by our Canadian website;
- Increase of $6.9 million from our Canadian retail stores;
- Increase of $5.9 million from eCommerce primarily due to the 2015 launch of our website in China;
- Decrease of $15.0 million in our wholesale business primarily due to the Target Canada bankruptcy that occurred in early 2015; and
- Decrease of $4.4 million related to the exit of retail operations in Japan during the first quarter of fiscal 2014.

The changes noted above include approximately $4.3 million of additional net sales that occurred in the 53rd week of fiscal 2014.

Comparable store sales in Canada, which were measured based on aligned years as previously discussed, increased 6.4% during the 2015 compared to 2014. Because 2014 did not contain a full year of sales from our Canadian eCommerce website, comparable eCommerce metrics are not presented for 2015.

GROSS PROFIT AND GROSS MARGIN

Our consolidated gross profit increased $73.6 million, or 6.2%, to $1.3 billion in fiscal 2015, primarily due to increased sales. Consolidated gross margin increased from 40.9% in fiscal 2014 to 41.7% in fiscal 2015. The increase was primarily attributable to margin improvements in our domestic wholesale and international segments.

We include distribution costs in selling, general, and administrative ("SG&A") expenses. Accordingly, our gross profit and gross margin may not be comparable to other entities that include such distribution costs in their cost of goods sold.

SELLING, GENERAL, AND ADMINISTRATIVE ("SG&A") EXPENSES

Consolidated SG&A expenses in fiscal 2015 increased $19.0 million, or 2.1%, to $909.2 million. As a percentage of consolidated net sales, consolidated SG&A expenses decreased from 30.8% in fiscal 2014 to 30.2% in fiscal 2015.

The decrease in SG&A expenses, as a percentage of net sales, in fiscal 2015 primarily reflected a:

- $10.2 million decrease in amortization expense for the H.W. Carter & Sons trademarks;
- $6.7 million decrease in provisions for doubtful receivables;
- $6.6 million decrease in expenses associated with office consolidations occurring in prior periods;
- $6.5 million decrease in expenses for legal and consulting services;
- $6.3 million decrease in fulfillment and distribution expenses;
- $4.0 million decrease in expenses related to our exit from Japan retail operations in the first quarter of fiscal 2014; and
- $2.0 million decrease in incentive compensation expenses;

which were partially offset by a:

- $29.8 million increase in expenses related to retail store operations, primarily due to new stores;
- $10.5 million increase in expenses related to marketing and brand management;
- $6.3 million increase in insurance and other benefits primarily due to higher health insurance costs; and
- $1.8 million increase in the Company's match of 401(k) contributions due to higher employee participation.

ROYALTY INCOME

We license the use of our *Carter's*, *Just One You*, *Child of Mine*, *OshKosh B'gosh, OshKosh*, *Genuine Kids from OshKosh*, and *Precious Firsts* brand names. Royalty income from these brands increased $4.9 million, or 12.5%, to $44.1 million in fiscal 2015. The increase in fiscal 2015 primarily reflected growth in both our domestic Carter's and OshKosh licensing revenues, along with the timing of favorable settlements with our licensees in the first half of fiscal 2015.

OPERATING INCOME

Compared to 2014, consolidated operating income for fiscal 2015 increased $59.5 million, or 17.9%, to $392.9 million. Consolidated operating margin increased from 11.5% in fiscal 2014 to 13.0% in fiscal 2015. The table below summarizes the changes in each of our segments' operating results and unallocated corporate expenses during fiscal 2015:

(dollars in thousands)	Carter's Retail	Carter's Wholesale	OshKosh Retail	OshKosh Wholesale	International	Unallocated Corporate Expenses	Total
Operating income for fiscal 2014	$211,297	$185,463	$ 8,210	$ 8,842	$39,470	$(119,937)	$333,345
Favorable (unfavorable) change in fiscal 2015:							
Gross profit	20,214	32,872	12,073	2,114	7,974	(1,663)	73,584
Royalty income	1,627	1,832	969	1,438	(956)	—	4,910
SG&A expenses	(34,098)	12,330	(9,321)	876	516	10,715	(18,982)
Operating income for fiscal 2015	**$199,040**	**$232,497**	**$11,931**	**$13,270**	**$47,004**	**$(110,885)**	**$392,857**

The following table summarizes the operating margin for each of our five operating segments in fiscal 2014 and fiscal 2015, as well as the primary drivers of the change in operating margin between those two periods. Each driver is presented in terms of the difference in that driver's margin (based on net sales) between fiscal 2014 and fiscal 2015, in each case expressed in basis points ("bps").

	Carter's Retail	Carter's Wholesale	OshKosh Retail	OshKosh Wholesale	International
Operating margin for fiscal 2014	19.4%	17.1%	2.4%	12.1%	12.5%
Favorable (unfavorable) bps change in fiscal 2015:					
Gross profit	(130) bps	240 bps	(40) bps	540 bps	110 bps
Royalty income	10 bps	10 bps	20 bps	350 bps	(40) bps
SG&A expenses	(90) bps	140 bps	110 bps	(80) bps	120 bps
Operating margin for fiscal 2015	17.3%	21.0%	3.3%	20.2%	14.4%
	(a)	(b)	(c)	(d)	(e)

(a) Carter's Retail operating income in fiscal 2015 decreased $12.3 million, or 5.8%, from fiscal 2014 to $199.0 million. The segment's operating margin decreased 210 bps from 19.4% in fiscal 2014 to 17.3% in fiscal 2015. The primary drivers of the change in the operating margin were a:

- 130 bps decrease in gross profit primarily due to lower average price per unit; and
- 90 bps increase in SG&A expenses mainly due to a:
  - 60 bps increase in marketing expenses; and
  - 50 bps increase in expenses associated with new stores.

(b) Carter's Wholesale operating income in fiscal 2015 increased $47.0 million, or 25.4%, from fiscal 2014 to $232.5 million. The segment's operating margin increased 390 bps from 17.1% in fiscal 2014 to 21.0% in fiscal 2015. The primary drivers of the change in the operating margin were a:

- 240 bps increase in gross profit primarily due to strong demand and product performance, supply chain efficiencies, favorable product costs, and higher average price per unit as a result of product mix; and

- 140 bps decrease in SG&A expenses consisting primarily of a:
    - 100 bps decrease in distribution and other expenses driven by efficiencies at our Braselton, Georgia distribution center; and
    - 20 bps decrease related to provisions for accounts receivable.

(c) OshKosh Retail operating income in fiscal 2015 increased $3.7 million, or 45.3%, from fiscal 2014 to $11.9 million. The segment's operating margin increased 90 bps from 2.4% in fiscal 2014 to 3.3% in fiscal 2015. The primary drivers of the change in the operating margin were a:

- 110 bps decrease in SG&A expenses primarily due to a:
    - 70 bps decrease in retail administration expenses;
    - 60 bps decrease in fulfillment and distribution expenses; and
    - 40 bps increase in marketing expenses;
- 20 bps increase in royalty income from our licensees; and
- 40 bps decrease in gross profit due to lower average price per unit.

(d) OshKosh Wholesale operating income in fiscal 2015 increased $4.4 million, or 50.1%, from fiscal 2014 to $13.3 million. The segment's operating margin increased 810 bps from 12.1% in fiscal 2014 to 20.2% in fiscal 2015. The primary drivers of the change in the operating margin were a:

- 540 bps increase in gross profit primarily due to favorable product costs and a higher average price per unit as a result of product mix;
- 350 bps increase in royalty income primarily due to sales growth from our licensees; and
- 80 bps increase in SG&A expenses primarily due to a:
    - 190 bps increase in customer service expenses; and
    - 80 bps decrease in distribution and freight expenses.

(e) International operating income in fiscal 2015 increased $7.5 million, or 19.1%, from fiscal 2014 to $47.0 million. This segment's operating margin increased 190 bps from 12.5% in fiscal 2014 to 14.4% in fiscal 2015. The primary drivers of the change in the operating margin were a:

- 110 bps increase in gross profit driven primarily by growth in our eCommerce channel;
- 40 bps decrease in royalty income; and
- 120 bps decrease in SG&A expenses consisting mainly of a:
    - 210 bps decrease due to the exit of retail operations in Japan in the first quarter of fiscal 2014;
    - 60 bps decrease in customer service expenses;
    - 40 bps decrease related to provisions for accounts receivable;
    - 90 bps increase in retail expenses associated with new stores in Canada;
    - 60 bps increase in marketing expenses; and
    - 60 bps increase in distribution and freight expenses.

Unallocated corporate expenses decreased by $9.1 million, from $119.9 million in fiscal 2014 to $110.9 million in fiscal 2015. Unallocated corporate expenses as a percentage of consolidated net sales decreased from 4.1% in fiscal 2014 to 3.7% in fiscal 2015. The decrease primarily reflected a/an:

- Decrease of $10.2 million in amortization expense for the H.W. Carter & Sons tradenames;
- Decrease of $6.6 million in expenses related to office consolidations that occurred in prior periods;
- Decrease of $4.0 million in administrative and legal expenses;
- Increase of $8.0 million in insurance and other benefits, primarily driven by higher employee health insurance costs and higher 401-K match expense due to higher employee participation; and
- Increase of $4.2 million in expenses related to information technology.

INTEREST EXPENSE

Interest expense and effective interest rate calculations include the amortization of debt issuance costs.

Interest expense in fiscal 2015 decreased $0.6 million from fiscal 2014 to $27.0 million. Weighted-average borrowings for fiscal 2015 were $585.9 million at an effective interest rate of 4.59%, compared to weighted-average borrowings for fiscal 2014 of $586.0 million at an effective interest rate of 4.68%. The decrease in the effective interest rate for fiscal 2015 compared to fiscal 2014 was primarily due to a lower interest rate on the U.S. borrowings outstanding under our amended revolving credit agreement, partially offset by a higher interest rate on the new Canadian portion of the outstanding borrowings on our amended revolving credit agreement and higher debt issuance costs.

During fiscal 2015, we amended our revolving credit agreement to, among other things, achieve better pricing terms. The change in weighted-average borrowings between fiscal 2015 and fiscal 2014 was due solely to changes in foreign currency exchange rates between the U.S. and Canadian dollars.

OTHER EXPENSE (INCOME), NET

Other expense (income), net is comprised primarily of net gains and losses on foreign currency transactions and foreign currency contracts. The net amounts related to foreign currency represented a gain of $1.8 million for fiscal 2015 and a loss of $3.2 million for fiscal 2014.

INCOME TAXES

Our consolidated effective tax rates for fiscal 2015 and 2014 were 35.4% and 35.7%, respectively.

NET INCOME

Our consolidated net income for fiscal 2015 increased $43.2 million, or 22.2%, to $237.8 million as compared to $194.7 million in fiscal 2014, due to the factors previously discussed.

FINANCIAL CONDITION, CAPITAL RESOURCES, AND LIQUIDITY

Our ongoing cash needs are primarily for working capital and capital expenditures. We expect that our primary sources of liquidity will continue to be cash and cash equivalents on hand, cash flow from operations, and borrowings available under our secured revolving credit facility. We expect that these sources will fund our ongoing requirements for the foreseeable future, and we believe that we also have access to the capital markets.

Further, we do not expect current economic conditions to prevent us from meeting our cash requirements. These sources of liquidity may be affected by events described in our risk factors, as further discussed in Part I, Item 1.A., Risk Factors, in this Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

As of December 31, 2016, we had approximately $299.4 million of cash and cash equivalents in major financial institutions, including approximately $58.5 million in financial institutions located outside of the U.S. We maintain cash deposits with major financial institutions that exceed the insurance coverage limits provided by the Federal Deposit Insurance Corporation in the U.S. and by similar insurers for deposits located outside the U.S. To mitigate this risk, we utilize a policy of allocating cash deposits among major financial institutions that have been evaluated by us and third-party rating agencies.

BALANCE SHEET

Net accounts receivable at December 31, 2016 were $202.5 million compared to $207.6 million at January 2, 2016. The decrease of $5.1 million, or 2.5%, as compared to January 2, 2016 was primarily due to the timing of payments from customers, partially offset by higher net sales in fiscal 2016. Net accounts receivable at January 2, 2016 were $207.6 million compared to $184.6 million at January 3, 2015. The increase of $23.0 million, or 12.5%, primarily reflected higher sales in fiscal 2015 and higher non-trade receivables such as supply chain rebates and tenant allowances.

Inventories at December 31, 2016 were $487.6 million compared to $469.9 million at January 2, 2016. The increase of $17.7 million, or 3.8%, compared to January 2, 2016, primarily reflected business growth and timing of inventory purchases. Inventories at January 2, 2016 were $469.9 million compared to $444.8 million at January 3, 2015. The increase of $25.1 million, or 5.6%, compared to January 3, 2015 primarily reflected an increase in inventory levels to support business growth and higher product costs as compared to the prior year.

CASH FLOW

Net cash provided by operating activities for fiscal 2016 was $369.2 million compared to net cash provided by operating activities of $308.0 million in fiscal 2015. The increase in operating cash flow primarily reflected an increase in net income and favorable changes in working capital. The timing of payments and receipts in the normal course of business can impact our working capital.

Net cash provided by operating activities for fiscal 2015 was $308.0 million compared to net cash provided by operating activities of $282.4 million in fiscal 2014. This increase in operating cash flow for fiscal 2015 primarily reflected an increase in net income and favorable changes in net working capital.

Our capital expenditures were approximately $88.6 million in fiscal 2016 reflecting expenditures of $55.5 million for our U.S. and international retail store openings and remodelings, $20.0 million for information technology initiatives, $4.2 million for the Braselton, Georgia distribution facility, and $2.2 million for wholesale fixtures.

Our capital expenditures were approximately $103.5 million for both fiscal 2015 and fiscal 2014. Expenditures in fiscal 2015 primarily reflected expenditures of $66.7 million for our U.S. and international retail store openings and remodelings, $19.5 million for information technology initiatives, $6.3 million for the Braselton, Georgia distribution facility, and $4.9 million for wholesale fixtures.

We plan to invest approximately $100 million in capital expenditures in fiscal 2017, primarily for U.S. and international retail store openings and remodelings, and information technology initiatives.

Net cash used in financing activities was $363.5 million in fiscal 2016 compared to $162.0 million in fiscal 2015. This increase in cash used for financing activities in fiscal 2016 reflected more repurchases of our common stock and higher cash dividend payments to our shareholders.

Net cash used in financing activities was $162.0 million in fiscal 2015 compared to $122.4 million in fiscal 2014. This increase in fiscal 2015 primarily reflected increases in repurchases of our common stock, increases in payments of withholding taxes for vested restricted shares issued under our employee stock-based compensation plan, and increases in the payment of cash dividends. In the first quarter in fiscal 2015, we replaced $20.0 million of outstanding borrowings with CAD $25.5 million of borrowings, which approximated $20.3 million. In the third quarter of fiscal 2015, we amended and extended our revolving credit agreement and, because of a change in the lead administrative agent and certain changes in commitment amounts among the lenders in the syndication, the amendment led to the repayment and simultaneous re-borrowing of the then-outstanding balance on the revolving credit agreement of $185.2 million.

AMENDED AND RESTATED CREDIT FACILITY

On September 16, 2015, we and a syndicate of lenders amended and restated our secured revolving credit facility (the “amended revolving credit facility”) to, among other things: (i) refinance amounts outstanding on our existing credit facility in order to achieve better pricing terms and (ii) provide additional liquidity to be used for our ongoing working capital and for other general corporate purposes. The aggregate principal amount of the amended credit facility was increased from $375 million to $500 million to provide for (i) a $400 million U.S. dollar revolving facility (including a $175 million sub-limit for letters of credit and a swing line sub-limit of $50 million) and (ii) a $100 million multicurrency revolving facility (including a $40 million sub-limit for letters of credit and a swing line sub-limit of $15 million), available for borrowings denominated in U.S. dollars, Canadian dollars, Euros, Pounds Sterling, or other currencies agreed to by the applicable lenders. In connection with the amendment and restatement, we incurred approximately $1.7 million in debt issuance costs which, together with the certain existing unamortized debt issuance costs, is being amortized over the remaining term of the amended facility. Our amended revolving credit facility matures September 16, 2020.

The interest rate margins applicable to our amended revolving credit facility were, as of the date here of, 1.375% for LIBOR-rate loans (which may be adjusted based on a leverage-based pricing grid ranging from 1.125% to 1.875%) and 0.375% for base-rate loans (which may be adjusted based on a leverage-based pricing grid ranging from 0.125% to 0.875%).

Our amended revolving credit facility also provides for incremental facilities in an aggregate amount not to exceed $250 million, either in the form of a commitment increase under the existing credit facility or the incurrence of one or more tranches of term loans (with the aggregate U.S. dollar amount available to us not to exceed $200 million and the aggregate multicurrency amount available not to exceed $50 million).

As of December 31, 2016, we had approximately $185.0 million in outstanding borrowings under our amended revolving credit facility, exclusive of $4.8 million of outstanding letters of credit. As of December 31, 2016, there was approximately $310.2 million available for future borrowings.

As of December 31, 2016, U.S. dollar borrowings outstanding under the amended revolving credit facility accrued interest at a LIBOR rate plus the applicable base rate, which was 2.08% on that date, and Canadian borrowings accrued interest at a CDOR (Canadian Dollar Offered Rate) rate plus the applicable base rate, which was 2.28% on that date.

Covenants

Subject to certain customary exceptions, the amended revolving credit facility contains covenants that restrict The William Carter Company’s (“TWCC”) and certain of its subsidiaries’ ability to, among other things: (i) create or incur liens, debt, guarantees or other investments, (ii) engage in mergers and consolidations, (iii) pay dividends or other distributions to, and redemptions and repurchases from, equity holders, (iv) prepay, redeem or repurchase subordinated or junior debt, (v) amend organizational documents, and (vi) engage in certain transactions with affiliates.

The amended revolving credit facility also contains affirmative financial covenants. Specifically, we will not (i) permit at the end of any four consecutive fiscal quarters the Lease Adjusted Leverage Ratio (defined as, with certain adjustments, the ratio of the Company's consolidated indebtedness plus six times rent expense, as defined, to consolidated net income before interest, taxes, depreciation, amortization, and rent expense ("EBITDAR")) to exceed 4.00:1.00 (provided, however, that if any "Material Acquisition" occurs and the Lease Adjusted Leverage Ratio on a pro forma basis giving effect to the consummation of the Material Acquisition is less than 4.00:1.00, then the maximum Lease Adjusted Leverage Ratio may be increased to 4.50:1.00 for the fiscal quarter in which such Material Acquisition is consummated and the three fiscal quarters immediately following the fiscal quarter in which such Material Acquisition occurs) or (ii) permit at the end of any four consecutive fiscal quarters the Consolidated Fixed Charge Coverage Ratio (defined as, with certain adjustments, the ratio of consolidated EBITDAR to consolidated fixed charges (defined as interest plus rent expense)), for any such period to be less than 2.25:1.00 (provided, however, that if any Material Acquisition occurs and the Consolidated Fixed Charge Coverage Ratio on a pro forma basis giving effect to the consummation of the Material Acquisition is at least 2.25:1.00, then the minimum Consolidated Fixed Charge Coverage Ratio may be decreased to 2.00:1.00 for the fiscal quarter in which such Material Acquisition is consummated and the three fiscal quarters immediately following the fiscal quarter in which such Material Acquisition occurs). As of December 31, 2016, we were in compliance with our financial debt covenants.

SENIOR NOTES

On August 12, 2013, our 100% owned subsidiary, TWCC issued $400 million principal amount of senior notes at par, bearing interest at a rate of 5.25% per annum, and maturing on August 15, 2021, all of which were outstanding as of December 31, 2016. TWCC received net proceeds from the offering of the senior notes of approximately $394.2 million, after deducting bank fees. Approximately $7.0 million, including both bank fees and other third party expenses, has been capitalized in connection with the issuance and is being amortized over the term of the senior notes.

The senior notes are unsecured and are fully and unconditionally guaranteed by Carter's, Inc. and certain subsidiaries of TWCC.

At any time prior to August 15, 2017, TWCC may redeem all or part of the senior notes at 100% of the principal amount redeemed plus an applicable premium and accrued and unpaid interest. On and after August 15, 2017, TWCC may redeem all or part of the senior notes at the redemption prices (expressed as percentages of principal amount of the senior notes to be redeemed) set forth below, plus accrued and unpaid interest. The redemption price applicable where the redemption occurs during the twelve-month period beginning on August 15 of each of the years indicated is as follows:

Year	Percentage
2017	102.63%
2018	101.31%
2019 and thereafter	100.00%

Upon the occurrence of specific kinds of changes of control, unless a redemption notice with respect to all the outstanding senior notes has previously or concurrently been mailed or delivered, we will be required to make an offer to purchase the senior notes at 101% of their principal amount. In addition, if we or any of our restricted subsidiaries engages in certain asset sales, under certain circumstances we will be required to use the net proceeds to make an offer to purchase the senior notes at 100% of their principal amount.

The indenture governing the senior notes includes a number of covenants, that, among other things and subject to certain exceptions, restrict TWCC's ability to: (i) incur, assume or guarantee additional indebtedness; (ii) issue disqualified stock and preferred stock; (iii) pay dividends, among other things, or make distributions or other restricted payments; (iv) prepay, redeem or repurchase certain debt; (v) make loans and investments (including joint ventures); (vi) incur liens; (vii) create restrictions on the payment of dividends or other amounts from restricted subsidiaries that are not guarantors of the notes; (viii) sell or otherwise dispose of assets, including capital stock of subsidiaries; (ix) consolidate or merge with or into, or sell substantially all of TWCC's assets to, another person; (x) designate subsidiaries as unrestricted subsidiaries; and (xi) enter into transactions with affiliates. Additionally, the terms of the notes contain customary affirmative covenants and provide for events of default which, if certain of them occur, would permit the trustee or the holders of at least 25% in principal amount of the then total outstanding senior notes to declare all amounts owning under the notes to be due and payable. Carter's, Inc. is not subject to these covenants.

During June 2014, TWCC completed the registration of the exchange offer for the senior notes that was required under the terms of such notes.

BONNIE TOGS ACQUISITION (CANADA)

On June 30, 2011, we purchased Bonnie Togs in Canada for total consideration of up to CAD $95 million, of which $61.2 million was paid in cash at closing and the balance was to be paid contingent upon achieving certain earnings targets. In fiscal 2014, we paid approximately $8.9 million after achieving interim earnings targets. In fiscal 2015, we made a final contingent consideration payment of approximately $8.6 million of which approximately $7.6 million was reported in the our consolidated statement of cash flows as a financing use of cash and the remaining portion, which represented a contingency adjustment, was reported as an operating use of cash. We have no remaining contingent consideration liability related to the Bonnie Togs acquisition.

SHARE REPURCHASES

In years prior to fiscal 2014, our Board of Directors authorized the repurchase of shares of our common stock in amounts totaling approximately $462.5 million. On February 24, 2016, our Board of Directors authorized an additional $500 million of share repurchases, for total authorizations of amounts up to $962.5 million.

Open-market repurchases of our common stock during fiscal years 2016, 2015 and 2014 were as follows:

	Fiscal year ended		
	December 31, 2016	**January 2, 2016**	**January 3, 2015**
Number of shares repurchased	3,049,381	1,154,288	1,111,899
Aggregate cost of shares repurchased (dollars in thousands)	$ 300.445	$ 110,290	$ 82,099
Average price per share	$ 98.53	$ 95.55	$ 73.84

In addition to the open-market repurchases completed in fiscal years 2016, 2015 and 2014, open-market repurchases totaling $195.3 million were made in fiscals year prior to 2014.

Total remaining capacity under the repurchase authorizations as of December 31, 2016 was $274.4 million.

Future share repurchases may be made in the open market or in privately negotiated transactions, with the level and timing of activity being at our discretion depending on market conditions, share price, other investment priorities, and other factors. Our share repurchase authorizations have no expiration dates.

DIVIDENDS

Our Board of Directors authorized quarterly cash dividends of $0.33 per share in each quarter of fiscal 2016, and cash dividends of $0.22 per share in each quarter of fiscal 2015. The dividends were paid during the fiscal quarter in which they were declared.

On February 15, 2017, our Board of Directors authorized a quarterly cash dividend payment of $0.37 per common share, payable on March 24, 2017 to shareholders of record at the close of business on March 10, 2017.

Future declarations of quarterly dividends and the establishment of future record and payment dates are at the discretion of our Board of Directors, and are based on a number of factors, including our future financial performance and other investment priorities.

Provisions in our secured revolving credit facility and indenture governing our senior notes could have the effect of restricting our ability to pay future cash dividends on or make future repurchases of our common stock.

COMMITMENTS

The following table summarizes as of December 31, 2016, the maturity or expiration dates of mandatory contractual obligations and commitments for the following fiscal years:

(dollars in thousands)	2017	2018	2019	2020	2021	Thereafter	Total
Long-term debt (a)	$ —	$ —	$ —	$184,977	$400,000	$ —	$ 584,977
Interest on debt (b)	24,883	24,883	24,883	23,912	14,000	—	112,561
Operating leases	168,196	161,073	148,086	135,174	121,468	379,712	1,113,709
Other	392	392	231	231	231	442	1,919
Total financial obligations	193,471	186,348	173,200	344,294	535,699	380,154	1,813,166
Letters of credit	4,800	—	—	—	—	—	4,800
Total financial obligations and commitments (c) (d)	$198,271	$186,348	$173,200	$344,294	$535,699	$380,154	$1,817,966

(a) Does not reflect potential future currency impacts for debt repayable in Canadian dollars.

(b) Reflects: i) estimated variable rate interest on obligations outstanding on our secured revolving credit facility as of December 31, 2016 using an interest rate of 2.08% for U.S. dollar borrowings and an interest rate of 2.28% for Canadian borrowings and ii) a fixed interest rate of 5.25% for the senior notes.

(c) The table above excludes our reserves for income taxes, as we are unable to reasonably predict the ultimate amount or timing of settlement.

(d) The table above excludes purchase obligations. Our estimate as of December 31, 2016 for commitments to purchase inventory in the normal course of business, which are cancellable (with or without penalty, depending on the stage of production) and span a period of one year or less, was between $300 and $400 million.

(e) The table above excludes any potential future Company funding for obligations under our defined benefit retirement plans. Our estimates of such obligations as of December 31, 2016 have been determined in accordance with U.S. GAAP and are included in other current liabilities and other long-term liabilities on our consolidated balance sheet, as described in Note 10, Employee Benefit Plans, to the accompanying consolidated financial statements contained in Item 8 of this Annual Report on Form 10-K.

OFF-BALANCE SHEET OBLIGATIONS

We do not maintain off-balance sheet arrangements, transaction, obligations, or other relationships with unconsolidated entities except for those that are made in the normal course of our business and included in our Commitments table presented above.

LIQUIDITY OUTLOOK

Based on our current outlook, we believe that cash generated from operations and available cash, together with amounts available under our secured revolving credit facility, will be adequate to meet our working capital needs and capital expenditure requirements for the foreseeable future, although no assurance can be given in this regard. Additionally, we believe that we have access to the capital markets.

EFFECTS OF INFLATION AND DEFLATION

We do not believe that inflation has had a significant effect on our net sales or our profitability. Substantial increases in costs, however, could have a significant impact on our business and the industry in the future. Additionally, while deflation could positively impact our merchandise costs, it could have an adverse effect on our average unit retail price, resulting in lower sales and profitability.

SEASONALITY

We experience seasonal fluctuations in our sales and profitability due to the timing of certain holidays and key retail shopping periods, which generally has resulted in lower sales and gross profit in the first half of our fiscal year versus the second half of the year. Accordingly, our results of operations during the first half of the year may not be indicative of the results we expect for the full year.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in our accompanying consolidated financial statements. The following discussion addresses our critical accounting policies and estimates, which are those policies that require management's most difficult and subjective judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

REVENUE RECOGNITION AND ACCOUNTS RECEIVABLE ALLOWANCE

Our revenues, which is are reported as Net sales, consist of sales to customers, net of returns, discounts, chargebacks, and cooperative advertising. We consider revenue realized or realizable and earned when the product has been shipped, when title passes, when all risks and rewards of ownership have transferred, the sales price is fixed or determinable, and collectibility is reasonably assured. In certain cases in which we retain the risk of loss during shipment, revenue recognition does not occur until the goods have reached the specified customer.

We record cooperative advertising arrangements with certain of our major wholesale customers at fair value. Fair value is determined based upon, among other factors, comparable market analysis for similar advertisements. We have included the fair value of these arrangements of approximately $3.7 million for fiscal 2016 and $3.9 million for both fiscal years 2015 and 2014 as a component of selling, general, and administrative expenses on the accompanying consolidated statements of operations, rather than as a reduction of net sales. Amounts determined to be in excess of the fair value of these arrangements are recorded as a reduction of net sales.

Our retail store revenues, also reported as Net sales, are recognized at the point of sale. Retail sales through our on-line channels are recognized at time of delivery to the customer. We recognize retail sales returns at the time of transaction by recording adjustments to both revenue and cost of goods sold. Additionally, we maintain a liability for retail sales returns in Other current liabilities on our consolidated balance sheet for estimated future returns. There are no accounts receivable associated with our retail customers.

Our accounts receivable reserves for wholesale customers include an allowance for doubtful accounts and an allowance for chargebacks. The allowance for doubtful accounts includes estimated losses resulting from the inability of our customers to make payments. If the financial condition of a customer were to deteriorate, resulting in an impairment of its ability to make payments, an additional allowance could be required. Past due balances over 90 days are reviewed individually for collectibility. Our credit and collections department reviews all other balances regularly. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered. Provisions for the allowance for doubtful accounts are reflected in Selling, general and administrative expenses on our consolidated statement of operations and provisions for chargebacks are reflected as a reduction in Net sales on our consolidated statement of operations.

Except in very limited circumstances, we do not allow our wholesale customers to return goods to us.

INVENTORY

Our inventories, which consist primarily of finished goods, are stated at the approximate lower of cost (first-in, first-out basis for wholesale inventory and average cost for retail inventories) or market. Obsolete, damaged, and excess inventory is carried at net realizable value by establishing reserves after assessing historical recovery rates, current market conditions, and future marketing and sales plans. Rebates, discounts and other cash consideration received from a vendor related to inventory purchases are reflected as reductions in the cost of the related inventory item, and are therefore reflected in cost of sales when the related inventory item is sold.

GOODWILL AND TRADENAME

The carrying values of goodwill and indefinite-lived tradename assets are subject to annual impairment reviews as of the last day of each fiscal year. Between annual assessments, impairment reviews may also be triggered by any significant events or changes in circumstances affecting our business. Factors affecting such impairment reviews include the continued market acceptance of our current products and the development of new products. We use qualitative and quantitative methods to assess for impairment, including the use of discounted cash flows ("income approach") and relevant data from guideline public companies ("market approach").

We perform impairment tests of goodwill at the reporting unit level. A qualitative assessment determines if it is "more likely than not" that the fair value of the reporting unit is less than its carrying value. Qualitative factors may include, but are not limited to: macroeconomic conditions; industry and market considerations; cost factors that may have a negative effect on earnings; overall financial performance; and other relevant entity-specific events. If the results of a qualitative test determine that it is "more likely than not" that the fair value of a reporting unit is less than its carrying value, then a goodwill impairment test using quantitative assessments must be performed. If it is determined that it is "not likely" that the fair value of the reporting unit is less than its carrying value, then no further testing is required.

Under a quantitative assessment for goodwill, the first step is to compare the fair value of a reporting unit to its carrying value, including goodwill. We use discounted cash flow models to determine the fair value of a reporting unit. The assumptions used in these models are consistent with those we believe hypothetical marketplace participants would use. If the fair value of a reporting unit is less than its carrying value, the second step of the impairment test must be performed in order to determine the impairment loss, if any. The second step compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds its implied fair value, an impairment charge is recognized in an amount equal to that excess. The loss recognized cannot exceed the carrying amount of the goodwill.

A tradename is considered impaired if the estimated fair value of the tradename is less than the carrying amount. Impairment reviews for an indefinite-lived tradename can be conducted using qualitative analysis, and if necessary, by a qualitative impairment test. If a tradename is considered impaired, we recognize a loss equal to the difference between the carrying amount and the estimated fair value of the tradename. The process of estimating the fair value of a tradename incorporates the relief-from-royalty method, which requires us to make assumptions and to apply judgment, including forecasting future cash flows and selecting appropriate discount and royalty rates.

A deterioration of macroeconomic conditions may not only negatively impact the estimated operating cash flows used in our cash flow models, but may also negatively impact other assumptions used in our analysis, including, but not limited to, the estimated cost of capital and/or discount rates. Additionally, we are required to ensure that assumptions used to determine fair value in our analysis are consistent with the assumptions a hypothetical marketplace participant would use. As a result, the cost of capital and/or discount rates used in our analysis may increase or decrease based on market conditions and trends, regardless of whether our actual cost of capital has changed. Therefore, we may recognize an impairment of an intangible asset or assets even though realized actual cash flows are approximately equal to or greater than our previously forecast amounts.

Based upon our most recent assessment, performed as of December 31, 2016, there were no impairments in the values of goodwill or indefinite-lived tradename assets and no reporting units were at risk for impairment.

ACCRUED EXPENSES

Accrued expenses for workers' compensation, incentive compensation, health insurance, 401(k), and other outstanding obligations are assessed based on actual commitments, statistical trends, and/or estimates based on projections and current expectations, and these estimates are updated periodically as additional information becomes available.

LOSS CONTINGENCIES

We record accruals for various contingencies including legal exposures as they arise in the normal course of business. We determine whether to disclose and accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible, or probable. Our assessment is developed in consultation with our internal and external counsel and other advisors and is based on an analysis of possible outcomes under various strategies. Loss contingency assumptions involve judgments that are inherently subjective and can involve matters that are in litigation, which, by their nature are unpredictable. We believe that our assessment of the probability of loss contingencies is reasonable.

ACCOUNTING FOR INCOME TAXES

As part of the process of preparing the accompanying consolidated financial statements, we are required to estimate our actual current tax exposure (state, federal, and foreign). We assess our income tax positions and record tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances, and information available at the reporting dates. We determine whether it is "more likely than not" that a tax position will be sustained upon the examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. For those income tax positions where it is not "more likely than not" that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Where applicable, associated interest and penalties are also recognized.

We also assess permanent and temporary differences resulting from differing bases and treatment of items for tax and accounting purposes, such as the carrying value of intangibles, deductibility of expenses, depreciation of property, plant, and equipment, stock-based compensation expense, and valuation of inventories. Temporary differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheets. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income. Actual results could differ from this assessment if sufficient taxable income is not generated in future periods. To the extent we determine the need to establish a valuation allowance or increase such allowance in a period, we must include an expense within the tax provision in the accompanying consolidated statements of operations.

FOREIGN CURRENCY

The functional currency of substantially all of our foreign operations is the local currency.

Assets and liabilities are translated into U.S. dollars using the current exchange rates in effect at the balance sheet date, while revenues and expenses are translated at the average exchange rates for the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within stockholders' equity.

Transaction gains and losses, such as those resulting from the settlement of nonfunctional currency receivables and payables, including intercompany balances, are included in foreign currency gain or loss in our consolidated statements of operations. Additionally, payable and receivable balances denominated in nonfunctional currencies are marked-to-market at the end of each reporting period, and the gain or loss is recognized in our consolidated statements of operations.

As part of our overall strategy to manage the level of exposure to the risk of foreign currency exchange rate fluctuations, primarily between the U.S. dollar and Canadian dollar, we use foreign currency forward contracts to hedge purchases that are made in U.S. dollars, primarily for inventory purchases in our Canada business. As part of a hedging strategy, we may use foreign currency forward exchange contracts that typically have maturities of less than 12 months and provide continuing coverage throughout the hedging period. These contracts are not designated for hedge accounting treatment, and therefore changes in the fair value of these contracts are recorded in our consolidated statement of operations. Such foreign currency gains and losses include the mark-to-market fair value adjustments at the end of each reporting period related to any open contracts, as well as any realized gains and losses on contracts settled during the reporting period. Fair values for open contracts are calculated by using readily observable market inputs (market-quoted currency exchange rates in effect between U.S. and Canadian dollars), classified as Level 2 within the fair value hierarchy. At December 31, 2016, we have no unsettled foreign currency forward contracts.

EMPLOYEE BENEFIT PLANS

We sponsor a frozen defined benefit pension plan and other unfunded post-retirement plans. The defined benefit pension and post-retirement plans require an actuarial valuation to determine plan obligations, and related periodic costs. Plan valuations require economic assumptions, including expected rates of return on plan assets, discount rates to value plan obligations and employee demographic assumptions including mortality rates. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions. Actual results that differ from the actuarial assumptions are reflected as unrecognized gains and losses. Unrecognized gains and losses that exceed 10% of the greater of the plan's projected benefit obligations or market value of assets are amortized to earnings over the estimated service life of the remaining plan participants.

Any future obligation under our pension plan not funded from investment returns on plan assets are expected to be funded from cash flows from operations.

The most significant assumption used to determine the Company's projected benefit obligation under its defined benefit plans is the discount rate. For further details on rates and assumptions, see Note 10, Employee Benefit Plans, to the accompanying consolidated financial statements.

STOCK-BASED COMPENSATION ARRANGEMENTS

We account for the cost resulting from stock-based compensation arrangements at grant date fair value, utilizing the Black-Scholes option pricing model, which requires the use of subjective assumptions. These assumptions include the following:

Volatility – This is a measure of the amount by which a stock price has fluctuated or is expected to fluctuate. We use actual monthly historical changes in the market value of our stock covering the expected life of stock options being valued. An increase in the expected volatility will increase the fair value of the stock option and related compensation expense.

Risk-free interest rate – This is the U.S. Treasury rate as of the grant date having a term equal to the expected term of the stock option. An increase in the risk-free interest rate will increase the fair value of the stock option and related compensation expense.

Expected term – This is the period of time over which the stock options granted are expected to remain outstanding and is based on historical experience and estimated future exercise behavior. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. An increase in the expected term will increase the fair value of the stock option and related compensation expense.

Dividend yield – We estimate a dividend yield based on the current dividend amount as a percentage of our current stock price. An increase in the dividend yield will decrease the fair value of the stock option and related stock-based compensation expense.

Forfeitures – We estimate forfeitures of stock-based awards based on historical experience and expected future activity.

Changes in the subjective assumptions can materially affect the estimate of fair value of stock-based compensation and consequently, the related amount recognized in the accompanying consolidated statements of operations.

We account for performance-based awards over the vesting term of the awards that are expected to vest based on whether it is probable that the performance criteria will be achieved. We reassess the probability of vesting at each reporting period for awards with performance criteria and adjust stock-based compensation expense based on the probability assessments.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

CURRENCY AND INTEREST RATE RISKS

In the operation of our business, we have market risk exposures including those related to foreign currency risk and interest rates. These risks, and our strategies to manage our exposure to them, are discussed below.

Currency Risk

We contract for production with third parties primarily in Asia. While these contracts are stated in U.S. dollars, there can be no assurance that the cost for the future production of our products will not be affected by exchange rate fluctuations between the U. S. dollar and the local currencies of these contractors. Due to the number of currencies involved, we cannot quantify the potential impact that future currency fluctuations may have on our results of operations in future periods.

The financial statements of our foreign subsidiaries that are denominated in functional currencies other than the U.S. dollar are translated into U.S. dollars using period-end exchange rates for assets and liabilities and weighted-average exchange rates for revenues and expenses. Gains and losses resulting from translating assets and liabilities from the functional currency to U.S. dollars are included in accumulated other comprehensive income (loss).

Our Canadian subsidiary records Canadian denominated sales which are then translated into U.S. dollars using weighted-average exchange rates. The changes in foreign currency exchange rates in fiscal 2016, compared to fiscal 2015, negatively affected our International segment's net sales by approximately $7.1 million, primarily due to the devaluation of the Canadian dollar relative to the U.S. dollar.

Fluctuations in exchange rates, primarily between the U.S. dollar and the Canadian dollar, may affect our results of operations, financial position, and cash flows. Transactions by our Canadian subsidiary may be denominated in a currency other than the entity's functional currency, which is the Canadian dollar. Foreign currency transaction gains and losses also include the impact of noncurrent intercompany loans with foreign subsidiaries that are marked to market. In our statement of operations, these gains and losses are recorded within other expense, net.

As part of our overall strategy to manage the level of exposure to the risk of foreign currency exchange rate fluctuations, primarily between the U.S. dollar and Canadian dollar, we use foreign currency forward contracts to hedge purchases that are made in U.S. dollars, primarily for inventory purchases for our Canada operations. As part of this hedging strategy, we have used foreign currency forward exchange contracts with maturities of less than 12 months to provide coverage throughout the hedging period.

Interest Rate Risk

Our operating results are subject to risk from interest rate fluctuations on our amended revolving credit facility, which carries variable interest rates. Weighted-average variable rate borrowings for the fiscal year ended December 31, 2016 were $185.2 million. An increase or decrease of 1% in the effective interest rate on that amount would have increased or decreased our annual pretax interest cost for fiscal 2016 by approximately $1.9 million.

OTHER RISKS

We enter into various purchase order commitments with our suppliers. We can cancel these arrangements, although in some instances, we may be subject to a termination charge reflecting a percentage of work performed prior to cancellation.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CARTER'S, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders' of Carter's, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Carter's, Inc. and its subsidiaries at December 31, 2016 and January 2, 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia
February 23, 2017

CARTER'S, INC.

CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except for share data)

	December 31, 2016	January 2, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 299,358	$ 381,209
Accounts receivable, net	202,471	207,570
Finished goods inventories	487,591	469,934
Prepaid expenses and other current assets	32,180	37,815
Deferred income taxes	35,486	34,080
Total current assets	1,057,086	1,130,608
Property, plant, and equipment, net	385,874	371,704
Tradenames and other intangible assets, net	308,928	310,848
Goodwill	176,009	174,874
Other assets	18,700	15,620
Total assets	$1,946,597	$2,003,654
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 158,432	$ 157,648
Other current liabilities	119,177	105,070
Total current liabilities	277,609	262,718
Long-term debt, net	580,376	578,972
Deferred income taxes	130,656	128,838
Other long-term liabilities	169,832	158,075
Total liabilities	1,158,473	1,128,603
Commitments and contingencies—Note 17		
Stockholders' equity:		
Preferred stock; par value $.01 per share; 100,000 shares authorized; none issued or outstanding at December 31, 2016 and January 2, 2016	—	—
Common stock, voting; par value $.01 per share; 150,000,000 shares authorized; 48,948,670 and 51,764,309 shares issued and outstanding at December 31, 2016 and January 2, 2016, respectively	489	518
Additional paid-in capital	—	—
Accumulated other comprehensive loss	(34,740)	(36,367)
Retained earnings	822,375	910,900
Total stockholders' equity	788,124	875,051
Total liabilities and stockholders' equity	$1,946,597	$2,003,654

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(dollars in thousands, except per share data)

	For the fiscal years ended		
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Net sales	$3,199,184	$3,013,879	$2,893,868
Cost of goods sold	1,820,035	1,755,855	1,709,428
Gross profit	1,379,149	1,258,024	1,184,440
Selling, general, and administrative expenses	995,406	909,233	890,251
Royalty income	(42,815)	(44,066)	(39,156)
Operating income	426,558	392,857	333,345
Interest expense	27,044	27,031	27,653
Interest income	(563)	(500)	(403)
Other expense (income), net	4,007	(1,862)	3,189
Income before income taxes	396,070	368,188	302,906
Provision for income taxes	137,964	130,366	108,236
Net income	$ 258,106	$ 237,822	$ 194,670
Basic net income per common share	$ 5.13	$ 4.55	$ 3.65
Diluted net income per common share	$ 5.08	$ 4.50	$ 3.62
Dividend declared and paid per common share	$ 1.32	$ 0.88	$ 0.76

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(dollars in thousands)

	For the fiscal years ended		
	December 31, 2016 (52 Weeks)	**January 2, 2016 (52 Weeks)**	**January 3, 2015 (53 Weeks)**
Net income	$ 258,106	$ 237,822	$ 194,670
Other comprehensive income (loss):			
Unrealized (loss) gain on OshKosh defined benefit plan, net of tax of $400, ($470), $2,920 for the fiscal years 2016, 2015, and 2014, respectively	(666)	803	(4,963)
Unrealized gain (loss) on Carter's post-retirement benefit obligation, net of (tax) or tax benefit of ($200), ($30), $91 for fiscal years 2016, 2015, and 2014, respectively	331	56	(147)
Foreign currency translation adjustments	1,962	(14,189)	(7,845)
Total other comprehensive income (loss)	1,627	(13,330)	(12,955)
Comprehensive income	$ 259,733	$ 224,492	$ 181,715

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	For the fiscal years ended		
	December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Cash flows from operating activities:			
Net income	$ 258,106	$ 237,822	$ 194,670
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	71,522	61,982	58,487
Amortization of tradenames	1,919	6,417	16,437
Accretion of contingent consideration	—	809	1,348
Amortization of debt issuance costs	1,461	1,603	1,533
Non-cash stock-based compensation expense	16,847	17,029	17,598
Unrealized foreign currency exchange loss, net	33	4	2,378
Income tax benefit from stock-based compensation	(4,800)	(8,839)	(4,700)
Loss on disposal of property, plant, and equipment	1,167	870	1,157
Deferred income taxes	1,294	8,657	3,911
Effect of changes in operating assets and liabilities:			
Accounts receivable, net	5,041	(23,837)	8,405
Inventories	(17,482)	(34,352)	(32,151)
Prepaid expenses and other assets	2,060	(3,496)	(2,719)
Accounts payable and other liabilities	32,061	43,318	16,043
Net cash provided by operating activities	369,229	307,987	282,397
Cash flows from investing activities:			
Capital expenditures	(88,556)	(103,497)	(103,453)
Acquisition of tradenames	—	—	(3,550)
Proceeds from sale of property, plant, and equipment	216	72	2,271
Net cash used in investing activities	(88,340)	(103,425)	(104,732)
Cash flows from financing activities:			
Payments of debt issuance costs	—	(1,628)	(177)
Borrowings under secured revolving credit facility	—	205,586	—
Payments on secured revolving credit facility	—	(205,237)	—
Repurchases of common stock	(300,445)	(110,290)	(82,099)
Payment of contingent consideration	—	(7,572)	(8,901)
Dividends paid	(66,355)	(46,028)	(40,477)
Income tax benefit from stock-based compensation	4,800	8,839	4,700
Withholdings of taxes from vesting of restricted stock	(8,673)	(12,651)	(4,548)
Proceeds from exercise of stock options	7,166	6,976	9,064
Net cash used in financing activities	(363,507)	(162,005)	(122,438)
Net effect of exchange rate changes on cash	767	(1,986)	(1,135)
Net (decrease) increase in cash and cash equivalents	(81,851)	40,571	54,092
Cash and cash equivalents, beginning of fiscal year	381,209	340,638	286,546
Cash and cash equivalents, end of fiscal year	$ 299,358	$ 381,209	$ 340,638

See accompanying notes to the consolidated financial statements.

Form 10-K

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(dollars in thousands)

	Common stock - shares	Common stock - $	Additional paid-in capital	Accumulated other comprehensive (loss) income	Retained earnings	Total stockholders' equity
Balance at December 28, 2013	**54,541,879**	**$ 545**	**$ 4,332**	**$ (10,082)**	**$ 705,936**	**$ 700,731**
Income tax benefit from stock-based compensation	—	—	4,700	—	—	4,700
Exercise of stock options	287,511	3	9,061	—	—	9,064
Withholdings from vesting of restricted stock	(66,352)	(1)	(4,547)	—	—	(4,548)
Restricted stock activity	70,349	1	(1)	—	—	—
Stock-based compensation expense	—	—	16,517	—	—	16,517
Issuance of common stock	14,859	—	1,081	—	—	1,081
Repurchase of common stock	(2,136,053)	(21)	(31,143)	—	(50,935)	(82,099)
Cash dividends declared and paid	—	—	—	—	(40,477)	(40,477)
Comprehensive income	—	—	—	(12,955)	194,670	181,715
Balance at January 3, 2015	**52,712,193**	**$ 527**	**$ —**	**$ (23,037)**	**$ 809,194**	**$ 786,684**
Income tax benefit from stock-based compensation	—	—	8,839	—	—	8,839
Exercise of stock options	214,420	2	6,974	—	—	6,976
Withholdings from vesting of restricted stock	(147,339)	(1)	(12,650)	—	—	(12,651)
Restricted stock activity	128,390	1	(1)	—	—	—
Stock-based compensation expense	—	—	15,934	—	—	15,934
Issuance of common stock	10,933	—	1,095	—	—	1,095
Repurchases of common stock	(1,154,288)	(11)	(20,191)	—	(90,088)	(110,290)
Cash dividends declared and paid	—	—	—	—	(46,028)	(46,028)
Comprehensive income	—	—	—	(13,330)	237,822	224,492
Balance at January 2, 2016	**51,764,309**	**$ 518**	**$ —**	**$ (36,367)**	**$ 910,900**	**$ 875,051**
Income tax benefit from stock-based compensation	—	—	4,800	—	—	4,800
Exercise of stock options	160,200	2	7,164	—	—	7,166
Withholdings from vesting of restricted stock	(91,629)	(1)	(8,672)	—	—	(8,673)
Restricted stock activity	152,413	1	(1)	—	—	—
Stock-based compensation expense	—	—	15,662	—	—	15,662
Issuance of common stock	12,758	—	1,185	—	—	1,185
Repurchases of common stock	(3,049,381)	(31)	(20,138)	—	(280,276)	(300,445)
Cash dividends declared and paid	—	—	—	—	(66,355)	(66,355)
Comprehensive income	—	—	—	1,627	258,106	259,733
Balance at December 31, 2016	**48,948,670**	**$ 489**	**$ —**	**$ (34,740)**	**$ 822,375**	**$ 788,124**

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—THE COMPANY

Carter's, Inc. and its wholly owned subsidiaries (collectively, the "Company") design, source, and market branded childrenswear under the *Carter's*, *Child of Mine*, *Just One You*, *Precious Firsts*, *OshKosh*, and other brands. The Company's products are sourced through contractual arrangements with manufacturers worldwide for wholesale distribution to major domestic and international retailers and for the Company's own retail stores and websites. As of December 31, 2016, the Company operated 495 Carter's and 138 OshKosh stand-alone stores in the U.S., 159 "side-by-side" and "co-branded" stores in the U.S., and 164 "co-branded' stores in Canada.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements include the accounts of Carter's, Inc. and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

FISCAL YEAR

The Company's fiscal year ends on the Saturday in December or January nearest the last day of December, resulting in an additional week of results every five or six fiscal years. Fiscal 2016, which ended on December 31, 2016, and fiscal 2015, which ended on January 2, 2016, both contained 52 weeks. Fiscal 2014, which ended on January 3, 2015, contained 53 weeks.

USE OF ESTIMATES IN THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS

Translation adjustments

The functional currency of substantially all of the Company's foreign operations is the local currency. Assets and liabilities are translated into U.S. dollars using the current exchange rates in effect at the balance sheet date, while revenues and expenses are translated at the average exchange rates for the period. The resulting translation adjustments are recorded as a component of accumulated other comprehensive income (loss) within the accompanying consolidated balance sheet.

Transaction adjustments

The Company also recognizes gains and losses on transactions that are denominated in a currency other than the respective entity's functional currency. Foreign currency transaction gains and losses also include intercompany loans with foreign subsidiaries that are of a short-term investment nature. Foreign currency transaction gains and losses are recognized in earnings, as a separate component of other expense, net, within the consolidated statements of operations.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign Currency Contracts

As part of the Company's overall strategy to manage the level of exposure to the risk of foreign currency exchange rate fluctuations, primarily between the U.S. dollar and Canadian dollar, the Company may use foreign currency forward contracts to hedge purchases that are made in U.S. dollars, primarily for inventory purchases in its Canadian operations. As part of this hedging strategy, the Company may use foreign currency forward exchange contracts with maturities of less than 12 months to provide continuing coverage throughout the hedging period. Historically, these contracts were not designated for hedge accounting treatment, and therefore changes in the fair value of these contracts were recorded in other expense (income), net in the Company's consolidated statement of operations. Such foreign currency gains and losses typically include the mark-to-market fair value adjustments at the end of each reporting period related to open contracts, as well as any realized gains and losses on contracts settled during the reporting period. The fair values of any unsettled currency contracts are included in other current assets or other current liabilities on the Company's consolidated balance sheet. On the consolidated statement of cash flows, the Company includes all activity, including cash settlement of any contracts, as a component of cash flows from operations. As of December 31, 2016, the Company had no unsettled foreign currency exchange contracts.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments that have original maturities of three months or less to be cash equivalents. Cash and cash equivalents consist of deposit accounts and cash management funds invested in U.S. government instruments. These investments are stated at cost, which approximates fair value. Cash equivalents also include amounts due from third-party financial institutions for credit and debit card transactions; these amounts typically settle in less than five days.

Concentration of cash deposits risk

As of December 31, 2016, the Company had approximately $299.4 million of cash and cash equivalents in major financial institutions, including approximately $58.5 million in financial institutions located outside of the U.S. The Company maintains cash deposits with major financial institutions that exceed the insurance coverage limits provided by the Federal Deposit Insurance Corporation in the U.S. and by similar insurers for deposits located outside the U.S. To mitigate this risk, the Company utilizes a policy of allocating cash deposits among major financial institutions that have been evaluated by the Company and third-party rating agencies.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

ACCOUNTS RECEIVABLE

The components of accounts receivable, net, as of December 31, 2016 and January 2, 2016 were as follows:

(dollars in thousands)	December 31, 2016	January 2, 2016
Trade receivables from wholesale customers, net	$ 182,194	$ 185,046
Royalties receivable	9,218	11,164
Tenant allowances and other receivables	19,810	20,303
Total gross receivables	$ 211,222	$ 216,513
Less:		
Wholesale accounts receivable reserves	(8,751)	(8,543)
Wholesale sales returns reserve	—	(400)
Total reserves	(8,751)	(8,943)
Accounts receivable, net	$ 202,471	$ 207,570

Concentration of credit risk

In each of fiscal 2016, 2015, and 2014, no one customer accounted for 10% or more of the Company's consolidated net sales.

At December 31, 2016, two wholesale customers each had individual receivable balances in excess of 10% of gross accounts receivable, and the total receivable balances due from these two wholesale customers in the aggregate equaled approximately 30% of total gross accounts receivable outstanding. At January 2, 2016, five wholesale customers each had individual receivable balances in excess of 10% of gross accounts receivable, and the total receivable balances due from these five wholesale customers in the aggregate equaled approximately 60% of total gross accounts receivable outstanding.

VALUATION ACCOUNTS FOR WHOLESALE ACCOUNTS RECEIVABLE

Accounts receivable reserves

The Company's accounts receivable reserves for wholesale customers include an allowance for doubtful accounts and an allowance for chargebacks. The allowance for doubtful accounts includes estimated losses resulting from the inability of its customers to make payments. If the financial condition of a customer were to deteriorate, resulting in an impairment of its ability to make payments, an additional allowance could be required. Past due balances over 90 days are reviewed individually for collectibility. The Company's credit and collections department reviews all other balances regularly. Account balances are charged off against the allowance when it is probable that the receivable will not be recovered. Provisions for the allowance for doubtful accounts are reflected in Selling, general and administrative expenses on the consolidated statement of operations and provisions for chargebacks are reflected as a reduction in Net sales on the consolidated statement of operations.

Sales returns reserves

Except in very limited instances, the Company does not allow its wholesale customers to return goods to the Company.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

INVENTORIES

Inventories, which consist primarily of finished goods, are stated at the approximate lower of cost (first-in, first-out basis for wholesale inventory and average cost for retail inventories) or market. Obsolete, damaged, and excess inventory is carried at net realizable value by establishing reserves after assessing historical recovery rates, current market conditions, and future marketing and sales plans. Rebates, discounts and other cash consideration received from a vendor related to inventory purchases are reflected as reductions in the cost of the related inventory item, and are therefore reflected in cost of sales when the related inventory item is sold.

PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment are stated at cost, less accumulated depreciation and amortization. When fixed assets are sold or otherwise disposed of, the accounts are relieved of the original cost of the assets and the related accumulated depreciation or amortization and any resulting profit or loss is credited or charged to income. For financial reporting purposes, depreciation and amortization are computed on the straight-line method over the estimated useful lives of the assets as follows: buildings and improvements from 15 to 26 years, retail store fixtures, equipment, and computers from 3 to 10 years. Leasehold improvements and fixed assets purchased under capital lease are amortized over the lesser of the asset life or related lease term. The Company capitalizes the cost of its fixtures designed and purchased for use at major wholesale accounts. The cost of these fixtures is amortized over 3 years.

INTERNAL-USE SOFTWARE

The Company purchases software from external vendors and also develops software internally using Company employees and consultants. Software costs, including certain costs to internally develop software, that meet the applicable criteria are capitalized while all other costs are expensed as incurred. Capitalized software is depreciated or amortized on the straight-line method over its estimated useful lives, from 3 to 10 years.

GOODWILL AND OTHER INTANGIBLE ASSETS

The Company's goodwill balances are comprised of amounts related to the acquisition of Carter's, Inc. by a predecessor entity and the acquisition of Bonnie Togs. The goodwill balances have indefinite useful lives and are not deductible for income tax purposes. The Company's other intangible assets are comprised of tradenames. The tradenames include *Carter's*, *OshKosh, Carter's Watch the Wear, H.W. Carter & Sons,* and the *Carter's* tradename in the country of Chile. The *Carter's* and *OshKosh* tradenames have indefinite useful lives and are not being amortized. The *Carter's* tradename in Chile is being amortized over an estimated life of 20 years. The *Carter's Watch the Wear* and *H.W. Carter & Sons* tradenames were amortized on an accelerated basis over three years and have been fully amortized as of December 31, 2016.

Annual impairment reviews

The carrying values of the goodwill and indefinite-lived tradename assets are subject to annual impairment reviews which are performed as of the last day of each fiscal year. Additionally, a review for potential impairment is performed whenever significant events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. Significant assumptions in the impairment models include estimates of future cash flows, discount rates, and, in the case of tradenames, royalty rates. Based upon the Company's most recent assessment, performed as of December 31, 2016, there were no impairments in the values of goodwill or indefinite-lived tradename assets and no reporting units were at risk of an impairment.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

The Company performs impairment tests of its goodwill at the reporting unit level. Qualitative and quantitative methods are used to assess for impairment, including the use of discounted cash flows ("income approach") and relevant data from guideline public companies ("market approach").

Under a qualitative assessment, the Company determines if it is "more likely than not" that the fair value of the reporting unit is less than its carrying value. Qualitative factors may include, but are not limited to: macroeconomic conditions, industry and market considerations, cost factors that may have a negative effect on earnings, overall financial performance, and other relevant entity-specific events. If the Company determines that it is "more likely than not" that the fair value of the reporting unit is less than its carrying value, then the Company performs the two-step goodwill impairment test as required. If it is determined that it is "not likely" that the fair value of the reporting unit is less than its carrying value, then no further testing is required and the Company documents the relevant qualitative factors that support the strength in the fair value.

The first step of a quantitative assessment is to compare the fair value of the reporting unit to its carrying value, including goodwill. The Company uses a discounted cash flow model to determine the fair value, using assumptions consistent with those of hypothetical marketplace participants. If the fair value of a reporting unit is less than its carrying value, the second step of the impairment test must be performed. The second step compares the implied fair value of the reporting unit goodwill with the carrying value of that goodwill, in order to determine the amount of the impairment loss and charge to the consolidated statement of operations.

Indefinite-lived tradenames

For indefinite-lived tradenames, the Company may utilize a qualitative assessment, as described above, to determine whether the fair value of an indefinite-lived asset is less than its carrying value. If a quantitative assessment is necessary, the Company determines fair value using a discounted cash flow model that uses the relief-from-royalty method. If the carrying amount exceeds the fair value of the tradename, an impairment charge is recognized in the amount of the excess.

IMPAIRMENT OF OTHER LONG-LIVED ASSETS

The Company reviews other long-lived assets, including property, plant, and equipment, and licensing agreements, for impairment whenever events or changes in circumstances indicate that the carrying amount of such an asset may not be recoverable. Management will determine whether there has been a permanent impairment on such assets held for use in the business by comparing anticipated undiscounted future cash flows from the use and eventual disposition of the asset or asset group to the carrying value of the asset. The amount of any resulting impairment will be calculated by comparing the carrying value to fair value, which may be estimated using the present value of the same cash flows. Long-lived assets that meet the definition of held for sale will be valued at the lower of carrying amount or fair value, less costs to sell.

DEFERRED DEBT ISSUANCE COSTS

Debt issuance costs associated with the Company's secured revolving credit facility and senior tern notes are deferred and amortized to interest expense over the term of the related debt using the effective interest method. Debt issuance costs associated with Company's senior notes are presented on the Company's consolidated balance sheet as a direct reduction in the carrying value of the associated debt liability. Fees paid to lenders by

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

the Company to obtain its secured revolving credit facility are included within Other assets on the Company's consolidated balance sheet and classified as either current or non-current based on the expiration date of the credit facility. See the subsequent section under "Recent Accounting Pronouncements" in this Note 2 for information on the retrospective adoption of new accounting guidance related to the presentation of debt costs.

FAIR VALUE MEASUREMENTS

The fair value framework requires the Company to categorize certain assets and liabilities into three levels, based upon the assumptions used to price those assets or liabilities. The three levels are defined as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Quoted prices for similar assets and liabilities in active markets or inputs that are observable.

Level 3: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

The Company measures its pension assets, deferred compensation plan investment assets, unsettled foreign currency forward contracts, and contingent consideration liability for acquisitions at fair value. The Company's cash and cash equivalents, accounts receivable, and accounts payable are short-term in nature. As such, their carrying value approximates fair value.

The carrying values of the Company's outstanding borrowings are not required to be remeasured and adjusted to the then-current fair values at the end of each reporting period. Instead, the fair values of the Company's outstanding borrowings are disclosed at the end of each reporting period in Note 7, *Long-Term Debt*, to the accompanying consolidated financial statements. Had the Company been required to remeasure and adjust the carrying values of its outstanding borrowings to fair value at the end of each reporting period, such fair value measurements would have been disclosed as a Level 2 liability in the fair value hierarchy.

REVENUE RECOGNITION

Revenues consist of sales to customers, net of returns, discounts, chargebacks, and cooperative advertising. The Company considers revenue realized or realizable and earned when the product has been shipped, when title passes, when all risks and rewards of ownership have transferred, the sales price is fixed or determinable, and collectibility is reasonably assured. In certain cases, in which the Company retains the risk of loss during shipment, revenue recognition does not occur until the goods have reached the specified customer.

The Company records its cooperative advertising arrangements with certain of its major wholesale customers at fair value. Fair value is determined based upon, among other factors, comparable market analysis for similar advertisements. The Company has included the fair value of these arrangements of approximately $3.7 million for fiscal 2016, and $3.9 million for both of the fiscal years 2015 and 2014 as a component of selling, general, and administrative expenses on the accompanying consolidated statements of operations, rather than as a reduction of net sales. Amounts determined to be in excess of the fair value of these arrangements are recorded as a reduction of net sales.

Retail store revenues are recognized at the point of sale. Retail sales through the Company's on-line channels are recognized at time of delivery to the customer. The Company recognizes retail sales returns at the time of transaction by recording adjustments to both revenue and cost of goods sold. Additionally, the Company

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

maintains a liability for retail sales returns in Other current liabilities on its consolidated balance sheet for estimated future returns. There are no accounts receivable associated with the Company's retail customers.

COSTS OF GOODS SOLD

Cost of goods sold (CoGS) consists mainly of the cost of merchandise, inventory provisions, and certain costs associated with our sourcing and distribution centers operations.

ACCOUNTING FOR SHIPPING AND HANDLING FEES AND COSTS

Shipping costs consisting of payments to third-party shippers and handling costs consisting of labor costs, shipping supplies, and certain distribution overhead. Such costs for our domestic and international wholesale businesses totaled $66.4 million, $67.2 million, and $72.1 million for fiscal years 2016, 2015, and 2014, respectively. Such costs for our domestic and international retail businesses totaled $87.3 million, $75.4 million, $74.3 million. The Company recognizes shipping and handling costs in the "Selling, general, and administrative expenses" line on its consolidated statements of operations.

INCOME FROM ROYALTIES AND LICENSE FEES

The Company licenses the *Carter's, Just One You, Precious Firsts, Child of Mine, OshKosh B'gosh*, *OshKosh*, and *Genuine Kids from OshKosh* trademarks to other companies for use on baby and young children's products, including bedding, outerwear, sleepwear, shoes, underwear, socks, room décor, toys, stationery, hair accessories, furniture, and related products. These royalties are recorded as earned, based upon the sales of licensed products by licensees and reported as royalty income in the statements of operations.

ADVERTISING EXPENSES

Costs associated with the production of advertising, such as writing, copy, printing, and other costs, are expensed as incurred. Costs associated with communicating advertising that has been produced, such as magazine costs and website banners, are expensed when the advertising event takes place.

STOCK-BASED COMPENSATION ARRANGEMENTS

The Company recognizes the cost resulting from all stock-based payment transactions in the financial statements at grant date fair value. Stock-based compensation expense is recognized over the requisite service period, net of estimated forfeitures.

Stock Options

The Company determines the fair value of stock options using the Black-Scholes option pricing model, which requires the use of the following subjective assumptions:

> *Volatility* — This is a measure of the amount by which a stock price has fluctuated or is expected to fluctuate. The Company uses actual monthly historical changes in the market value of its stock covering the expected life of options being valued. An increase in the expected volatility will increase the fair value of the stock option and related compensation expense.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Risk-free interest rate — This is the U.S. Treasury rate as of the grant date having a term equal to the expected term of the stock option. An increase in the risk-free interest rate will increase the fair value of the stock option and related compensation expense.

Expected term — This is the period of time over which the stock options granted are expected to remain outstanding and is based on historical experience and estimated future exercise behavior. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. An increase in the expected term will increase the fair value of the stock option and the related compensation expense.

Dividend yield — The Company estimates a dividend yield based on the current dividend amount as a percentage of the current stock price. An increase in the dividend yield will decrease the fair value of the stock option and the related compensation expenses.

Forfeitures — The Company estimates forfeitures of stock-based awards based on historical experience and expected future activity.

Changes in these subjective assumptions can materially affect the estimate of fair value of stock-based compensation expense and the related amount recognized in the consolidated statements of operations.

Time-Based Restricted Stock Awards

The fair value of time-based restricted stock awards is determined based on the quoted closing price of the Company's common stock on the date of grant and is recognized as compensation expense over the vesting term of the awards, net of estimated forfeitures.

Performance-Based Restricted Stock Awards

The Company accounts for its performance-based restricted stock awards based on the quoted closing price of the Company's common stock on the date of grant and records stock-based compensation expense over the vesting term of the awards based on the probability that the performance criteria will be achieved, net of estimated forfeitures. The Company reassesses the probability of vesting at each reporting period and prospectively adjusts stock-based compensation expense based on its probability assessment.

Stock Awards

The fair value of stock granted to non-management board members is determined based on the quoted closing price of the Company's common stock on the date of grant. The Company records the stock-based compensation expense immediately as there are no vesting terms.

INCOME TAXES

The accompanying consolidated financial statements reflect current and deferred tax provisions. The deferred tax provision is determined under the liability method. Deferred tax assets and liabilities are recognized based on differences between the book and tax bases of assets and liabilities using presently enacted tax rates. Valuation allowances are established when it is "more likely than not" that a deferred tax asset will not be recovered. The

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

provision for income taxes is the sum of the amount of income taxes paid or payable for the year as determined by applying the provisions of enacted tax laws to the taxable income for that year, the net change during the year in deferred tax assets and liabilities, and the net change during the year in any valuation allowances.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances, and information available at the reporting dates. The Company determines whether it is "more likely than not" that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. For those tax positions where it is not "more likely than not" that a tax benefit will be sustained, no tax benefit is recognized. Where applicable, associated interest and penalties are also recorded. Interest is recorded as a component of interest expense and penalties, if any, are recorded within the provision for incomes taxes in the consolidated statements of operations and are classified on the consolidated balance sheets with the related liability for uncertain tax contingency liabilities.

SUPPLEMENTAL CASH FLOW INFORMATION

Interest paid in cash approximated $25.4 million, $25.1 million, and $26.1 million for fiscal years 2016, 2015, and 2014, respectively. Income taxes paid in cash approximated $120.6 million, $108.4 million and $95.8 million for fiscal years 2016, 2015, and 2014, respectively.

Additions to property, plant and equipment of approximately $2.6 million, $6.1 million, and $2.0 million were excluded from capital expenditures on the Company's consolidated statements of cash flows for fiscal years 2016, 2015, and 2014, respectively, since these amounts were accrued and unpaid at the end of each respective fiscal year.

The Company's consolidated statement of cash flows shows the following sources and uses of financing cash flows related to the Company's revolving credit facility during fiscal 2015. In the first quarter of fiscal 2015, the Company replaced $20.0 million of outstanding borrowings under the then-existing amended revolving credit facility with CAD 25.5 million of borrowings, which approximated $20.3 million. Additionally, because of a change in the lead administrative agent and certain changes in commitment amounts among the lenders in the syndication, the third quarter amendment to the Company's secured revolving credit facility led to the repayment and simultaneous re-borrowing of the then-outstanding balance on the secured revolving credit agreement of approximately $185.2 million.

EARNINGS PER SHARE

The Company calculates basic and diluted net income per common share under the two-class method for unvested share-based payment awards that contain participating rights to dividends or dividend equivalents (whether paid or unpaid).

Basic net income per share is calculated by dividing net income for the period by the weighted-average common shares outstanding for the period. Diluted net income per share includes the effect of dilutive instruments and uses the average share price for the period in determining the number of shares that are to be added to the weighted-average number of shares outstanding.

OPEN MARKET REPURCHASES OF COMMON STOCK

Shares of the Company's common stock that are repurchased by the Company through open market transactions are retired. Through the end of fiscal 2016, all such open market repurchases have been at prices that exceeded

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

the par value of the repurchased common stock, and the amounts of the purchase prices that exceeded par value were charged to additional paid-in capital or to retained earnings if the balance in additional paid-in capital was not sufficient.

EMPLOYEE BENEFIT PLANS

The Company has several defined benefit plans. Various actuarial methods and assumptions are used in determining net pension and post-retirement costs and obligations. Key assumptions include the discount rate used to determine the present value of future benefits and the expected long-term rate of return on plan assets. The over-funded or under-funded status of the defined benefit plans is recorded as an asset or liability on the consolidated balance sheet. The gains or losses that arise during the period are recognized as a component of comprehensive income, net of tax. These costs are then subsequently recognized as components of net periodic benefit cost in the consolidated statements of operations. See "Recent Accounting Pronouncements" in this Note 2 for information on the adoption of new accounting guidance.

FACILITY CLOSURE AND OFFICE CONSOLIDATION

The Company records severance costs when the appropriate notifications have been made to affected employees or when the decision is made, if the benefits are contractual. When employees are required to work for a period before termination, the severance costs are recognized over the required service period. Relocation and recruitment costs are expensed as incurred. For operating leases, lease termination costs are recognized at fair value at the date the Company ceases to use the leased property, and adjusted for the effects of deferred items recognized under the lease and reduced by estimated sub-lease rental income. Useful lives assigned to fixed assets at the facility to be closed are revised based on the specifics of the exit plan, resulting in accelerated depreciation expense.

LEASES AND DEFERRED RENT

The Company enters into a significant number of lease transactions related to properties for its retail stores in addition to leases for offices, distribution facilities, and other uses. The lease agreements may contain provisions related to allowances for property improvements, rent escalation, and free rent periods. Substantially all of these leases are classified as operating leases for accounting purposes.

For property improvement allowances, the Company records a deferred lease credit on the consolidated balance sheet and amortizes the deferred lease credit as a reduction of rent expense over the terms of the applicable lease. For scheduled rent escalation clauses during the lease term, the Company records rent expense on a straight-line basis over the term of the lease. The difference between the rent expense and the amount payable under the lease is included within the Company's liabilities on the consolidated balance sheet. The term of the lease over which the Company amortizes allowances and minimum rental expenses on a straight-line basis begins on the date of initial possession, which is generally when the Company enters the space and/or begins construction.

Where leases provide for contingent rents, which are generally determined as a percentage of gross sales, the Company records additional rent expense when management determines that achieving the specified level of revenue during the fiscal year is probable. Amounts accrued for contingent rent are included within the Company's liabilities on the consolidated balance sheet.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

SEASONALITY

The Company experiences seasonal fluctuations in its sales and profitability due to the timing of certain holidays and key retail shopping periods, typically resulting in lower sales and gross profit in the first half of its fiscal year. Accordingly, the Company's results of operations during the first half of the year may not be indicative of the results for the full year.

RECENT ACCOUNTING PRONOUNCEMENTS

Adopted in Fiscal 2016

Accounting for Fees Paid in a Cloud-Computing Arrangement (ASU 2015-05)

The Company prospectively adopted the provisions of Accounting Standards Update ("ASU") No. 2015-05, *Customer's Accounting for Fees Paid in a Cloud Computing Arrangement,* at the beginning of fiscal 2016 for fees paid in connection with cloud-based software arrangements. ASU 2015-05 provides clarification on whether a cloud computing arrangement includes a software license. If a software license is included, the customer should account for the license consistent with its accounting for other software licenses. If a software license is not included, the arrangement should be accounted for as a service contract. The adoption of this guidance did not have a material effect on the Company's financial position, results of operations, or cash flows.

Presentation of Debt Issuance Costs for Term Debt (ASU 2015-03)

The Company retrospectively adopted the provisions of ASU No. 2015-03, *Simplifying the Presentation of Debt Issuance Costs* ("ASU 2015-03"), at the beginning of fiscal 2016. This new guidance requires that debt issuance costs related to term debt be presented as a direct deduction from the carrying amount of the related debt liability, consistent with the presentation of a debt discount. Prior to the issuance of ASU 2015-03, all debt issuance costs were required to be presented as deferred charge assets, separate from the related debt liability. The guidance did not change the recognition and measurement requirements for debt issuance costs. The Company reclassified approximately $4.6 million and $5.5 million of unamortized issuance-related debt costs associated with the Company's senior notes from Other assets (non-current) to Long-term debt, net within its consolidated balance sheets as of December 31, 2016 and January 2, 2016, respectively. Other than this balance sheet reclassification, the adoption of ASU 2015-03 did not have an impact on the Company's consolidated financial statements. Fees paid to lenders to secure revolving lines of credit continue to be presented as a deferred charge (asset) on the balance sheet.

Simplified Measurement Date for Defined Benefit Plan Assets and Obligations (ASU 2015-04)

The Company adopted the provisions of ASU No. 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets* ("ASU 2015-04"), at the beginning of fiscal 2016. ASU 2015-04 allows employers with fiscal year ends that do not coincide with a calendar month end to make an accounting policy election to measure defined benefit plan assets and obligations as of the end of the month closest to their fiscal year end (i.e., on an alternative measurement date). An employer that makes this election must consistently apply the alternative measurement date from year to year and to all of its defined benefit plans. Upon adoption of ASU 2015-04, the Company elected an accounting policy to use December 31 as the alternative measurement date for all of its defined benefit plan assets and obligations for fiscal 2016 and subsequent years. Since the Company's fiscal 2016 ended on December 31, 2016, it was not be necessary for the Company to utilize an alternative measurement date for fiscal 2016, and thus the initial adoption of ASU 2015-04 for fiscal 2016 did not have an impact on the Company's results of operations, financial condition, or cash flows.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Required Assessment of Going Concern (ASU 2014-15)

During the fourth quarter of fiscal 2016, the Company adopted the provisions of ASU No. 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern* ("ASU 2014-15"). Regardless of financial condition, ASU 2014-15 requires every entity to assess its ability to continue operating as a going concern for the period of time that extends one year from the issuance of interim or annual financial statements. If a quarterly or annual assessment indicates the presence of one or more conditions that raise substantial doubt, as defined in ASU 2014-15, about an entity's ability to continue as a going concern for the upcoming one-year period, the ASU requires disclosures in the footnotes that accompany the financial statements. Otherwise, no disclosure is required about the assessment results. The Company's adoption of ASU 2014-15 had no impact on its consolidated financial statements or related disclosures.

To Be Adopted After Fiscal 2016

Accounting for Share-Based Payments to Employees (ASU 2016-09)

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"), which amends ASC Topic 718, *Stock Compensation*.

ASU 2019-09 requires that all tax benefits and deficiencies related to share-based payments be recognized and recorded through the statement of operations for all awards settled or expiring after the adoption of ASU 2016-09. Under prior guidance, tax benefits in excess of compensation costs ("windfalls") were recorded in equity, and any tax deficiencies ("shortfalls") were recorded in equity to the extent of previous windfalls and then to the statement of operations. ASU 2016-09 also requires, either prospectively or retrospectively, that all tax-related cash flows resulting from share-based payments be reported as operating activities on the statement of cash flows, a change from prior guidance that required windfall tax benefits to be presented as an inflow from financing activities and an outflow from operating activities on the statement of cash flows.

Additionally, ASU 2016-09 allows entities to make an accounting policy election for the impact of most types of forfeitures on the recognition of expense for share-based payment awards by allowing the forfeitures to be either estimated, as was required under prior guidance, or recognized when they actually occur.

Under ASU 2016-09, it is possible for equity awards to have a more dilutive effect on earnings per share (EPS). Under prior guidance, anticipated income tax windfalls and shortfalls were included in the calculation of assumed proceeds when applying the treasury stock method for computing the dilutive effect of share-based awards in the calculation of diluted EPS. Because there is no longer any excess tax benefits recognized in additional paid capital under ASU 2016-09, when applying the treasury stock method for computing diluted EPS, the assumed proceeds do not include any windfall tax benefits. As a result, fewer hypothetical shares can be repurchased under the treasury stock method, resulting in an assumption of more incremental shares being issued upon the exercise of shared-based awards. Therefore, equity awards have a more dilutive effect on EPS for any period where the average market price of an entity's underlying stock exceeds the average fair value of outstanding dilutive equity awards for the period.

The provisions of ASU 2016-09 are effective for the Company at the beginning of fiscal 2017. The impact of ASU 2016-09 on the Company's income tax expense or benefit and related cash flows during and after the period of adoption are dependent in part upon future grants and vesting of stock-based compensation awards and other factors that are not fully controllable or predicable by the Company such as the future market price of the

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Company's common stock, the timing of employee exercises of vested stock options, and the future achievement of performance criteria that affect performance-based awards. Under ASU 2016-09, the Company will continue estimating expected forfeitures.

Simplified Subsequent Measurement of Inventory (ASU 2015-11)

In July 2015, the FASB issued ASU No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* ("ASU 2015-11"). Upon adoption, ASU 2015-11 simplifies subsequent measurements of inventory by replacing the lower of cost or market test, required under prior guidance, with a lower of cost and net realizable value test. ASU 2015-11 applies only to inventories for which cost is determined by methods other than last-in-first-out (LIFO) and the retail inventory method. For inventory within the scope of ASU 2015-11, entities are required to compare the cost of inventory to only one measure, its net realizable value, and not the three measures required by prior guidance ("market," "subject to a floor," and a "ceiling"). When evidence exists that the net realizable value of inventory is less than its cost (due to damage, physical deterioration, obsolescence, changes in price levels or other causes), entities recognize the difference as a loss in earnings in the period in which it occurs. The provisions of ASU 2015-11 are effective for the Company at the beginning of fiscal 2017. The adoption of ASU 2015-11 is not material to the Company's consolidated financial condition, results of operations, or cash flows.

Balance Sheet Classification of Deferred Taxes (ASU 2015-17)

In November 2015, the FASB issued ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* ("ASU 2015-17"). Prior GAAP required the deferred taxes for each tax jurisdiction (or tax-paying component of a jurisdiction) to be presented as a net current asset or liability and net non-current asset or liability. ASU 2015-17 requires a jurisdiction-by-jurisdiction analysis based on the classification of the assets and liabilities to which the underlying temporary differences relate based on the period in which the attribute is expected to be realized. Under the provisions of ASU 2015-17, all deferred tax assets and liabilities are classified as non-current on an entity's balance sheet. As a result, each jurisdiction has only one net non-current deferred tax asset or liability. ASU 2015-17 does not change the existing guidance that prohibits the offsetting of deferred tax liabilities of one jurisdiction against the deferred tax assets of another jurisdiction. The provisions of ASU 2015-17 are effective for the Company at the beginning of fiscal 2017. The adoption of ASU 2015-17 only involves reclassification of certain deferred tax assets and liabilities on the Company's consolidated balance sheet and therefore does not impact the Company's results of operations or cash flows.

Revenue Recognition (ASC 606)

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which since has been codified in Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606"). This guidance clarifies the principles for recognizing revenue and will be applicable to all contracts with customers regardless of industry-specific or transaction-specific fact patterns. Further, the guidance will require improved disclosures as well as additional disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. Since its original issuance, the FASB has issued several amendments and updates to this guidance, and additional amendments and updates are possible. The standard will be effective for the Company at the beginning of fiscal 2018, including interim periods within that fiscal year. Upon adoption, the Company will apply the provisions of ASC 606 either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

applying the guidance recognized at the date of initial application. Based on an assessment of the Company's significant sources of revenue, at this time the Company does not believe that the adoption of ASC 606, including any of the policy elections required or permitted by ASC 606, will have a material impact on its consolidated financial position, results of operations and cash flows. Based on this assessment, at this time the Company does not believe the adoption of ASC 606 will have a significant impact on processes, systems, or controls.

Leases (ASU 2016-02)

In February 2016, the FASB issued new lease accounting guidance in ASU No. 2016-02, *Leases*. Under this new guidance, lessees will be required to recognize for all leases (with the exception of short-term leases): 1) a lease liability equal to the lessee's obligation to make lease payments arising from a lease, measured on a discounted basis and 2) a right-of-use asset which will represent the lessee's right to use, or control the use of, a specified asset for the lease term. ASU 2016-02 will have little or no impact on an entity's results of operations or cash flows. The new standard will be effective for the Company at the beginning of fiscal 2019, including interim periods within the year of adoption. The new standard requires a modified retrospective basis, and early adoption is permitted. The Company is still evaluating the potential impacts of ASU 2016-02 on its consolidated balance sheet. However, the Company expects that the adoption of ASU 2016-02 will require the Company to recognize right-of-use assets and lease liabilities that will be material to the Company's consolidated balance sheet.

NOTE 3—ACQUISITION OF BONNIE TOGS

In fiscal 2011, the Company purchased all of the outstanding shares of capital stock of Bonnie Togs in Canada for total consideration of up to CAD $95 million, of which USD $61.2 million was paid in cash at closing. The Company made payments of approximately USD $14.7 million and USD $8.9 million related to the contingent consideration liability based on the achievement of interim earnings targets through fiscal 2013 and fiscal 2014, respectively. In fiscal 2015, the Company made a final payment under the contingent consideration obligation of approximately USD $8.6 million. Of this amount, approximately USD $7.6 million was reported in the Company's consolidated statement of cash flows as a financing activity and the remaining portion, which represented the contingency adjustment recognized in the second quarter of fiscal 2015, was reported as an operating activity.

The following table summarizes the changes in the contingent consideration liability related to the 2011 acquisition of Bonnie Togs during fiscal 2014 and fiscal 2015 (dollars in thousands):

Balance at Beginning of Fiscal 2014	$16,348
Payments made in fiscal 2014	(8,901)
Accretion expense in fiscal 2014	1,348
Foreign currency translation adjustment in fiscal 2014	(1,084)
Balance at End of Fiscal 2014	7,711
Payments made in fiscal 2015	(8,568)
Accretion expense in fiscal 2015	809
Foreign currency translation adjustment in fiscal 2015	(1,029)
Final contingent adjustment	1,077
Balance at End of Fiscal 2015	$ —

NOTE 3—ACQUISITION OF BONNIE TOGS (Continued)

As the end of fiscal 2015 and fiscal 2016, the Company had no remaining contingent consideration liability related to the acquisition of Bonnie Togs.

NOTE 4—PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment, net consists of the following:

(dollars in thousands)	December 31, 2016	January 2, 2016
Fixtures, equipment, computer hardware and software	$ 398,536	$ 367,593
Land, building, and leasehold improvements	305,844	260,809
Marketing fixtures	7,015	12,336
Construction in progress	20,386	21,602
	731,781	662,340
Accumulated depreciation and amortization	(345,907)	(290,636)
Total	$ 385,874	$ 371,704

Depreciation and amortization expense related to property, plant, and equipment was approximately $71.5 million, $62.0 million, and $58.5 million for fiscal years 2016, 2015, and 2014, respectively.

NOTE 5—GOODWILL AND OTHER INTANGIBLE ASSETS

Acquisition of Tradenames

In December 2014, the Company acquired the exclusive rights to the *Carter's* brands including trademark registrations in Chile. The Company acquired these rights in order to freely operate in Chile by offering products and service under the *Carter's* brand. The total consideration paid was approximately $3.6 million in cash and was accounted for as an asset acquisition. This tradename is being amortized over 20 years using a straight-line method.

In 2013, the Company acquired worldwide rights to the *Carter's Watch the Wear* and *H.W. Carter & Sons* brands, including trademark registrations. The Company acquired these worldwide rights for defensive purposes to reduce brand confusion and facilitate expansion in certain key international markets. The total consideration paid was approximately $38.0 million in cash and was accounted for as an asset acquisition. These tradenames were amortized over three years using an accelerated amortization method and have been fully amortized as of December 31, 2016.

NOTE 5—GOODWILL AND OTHER INTANGIBLE ASSETS (Continued)

Balance Sheet Components

The following table summarizes the Company's goodwill and other intangible assets at the end of the fiscal year:

(dollars in thousands)	Weighted-average useful life	December 31, 2016 Gross amount	December 31, 2016 Accumulated amortization	December 31, 2016 Net amount	January 2, 2016 Gross amount	January 2, 2016 Accumulated amortization	January 2, 2016 Net amount
Carter's goodwill (1)	Indefinite	$136,570	$ —	$136,570	$136,570	$ —	$136,570
Bonnie Togs goodwill (2)	Indefinite	39,439	—	39,439	38,304	—	38,304
Total goodwill		$176,009	$ —	$176,009	$174,874	$ —	$174,874
Carter's tradename	Indefinite	$220,233	$ —	$220,233	$220,233	$ —	$220,233
OshKosh tradename	Indefinite	85,500	—	85,500	85,500	—	85,500
Other tradenames (3)	2-20 years	42,005	38,810	3,195	41,992	36,877	5,115
Total tradenames and other intangibles, net		$347,738	$38,810	$308,928	$347,725	$36,877	$310,848

(1) $45.9 million is assigned to the Carter's wholesale segment, $82.0 million is assigned to the Carter's retail segment, and $8.6 million is assigned to the International segment.
(2) Assigned to the International segment. The change in the gross amount of goodwill and other intangible assets in the International segment reflects foreign currency translation adjustments for the applicable periods.
(3) Relates to the acquisition of rights to the *Carter's* brand in Chile in December 2014, the *Carter's Watch the Wear* and *H.W. Carter & Sons* brands worldwide in 2013, and the Bonnie Togs (Canada) acquisition in 2011. At December 31, 2016, the remaining unamortized balance relates only to the *Carter's* brand in Chile.

Amortization expense for the tradename intangible assets subject to amortization was approximately $1.9 million, $6.4 million, and $16.5 million for fiscal years 2016, 2015, and 2014, respectively. Future amortization expense is estimated to be approximately $0.2 million for each of the next five fiscal years and relates only to the Chile rights as all other tradenames are fully amortized at the end of fiscal 2016 .

NOTE 6—ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

Accumulated other comprehensive (loss) income is summarized as follows:

(dollars in thousands)	Pension liability adjustment	Post-retirement liability adjustment	Cumulative translation adjustment	Accumulated other comprehensive (loss) income
Balance at December 28, 2013	$ (4,025)	$ 1,495	$ (7,552)	$ (10,082)
Fiscal year 2014 change	(4,963)	(14)	(7,845)	(12,955)
Balance at January 3, 2015	(8,988)	1,348	(15,397)	(23,037)
Fiscal year 2015 change	803	56	(14,189)	(13,330)
Balance at January 2, 2016	(8,185)	1,404	(29,586)	(36,367)
Fiscal year 2016 change	(666)	331	1,962	1,627
Balance at December 31, 2016	$ (8,851)	$ 1,735	$ (27,624)	$ (34,740)

NOTE 6—ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME (Continued)

As of December 31, 2016 and January 2, 2016, the cumulative pension liability adjustments were, net of tax effect, \$5.2 million and \$4.8 million, respectively. As of December 31, 2016 and January 2, 2016, the post-retirement liability adjustments were, net of tax effect, approximately \$1.0 million and \$0.8 million, respectively.

For the fiscal years ended December 31, 2016 and January 2, 2016, amounts reclassified from accumulated other comprehensive loss to the consolidated statements of operations consisted of amortization of actuarial gains and losses related to the Company's defined benefit retirement plans. Such amortization amounts are included in the net periodic cost or benefit recognized for these plans during the respective fiscal year. See *Note 10, Employee Benefit Plans*, for additional details. Also, during fiscal year 2014, approximately \$0.1 million was reclassified from cumulative translation adjustment into other expense, net on the consolidated statement of operations as a result of the completion of the Company's exit from retail operations in Japan.

NOTE 7—LONG-TERM DEBT

Long-term debt consisted of the following:

(dollars in thousands)	December 31, 2016	January 2, 2016
Senior notes at amounts repayable	\$400,000	\$400,000
Less: unamortized issuance-related costs for senior notes (1)	(4,601)	(5,459)
Senior notes, net	\$395,399	\$394,541
Secured revolving credit facility (2)	184,977	184,431
Total long-term debt, net	\$580,376	\$578,972

(1) Required by the retrospective adoption of Accounting Standards Update No. 2015-03. See Note 2.
(2) Reported balance that is payable in Canadian dollars is subject to currency exchange rate changes.

SENIOR NOTES

During fiscal 2013, the Company's 100% owned subsidiary, The William Carter Company ("TWCC") issued \$400 million principal amount of senior notes (the "senior notes") at par, bearing interest at a rate of 5.25% per annum, and maturing on August 15, 2021, all of which were outstanding as of December 31, 2016. At issuance, TWCC received net proceeds from the offering of the senior notes of approximately \$394.2 million, after deducting bank fees and other related fees. Approximately \$7.0 million, including both bank fees and other third party expenses, was capitalized in connection with the issuance and is being amortized over the term of the senior notes.

The senior notes are unsecured and are fully and unconditionally guaranteed by Carter's, Inc. and certain subsidiaries of TWCC. The guarantor subsidiaries are 100% owned directly or indirectly by Carter's, Inc. and all guarantees are joint, several and unconditional.

At any time prior to August 15, 2017, TWCC may redeem all or part of the senior notes at 100% of the principal amount redeemed plus an applicable premium and accrued and unpaid interest. On and after August 15, 2017, TWCC may redeem all or part of the senior notes at the redemption prices (expressed as percentages of principal amount of the senior notes to be redeemed) set forth below, plus accrued and unpaid interest. The redemption

NOTE 7—LONG-TERM DEBT (Continued)

price applicable where the redemption occurs during the twelve-month period beginning on August 15 of each of the years indicated is as follows:

Year	Percentage
2017	102.63%
2018	101.31%
2019 and thereafter	100.00%

Upon the occurrence of specific kinds of changes of control, unless a redemption notice with respect to all the outstanding senior notes has previously or concurrently been mailed or delivered, TWCC will be required to make an offer to purchase the senior notes at 101% of their principal amount. In addition, if TWCC or any of its restricted subsidiaries engages in certain asset sales, under certain circumstances TWCC will be required to use the net proceeds to make an offer to purchase the senior notes at 100% of their principal amount.

The indenture governing the senior notes includes a number of covenants, that, among other things and subject to certain exceptions, restrict TWCC's ability and the ability of certain of its subsidiaries to: (a) incur, assume or guarantee additional indebtedness; (b) issue disqualified stock and preferred stock; (c) pay dividends or make distributions or other restricted payments; (d) prepay, redeem or repurchase certain debt; (e) make loans and investments (including joint ventures); (f) incur liens; (g) create restrictions on the payment of dividends or other amounts from restricted subsidiaries that are not guarantors of the notes; (h) sell or otherwise dispose of assets, including capital stock of subsidiaries; (i) consolidate or merge with or into, or sell substantially all of TWCC's assets to, another person; (j) designate subsidiaries as unrestricted subsidiaries; and (k) enter into transactions with affiliates. Specific provisions restrict the ability of the Company's operating subsidiary, TWCC, from paying cash dividends to Carter's, Inc. in excess of $100.0 million plus an additional amount that builds based on 50% of our consolidated net income on a cumulative basis beginning with the third fiscal quarter of 2013 and subject to certain conditions, unless TWCC and its consolidated subsidiaries meet a leverage ratio requirement under the indenture, which could restrict Carter's, Inc. from paying cash dividends on our common stock. Additionally, the terms of the notes contain customary affirmative covenants and provide for events of default which, if certain of them occur, would permit the trustee or the holders of at least 25% in principal amount of the then total outstanding senior notes to declare all amounts owning under the notes to be due and payable. Carter's, Inc. is not subject to these covenants.

SECURED REVOLVING CREDIT FACILITY

On October 15, 2010, the Company entered into a $375 million ($130 million sub-limit for letters of credit and a swing line sub-limit of $40 million) secured revolving credit facility with Bank of America as sole lead arranger and administrative agent, JP Morgan Chase Bank as syndication agent, and other financial institutions. On December 22, 2011, the Company amended and restated the secured revolving credit facility to, among other things, provide a U.S. dollar secured revolving facility of $340 million (including a $130 million sub-limit for letters of credit and a swing line sub-limit of $40 million) and a $35 million multicurrency secured revolving facility (including a $15 million sub-limit for letters of credit and a swing line sub-limit of $5 million), which is available for borrowings by either TWCC or its Canadian subsidiary, in U.S. dollars or Canadian dollars.

On August 31, 2012, the Company and lenders amended and restated the secured revolving credit facility to, among other things, improve interest rates applicable to pricing, extend the maturity of the facility, and allow borrowings in currencies other than U.S. dollars or Canadian dollars subject to the consent of all multicurrency lenders. The aggregate principal amount of the facility remained unchanged at $375 million consisting of a

NOTE 7—LONG-TERM DEBT (Continued)

$340 million U.S. dollar secured revolving credit facility and a $35 million multicurrency secured revolving credit facility (although the sub-limit for U.S. dollar letters of credit was increased to $175 million).

Amended and Restated Credit Facility

On September 16, 2015, the Company and a syndicate of lenders amended and restated the secured revolving credit facility (the "amended revolving credit facility") to, among other things: (i) refinance the Company's existing credit facility in order to achieve better pricing terms and (ii) provide additional liquidity to be used for ongoing working capital purposes and for general corporate purposes. The aggregate principal amount of the amended revolving credit facility was increased from $375 million to $500 million to provide for (i) a $400 million U.S. dollar revolving facility (including a $175 million sub-limit for letters of credit and a swing line sub-limit of $50 million) available for borrowings by TWCC and (ii) a $100 million multicurrency revolving facility (including a $40 million sub-limit for letters of credit and a swing line sub-limit of $15 million), available for borrowing by TWCC and certain other subsidiaries of TWCC, in U.S. dollars, Canadian dollars, Euros, Pounds Sterling, or other currencies agreed to by the applicable lenders.

In connection with the amendment, the Company paid approximately $1.6 million in debt issuance costs in connection with the amended and restated secured revolving credit agreement in fiscal 2015. These newly-incurred debt issuance costs, together with certain existing unamortized debt issuance costs, are being amortized over the remaining term of the amended revolving credit facility (five years). The amended revolving credit facility matures September 16, 2020.

As of December 31, 2016, the Company had approximately $185.0 million in outstanding borrowings under its secured revolving credit facility, exclusive of $4.8 million of outstanding letters of credit. As of December 31, 2016, there was approximately $310.2 million available for future borrowing.

As of December 31, 2016, the interest rate margins applicable to the amended revolving credit facility were 1.375% for LIBOR (London Interbank Offered Rate) rate loans (which may be adjusted based on a leverage-based pricing grid ranging from 1.125% to 1.875%) and 0.375% for base rate loans (which may be adjusted based on a leverage-based pricing grid ranging from 0.125% to 0.875%).

At December 31, 2016, U.S. dollar borrowings outstanding under the secured revolving credit facility accrued interest at a LIBOR rate plus the applicable base rate, which was 2.08% on that date, and Canadian borrowing outstanding accrued interest at a CDOR rate plus the applicable base rate, which was 2.28% on that date.

Covenants

Subject to certain customary exceptions, the amended revolving credit facility contains covenants that restrict the Company's ability to, among other things: (i) create or incur liens, debt, guarantees or other investments, (ii) engage in mergers and consolidations, (iii) pay dividends or other distributions to, and redemptions and repurchases from, equity holders, (iv) prepay, redeem or repurchase subordinated or junior debt, (v) amend organizational documents, and (vi) engage in certain transactions with affiliates.

The amended revolving credit facility also contains affirmative financial covenants. Specifically, TWCC and its subsidiaries will not (i) permit at the end of any four consecutive fiscal quarters the Lease Adjusted Leverage Ratio (defined as, with certain adjustments, the ratio of the Company's consolidated indebtedness plus six times rent expense, as defined, to consolidated net income before interest, taxes, depreciation, amortization, and rent

NOTE 7—LONG-TERM DEBT (Continued)

expense ("EBITDAR")) to exceed 4.00:1.00 (provided, however, that if any "Material Acquisition" occurs and the Lease Adjusted Leverage Ratio on a pro forma basis giving effect to the consummation of the Material Acquisition is less than 4.00:1.00, then the maximum Lease Adjusted Leverage Ratio may be increased to 4.50:1.00 for the fiscal quarter in which such Material Acquisition is consummated and the three fiscal quarters immediately following the fiscal quarter in which such Material Acquisition occurs) or (ii) permit at the end of any four consecutive fiscal quarters the Consolidated Fixed Charge Coverage Ratio (defined as, with certain adjustments, the ratio of consolidated EBITDAR to consolidated fixed charges (defined as interest plus rent expense)), for any such period to be less than 2.25:1.00 (provided, however, that if any Material Acquisition occurs and the Consolidated Fixed Charge Coverage Ratio on a pro forma basis giving effect to the consummation of the Material Acquisition is at least 2.25:1.00, then the minimum Consolidated Fixed Charge Coverage Ratio may be decreased to 2.00:1.00 for the fiscal quarter in which such Material Acquisition is consummated and the three fiscal quarters immediately following the fiscal quarter in which such Material Acquisition occurs).

The amended revolving credit facility also provides that certain covenants fall away and that the liens over the collateral securing each of the Company and certain subsidiaries' collective obligations are released following, among other things, the achievement of, and during the maintenance of, investment grade ratings by Moody's Investor Services, Inc. and Standard & Poor's Ratings Services.

The amended revolving credit facility also provides for incremental facilities in an aggregate amount not to exceed $250 million, either in the form of a commitment increase under the existing credit facility or the incurrence of one or more tranches of term loans (with the aggregate U.S. dollar amount available to the Company not to exceed $200 million and the aggregate multicurrency amount available not to exceed $50 million).

As of December 31, 2016, the Company was in compliance with its financial debt covenants under the secured revolving credit facility.

NOTE 8—COMMON STOCK

SHARE REPURCHASES

In fiscal years prior to 2014, the Company's Board of Directors authorized the repurchase of shares of the Company's common stock in amounts up to $462.5 million. On February 24, 2016, the Company's Board of Directors authorized an additional $500 million of share repurchases, thereby authorizing repurchase amounts up to $962.5 million.

Open-market repurchases of our common stock during fiscal years 2016, 2015 and 2014 were as follows:

	Fiscal year ended		
	December 31, 2016	**January 2, 2016**	**January 3, 2015**
Number of shares repurchased	3,049,381	1,154,288	1,111,899
Aggregate cost of shares repurchased (dollars in thousands)	$ 300,445	$ 110,290	$ 82,099
Average price per share	$ 98.53	$ 95.55	$ 73.84

In addition to the open-market repurchases completed in fiscal years 2016, 2015 and 2014, the Company completed additional open-market repurchases totaling approximately $195.3 million in fiscal year prior to 2014.

NOTE 8—COMMON STOCK (Continued)

The total remaining capacity under the repurchase authorizations as of December 31, 2016 was $274.4 million.

Future share repurchases may occur from time to time in the open market, in negotiated transactions, or otherwise. The timing and amount of any repurchases will be determined by the Company based on its evaluation of market conditions, share price, other investment priorities, and other factors. The share repurchase authorizations have no expiration dates.

DIVIDENDS

In fiscal 2016, the Company's Board of Directors declared and paid quarterly cash dividends of $0.33 per share during all four quarters. In fiscal 2015, the Company's Board of Directors paid quarterly cash dividends of $0.22 per share during all four quarters.

On February 15, 2017, the Company's Board of Directors authorized a quarterly cash dividend payment of $0.37 per common share, payable on March 24, 2017 to shareholders of record at the close of business on March 10, 2017.

Future declarations of dividends and the establishment of future record and payment dates are at the discretion of the Company's Board of Directors based on a number of factors, including the Company's future financial performance and other investment priorities.

Provisions in the Company's secured revolving credit facility and indenture governing its senior notes could have the effect of restricting the Company's ability to pay future cash dividends on or make future repurchases of its common stock, as further described in *Note 7, Long-Term Debt*.

NOTE 9—STOCK-BASED COMPENSATION

Under the Company's Amended and Restated Equity Incentive Plan (the "Plan"), the Compensation Committee of the Board of Directors may award incentive stock options, stock appreciation rights, restricted stock, unrestricted stock, stock deliverable on a deferred basis (including restricted stock units), and performance-based stock awards.

At the Company's May 13, 2011 shareholders' meeting, the shareholders approved an amendment to the Plan to (i) increase the maximum number of shares of stock available under the existing Plan by 3,725,000 shares from 12,053,392 shares to 15,778,392 shares and (ii) eliminate the Company's ability to grant cash awards and provide tax gross-ups under the Plan. The Plan was last approved for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, at the Company's May 11, 2016 Shareholders' meeting. As of December 31, 2016, there were 1,625,371 shares available for grant under the Plan. The Plan makes provision for the treatment of awards upon termination of service or in the case of a merger or similar corporate transaction. Participation in the Plan is limited to members of the Company's board of directors, executive officers and other key employees.

The limit on shares available under the Plan, the individual limits, and other award terms are subject to adjustment to reflect stock splits or stock dividends, combinations, and certain other events. All stock options issued under the Plan expire no later than ten years from the date of grant. The Company believes that the current level of authorized shares is sufficient to satisfy future grants for the foreseeable future.

NOTE 9—STOCK-BASED COMPENSATION (Continued)

The Company recorded stock-based compensation cost as follows:

(dollars in thousands)	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Stock options	$ 4,237	$ 4,350	$ 4,672
Restricted stock:			
Time-based awards	7,451	6,855	7,018
Performance-based awards	3,974	4,728	4,827
Stock awards	1,185	1,096	1,081
Total	$ 16,847	$ 17,029	$ 17,598

STOCK OPTIONS

Stock options vest in equal annual installments over a four-year period. The Company issues new shares to satisfy stock option exercises.

Changes in the Company's stock options for the fiscal year ended December 31, 2016 were as follows:

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual terms (years)	Aggregate intrinsic value (in thousands)
Outstanding, January 2, 2016	1,423,660	$46.56		
Granted	221,740	$91.23		
Exercised	(160,200)	$44.73		
Forfeited	(43,315)	$77.31		
Expired	(675)	$72.10		
Outstanding, December 31, 2016	1,441,210	$52.70	5.62	$49,696
Vested and Expected to Vest, December 31, 2016	1,384,830	$51.34	5.50	$49,504
Exercisable, December 31, 2016	953,780	$38.08	4.31	$46,103

The intrinsic value of stock options exercised during the fiscal years ended December 31, 2016, January 2, 2016, and January 3, 2015 was approximately $9.0 million, $13.2 million, and $12.9 million, respectively. At December 31, 2016, there was approximately $6.4 million of unrecognized compensation cost (net of estimated forfeitures) related to stock options which is expected to be recognized over a weighted-average period of approximately 2.5 years.

NOTE 9—STOCK-BASED COMPENSATION (Continued)

The table below presents the assumptions used to calculate the fair value of options granted in each of the respective fiscal years:

	For the fiscal years ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Expected volatility	26.95%	31.65%	30.85%
Risk-free interest rate	1.33%	1.65%	1.82%
Expected term (years)	6.0	6.0	6.0
Dividend yield	1.45%	1.06%	1.11%
Weighted average fair value of options granted	$ 21.41	$ 24.59	$ 19.86

RESTRICTED STOCK AWARDS

Restricted stock awards issued under the Plan vest based upon continued service (time-based) or performance (performance-based) targets.

The following table summarizes activity related to all restricted stock awards during the fiscal year ended December 31, 2016:

	Restricted stock awards	Weighted-average grant-date fair value
Outstanding, January 2, 2016	460,727	$ 68.14
Granted	190,092	$ 91.66
Vested	(218,335)	$ 62.98
Forfeited	(26,785)	$ 77.91
Outstanding, December 31, 2016	405,699	$ 81.29

During fiscal 2015, a total of 352,396 shares of restricted stock vested with a weighted-average fair value of $43.20 per share. During fiscal 2014, a total of 184,133 shares of restricted stock vested with a weighted-average fair value of $42.24 per share. At December 31, 2016, there was approximately $17.5 million of unrecognized compensation cost (net of estimated forfeitures) related to all restricted stock awards which is expected to be recognized over a weighted-average period of approximately 2.4 years.

Time-based Restricted Stock Awards

Time-based restricted stock awards vest in equal annual installments or cliff vest after a three- or four-year period. During fiscal years 2016, 2015, and 2014, a total of 124,135 shares, 148,396 shares, and 184,133 shares, respectively, of time-based restricted stock vested with a weighted-average fair value of $65.80 per share, $51.67 per share, and $42.24 per share, respectively. At December 31, 2016, there was approximately $12.8 million of unrecognized compensation cost (net of estimated forfeitures) related to time-based restricted stock which is expected to be recognized over a weighted-average period of approximately 2.6 years.

Performance-based Restricted Stock Awards

Fiscal year	Number of shares granted	Weighted-average fair value per share
2014	61,200	$68.49
2015	50,600	$82.40
2016	53,070	$90.66

NOTE 9—STOCK-BASED COMPENSATION (Continued)

During the fiscal year ended December 31, 2016, a total of 94,200 performance shares vested with a weighted-average fair value of $59.27 per share. As of December 31, 2016, a total of 151,810 performance shares were unvested with a weighted-average fair value of $80.47 per share. Vesting of these 151,810 performance shares is based on the performance targets for the shares granted in fiscal 2016, 2015, and 2014. As of December 31, 2016, there was approximately $4.7 million of unrecognized compensation cost (net of estimated forfeitures) related to the unvested performance-based restricted stock awards which is expected to be recognized over a weighted-average period of approximately 1.7 years.

The Company estimates that all of the performance targets will be fully achieved and is recognizing compensation cost ratably over the applicable performance periods based on estimated achievement at the end of each reporting period.

Stock Awards

Included in restricted stock awards are grants to non-management members of the Company's Board of Directors. At issuance, these awards were fully vested and issued as shares of the Company's common stock. During fiscal years 2016, 2015, and 2014, such awards were as follows:

	Number of shares issued	Fair value per share	Aggregate value (in thousands)
2014	14,859	$ 72.72	$ 1,081
2015	10,933	$ 100.21	$ 1,096
2016	12,758	$ 101.10	$ 1,290

The Company received no proceeds from the issuance of these shares.

NOTE 10—EMPLOYEE BENEFIT PLANS

The Company maintains defined contribution plans, a deferred compensation plan, and two defined benefit plans. The two defined benefit plans include the OshKosh B'Gosh pension plan and a post-retirement life and medical plan.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

OSHKOSH B'GOSH PENSION PLAN

Funded Status

The retirement benefits under the OshKosh B'Gosh pension plan were frozen as of December 31, 2005. A reconciliation of changes in the projected pension benefit obligation and plan assets is as follows:

(dollars in thousands)	For the fiscal years ended December 31, 2016	For the fiscal years ended January 2, 2016
Change in projected benefit obligation:		
Projected benefit obligation at beginning of fiscal year	$ 60,375	$ 63,515
Interest cost	2,515	2,493
Actuarial loss (gain)	1,697	(3,329)
Benefits paid	(2,160)	(2,304)
Projected benefit obligation at end of fiscal year	$ 62,427	$ 60,375
Change in plan assets:		
Fair value of plan assets at beginning of fiscal year	$ 50,619	$ 52,484
Actual return on plan assets	2,754	439
Benefits paid	(2,160)	(2,304)
Fair value of plan assets at end of fiscal year	$ 51,213	$ 50,619
Unfunded status	$ 11,214	$ 9,756

The accumulated benefit obligation is equal to the projected benefit obligation as of December 31, 2016 and January 2, 2016 because the plan is frozen. The unfunded status is included in other long-term liabilities in the Company's consolidated balance sheet. The Company does not expect to make any contributions to the OshKosh B'Gosh pension plan during fiscal 2017 as the plan's funding exceeds the minimum funding requirements. The actuarial loss incurred in fiscal 2016 was primarily attributable to a lower discount rate. The actuarial gain incurred in fiscal year 2015 was primarily attributable to a higher discount rate.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

Net Periodic Pension Cost (Benefit) and Changes Recognized in Other Comprehensive Income or Loss

The components of net periodic pension cost (benefit) recognized in the statement of operations and changes recognized in other comprehensive income or loss were as follows:

	For the fiscal years ended		
(dollars in thousands)	**December 31, 2016**	**January 2, 2016**	**January 3, 2015**
Recognized in the statement of operations:			
Interest cost	$ 2,515	$ 2,493	$ 2,488
Expected return on plan assets	(2,701)	(3,138)	(3,193)
Recognized actuarial loss (a)	578	643	85
Net periodic pension cost (benefit)	$ 392	$ (2)	$ (620)
Changes recognized in other comprehensive income or loss:			
Net loss (gain) arising during the fiscal year	$ 1,644	$ (630)	$ 7,968
Amortization of net loss (a)	(578)	(643)	(85)
Total changes recognized in other comprehensive income or loss	$ 1,066	$ (1,273)	$ 7,883
Total net periodic cost (benefit) and changes recognized in other comprehensive income or loss	$ 1,458	$ (1,275)	$ 7,263

(a) Represents pre-tax amounts reclassified from accumulated other comprehensive loss. For fiscal 2017, approximately $0.7 million is expected to be reclassified from accumulated other comprehensive loss to a component of net periodic pension cost.

Assumptions

The actuarial computations utilized the following assumptions, using year-end measurement dates:

Benefit obligation	**2016**	**2015**
Discount rate	4.00%	4.25%

Net periodic pension cost	**2016**	**2015**	**2014**
Discount rate	4.25%	4.00%	4.75%
Expected long-term rate of return on assets	6.00%	6.00%	6.50%

The discount rates used at December 31, 2016, January 2, 2016, and January 3, 2015 were determined with consideration given to the Citigroup Pension Discount and Liability Index and the Barclay Capital Aggregate AA Bond Index, adjusted for the timing of expected plan distributions. The Company believes these indexes reflect a risk-free rate consistent with a portfolio of high quality debt instruments with maturities that are comparable to the timing of the expected payments under the plan. The expected long-term rate of return assumption considers historic returns adjusted for changes in overall economic conditions that may affect future returns and a weighting of each investment class.

A 0.25% change in the assumed discount rate would result in an increase or decrease in the amount of the pension plan's projected benefit obligation of approximately $2.2 million.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

The Company currently expects benefit payments for its defined benefit pension plans as follows for the next ten fiscal years;

(dollars in thousands) Fiscal Year	
2017	$ 2,540
2018	$ 2,250
2019	$ 2,290
2020	$ 2,620
2021	$ 2,640
2022-2026	$16,400

Plan Assets

The Company's investment strategy is to invest in a well-diversified portfolio consisting of approximately 10 mutual funds or group annuity contracts that minimize concentration of risks by utilizing a variety of asset types, fund strategies, and fund managers. The target allocation for plan assets is 40% equity securities, 50% bond funds, and 10% real estate investments. Based on actual returns over a long-term basis, the Company believes that a 6.0% annual return on plan assets can be achieved based on the current allocation and investment strategy.

Equity securities primarily include funds invested in large-cap and mid-cap companies, primarily located in the U.S., with up to 5% of the plan assets invested in international equities. Fixed income securities include funds holding corporate bonds of companies from diverse industries, and U.S. Treasuries. Real estate funds include investments in actively managed mutual funds that invest in real estate.

The fair value of the Company's pension plan assets at December 31, 2016 and January 2, 2016, by asset category, were as follows:

(dollars in thousands) Asset Category	December 31, 2016 Total	Level 1	Level 2	January 2, 2016 Total	Level 1	Level 2
Cash and cash equivalents	$ 175	$ 175	$ —	$ 149	$ 149	$ —
Equity Securities:						
U.S. Large-Cap blend (a)	8,462	4,221	4,241	8,438	4,222	4,216
U.S. Large-Cap growth	4,220	4,220	—	4,216	4,216	—
U.S. Mid-Cap growth	2,533	—	2,533	2,550	—	2,550
U.S. Small-Cap blend	2,514	2,514	—	2,523	2,523	—
International blend	2,569	2,569	—	2,523	2,523	—
Fixed income securities:						
Corporate bonds (b)	25,573	25,573	—	25,097	25,097	—
Real estate (c)	5,167	5,167	—	5,123	5,123	—
	$51,213	$44,439	$6,774	$50,619	$43,853	$6,766

(a) This category comprises low-cost equity index funds not actively managed that track the Standard & Poor's 500 Index.

(b) This category invests in both U.S. Treasuries and mid-term corporate debt from U.S. issuers from diverse industries.

(c) This category represents an investment in a mutual fund that invests primarily in real estate securities, including common stocks, preferred stock and other equity securities issued by real estate companies.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

POST-RETIREMENT LIFE AND MEDICAL PLAN

Under a defined benefit plan frozen in 1991, the Company offers a comprehensive post-retirement medical plan to current and certain future retirees and their spouses. The Company also offers life insurance to current and certain future retirees. Employee contributions are required as a condition of participation for both medical benefits and life insurance and the Company's liabilities are net of these expected employee contributions.

Accumulated Post-Retirement Benefit Obligation

The following is a reconciliation of the accumulated post-retirement benefit obligation ("APBO") under this plan:

	For the fiscal years ended	
(dollars in thousands)	**December 31, 2016**	**January 2, 2016**
APBO at beginning of fiscal year	$ 4,938	$ 5,331
Service cost	123	130
Interest cost	177	178
Actuarial (gain) loss	(740)	(278)
Plan participants' contribution	10	17
Prior service cost	11	—
Benefits paid	(394)	(440)
Curtailment gain	—	—
APBO at end of fiscal year	$ 4,125	$ 4,938

Approximately $3.5 million and $4.3 million of the APBO at the end of fiscal 2016 and 2015, respectively, were classified as other long term liabilities in the Company's consolidated balance sheets.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

Net Periodic Post-Retirement Cost (Benefit) and Changes Recognized in Other Comprehensive Income or Loss

The components of net periodic post-retirement cost (benefit) recognized in the statement of operations and changes recognized in other comprehensive income or loss were as follows:

	For the fiscal years ended		
(dollars in thousands)	December 31, 2016	January 2, 2016	January 3, 2015
Recognized in the statement of operations:			
Service cost – benefits attributed to service during the period	$ 123	$ 130	$ 113
Interest cost on accumulated post-retirement benefit obligation	177	178	230
Amortization net actuarial gain (a)	(198)	(192)	(206)
Curtailment gain	—	—	(291)
Net periodic post-retirement cost (benefit)	$ 102	$ 116	$ (154)
Changes recognized in other comprehensive income or loss:			
Net (gain) loss arising during the fiscal year	$ (740)	$ (278)	$ 32
Prior service cost	11	—	—
Amortization of net gain (a)	198	192	206
Total changes recognized in other comprehensive income or loss	$ (531)	$ (86)	$ 238
Total net periodic (benefit) cost and changes recognized in other comprehensive income or loss	$ (429)	$ 30	$ 84

(a) Represents pre-tax amounts reclassified from accumulated other comprehensive loss. For fiscal 2017, approximately $0.2 million is expected to be reclassified from accumulated other comprehensive loss as a credit to periodic net periodic pension cost.

Curtailment

In fiscal 2014, a curtailment gain was recognized as a result of the Company's facility closures, which decreased the number of employees eligible for retiree medical benefits.

Assumptions

The actuarial computations utilized the following assumptions, using year-end measurement dates:

Benefit obligation	2016	2015
Discount rate	3.50%	3.75%

Net periodic pension cost	2016	2015	2014
Discount rate	3.75%	3.50%	4.25%

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

The discount rates used at December 31, 2016, January 2, 2016, and January 3, 2015, were determined with primary consideration given to the Citigroup Pension Discount and Liability Index adjusted for the timing of expected plan distributions. The Company believes this index reflects a risk-free rate with maturities that are comparable to the timing of the expected payments under the plan.

The effects on the Company's plan of all future increases in health care costs are borne primarily by employees; accordingly, increasing medical costs are not expected to have any material effect on the Company's future financial results.

The Company's contribution for these post-retirement benefit obligations was approximately $0.4 million in both of the fiscal years 2016 and 2015, and $0.5 million in fiscal 2014. The Company expects that its contribution and benefit payments for post-retirement benefit obligations will be approximately $0.4 million for each fiscal year between 2017 and 2019, and $0.3 million for both fiscal years 2020 and 2021. For the five years subsequent to fiscal 2021, the aggregate contributions and benefit payments for post-retirement benefit obligations is expected to be approximately $1.4 million. The Company does not pre-fund this plan and as a result there are no plan assets. The measurement date used to determine the post-retirement benefit obligations is as of the end of the fiscal year.

DEFERRED COMPENSATION PLAN

The Company maintains a deferred compensation plan allowing voluntary salary and incentive compensation deferrals for qualifying employees as permitted by the Internal Revenue Code. Participant deferrals earn investment returns based on a select number of investment options, including equity, debt, and real estate mutual funds. The Company invests comparable amounts in marketable securities to mitigate the risk associated with the investment return on the employee deferrals.

DEFINED CONTRIBUTION PLAN

The Company also sponsors defined contribution savings plans within the U.S. and Canada. The U.S. plan covers employees who are at least 21 years of age and have completed three months of service, during which at least 250 hours were served. The plan provides for a discretionary employer match. The Company's expense for the U.S. defined contribution savings plan totaled approximately $10.5 million, $12.2 million, and $10.5 million for the fiscal years ended December 31, 2016, January 2, 2016, and January 3, 2015, respectively. Expenses related to the Canadian defined contribution savings plan were not material.

NOTE 11—INCOME TAXES

PROVISION FOR INCOME TAXES

The provision for income taxes consisted of the following:

(dollars in thousands)	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Current tax provision:			
Federal	$ 113,326	$ 103,316	$ 88,635
State	11,407	10,277	9,049
Foreign	11,937	8,116	6,641
Total current provision	$ 136,670	$ 121,709	$ 104,325
Deferred tax provision (benefit):			
Federal	$ 1,435	$ 6,577	$ 5,519
State	345	1,193	41
Foreign	(486)	887	(1,649)
Total deferred provision	1,294	8,657	3,911
Total provision	$ 137,964	$ 130,366	$ 108,236

The foreign portion of the tax position substantially relates to Canada, Hong Kong and China income taxes on the Company's international operations and foreign tax withholdings related to the Company's foreign royalty income. The components of income before income taxes were as follows:

(dollars in thousands)	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Domestic	$ 345,304	$ 335,955	$ 286,177
Foreign	50,766	32,233	16,729
Total	$ 396,070	$ 368,188	$ 302,906

EFFECTIVE RATE RECONCILIATION

The difference between the Company's effective income tax rate and the federal statutory tax rate is reconciled below:

	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Statutory federal income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal income tax benefit	2.3%	2.5%	2.5%
Impact of foreign operations	(2.1)%	(1.3)%	(1.2)%
Settlement of uncertain tax positions	(0.4)%	(0.8)%	(0.6)%
Total	34.8%	35.4%	35.7%

NOTE 11—INCOME TAXES (Continued)

The Company and its subsidiaries file a consolidated U.S. federal income tax return, as well as separate and combined income tax returns in numerous state and foreign jurisdictions.

The Internal Revenue Service completed an income tax audit for fiscal years 2011- 2013 in the first quarter of 2015. As a result of the settlement of this audit and on ongoing state income tax audit, the Company recognized prior-year income tax benefits of approximately $1.8 million in the first quarter of 2015. In most cases, the Company is no longer subject to state and local tax authority examinations for years prior to fiscal 2012.

DEFERRED TAXES

Components of deferred tax assets and liabilities were as follows:

(dollars in thousands)	December 31, 2016	January 2, 2016
	Assets (Liabilities)	
Deferred tax assets:		
Accounts receivable allowance	$ 3,873	$ 4,394
Inventory	9,226	9,019
Accrued liabilities	16,037	15,156
Equity-based compensation	9,967	10,022
Deferred employee benefits	10,340	8,929
Deferred rent	46,685	43,616
Other	5,192	5,125
Total deferred tax assets	$ 101,320	$ 96,261
Deferred tax liabilities:		
Depreciation	$ (90,317)	$ (84,610)
Tradename and licensing agreements	(101,632)	(101,160)
Other	(4,541)	(5,249)
Total deferred tax liabilities	$(196,490)	$(191,019)

The net deferred tax liability was classified on the Company's consolidated balance sheets as follows:

(dollars in thousands)	December 31, 2016	January 2, 2016
	Assets (Liabilities)	
Current net deferred tax asset	$ 35,486	$ 34,080
Non-current net deferred tax liability	(130,656)	(128,838)
Total deferred tax liability	$ (95,170)	$ (94,758)

The Company has not provided deferred taxes on undistributed earnings from its foreign subsidiaries, as the Company anticipates that these earnings will be reinvested indefinitely. Undistributed earnings from the Company's foreign subsidiaries at December 31, 2016 amounted to approximately $137.5 million. These earnings have been reinvested in foreign operations and the Company does not currently plan to initiate any action that would result in these earnings being repatriated to the U.S. Because of the availability of foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

NOTE 11—INCOME TAXES (Continued)

UNCERTAIN TAX POSITIONS

The following is a reconciliation of the beginning and ending amount of unrecognized tax benefits:

(dollars in thousands)	
Balance at December 28, 2013	$11,182
Additions based on tax positions related to fiscal 2014	2,572
Additions for prior year tax positions	(471)
Reductions for lapse of statute of limitations	(1,536)
Reductions for prior year tax settlements	(436)
Balance at January 3, 2015	$11,311
Additions based on tax positions related to fiscal 2015	2,840
Reductions for prior year tax positions	(260)
Reductions for lapse of statute of limitations	(1,427)
Reductions for prior year tax settlements	(3,049)
Balance at January 2, 2016	$ 9,415
Additions based on tax positions related to fiscal 2016	2,849
Reductions for prior year tax positions	(39)
Reductions for lapse of statute of limitations	(995)
Reductions for prior year tax settlements	(693)
Balance at December 31, 2016	$10,537

As of December 31, 2016, the Company had gross unrecognized tax benefits of approximately $10.5 million, of which $7.5 million, if ultimately recognized, will affect the Company's effective tax rate in the period settled. The Company has recorded tax positions for which the ultimate deductibility is more likely than not, but for which there is uncertainty about the timing of such deductions. Because of deferred tax accounting, changes in the timing of these deductions would not affect the annual effective tax rate, but would accelerate the payment of cash to the taxing authorities.

Included in the reserves for unrecognized tax benefits are approximately $1.5 million of reserves for which the statute of limitations is expected to expire within the next fiscal year. If these tax benefits are ultimately recognized, such recognition, net of federal income taxes, may affect the annual effective tax rate for fiscal 2017 and the effective tax rate in the quarter in which the benefits are recognized.

The Company recognizes interest related to unrecognized tax benefits as a component of interest expense and penalties related to unrecognized tax benefits as a component of income tax expense. During fiscal 2016, 2015, and 2014, interest expense recorded on uncertain tax positions was not significant. The Company had approximately $0.8 million of interest accrued on uncertain tax positions as of both December 31, 2016 and January 2, 2016.

NOTE 12—EARNINGS PER SHARE

The following is a reconciliation of basic common shares outstanding to diluted common and common equivalent shares outstanding:

	For the fiscal years ended		
	December 31, 2016	January 2, 2016	January 3, 2015
Weighted-average number of common and common equivalent shares outstanding:			
Basic number of common shares outstanding	49,917,858	51,835,053	52,614,425
Dilutive effect of equity awards	457,849	499,583	479,114
Diluted number of common and common equivalent shares outstanding	50,375,707	52,334,636	53,093,539
Earnings per share:			
(dollars in thousands, except per share data)			
Basic net income per common share:			
Net income	$ 258,106	$ 237,822	$ 194,670
Income allocated to participating securities	(2,049)	(2,184)	(2,586)
Net income available to common shareholders	$ 256,057	$ 235,638	$ 192,084
Basic net income per common share	$ 5.13	$ 4.55	$ 3.65
Diluted net income per common share:			
Net income	$ 258,106	$ 237,822	$ 194,670
Income allocated to participating securities	(2,035)	(2,167)	(2,568)
Net income available to common shareholders	$ 256,071	$ 235,655	$ 192,102
Diluted net income per common share	$ 5.08	$ 4.50	$ 3.62
Anti-dilutive shares excluded from dilutive earnings per share calculations (1)	*247,460*	*192,740*	*230,150*

(1) The volume of antidilutive shares is, in part, due to the related unamortized compensation costs.

The Company grants shares of its common stock in the form of restricted stock awards to certain key employees under the Company's Amended and Restated Equity Incentive Plan (see Note 8). Prior to vesting of the restricted stock awards, the grant recipients are entitled to receive non-forfeitable cash dividends if the Company's board of directors declares and pays dividends on the Company's common stock. Accordingly, unvested shares of the Company's restricted stock awards are deemed to be participating securities for purposes of computing diluted earnings per share (EPS), and therefore the Company's diluted EPS represent the lower of the amounts calculated under the treasury stock method or the two-class method of calculating diluted EPS.

NOTE 13—SEGMENT INFORMATION

The Company reports segment information based upon a "management approach." The management approach refers to the internal reporting that is used by management for making operating decisions and assessing the performance of the Company's reportable segments. The Company reports its corporate expenses separately as

NOTE 13—SEGMENT INFORMATION (Continued)

they are not included in the internal measures of segment operating performance used by the Company to measure the underlying performance of its reportable segments.

Segment results include the direct costs of each segment and all other costs are allocated based upon detailed estimates and analysis of actual time and expenses incurred to support the operations of each segment or units produced or sourced to support each segment's revenue. Certain costs, including incentive compensation for certain employees, and various other general corporate costs that are not specifically allocable to segments, are included in corporate expenses below. Intersegment sales and transfers are recorded at cost and are treated as a transfer of inventory. The accounting policies of the segments are the same as those described in *Note 2, Summary of Significant Accounting Policies*. The Company's reportable segments for fiscal 2016, 2015 and 2014 were Carter's Wholesale, Carter's Retail, OshKosh Retail, OshKosh Wholesale, and International.

The table below presents certain segment information for the periods indicated:

	For the fiscal years ended					
(dollars in thousands)	December 31, 2016	% of Total	January 2, 2016	% of Total	January 3, 2015	% of Total
Net sales:						
Carter's Retail (a)	$1,254,140	39.2%	$1,151,268	38.2%	$1,087,165	37.6%
Carter's Wholesale	1,128,371	35.3%	1,107,706	36.8%	1,081,888	37.4%
Total Carter's	2,382,511	74.5%	2,258,974	75.0%	2,169,053	75.0%
OshKosh Retail (a)	402,274	12.6%	363,087	12.0%	335,140	11.6%
OshKosh Wholesale	49,663	1.6%	65,607	2.2%	73,201	2.5%
Total OshKosh	451,937	14.2%	428,694	14.2%	408,341	14.1%
International (b)	364,736	11.3%	326,211	10.8%	316,474	10.9%
Total net sales	$3,199,184	100.0%	$3,013,879	100.0%	$2,893,868	100.0%
Operating income:		% of segment net sales		% of segment net sales		% of segment net sales
Carter's Retail (a)	$ 202,164	16.1%	$ 199,040	17.3%	$ 211,297	19.4%
Carter's Wholesale	250,132	22.2%	232,497	21.0%	185,463	17.1%
Total Carter's	452,296	19.0%	431,537	19.1%	396,760	18.3%
OshKosh Retail (a)	10,417	2.6%	11,931	3.3%	8,210	2.4%
OshKosh Wholesale	10,821	21.8%	13,270	20.2%	8,842	12.1%
Total OshKosh	21,238	4.7%	25,201	5.9%	17,052	4.2%
International (b) (c)	59,194	16.2%	47,004	14.4%	39,470	12.5%
Corporate expenses (d) (e)	(106,170)		(110,885)		(119,937)	
Total operating income	$ 426,558	13.3%	$ 392,857	13.0%	$ 333,345	11.5%

(a) Includes eCommerce results.

(b) Net sales include international retail, eCommerce, and wholesale sales. Operating income includes international licensing income.

NOTE 13—SEGMENT INFORMATION (Continued)

(c) Includes the following charges:

(dollars in millions)	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Revaluation of contingent consideration	$ —	$ 1.9	$ 1.3
Exit from Japan retail operations	$ —	$ —	$ 0.5

(d) Corporate expenses include expenses related to incentive compensation, stock-based compensation, executive management, severance and relocation, finance, building occupancy, information technology, certain legal fees, consulting, and audit fees.

(e) Includes the following charges:

(dollars in millions)	For the fiscal years ended December 31, 2016	January 2, 2016	January 3, 2015
Office consolidation costs	$ —	$ —	$ 6.6
Amortization of H.W. Carter and Sons tradenames	$ 1.7	$ 6.2	$ 16.4
Closure of distribution facility in Hogansville, GA (1)	$ —	$ —	$ 0.9
Direct sourcing initiative	$ 0.7	$ —	$ —
Acquisition-related costs	$ 2.4	$ —	$ —

(1) Continuing operating costs associated with the closure of the Company's distribution facility in Hogansville, Georgia.

ADDITIONAL DATA BY SEGMENT

Inventory

The table below represents inventory by segment:

(dollars in thousands)	For the fiscal years ended December 31, 2016	January 2, 2016
Carter's Wholesale	$ 278,664	$ 271,117
Carter's Retail	81,505	68,694
OshKosh Retail	17,496	31,136
OshKosh Wholesale	49,773	50,027
International	60,153	48,960
Total	$ 487,591	$ 469,934

Wholesale inventories include inventory produced and warehoused for the retail segment.

NOTE 13—SEGMENT INFORMATION (Continued)

The table below represents consolidated net sales by product:

(dollars in thousands)	For the fiscal years ended December 31, 2016 (52 Weeks)	January 2, 2016 (52 Weeks)	January 3, 2015 (53 Weeks)
Baby	$1,241,701	$1,173,002	$1,107,973
Playclothes	1,215,238	1,182,281	1,146,797
Sleepwear	407,160	378,419	381,574
Other (a)	335,085	280,177	257,524
Total net sales	$3,199,184	$3,013,879	$2,893,868

(a) Other product offerings include bedding, outwear, swimwear, shoes, socks, diaper bags, gift sets, toys, and hair accessories.

GEOGRAPHICAL DATA

Revenue

The Company's international sales principally represent sales to customers in Canada. Such sales were 66.5% and 65.6% of total international sales in fiscal 2016 and 2015, respectively.

Long-Lived Assets

The following represents property, plant, and equipment, net, by geographic area:

(dollars in thousands)	For the fiscal years ended December 31, 2016	January 2, 2016
United States	$ 349,877	$ 342,354
International	35,997	29,350
Total	$ 385,874	$ 371,704

Long-lived assets in the international segment relate principally to Canada. Long-lived assets in Canada were 91.5% and 89.5% of total international long-lived assets at the end of fiscal 2016 and 2015, respectively.

NOTE 14—FAIR VALUE MEASUREMENTS

The following table summarizes assets measured at fair value on a recurring basis:

	December 31, 2016			January 2, 2016		
(dollars in millions)	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets						
Investments	$12.3	$—	$—	$8.6	$ —	$—
Foreign exchange forward contracts *(1)*	$ —	$—	$—	$ —	$2.1	$—

(1) Included in Prepaid expenses and other current assets in the Company's consolidated balance sheet.

NOTE 14—FAIR VALUE MEASUREMENTS (Continued)

INVESTMENTS

The Company invests in marketable securities, principally equity based mutual funds, to mitigate the risk associated with the investment return on employee deferrals of compensation. All of the marketable securities purchased are included in other assets on the accompanying consolidated balance sheets. Gains on the investments in marketable securities were $0.9 million for fiscal 2016, and were not material for fiscal 2015.

The fair value of the Company's pension plan assets at December 31, 2016 and January 2, 2016, by asset category, are disclosed in Note 10, *Employee Benefits Plans*, to these consolidated financial statements.

FOREIGN EXCHANGE FORWARD CONTRACTS

Fair values of any unsettled foreign exchange forward contracts are calculated by using readily observable market inputs (market-quoted currency exchange rates in effect between U.S. and Canadian dollars) and are classified as Level 2 within the fair value hierarchy. Any unsettled foreign exchange forward contracts are included in other current assets or other current liabilities on the Company's consolidated balance sheet at the end of each fiscal reporting period.

At December 31, 2016, there were no open foreign exchange forward contracts. At the end of fiscal 2015, the notional value of the open foreign currency forward contracts was approximately $59.0 million.

For foreign exchange forward contracts, the Company recorded realized losses of approximately $3.2 million for fiscal 2016. During fiscal 2015, the Company recorded unrealized gains of approximately $2.1 million related to the mark-to-market adjustments, and realized gains of approximately $3.1 million for contracts settled. These amounts are included in other expense (income), net on the Company's consolidated statement of operations.

During fiscal 2014, the Company did not utilize foreign exchange contracts.

BORROWINGS

As of December 31, 2016, the fair value of the Company's $185.0 million in borrowings under its secured revolving credit facility approximated carrying value.

The fair value of the Company's senior notes at December 31, 2016 was approximately $416 million. The fair value of these senior notes with a notional value and carrying value (gross of debt issuance costs) of $400 million was estimated using a quoted price as provided in the secondary market, which considers the Company's credit risk and market related conditions, and is therefore within Level 2 of the fair value hierarchy.

NOTE 15—OTHER CURRENT AND LONG-TERM LIABILITIES

Other current liabilities that exceeded five percent of total current liabilities (at the end of either fiscal year) consisted of the following:

(dollars in thousands)	**December 31, 2016**	**January 2, 2016**
Accrued bonuses and incentive compensation	$ 16,834	$ 17,934
Accrued employee benefits	17,165	19,751
Accrued and deferred rent	15,632	12,590

NOTE 15—OTHER CURRENT AND LONG-TERM LIABILITIES (Continued)

Other long-term liabilities that exceeded five percent of total liabilities (at the end of either fiscal year) consisted of the following:

(dollars in thousands)	December 31, 2016	January 2, 2016
Deferred lease incentives	$ 74,015	$ 70,060

NOTE 16—LEASE COMMITMENTS

Rent expense under operating leases (including properties and computer and office equipment) was approximately $150.6 million, $136.6 million, and $123.6 million for the fiscal years ended December 31, 2016, January 2, 2016, and January 3, 2015, respectively.

Minimum annual rental commitments under current noncancellable operating leases, as of December 31, 2016, substantially all of which relate to leased real estate, were as follows:

Fiscal Year	Operating Leases
2017	$ 168,196
2018	161,073
2019	148,086
2020	135,174
2021	121,468
Thereafter	379,712
Total	$ 1,113,709

Amounts related to property include leases on retail stores as well as various corporate offices, distribution facilities, and other premises. The majority of the Company's lease terms range between 5 and 10 years.

NOTE 17—COMMITMENTS AND CONTINGENCIES

The Company is subject to various claims and pending or threatened lawsuits in the normal course of business. The Company is not currently a party to any legal proceedings that it believes would have a material adverse effect on its financial position, results of operations, or cash flows.

The Company's contractual obligations and commitments also include obligations associated with leases, the secured revolving credit agreement, senior notes, employee benefit plans, and facility consolidations/closures as disclosed elsewhere in the notes to the consolidated financial statements.

NOTE 18—VALUATION AND QUALIFYING ACCOUNTS

Information regarding accounts receivable is as follows:

(dollars in thousands)	Wholesale accounts receivable reserves	Wholesale sales returns reserves	Total
Balance at December 28, 2013	$ 9,308	$ 400	$ 9,708
Additional provisions	9,919	715	10,634
Charges to reserve	(7,419)	(715)	(8,134)
Balance at January 3, 2015	$11,808	$ 400	$12,208
Additional provisions	4,170	264	4,434
Charges to reserve	(7,435)	(264)	(7,699)
Balance at January 2, 2016	$ 8,543	$ 400	$ 8,943
Additional provisions	6,088	—	6,088
Charges to reserve	(5,879)	(400)	(6,279)
Balance at December 31, 2016	$ 8,752	$ —	$ 8,752

NOTE 19—UNAUDITED QUARTERLY FINANCIAL DATA

The unaudited summarized financial data by quarter for the fiscal years ended December 31, 2016 and January 2, 2016 is presented in the table below:

(dollars in thousands, except per share data)	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Fiscal 2016				
Net sales	$724,085	$639,471	$901,425	$934,203
Gross profit	310,929	282,182	375,546	410,492
Selling, general, and administrative expenses	228,996	228,464	255,322	282,624
Royalty income	(11,075)	(9,525)	(10,670)	(11,545)
Operating income	93,008	63,243	130,894	139,413
Net income	53,980	36,198	80,811	87,117
Basic net income per common share (1)	1.05	0.72	1.62	1.77
Diluted net income per common share (1)	1.04	0.71	1.60	1.76
Fiscal 2015:				
Net sales	$684,764	$612,765	$849,806	$866,544
Gross profit	284,052	262,895	347,539	363,538
Selling, general, and administrative expenses	211,183	209,296	230,017	258,737
Royalty income	(11,636)	(8,353)	(12,699)	(11,378)
Operating income	84,505	61,952	130,221	116,179
Net income	49,792	36,105	79,326	72,599
Basic net income per common share (1)	0.94	0.69	1.52	1.40
Diluted net income per common share (1)	0.94	0.68	1.51	1.39

(1) May not be additive to the net income per common share amounts for the fiscal year due to the calculation provision of ASC 260, *Earnings Per Share*.

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

The Company's senior notes constitute debt obligations of its wholly-owned subsidiary, The William Carter Company ("TWCC" or the "Subsidiary Issuer"), are unsecured and are fully and unconditionally guaranteed by Carter's, Inc. (the "Parent"), by each of the Parent's current domestic subsidiaries (other than TWCC), and, subject to certain exceptions, future restricted subsidiaries that guarantee the Company's amended revolving credit facility or certain other debt of the Company or the subsidiary guarantors. Under specific customary conditions, the guarantees are not full and unconditional because subsidiary guarantors can be released and relieved of their obligations under customary circumstances contained in the indenture governing the senior notes. These circumstances include among others the following, so long as other applicable provisions of the indentures are adhered to: any sale or other disposition of all or substantially all of the assets of any subsidiary guarantor, any sale or other disposition of capital stock of any subsidiary guarantor, or designation of any restricted subsidiary that is a subsidiary guarantor as an unrestricted subsidiary.

The condensed consolidating financial information for the Parent, the Subsidiary Issuer, and the guarantor and non-guarantor subsidiaries has been prepared from the books and records maintained by the Company. The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X Rule 3-10. The financial information may not necessarily be indicative of the financial position, results of operations, comprehensive income (loss), and cash flows, had the Parent, Subsidiary Issuer, guarantor or non-guarantor subsidiaries operated as independent entities.

Intercompany revenues and expenses included in the subsidiary records are eliminated in consolidation. As a result of this activity, an amount due to/due from affiliates will exist at any time. The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions. The Company has accounted for investments in subsidiaries under the equity method. The guarantor subsidiaries are 100% owned directly or indirectly by the Parent and all guarantees are joint, several and unconditional.

In December 2015, as part of a foreign subsidiary restructuring, certain non-guarantor subsidiaries became subsidiaries of certain other non-guarantor subsidiaries. The restructuring did not retroactively impact the prior status of the guarantor and the non-guarantor subsidiaries, and accordingly the condensed consolidating financial information for periods prior to the restructuring have not been adjusted to reflect the restructuring.

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Balance Sheet
As of December 31, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	$ —	$ 229,056	$ 11,817	$ 58,485	$ —	$ 299,358
Accounts receivable, net	—	176,825	18,315	7,331	—	202,471
Intercompany receivable	—	55,902	74,681	14,601	(145,184)	—
Finished goods inventories	—	278,696	174,542	60,153	(25,800)	487,591
Prepaid expenses and other current assets	—	11,402	16,028	4,750	—	32,180
Deferred income taxes	—	18,476	15,440	1,570	—	35,486
Total current assets	—	770,357	310,823	146,890	(170,984)	1,057,086
Property, plant, and equipment, net	—	155,187	194,691	35,996	—	385,874
Goodwill	—	136,570	—	39,439	—	176,009
Tradenames and other intangibles, net	—	223,428	85,500	—	—	308,928
Other assets	—	17,771	605	324	—	18,700
Intercompany long-term receivable	—	—	428,436	—	(428,436)	—
Intercompany long-term note receivable	—	100,000	—	—	(100,000)	—
Investment in subsidiaries	788,124	753,753	145,076	—	(1,686,953)	—
Total assets	$788,124	$2,157,066	$1,165,131	$222,649	$(2,386,373)	$1,946,597
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	$ —	$ 97,103	$ 41,947	$ 19,382	$ —	$ 158,432
Intercompany payables	—	85,894	55,257	4,033	(145,184)	—
Other current liabilities	—	16,473	90,718	11,986	—	119,177
Total current liabilities	—	199,470	187,922	35,401	(145,184)	277,609
Long-term debt	—	561,399	—	18,977	—	580,376
Deferred income taxes	—	87,116	43,540	—	—	130,656
Intercompany long-term liability	—	428,436	—	—	(428,436)	—
Intercompany long-term note payable	—	—	100,000	—	(100,000)	—
Other long-term liabilities	—	66,721	89,252	13,859	—	169,832
Stockholders' equity	788,124	813,924	744,417	154,412	(1,712,753)	788,124
Total liabilities and stockholders' equity	$788,124	$2,157,066	$1,165,131	$222,649	$(2,386,373)	$1,946,597

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Balance Sheet
As of January 2, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	$ —	$ 325,771	$ 14,652	$ 40,786	$ —	$ 381,209
Accounts receivable, net	—	178,842	23,980	4,748	—	207,570
Intercompany receivable	—	52,676	133,092	3,317	(189,085)	—
Finished goods inventories	—	271,148	184,618	48,960	(34,792)	469,934
Prepaid expenses and other current assets	—	17,460	14,261	6,094	—	37,815
Deferred income taxes	—	19,502	13,544	1,034	—	34,080
Total current assets	—	865,399	384,147	104,939	(223,877)	1,130,608
Property, plant, and equipment, net	—	162,031	180,322	29,351	—	371,704
Goodwill	—	136,570	—	38,304	—	174,874
Tradenames and other intangibles, net	—	225,348	85,500	—	—	310,848
Other assets	—	14,634	665	321	—	15,620
Intercompany long-term receivable	—	—	294,070	—	(294,070)	—
Intercompany long-term note receivable	—	100,000	—	—	(100,000)	—
Investment in subsidiaries	875,051	652,598	100,146	—	(1,627,795)	—
Total assets	$875,051	$2,156,580	$1,044,850	$172,915	$(2,245,742)	$2,003,654
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	$ —	$ 93,585	$ 44,951	$ 19,112	$ —	$ 157,648
Intercompany payables	—	134,694	51,362	3,029	(189,085)	—
Other current liabilities	—	12,996	80,908	11,166	—	105,070
Total current liabilities	—	241,275	177,221	33,307	(189,085)	262,718
Long-term debt	—	560,541	—	18,431	—	578,972
Deferred income taxes	—	84,038	44,800	—	—	128,838
Intercompany long-term liability	—	294,070	—	—	(294,070)	—
Intercompany long-term note payable	—	—	100,000	—	(100,000)	—
Other long-term liabilities	—	66,813	79,568	11,694	—	158,075
Stockholders' equity	875,051	909,843	643,261	109,483	(1,662,587)	875,051
Total liabilities and stockholders' equity	$875,051	$2,156,580	$1,044,850	$172,915	$(2,245,742)	$2,003,654

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Operations
For the fiscal year ended December 31, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$1,881,919	$1,762,882	$300,533	$(746,150)	$3,199,184
Cost of goods sold	—	1,358,209	1,033,403	155,571	(727,148)	1,820,035
Gross profit	—	523,710	729,479	144,962	(19,002)	1,379,149
Selling, general, and administrative expenses	—	177,605	753,874	101,494	(37,567)	995,406
Royalty income	—	(32,728)	(19,660)	—	9,573	(42,815)
Operating income (loss)	—	378,833	(4,735)	43,468	8,992	426,558
Interest expense	—	26,475	5,435	442	(5,308)	27,044
Interest income	—	(5,756)	—	(115)	5,308	(563)
(Income) loss in subsidiaries	(258,106)	4,413	(29,306)	—	282,999	—
Other (income) expense, net	—	(383)	482	3,908	—	4,007
Income (loss) before income taxes	258,106	354,084	18,654	39,233	(274,007)	396,070
Provision for income taxes	—	104,970	23,067	9,927	—	137,964
Net income (loss)	$ 258,106	$ 249,114	$ (4,413)	$ 29,306	$(274,007)	$ 258,106

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Operations
For the fiscal year ended January 2, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$1,813,950	$1,639,826	$246,158	$(686,055)	$3,013,879
Cost of goods sold	—	1,286,411	989,284	136,317	(656,157)	1,755,855
Gross profit	—	527,539	650,542	109,841	(29,898)	1,258,024
Selling, general, and administrative expenses	—	181,150	679,532	88,257	(39,706)	909,233
Royalty income	—	(32,978)	(19,414)	—	8,326	(44,066)
Operating income (loss)	—	379,367	(9,576)	21,584	1,482	392,857
Interest expense	—	26,550	5,331	557	(5,407)	27,031
Interest income	—	(5,826)	—	(81)	5,407	(500)
(Income) loss in subsidiaries	(237,822)	19,775	(9,742)	—	227,789	—
Other (income) expense, net	—	(6)	(60)	(1,796)	—	(1,862)
Income (loss) before income taxes	237,822	338,874	(5,105)	22,904	(226,307)	368,188
Provision for income taxes	—	102,534	20,590	7,242	—	130,366
Net income (loss)	$ 237,822	$ 236,340	$ (25,695)	$ 15,662	$(226,307)	$ 237,822

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NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Operations
For the fiscal year ended January 3, 2015
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$1,770,238	$1,564,717	$241,191	$(682,278)	$2,893,868
Cost of goods sold	—	1,271,260	936,260	138,838	(636,930)	1,709,428
Gross profit	—	498,978	628,457	102,353	(45,348)	1,184,440
Selling, general, and administrative expenses	—	203,371	646,728	91,521	(51,369)	890,251
Royalty income	—	(30,741)	(18,896)	—	10,481	(39,156)
Operating income (loss)	—	326,348	625	10,832	(4,460)	333,345
Interest expense	—	27,651	5,310	343	(5,651)	27,653
Interest income	—	(5,998)	—	(56)	5,651	(403)
(Income) loss in subsidiaries	(194,670)	20,226	(15,050)	—	189,494	—
Other (income) expense, net	—	(235)	2,263	1,161	—	3,189
Income (loss) before income taxes	194,670	284,704	8,102	9,384	(193,954)	302,906
Provision for income taxes	—	85,574	19,441	3,221	—	108,236
Net income (loss)	$ 194,670	$ 199,130	$ (11,339)	$ 6,163	$(193,954)	$ 194,670

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statements of Comprehensive Income (Loss)
For the fiscal year ended December 31, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$258,106	$249,114	$(4,413)	$29,306	$(274,007)	$258,106
Post-retirement benefit plans	(335)	(335)	(666)	—	1,001	(335)
Foreign currency translation adjustments	1,962	1,962	1,962	1,962	(5,886)	1,962
Comprehensive income (loss)	$259,733	$250,741	$(3,117)	$31,268	$(278,892)	$259,733

For the fiscal year ended January 2, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$237,822	$236,340	$(25,695)	$ 15,662	$(226,307)	$237,822
Post-retirement benefit plans	859	859	803	—	(1,662)	859
Foreign currency translation adjustments	(14,189)	(14,189)	(29,574)	(14,189)	57,952	(14,189)
Comprehensive income (loss)	$224,492	$223,010	$(54,466)	$ 1,473	$(170,017)	$224,492

For the fiscal year ended January 3, 2015
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$194,670	$199,130	$(11,339)	$ 6,163	$(193,954)	$194,670
Post-retirement benefit plans	(5,110)	(5,110)	(4,963)	—	10,073	(5,110)
Foreign currency translation adjustments	(7,845)	(7,845)	(251)	(7,845)	15,941	(7,845)
Comprehensive income (loss)	$181,715	$186,175	$(16,553)	$(1,682)	$(167,940)	$181,715

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Cash Flows
For the fiscal year ended December 31, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows provided by operating activities:	$ —	$ 206,843	$127,018	$ 35,368	$ —	$ 369,229
Cash flows from investing activities:						
Capital expenditures	—	(22,934)	(55,072)	(10,550)	—	(88,556)
Intercompany investing activity	368,307	480	(2,118)	131	(366,800)	—
Proceeds from sale of property, plant and equipment	—	23	—	193	—	216
Net cash provided by (used in) investing activities	$ 368,307	$ (22,431)	$ (57,190)	$(10,226)	$(366,800)	$ (88,340)
Cash flows from financing activities:						
Intercompany financing activity	—	(283,909)	(74,681)	(8,210)	366,800	—
Dividends paid	(66,355)	—	—	—	—	(66,355)
Repurchase of common stock	(300,445)	—	—	—	—	(300,445)
Income tax benefit from stock-based compensation	—	2,782	2,018	—	—	4,800
Withholdings from vesting of restricted stock	(8,673)	—	—	—	—	(8,673)
Proceeds from exercise of stock options	7,166	—	—	—	—	7,166
Net cash (used in) provided by financing activities	(368,307)	(281,127)	(72,663)	(8,210)	366,800	(363,507)
Effect of exchange rate changes on cash	—	—	—	767	—	767
Net (decrease) increase in cash and cash equivalents	—	(96,715)	(2,835)	17,699	—	(81,851)
Cash and cash equivalents, beginning of fiscal year	—	325,771	14,652	40,786	—	381,209
Cash and cash equivalents, end of fiscal year	$ —	$ 229,056	$ 11,817	$ 58,485	$ —	$ 299,358

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Cash Flows
For the fiscal year ended January 2, 2016
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows provided by operating activities:	$ —	$ 148,656	$115,589	$ 43,742	$ —	$ 307,987
Cash flows from investing activities:						
Capital expenditures	—	(27,813)	(64,707)	(10,977)	—	(103,497)
Intercompany investing activity	161,993	5,642	(2,735)	(8,582)	(156,318)	—
Proceeds from repayment of intercompany loan	—	35,000	—	—	(35,000)	—
Issuance of intercompany loan	—	(15,000)	—	—	15,000	—
Proceeds from sale of property, plant and equipment	—	65	—	7	—	72
Net cash provided by (used in) investing activities	$ 161,993	$ (2,106)	$ (67,442)	$(19,552)	$(176,318)	$(103,425)
Cash flows from financing activities:						
Intercompany financing activity	—	(108,761)	(46,672)	(885)	156,318	—
Repayment of intercompany loan	—	—	—	(35,000)	35,000	—
Proceeds from intercompany loan	—	—	—	15,000	(15,000)	—
Borrowings under secured revolving credit facility	—	166,000	—	39,586	—	205,586
Payments on secured revolving credit facility	—	(186,000)	—	(19,237)	—	(205,237)
Payment of debt issuance costs	—	(1,628)	—	—	—	(1,628)
Payment of contingent consideration	—	(7,572)	—	—	—	(7,572)
Dividends paid	(46,028)	—	—	—	—	(46,028)
Repurchase of common stock	(110,290)	—	—	—	—	(110,290)
Income tax benefit from stock-based compensation	—	6,104	2,735	—	—	8,839
Withholdings from vesting of restricted stock	(12,651)	—	—	—	—	(12,651)
Proceeds from exercise of stock options	6,976	—	—	—	—	6,976
Net cash (used in) provided by financing activities	(161,993)	(131,857)	(43,937)	(536)	176,318	(162,005)
Effect of exchange rate changes on cash	—	—	—	(1,986)	—	(1,986)
Net increase in cash and cash equivalents	—	14,693	4,210	21,668	—	40,571
Cash and cash equivalents, beginning of fiscal year	—	311,078	10,442	19,118	—	340,638
Cash and cash equivalents, end of fiscal year	$ —	$ 325,771	$ 14,652	$ 40,786	$ —	$ 381,209

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NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Cash Flows
For the fiscal year ended January 3, 2015
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows provided by operating activities:	$ —	$ 189,945	$ 83,439	$ 9,013	$ —	$ 282,397
Cash flows from investing activities:						
Capital expenditures	—	(45,868)	(46,694)	(10,891)	—	(103,453)
Intercompany investing activity	118,060	15,864	(2,445)	(8,901)	(122,578)	—
Proceeds from repayment of intercompany loan	—	15,000	—	—	(15,000)	—
Issuance of intercompany loan	—	(35,000)	—	—	35,000	—
Acquisition of tradenames	—	(3,550)	—	—	—	(3,550)
Proceeds from sale of property, plant and equipment	—	2,267	—	4	—	2,271
Net cash provided by (used in) investing activities	$ 118,060	$ (51,287)	$(49,139)	$(19,788)	$(102,578)	(104,732)
Cash flows from financing activities:						
Intercompany financing activity	—	(99,018)	(26,302)	2,742	122,578	—
Proceeds from intercompany loan	—	—	—	(15,000)	15,000	—
Repayment of intercompany loan	—	—	—	35,000	(35,000)	—
Payment of debt issuance costs	—	(177)	—	—	—	(177)
Payment of contingent consideration	—	(8,901)	—	—	—	(8,901)
Dividends paid	(40,477)	—	—	—	—	(40,477)
Repurchase of common stock	(82,099)	—	—	—	—	(82,099)
Income tax benefit from stock-based compensation	—	2,256	2,444	—	—	4,700
Withholdings from vesting of restricted stock	(4,548)	—	—	—	—	(4,548)
Proceeds from exercise of stock options	9,064	—	—	—	—	9,064
Net cash (used in) provided by financing activities	(118,060)	(105,840)	(23,858)	22,742	102,578	(122,438)
Effect of exchange rate changes on cash	—	—	—	(1,135)	—	(1,135)
Net increase in cash and cash equivalents	—	32,818	10,442	10,832	—	54,092
Cash and cash equivalents, beginning of fiscal year	—	278,260	—	8,286	—	286,546
Cash and cash equivalents, end of fiscal year	$ —	$ 311,078	$ 10,442	$ 19,118	$ —	$ 340,638

NOTE 21—SUBSEQUENT EVENTS

Segments

At the beginning of fiscal 2017, the Company combined four of its prior U.S. operating segments into two new operating segments to align with how the Company's executive management currently views and manages the business. Carter's Retail and OshKosh Retail were combined into a single U.S. Retail operating segment, and Carter's Wholesale and OshKosh Wholesale were combined into a single U.S. Wholesale operating segment. The Company's International segment was not affected by these changes. The Company's reportable segments at the beginning of fiscal 2017 are U.S. Retail, U.S. Wholesale, and International.

Business Acquisition

On February 22, 2017, the Company purchased all of the outstanding equity of Skip Hop Holding's, Inc. ("Skip Hop") for a total purchase price of $140 million in cash consideration, subject to a working capital adjustment, plus a potential future payment of up to $10 million contingent upon the achievement of certain fiscal targets in 2017, as outlined in the purchase agreement.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective as of December 31, 2016.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in the 2013 *Internal Control-Integrated Framework*. Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2016.

The effectiveness of Carter's, Inc. and its subsidiaries' internal control over financial reporting as of December 31, 2016 has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm that audited the financial statements included in this Annual Report on Form 10-K. PricewaterhouseCoopers LLP has issued an attestation report on Carter's, Inc.'s internal control over financial reporting containing the required disclosures, which appears herein.

Changes in Internal Control over Financial Reporting

During the fourth quarter of fiscal 2016, the Company successfully finished testing related to the Company's completed replacement of a financial information system used to process and record certain of the Company's financial transactions.

There were no other changes in the Company's internal control over financial reporting during the fourth quarter of fiscal 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information called for by Item 10 is incorporated herein by reference to the definitive proxy statement relating to the Annual Meeting of Stockholders of Carter's, Inc. scheduled to be held on May 17, 2017. We intend to file such definitive proxy statement with the SEC pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information called for by Item 11 is incorporated herein by reference to the definitive proxy statement referenced above in Item 10.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our equity compensation plan as of our most recent fiscal year end:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders (1)	1,441,210	$52.7	1,625,371
Equity compensation plans not approved by security holders	—	—	—
Total	1,441,210	$52.7	1,625,371

(1) Represents stock options that are outstanding or that are available for future issuance pursuant to the Carter's, Inc. Amended and Restated Equity Incentive Plan.

Additional information called for by Item 12 is incorporated herein by reference to the definitive proxy statement referenced above in Item 10.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information called for by Item 13 is incorporated herein by reference to the definitive proxy statement referenced above in Item 10.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information called for by Item 14 is incorporated herein by reference to the definitive proxy statement referenced above in Item 10.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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		Consolidated Statements of Comprehensive Income for the fiscal years ended December 31, 2016, January 2, 2016, and January 3, 2015	56
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		Notes to Consolidated Financial Statements	59
	2.	Financial Statement Schedules: None	

(B) Exhibits:

Exhibit Number	Description of Exhibits
3.1	Certificate of Incorporation of Carter's, Inc., as amended on October 29, 2015. Incorporated by reference to Carter's, Inc.'s Quarterly Report on Form 10-Q filed on October 29, 2015.
3.2	Amended and Restated By-laws of Carter's, Inc. Incorporated by reference to Carter's, Inc.'s Current Report on Form 8-K filed on August 26, 2015.
4.1	Specimen Certificate of Common Stock. Incorporated by reference to Carter's, Inc.'s Registration Statement on Form S-1 (No. 333-98679) filed on October 10, 2003.
4.2	Indenture, dated August 12, 2013, by and among The William Carter Company, certain guarantors party thereto from time to time, and Wells Fargo Bank, National Association, as trustee. Incorporated by reference to Carter's, Inc. Current Report on Form 8-K filed on August 12, 2013.
4.3	First Supplemental Indenture, dated June 25, 2014, by and among The William Carter Company, certain guarantors party thereto from time to time, and Wells Fargo Bank, National Association, as Trustee. Incorporated by reference to Carter's, Inc.'s Amendment No. 1 to Registration Statement on Form S-4 filed on June 27, 2014.
10.1	Third Amended and Restated Credit Agreement, dated as of September 16, 2015, among The William Carter Company, as U.S. Borrower, The Genuine Canada Corp., as Canadian Borrower, Carter's Holdings B.V., as Dutch Borrower, JPMorgan Chase Bank, N.A., as Administrative Agent, U.S. Dollar Facility swing Line Lender, U.S. Dollar Facility L/C Issuer and Collateral Agent, JPMorgan Chase Bank, N.A. Toronto Branch, as Canadian Agent, a Multicurrency Facility swing Line Lender and a Multicurrency Facility L/A Issuer, J.P. Morgan Europe Limited, as European Agent, JPMorgan Chase Bank, N.A., London Branch, as a Multicurrency Facility swing Line Lender and a Multicurrency Facility L/C Issuer, Bank of America, N.A., as Syndication Agent, and certain other lenders party thereto. Incorporated by reference to Carter's, Inc.'s Current Report on Form 8-K filed on September 22, 2015.

Exhibit Number	Description of Exhibits
10.2*	Form of Severance Agreement entered into from time to time between The William Carter Company and executive officers. Incorporated by reference to Carter's Inc.'s Quarterly Report on Form 10-Q filed on October 29, 2015.
10.3*	Amended and Restated Equity Incentive Plan. Incorporated by reference to Carter's, Inc.'s Schedule 14A filed on March 31, 2016.
10.4*	Amended and Restated Annual Incentive Compensation Plan. Incorporated by reference to Carter's, Inc.'s Schedule 14A filed on March 31, 2016.
10.5*	The William Carter Company Severance Plan, dated as of March 1, 2009. Incorporated by reference to Carter's, Inc.'s Annual Report on Form 10-K filed on March 2, 2011.
10.6*	The William Carter Company Deferred Compensation Plan, dated as of November 10, 2010. Incorporated by reference to Carter's, Inc.'s Annual Report on Form 10-K filed on March 2, 2011.
10.7	Lease Agreement dated March 29, 2012 between The William Carter Company and Duke Secured Financing 2009-1 ALZ, LLC. Incorporated by reference to Carter's, Inc. Quarterly Report on Form 10-Q filed on April 27, 2012.
10.8	Lease Agreement dated December 14, 2012 between The William Carter Company and Phipps Tower Associates, LLC. & Lease Termination Agreement dated December 14, 2012 between The William Carter Company and John Hancock Life Insurance Company (U.S.A.). Incorporated by reference to Carter's, Inc.'s Current Report on Form 8-K filed on December 14, 2012.
10.9	Phipps Tower Lease—Second Amendment dated June 17, 2013 Incorporated by reference to Carter's, Inc. Quarterly Report on Form 10-Q filed on July 26, 2013.
21	Subsidiaries of Carter's, Inc.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Rule 13a-15(e)/15d-15(e) and 13a-15(f)/15d-15(f) Certification.
31.2	Rule 13a-15(e)/15d-15(e) and 13a-15(f)/15d-15(f) Certification.
32	Section 1350 Certification.

* Indicates a management contract or compensatory plan.

ITEM 16. FORM 10-K SUMMARY

Omitted at registrant's option.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(a) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

CARTER'S, INC.

/s/ MICHAEL D. CASEY
Michael D. Casey
Chief Executive Officer

Date: February 23, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ MICHAEL D. CASEY Michael D. Casey	Chairman and Chief Executive Officer (Principal Executive Officer)	February 23, 2017
/s/ RICHARD F. WESTENBERGER Richard F. Westenberger	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 23, 2017
/s/ AMY WOODS BRINKLEY Amy Woods Brinkley	Director	February 23, 2017
/s/ GIUSEPPINA BUONFANTINO Giuseppina Buonfantino	Director	February 23, 2017
/s/ VANESSA J. CASTAGNA Vanessa J. Castagna	Director	February 23, 2017
/s/ A. BRUCE CLEVERLY A. Bruce Cleverly	Director	February 23, 2017
/s/ JEVIN S. EAGLE Jevin S. Eagle	Director	February 23, 2017

Name	Title	Date
/s/ PAUL FULTON Paul Fulton	Director	February 23, 2017
/s/ WILLIAM J. MONTGORIS William J. Montgoris	Director	February 23, 2017
/s/ DAVID PULVER David Pulver	Director	February 23, 2017
/s/ THOMAS E. WHIDDON Thomas E. Whiddon	Director	February 23, 2017

Exhibit 31.1

CERTIFICATION

I, Michael D. Casey, certify that:

1. I have reviewed this annual report on Form 10-K of Carter's, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 23, 2017

/s/ MICHAEL D. CASEY

Michael D. Casey
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Richard F. Westenberger, certify that:

1. I have reviewed this annual report on Form 10-K of Carter's, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 23, 2017

/s/ RICHARD F. WESTENBERGER

Richard F. Westenberger
Chief Financial Officer

Exhibit 32

CERTIFICATION

Each of the undersigned in the capacity indicated hereby certifies that, to his knowledge, this Annual Report on Form 10-K for the fiscal year ended December 31, 2016 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of Carter's, Inc.

February 23, 2017	/s/ MICHAEL D. CASEY Michael D. Casey *Chief Executive Officer*
February 23, 2017	/s/ RICHARD F. WESTENBERGER Richard F. Westenberger *Chief Financial Officer*

The foregoing certifications are being furnished solely pursuant to 18 U.S.C. § 1350 and are not being filed as part of the Annual Report on Form 10-K or as a separate disclosure document.

RECONCILIATION OF NON-GAAP FINANCIAL MEASUREMENTS

In addition to presenting results prepared in accordance with generally accepted accounting principles (or "GAAP"), the Company has provided adjusted, non-GAAP financial measurements that present gross margin, SG&A, operating income, net income, and net income per diluted share excluding the following items:

	Fiscal year ended December 31, 2016				
(dollars in millions, except earnings per share)	**Gross Margin**	**SG&A**	**Operating Income**	**Net Income**	**Diluted EPS**
As reported (GAAP)	$1,379.1	$995.4	$426.6	$258.1	$5.08
Amortization of tradenames (a)	—	(1.7)	1.7	1.1	0.02
Direct sourcing initiative (a)	—	(0.7)	0.7	0.5	0.01
Acquisition-related costs (a)	—	(2.4)	2.4	1.5	0.03
As adjusted	$1,379.1	$990.6	$431.4	$261.1	$5.14

	Fiscal year ended January 2, 2016				
(dollars in millions, except earnings per share)	**Gross Margin**	**SG&A**	**Operating Income**	**Net Income**	**Diluted EPS**
As reported (GAAP)	$1,258.0	$909.2	$392.9	$237.8	$4.50
Amortization of tradenames (a)	—	(6.2)	6.2	3.9	0.08
Revaluation of contingent consideration (b)	—	(1.9)	1.9	1.9	0.04
As adjusted	$1,258.0	$901.1	$401.0	$243.6	$4.61

	Fiscal year ended January 3, 2015				
(dollars in millions, except earnings per share)	**Gross Margin**	**SG&A**	**Operating Income**	**Net Income**	**Diluted EPS**
As reported (GAAP)	$1,184.4	$890.3	$333.3	$194.7	$3.62
Amortization of tradenames (a)	—	(16.4)	16.4	10.4	0.19
Office consolidation costs (a) (c)	—	(6.6)	6.6	4.2	0.08
Revaluation of contingent consideration (b)	—	(1.3)	1.3	1.3	0.03
Closure of distribution facility in Hogansville, GA (a)	—	(0.9)	0.9	0.6	0.01
Costs to exit retail operations in Japan (a)	(1.0)	(1.5)	0.5	0.3	0.01
As adjusted	$1,183.4	$863.3	$359.3	$211.5	$3.93

(a) The difference between the effects on Operating Income and Net Income represents the income taxes related to the adjustment item (calculated using the applicable tax rate of the underlying jurisdiction).

(b) Revaluation of the contingent consideration liability associated with the Company's 2011 acquisition of Bonnie Togs.

(c) Costs associated with office consolidation including severance, relocation, accelerated depreciation and other charges.

The adjusted non-GAAP financial information is not necessarily indicative of the Company's future condition or results of operations. These adjustments, which the Company does not believe to be indicative of on-going business trends, are excluded from the above calculations to allow a more comparable evaluation and analysis of historical trends. The adjusted, non-GAAP financial measurements included in this Annual Report should not be considered as alternative to gross margin, SG&A, operating income, net income, or earnings per share, or to any other measurement of performance derived from GAAP.

Note: Amounts may not be additive due to rounding.

carter's, inc.

Notice of 2017 Annual Meeting of Shareholders and
Proxy Statement

Proxy

carter's, inc.

April 6, 2017

Dear Shareholder,

It is my pleasure to invite you to attend our 2017 Annual Meeting of Shareholders on May 17, 2017 (the "Annual Meeting"). The meeting will be held at 8:00 a.m. at our offices located at 3438 Peachtree Road NE, Atlanta, Georgia 30326.

The attached Notice of the 2017 Annual Meeting of Shareholders and Proxy Statement describe the formal business to be conducted at the meeting. Whether or not you plan to attend the Annual Meeting, your shares can be represented if you promptly submit your voting instructions by telephone, over the internet, or by completing, signing, dating, and returning your proxy card in the enclosed envelope, or by following the instructions you have received from your broker or other nominee.

On behalf of our Board of Directors and Leadership Team, thank you for your investment in Carter's, Inc.

Sincerely,

Michael D. Casey

Michael D. Casey
Chairman and Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Carter's, Inc. (the "Annual Meeting") will be held at 8:00 a.m. on May 17, 2017 at our offices located at 3438 Peachtree Road NE, Atlanta, Georgia 30326. The business matters for the Annual Meeting are as follows:

1) The election of four Class II directors;

2) An advisory approval of compensation for our named executive officers (the "say-on-pay" vote);

3) An advisory vote on the frequency of holding the say-on-pay vote in the future (the "say-on-frequency" vote);

4) Approval of the declassification of the Company's Board of Directors which consists of approving amendments to both the Company's Certificate of Incorporation and the Company's By-laws;

5) The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2017; and

6) Any other business that may properly come before the meeting.

Shareholders of record at the close of business on March 27, 2017 are entitled to receive notice of, attend, and vote at the Annual Meeting. Your vote is very important. Whether or not you plan to attend the Annual Meeting, to ensure that your shares are represented at the Annual Meeting, please complete, sign, date, and return the proxy card in the envelope provided, submit your voting instructions by telephone or over the internet, or follow the instructions you have received from your broker or other nominee.

If you plan to attend the Annual Meeting and are a registered shareholder, please bring the invitation attached to your proxy card. If your shares are registered in the name of a bank or your broker, please bring your bank or brokerage statement showing your beneficial ownership with you to the Annual Meeting or request an invitation by writing to me at the address set forth above.

Important notice regarding the availability of proxy materials for the 2017 Annual Meeting of Shareholders of Carter's, Inc. to be held on May 17, 2017: The proxy materials and the Annual Report to Shareholders are available at http://www.carters.com/annuals

The Board of Directors recommends that you vote FOR each of the proposals identified above.

By order of the Board of Directors,

Michael C. Wu
Senior Vice President, General Counsel & Secretary

Atlanta, Georgia
April 6, 2017

PROXY STATEMENT

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carter's, inc.

GENERAL INFORMATION ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Why am I receiving this proxy statement?

The Board of Directors (the "Board") of Carter's, Inc. ("we," "us," "our," "Carter's," or the "Company") is soliciting proxies for our 2017 Annual Meeting of Shareholders on May 17, 2017 (the "Annual Meeting"). This proxy statement and accompanying proxy card are being mailed on or about April 17, 2017 to shareholders of record as of March 27, 2017, the record date (the "Record Date") for the Annual Meeting.

You are receiving this proxy statement because you owned shares of Carter's common stock on the record date and are, therefore, entitled to vote at the Annual Meeting. By use of a proxy, you can vote regardless of whether or not you attend the Annual Meeting. This proxy statement provides information on the matters on which the Board would like you to vote so that you can make an informed decision.

What is the purpose of the Annual Meeting?

The purpose of the Annual Meeting is to address the following business matters:

1. The election of four Class II directors (see page 15);

2. An advisory approval of compensation for our named executive officers ("NEOs") (the "say-on-pay" vote) (see page 40);

3. An advisory vote on the frequency of holding the say-on-pay vote in the future (the "say-on-frequency" vote) (see page 41);

4. Approval of the declassification of the Company's Board of Directors which consists of approving amendments to both the Company's Certificate of Incorporation and the Company's By-laws (see page 42);

5. The ratification of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for fiscal year 2017 (see page 45); and

6. All other business that may properly come before the meeting.

Who is asking for my vote?

The Company is soliciting your proxy on behalf of the Board. The Company is paying for the costs of this solicitation and proxy statement.

Who can attend the Annual Meeting?

All shareholders of record, or their duly appointed proxies, may attend the Annual Meeting. Beneficial holders who hold shares "in street name" may also attend provided they obtain the appropriate documents from their broker or other nominee. As of the record date, there were 48,550,567 shares of common stock issued and outstanding.

What are my voting rights?

Each share of common stock is entitled to one vote on each matter submitted to shareholders at the Annual Meeting.

What is the difference between holding shares as a shareholder of record and as a beneficial owner "in street name"?

If your shares are registered directly in your name with the Company's transfer agent, American Stock Transfer & Trust Company, you are considered the shareholder of record for these shares. As the shareholder of record, you have the right to grant your voting proxy directly to the persons listed on your proxy card or vote in person at the Annual Meeting.

If your shares are held in a brokerage account or through another nominee, such as a trustee, you are considered the beneficial owner of shares held "in street name." These proxy materials are being forwarded to you together with a voting instruction card. As a beneficial owner, you have the right to direct your broker or other nominee how to vote, and you are also invited to attend the Annual Meeting. Because you are a beneficial owner and not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you obtain a proxy from the broker or other nominee that holds your shares. Your broker or other nominee should have provided directions for you to instruct the broker, trustee, or nominee on how to vote your shares.

What constitutes a quorum?

A quorum is the minimum number of shares required to be present to transact business at the Annual Meeting. Pursuant to the Company's By-laws, the presence at the Annual Meeting, in person, by proxy, or by remote communication, of the holders of at least a majority of the shares entitled to be voted will constitute a quorum. Broker non-votes and abstentions will be counted as shares that are present at the meeting for purposes of determining a quorum. If a quorum is not present, the meeting will be adjourned until a quorum is obtained.

What is a broker non-vote?

If you are a beneficial owner whose shares are held "in street name" and you do not provide voting instructions to your broker, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a "broker non-vote." Your broker **only** has discretionary authority to vote on Proposal Number 5. Therefore, your broker will not have discretion to vote on any other proposal unless you specifically instruct your broker on how to vote your shares by returning your completed and signed voting instruction card.

What are my choices when casting a vote with respect to the election of Class II directors, and what vote is needed to elect the director nominees?

In voting on the election of Class II directors (Proposal Number One), shareholders may:

1. vote for any of the nominees,

2. vote against any of the nominees, or

3. abstain from voting on any of the nominees.

Pursuant to our By-laws, a nominee must receive the vote of a majority of the shares present and entitled to vote, which means that the number of votes cast "for" a director nominee must exceed the aggregate of the number of votes cast "against" that nominee and shares as to which the holder "abstains" with respect to that nominee. Any nominee not receiving such majority must turn in his resignation for consideration by the Board. Votes to abstain on Proposal Number One will have the practical effect of a vote "against" a director nominee. Broker non-votes will not be considered shares entitled to vote and thus will not have an impact on this vote.

What are my choices when casting an advisory vote on approval of compensation of the Company's NEOs, commonly referred to as the "say-on-pay" vote, and what vote is needed to approve this proposal?

In voting on the compensation of the Company's NEOs (Proposal Number Two), shareholders may:

1. vote for the approval of compensation of the Company's NEOs, on an advisory basis, as described in this proxy statement,

2. vote against the approval of compensation of the Company's NEOs, on an advisory basis, as described in this proxy statement, or

3. abstain from voting on compensation of the Company's NEOs as described in this proxy statement.

Because Proposal Number Two asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our Compensation Committee will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our NEOs. Abstentions and broker non-votes, if any, will not have any effect on this advisory vote.

What are my choices when casting an advisory vote on the frequency of holding the say-on-pay vote in the future, (commonly referred to as the "say-on-frequency" vote), and what vote is needed to approve this proposal?

In voting on the frequency of holding the say-on-pay vote in the future (Proposal Number Three), shareholders may:

1. vote, on an advisory basis, for the "say-on-pay" vote to be taken every year,

2. vote, on an advisory basis, for the "say-on-pay" vote to be taken every two years,

3. vote, on an advisory basis, for the "say-on-pay" vote to be taken every three years, or

4. abstain from voting on the frequency of the "say-on-pay" vote.

Because Proposal Number Three asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our Compensation Committee will consider the outcome of the vote when determining the frequency of holding the say-on-pay vote in the future. Abstentions and broker non-votes, if any, will not have any effect on this advisory vote.

What are my choices when voting on whether to approve the amendments to the Company's Certificate of Incorporation and By-laws to declassify the board of directors, and what vote is needed to approve this Declassification Proposal?

In voting on the amendments to the Certificate of Incorporation (Proposal 4A) and By-laws to declassify the board of directors (Proposal 4B), shareholders may:

1. vote for either of the amendments to the Certificate of Incorporation and By-laws to declassify the board of directors,

2. vote against either of the amendments to the Certificate of Incorporation and By-laws to declassify the board of directors, or

3. abstain from voting for either of the amendments to the Certificate of Incorporation and By-laws to declassify the board of directors.

The approval of both Proposal 4A and Proposal Number 4B requires the affirmative vote of a majority of the votes properly cast at our Annual Meeting. Abstentions and broker non-votes are not considered votes cast and thus will not affect the outcome of this proposal. The approval of both the amendments to the Company's Certificate of Incorporation and the amendments to the By-laws is required to approve the Declassification Proposal. Each of the proposals comprising the Declassification Proposal is cross-conditioned upon the approval by our shareholders of the other. Neither the amendments to the Certificate of Incorporation nor the amendments to the By-laws will be deemed approved unless both of them are approved.

What are my choices when voting on the ratification of the appointment of PwC as the Company's independent registered public accounting firm for fiscal 2017, and what vote is needed to approve this Proposal?

In voting on the ratification of PwC (Proposal Number Five), shareholders may:

1. vote to ratify PwC's appointment,

2. vote against ratifying PwC's appointment, or

3. abstain from voting on ratifying PwC's appointment.

The approval of Proposal Number Five requires the affirmative vote of a majority of the votes properly cast at our Annual Meeting. Abstentions are not considered votes cast and thus will not affect the outcome of this proposal. A broker or other nominee will generally have discretionary authority to vote on this proposal because it is considered a routine matter, and, therefore, we do not expect broker non-votes with respect to this proposal.

How does the Board recommend that I vote?

The Board recommends a vote:

FOR the election of the nominees for Class II directors (Proposal Number One);

FOR the approval of the compensation of the Company's NEOs as described in this proxy statement (Proposal Number Two);

FOR holding the say on pay vote **EVERY YEAR** at the Annual Meeting of shareholders (Proposal Number Three);

FOR each of the proposals to (a) amend the Company's Certificate of Incorporation and (b) amend the Company's By-laws, which we refer to collectively as the Declassification Proposal. The approval of both the amendments to the Certificate of Incorporation and the amendments to the By-laws is required to approve the adoption of the Declassification Proposal. Each of the proposals comprising the Declassification Proposal is cross-conditioned upon the approval by our shareholders of the other proposal comprising the Declassification Proposal. Neither the amendment to the Certificate of Incorporation nor the amendment to the By-laws will be deemed approved unless both of them are approved.

FOR the ratification of the appointment of PwC (Proposal Number Five).

How do I vote?

If you are a shareholder of record, you may vote in one of four ways.

First, you may vote over the internet by completing the voting instruction form found at www.proxyvote.com. You will need your proxy card when voting over the internet.

Second, you may vote by touch-tone telephone by calling 1-800-690-6903.

Third, you may vote by mail by signing, dating, and mailing your proxy card in the enclosed envelope.

Fourth, you may vote in person at the Annual Meeting.

If your shares are held in a brokerage account or by another nominee, these proxy materials are being forwarded to you together with a voting instruction card from your broker or nominee. Follow the instructions on the voting instruction card in order to vote your shares by proxy or in person.

Can I change my vote after I return my proxy card?

Yes. Even after you have submitted your proxy card, you may change or revoke your vote at any time before your proxy votes your shares by submitting written notice of revocation to Michael C. Wu, Senior Vice President, General Counsel & Secretary of Carter's at the Company's address set forth in the 2017 Notice of Annual Meeting, or by submitting another proxy card bearing a later date. Alternatively, if you have voted by telephone or over the internet, you may change your vote by calling 1-800-690-6903 and following the instructions. The powers granted by you to the proxy holders will be suspended if you attend the Annual Meeting in person, although attendance at the Annual Meeting will not by itself revoke a previously granted proxy.

If you hold your shares through a broker or other custodian and would like to change your voting instructions, please review the directions provided to you by that broker or custodian.

May I vote confidentially?

Yes. Our policy is to keep your individual votes confidential, except as appropriate to meet legal requirements, to allow for the tabulation and certification of votes, or to facilitate proxy solicitation.

Who will count the votes?

A representative of Broadridge Financial Solutions, Inc. will count the votes and act as the inspector of election for the Annual Meeting.

What happens if additional matters are presented at the Annual Meeting?

As of the date of this proxy statement, the Board knows of no matters other than those set forth herein that will be presented for determination at the Annual Meeting. If, however, any other matters properly come before the Annual Meeting and call for a vote of shareholders, the Board intends proxies to be voted in accordance with the judgment of the proxy holders.

Where can I find the voting results of the Annual Meeting?

We intend to announce preliminary voting results at the Annual Meeting and publish final results in our current report on Form 8-K within four business days after the Annual Meeting.

What is "householding" of the Annual Meeting materials?

The U.S. Securities and Exchange Commission (the "SEC") has adopted rules that permit companies and intermediaries, such as brokers, to satisfy delivery requirements for proxy statements with respect to two or more shareholders sharing the same address by delivering a single proxy statement to those shareholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for shareholders and cost savings for companies. The Company and some brokers "household" proxy materials, delivering a single proxy statement and annual report to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, or if you are receiving multiple copies of the proxy statement and annual report and wish to receive only one, please notify your broker if your shares are held in a brokerage account, or the Company if you hold shares registered directly in your name. You can notify the Company by sending a written request to Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting or by calling us at (678) 791-1000.

How may I obtain a copy of the Company's Annual Report?

A copy of our fiscal 2016 Annual Report on Form 10-K (the "Annual Report") accompanies this proxy statement and is available at http://www.carters.com/annuals. Shareholders may also obtain a free copy of our Annual Report by sending a request in writing to Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting or by calling us at (678) 791-1000.

When are shareholder proposals due for consideration in next year's proxy statement or at next year's Annual Meeting?

A proposal for action to be presented by any shareholder at the 2018 annual meeting of shareholders will be acted upon only:

- if the proposal is to be included in the proxy statement, pursuant to Rule 14a-8 under the U.S. Exchange Act of 1934 (the "Exchange Act"), the proposal is submitted in writing to Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting and received on or before December 18, 2017; or

- if the proposal is not to be included in the proxy statement, pursuant to our By-laws, the proposal is submitted in writing in the same manner specified above no earlier than January 17, 2018, and no later than February 16, 2018.

There are additional requirements under our By-laws and the proxy rules to present a proposal, including continuing to own a minimum number of shares of our stock until next year's annual meeting and appearing in person at the annual meeting to explain your proposal.

What do you mean by fiscal years in this proxy statement?

Our fiscal year ends on the Saturday, in December or January nearest the last day of December, resulting in an additional week of results every five or six years. Fiscal 2017, which will end on December 30, 2017, will contain 52 weeks. Fiscal 2016, which ended on December 31, 2016, contained 52 weeks. Fiscal 2015, which ended on January 2, 2016, contained 52 weeks. Fiscal 2014, which ended on January 3, 2015, contained 53 weeks.

Who can help answer my questions?

If you have any questions about the Annual Meeting or how to submit or revoke your proxy, or to request an invitation to the Annual Meeting, contact Mr. Wu at the Company's address set forth in the Notice of Annual Meeting or by calling us at (678) 791-1000.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE INFORMATION

Board of Directors

Our Board currently consists of ten directors and is divided into three classes, with the nominees for one class to be elected at each annual meeting of shareholders, to hold office for a three-year term and until successors of the members of such class have been elected and qualified, subject to their earlier death, resignation, or removal. If the Declassification Proposal is approved by our shareholders, then each of our directors will stand for election at the next Annual Meeting in 2018, and will thereafter hold office for a one-year term and until successors have been elected and qualified, subject to their earlier death, resignation, or removal.

The Board believes that each director, including the nominees for election as Class II directors (Proposal Number One), has valuable skills and experiences that, taken together, provide the Company with the variety and depth of knowledge, judgment, and strategic vision necessary to provide effective oversight of the Company's business operations. Our directors have extensive experience, both domestically and internationally, in different fields, including apparel and retail, brand marketing, logistics and technology, global sourcing, and finance and accounting.

The Board also believes that, as indicated in the following biographies, each director has demonstrated significant leadership in positions such as chief executive officers, chief financial officers, division presidents, and other senior executive officers. In addition, many of our directors have significant experience in the oversight of public companies due to their service as directors of Carter's and other companies.

Amy Woods Brinkley became a director in February 2010. Ms. Brinkley is the manager and owner of AWB Consulting, LLC, which provides executive advisory and risk management consulting services. Ms. Brinkley retired from Bank of America Corporation in 2009 after spending more than 30 years with the company. Ms. Brinkley served as its Chief Risk Officer from 2002 through mid-2009. Prior to 2002, Ms. Brinkley served as President of Bank of America's Consumer Products division and was responsible for the credit card, mortgage, consumer finance, telephone, and eCommerce businesses. Before that, Ms. Brinkley held the positions of Executive Vice President and Chief Marketing Officer overseeing Bank of America's Olympic sponsorship and its national rebranding and name change. Ms. Brinkley is currently a director of TD Bank Group U.S. Holdings, LLC and Roper Technologies, Inc. She also serves as a trustee for the Princeton Theological Seminary and on the board of commissioners for the Carolinas Healthcare System.

Director Qualifications: Ms. Brinkley brings to the Board valuable perspective and insight with respect to finance and accounting, eCommerce, brand marketing, general management experience, and risk management as a result of her years of service in various senior executive positions at Bank of America Corporation. She also possesses leadership and corporate governance experience attained through her service with TD Bank Group U.S. Holdings, LLC, Roper Technologies, Inc., Princeton Theological Seminary, and the Carolinas Healthcare System.

Giuseppina Buonfantino became a director in May 2016. Ms. Buonfantino is the President, North America, Baby and Child Care for Kimberly-Clark Corporation, a position she has held since March 2014. From April 2011 until March 2014, Ms. Buonfantino served as Vice President, Global Adult Care & Feminine Care Brands for Kimberly-Clark Corporation, and previously held various positions at Johnson & Johnson from 1993 until 2011, most recently as Vice President of Neutrogena Global Franchise.

Director Qualifications: Ms. Buonfantino brings to the Board valuable perspective and insight with respect to the retail industry, particularly in the baby and child retail space. Ms. Buonfantino also has a deep understanding of consumer products and marketing, both domestic and international.

Michael D. Casey became a director in August 2008 and was named Chairman of the Board of Directors in August 2009. Mr. Casey joined the Company in 1993 as Vice President of Finance. Mr. Casey was named Senior

Vice President of Finance in 1997, Senior Vice President and Chief Financial Officer in 1998, Executive Vice President and Chief Financial Officer in 2003, and Chief Executive Officer in 2008. Prior to joining the Company, Mr. Casey worked for Price Waterhouse LLP, a predecessor firm to PwC, from 1982 to 1993. He also served on the board of directors of The Fresh Market, Inc. from 2015 until 2016.

Director Qualifications: Mr. Casey brings to the Board valuable perspective and insight with respect to our business, industry, challenges, and opportunities as a result of his years serving in a variety of senior executive positions at the Company. Mr. Casey also represents management's perspective on important matters to the Board. His service as a director of The Fresh Market also has provided him with additional insight into corporate governance matters.

Vanessa J. Castagna became a director in November 2009. Ms. Castagna served as Executive Chairwoman of Mervyn's, LLC from 2005 until 2007. Ms. Castagna previously served as Chairwoman and Chief Executive Officer of JCPenney Stores, Catalog and Internet for J.C. Penney Company, Inc. from 2002 through 2004. While at JCPenney, Ms. Castagna also served as its Chief Operating Officer from 1999 to 2002. Prior to that, Ms. Castagna held various senior-level merchandising positions at Target, Walmart, and Marshall's. Ms. Castagna served as a director of Levi Strauss & Co. from 2007 until 2015 and currently serves on the board of trustees of Purdue University.

*Director Qualification*s: Ms. Castagna brings to the Board over 30 years of experience in the retail industry, and with her executive-level service to Mervyn's, JC Penney, and Walmart, has valuable perspective and insight with respect to the apparel and retail industry, merchandising, and brand marketing. Her experience as a director of Levi Strauss & Co. and as a trustee of Purdue University provides the Board with a valuable understanding and a unique perspective on governance matters.

A. Bruce Cleverly became a director in March 2008. Mr. Cleverly retired as President of Global Oral Care from Procter & Gamble Company/The Gillette Company in September 2007, a position he held since 2005. Mr. Cleverly joined The Gillette Company in 1975 as a Marketing Assistant and held positions of increasing responsibility in brand management and general management in the United States, Canada, and the United Kingdom. In 2001, Mr. Cleverly became President of Gillette's worldwide Oral Care business. In October 2005, Mr. Cleverly became President of The Procter & Gamble Company's Global Oral Care division. Mr. Cleverly is a director of Rain Bird Corporation, Shaser BioScience, Inc., and WaterPik, Inc.

*Director Qualification*s: Mr. Cleverly brings to the Board extensive experience in general management, consumer products, international operations, brand management, and brand marketing, after spending over 30 years at Procter & Gamble Company and The Gillette Company. His thorough understanding and appreciation for the corporate governance of the Board is reflected his service on the above-listed boards of directors.

Jevin S. Eagle became a director in July 2010. Mr. Eagle served as Chief Executive Officer and director of DavidsTea Inc., a specialty tea retailer in the U.S. and Canada, from April 2012 to April 2014. Mr. Eagle previously held several senior leadership positions at Staples, Inc. from 2002 to 2012, including Executive Vice President, Merchandising and Marketing. Prior to joining Staples, Mr. Eagle worked for McKinsey & Company, Inc. from 1994 to 2001, ultimately serving as a partner in the firm's retail practice.

*Director Qualification*s: Mr. Eagle brings to the Board broad experience in a number of areas, as the former Chief Executive Officer and director of DavidsTea and Executive Vice President, Merchandising and Marketing of Staples, including retail, management, merchandising, strategic planning, and brand marketing. His experience in the retail industry provides our Board with critical insights.

Paul Fulton became a director in May 2002. Mr. Fulton retired as President of Sara Lee Corporation in 1993 after spending 34 years with the company. He is currently non-executive chairman of the board of directors of Bassett Furniture Industries, Inc. and a director of Premier Commercial Bank. Mr. Fulton was previously a director of Bank of America Corporation, where he served from 1993 to 2007, Lowe's Companies, Inc., where he served from 1996 to 2007, and Sonoco Products Company, Inc., where he served from 1989 to 2005.

Director Qualifications: Mr. Fulton brings to the Board valuable perspective and insight with respect to the retail industry, executive compensation, and management as the former President of Sara Lee Corporation and current non-executive chairman of the board of Bassett Furniture Industries, Inc. His service as a director of Bank of America, Lowe's Companies, and Sonoco Products demonstrates his thorough understanding of the operations and corporate governance of large public companies.

William J. Montgoris became a director in August 2007. Mr. Montgoris retired as Chief Operating Officer of The Bear Stearns Companies, Inc. in 1999, a position he held since August 1993, after spending 20 years with the company. While at Bear Stearns, Mr. Montgoris also served as the company's Chief Financial Officer from April 1987 until October 1996. Mr. Montgoris currently serves as the non-executive chairman of the board of directors of Stage Stores, Inc. Mr. Montgoris is also a trustee of Colby College. Mr. Montgoris was previously a director of OfficeMax Incorporated, where he served from July 2007 to November 2013.

Director Qualifications: Mr. Montgoris brings to the Board valuable perspective and insight with respect to finance and accounting after spending over 20 years in the investment banking industry. Mr. Montgoris' financial expertise offers our Board a deep understanding of financial and audit-related matters. As chairman of the board of directors for Stage Stores, Mr. Montgoris also brings valuable insight with respect to the retail industry and the oversight of public companies.

David Pulver became a director in January 2002. Mr. Pulver has been a private investor for more than 25 years and is the President of Cornerstone Capital, Inc. Mr. Pulver was previously a director of Hearst-Argyle Television, Inc., where he served from 1997 through 2009 and Costco Wholesale Corporation, where he served from 1983 through 1993. Mr. Pulver currently serves as a trustee of Colby College and as a director of the Bladder Cancer Advocacy Network. Mr. Pulver was a founder of The Children's Place, Inc. and served as its Chairman and Co-Chief Executive Officer until 1982.

Director Qualifications: Mr. Pulver brings to the Board valuable perspective and insight with respect to children's apparel and the retail industry as a founder and former Chairman and Co-Chief Executive Officer of The Children's Place. Mr. Pulver's former and current service on various boards of directors has given him valuable experience with respect to finance and accounting, management, and oversight of public companies.

Thomas E. Whiddon became a director in August 2003. Mr. Whiddon retired as Executive Vice President-Logistics and Technology of Lowe's Companies, Inc. in March 2003, a position he held since 2000. From 1996 to 2000, Mr. Whiddon served as Lowe's Chief Financial Officer. Since his retirement, Mr. Whiddon has worked as a consultant, serving various companies in executive capacities on an interim basis. Mr. Whiddon is currently a director of Sonoco Products Company, Inc., Dollar Tree, Inc., and BayCare Health System.

Director Qualifications: Mr. Whiddon brings to the Board valuable perspective and insight with respect to management, logistics, technology, and finance and accounting through his many years of experience in the retail industry. His service on the above-listed boards of directors demonstrates his thorough understanding of corporate governance matters. Also, Mr. Whiddon's financial expertise offers our Board a deep understanding of audit-related matters.

Board Leadership Structure

The Company's Corporate Governance Principles provide that the positions of Chairman of the Board and Chief Executive Officer may be combined if the non-management directors determine it is in the best interest of the Company. In August 2009, the non-management directors appointed Mr. Casey Chairman of the Board. The Board believes it is appropriate to continue to combine the positions of Chairman and Chief Executive Officer. Mr. Casey has over 20 years of management, finance, and administrative leadership experience at the Company. In addition, Mr. Casey has extensive knowledge of, and experience with, all other aspects of the Company's business, including with its employees, customers, vendors, and shareholders. Having Mr. Casey serve as both Chairman and Chief Executive Officer helps promote unified leadership and direction for both the Board and management.

In connection with Mr. Casey's appointment as Chairman, the non-management directors also created the position of Lead Independent Director ("Lead Director") and appointed Mr. Whiddon to serve in that role. This position was created to, among other things, ensure that the non-management directors maintain proper oversight of management and Board process. The responsibilities of the Lead Director include:

- serving as an advisor to the Chief Executive Officer on Board, executive management, and other significant matters;
- serving, as necessary, as a liaison between non-management directors and the Chief Executive Officer;
- together with the Chairman of the Nominating and Corporate Governance Committee, providing annual Board assessment and other feedback to the Chief Executive Officer;
- advising the Chief Executive Officer on the Board's informational needs;
- consulting on Board meeting materials, schedules, and agendas;
- calling and presiding over executive sessions of non-management directors;
- presiding at Board meetings in the absence of the Chairman; and
- after consultation with the Chief Executive Officer, communicating with major shareholders or other interested parties, as appropriate.

Board Meetings

Our Corporate Governance Principles require Carter's to have at least four regularly scheduled Board meetings each year, and each director is expected to attend each meeting. The Board met five times during fiscal 2016. In fiscal 2016, no director participated in less than 75% of the aggregate number of all of the Board and applicable committee meetings. Although the Company does not have a policy regarding director attendance at annual meetings, all directors attended the Company's Annual Meeting in fiscal 2016.

Executive Sessions

Executive sessions of non-management directors are held at least four times a year. Any non-management director can request that additional executive sessions be scheduled. The Lead Director presides at the executive sessions of non-management directors.

Board Committees

Our Board has the following standing committees: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. The charters for each committee are available in the Investor Relations section of our website at ir.carters.com or in print by contacting Mr. Wu at the Company's address set forth in the Notice of Annual Meeting. The Board may also establish other committees to assist in the discharge of its responsibilities. The table below identifies the current committee members and committee chairmen (as indicated by a "C").

Director	Audit	Compensation	Nominating & Corporate Governance
Amy Woods Brinkley	✓	✓	
Giuseppina Buonfantino			✓
Vanessa J. Castagna			✓
A. Bruce Cleverly		✓	C
Jevin S. Eagle		✓	
Paul Fulton		C	✓
William J. Montgoris	✓		
David Pulver	C		
Thomas E. Whiddon	✓		✓
Number of Fiscal 2016 Committee Meetings	8	5	5

Audit Committee

The members of our Audit Committee are Ms. Brinkley and Messrs. Montgoris, Pulver, and Whiddon. Mr. Pulver serves as Chairman. During fiscal 2016, the Audit Committee held eight meetings. The Audit Committee is responsible for, among other things:

- oversight of the quality and integrity of, and risks related to, the consolidated financial statements, including the accounting, auditing, and financial reporting practices of the Company;
- oversight of the Company's internal control over financial reporting;
- oversight of the Company's external audit process;
- oversight of the processes, procedures, and capabilities of the Company's enterprise risk management program;
- appointment of the independent auditor and oversight of their performance, including their qualifications and independence;
- oversight of the Company's compliance with legal and regulatory requirements, except to the extent oversight is delegated to other Board committees; and
- oversight of the performance of the Company's internal audit function.

The Audit Committee operates pursuant to a written charter that addresses the requirements of the New York Stock Exchange's ("NYSE") listing standards. The Board has determined that each member of the Audit Committee is independent and meets the financial literacy requirements, each as set forth in the NYSE's listing standards. The Board has also determined that each of Messrs. Montgoris, Pulver, and Whiddon is an "audit committee financial expert" as defined under SEC rules.

The Audit Committee Report is included in this proxy statement on page 44.

Compensation Committee

The members of our Compensation Committee are Ms. Brinkley and Messrs. Cleverly, Eagle, and Fulton. Mr. Fulton serves as Chairman. During fiscal 2016, the Compensation Committee held five meetings. The Compensation Committee is responsible for, among other things:

- establishing the Company's philosophy, policies, and strategies relative to executive compensation, including the mix of base salary, short-term and long-term incentive compensation within the context of stated guidelines for compensation relative to peer companies, as determined from time to time by the Compensation Committee;

- evaluating the performance of the Chief Executive Officer and other executive officers relative to approved performance goals and objectives;

- setting the compensation of the Chief Executive Officer and other executive officers based upon the evaluation of performance, market benchmarks, and other factors;

- assisting the Board in developing and evaluating candidates for key executive positions and ensuring a succession plan is in place for the Chief Executive Officer and other executive officers;

- evaluating compensation plans, policies, and programs with respect to executive officers, independent directors, and certain key personnel;

- monitoring and evaluating benefit programs for the Company's executive officers and certain key personnel;

- reviewing and discussing with management, and recommending to the Board for inclusion in the proxy statement, proposals relating to shareholder advisory votes on executive compensation (the "say-on-pay" proposal) and on the frequency of the "say-on-pay" proposal (the "say-on-frequency" proposal; and

- reviewing and discussing with management the Company's Compensation Discussion and Analysis ("CD&A") and producing an annual report on executive compensation for inclusion in the proxy statement, as applicable.

This year's Compensation Committee Report is included in this proxy statement on page 30.

The CD&A, which begins on page 20, discusses how the Compensation Committee makes compensation-related decisions regarding our NEOs.

The Compensation Committee operates pursuant to a written charter that addresses the requirements of the NYSE's listing standards. The Board has determined that each member of the Compensation Committee is independent as defined in the NYSE's listing standards.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee serving during fiscal 2016 has been an officer or other employee of the Company. None of our executive officers has served as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board.

Nominating and Corporate Governance Committee

The members of our Nominating and Corporate Governance Committee are Mses. Castagna and Buonfantino, and Messrs. Cleverly, Fulton, and Whiddon. Mr. Cleverly serves as Chairman. During fiscal 2016, the Nominating and Corporate Governance Committee held five meetings. The Nominating and Corporate Governance Committee is responsible for, among other things:

- identifying and recommending candidates qualified to become Board members;
- recommending directors for appointment to Board committees; and
- developing and recommending to the Board a set of corporate governance principles and monitoring the Company's compliance with and effectiveness of such principles.

The Nominating and Corporate Governance Committee operates pursuant to a written charter that addresses the requirements of the NYSE's listing standards. The Board has determined that each member of the Nominating and Corporate Governance Committee is independent as defined in the NYSE's listing standards.

Consideration of Director Nominees

The Nominating and Corporate Governance Committee regularly assesses the appropriateness of the size of the Board. In the event that vacancies occur or are anticipated, the Nominating and Corporate Governance Committee will consider prospective nominees that come to its attention through current Board members, search firms, or other sources. The Board believes that it is appropriate to limit the group of shareholders who can propose nominees due to time constraints on the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider persons recommended by shareholders who hold more than 1% of our common stock for inclusion as nominees for election to the Board if the names of such persons are submitted to Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting. This submission must be made in writing and in accordance with our By-laws, including mailing the submission in a timely manner, share ownership at the time of the Annual Meeting, and include the nominee's name, address, and qualifications for Board membership.

When evaluating a potential candidate for membership on the Board, including candidates properly submitted by shareholders, the Nominating and Corporate Governance Committee considers each candidate's skills and experience and assesses the needs of the Board and its committees at that point in time. Although the Nominating and Corporate Governance Committee does not have a formal policy on diversity, it believes that diversity is an important factor in determining the composition of the Board, and seeks to have Board members with diverse backgrounds, experiences, and points of view. In connection with its assessment of all prospective nominees, the Nominating and Corporate Governance Committee will determine whether to interview such prospective nominees, and if warranted, one or more members of the Nominating and Corporate Governance Committee, and others as appropriate, will interview such prospective nominees in person or by telephone. Once this evaluation is completed, if warranted, the Nominating and Corporate Governance Committee selects the nominees for election at the annual meeting.

Shareholder Communication with Directors

A shareholder or other interested party may submit a written communication to the Board, the Lead Director, or other individual non-management directors. The submission must be delivered to Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting.

The Board, the Lead Director, or other non-management directors may require the submitting shareholder to furnish such information as may be reasonably required or deemed necessary to sufficiently review and consider the submission of such shareholder.

Each submission will be forwarded, without editing or alteration, to the Board, the Lead Director, or individual non-management directors, as appropriate, at, or prior to, the next scheduled meeting of the Board. The Board, the Lead Director, or other individual non-management directors, as appropriate, will determine, in their sole discretion, the method by which such submission will be reviewed and considered.

Risk Oversight

The Company's management is responsible for identifying, assessing, managing, and mitigating the Company's strategic, financial, operational, and compliance risks.

The Board is responsible for overseeing risk management at the Company and management's efforts in these areas. The Board exercises direct oversight of strategic risks to the Company and other risk areas not delegated to one of its committees.

The Audit Committee is responsible for overseeing the processes, procedures, and capabilities of the Company's enterprise risk management program, risks related to its financial statements, financial reporting, and internal controls, as well as compliance with legal and regulatory requirements.

The Compensation Committee oversees risks associated with the Company's compensation policies and practices with respect to both executive compensation and compensation generally, as well as compliance with legal and regulatory requirements as they relate to compensation. The Compensation Committee reviews the Company's compensation policies and practices with management to confirm that there are no risks arising from such compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

The Nominating and Corporate Governance Committee is responsible for overseeing compliance with legal and regulatory requirements as such requirements relate to corporate governance, and for overseeing risks related to the Company's social compliance program. The Board and its Committees receive updates from senior management on relevant risks and management efforts in these areas at its Board and committee meetings at least annually and more frequently, as appropriate.

Corporate Governance Principles and Code of Ethics

The Company is committed to conducting its business with the highest level of integrity and maintaining the highest standards of corporate governance. Our Corporate Governance Principles and Code of Ethics provide the structure within which our Board and management operate the Company. The Company's Code of Ethics applies to all directors and Company employees, including each of the Company's executive officers. Our Corporate Governance Principles and Code of Ethics are available in the Investor Relations section of our website at ir.carters.com or in print by contacting Mr. Wu at the Company's address set forth in the 2017 Notice of Annual Meeting.

Director Independence

The NYSE listing standards and the Company's Corporate Governance Principles require a majority of the Company's directors to be independent from the Company and the Company's management. For a director to be considered independent, the Board must determine that the director has no direct or indirect material relationship with the Company. The Board considers all relevant information provided by each director regarding any relationships each director may have with the Company or management. As a result of this review, our Board has determined that all of our non-management directors (comprised of all directors other than Mr. Casey) are independent and meet the independence requirements under the listing standards of the NYSE, rules and regulations of the SEC, and the Company's Corporate Governance Principles.

PROPOSAL NUMBER ONE
ELECTION OF CLASS II DIRECTORS

The Board proposes that the four Class II director nominees be re-elected to the Board to serve until either (1) the Annual Meeting in 2020, or until his or her earlier resignation, death, or removal or (2) if Proposal Number Four is approved by our shareholders, the next Annual Meeting in 2018, or until his or her earlier resignation, death, or removal. Each nominee currently serves as a Class II director. In addition to the four Class II nominees, the Company's current Class I and Class III directors are listed below.

Class II Directors—Terms Expiring at the Annual Meeting

Name	Age
Amy Woods Brinkley	61
Michael D. Casey	56
A. Bruce Cleverly	71
Jevin S. Eagle	50

The individuals who will continue to serve as Class I and Class III directors after the Annual Meeting are:

Class I Directors—Terms Expiring at the Annual Meeting in 2019

Name	Age
Vanessa J. Castagna	67
William J. Montgoris	70
David Pulver	75

Class III Nominees—Terms Expiring at the Annual Meeting in 2018

Name	Age
Giuseppina Buonfantino	49
Paul Fulton	82
Thomas E. Whiddon	64

The Board recommends a vote FOR the election of Amy Woods Brinkley, Michael D. Casey, A. Bruce Cleverly, and Jevin S. Eagle as Class II directors.

Vote Required

Pursuant to our By-laws and our Corporate Governance Principles, the number of votes properly cast "for" a director nominee must exceed the aggregate number of votes cast "against" that nominee and shares to which the holder "abstains" with respect to that nominee for that nominee to be elected. Abstentions and broker non-votes will be counted towards a quorum, and abstentions will have the practical effect of a vote "against" a director nominee. Any nominee who does not receive a majority of votes cast "for" his election is required to tender his resignation. The Nominating and Corporate Governance Committee is then required to make a recommendation to the Board as to whether it should accept or reject such resignation. The Board, taking into account such recommendation, will decide whether to accept such resignation. The Board's decision will be publicly disclosed within ninety (90) days after the results of the election are certified. A director whose resignation is under consideration shall abstain from participating in any recommendation or decision regarding his resignation. If the resignation is not accepted, the director will continue to serve until the next Annual Meeting of Shareholders at which such director faces re-election and until such director's successor is elected and qualified.

COMPENSATION OF DIRECTORS

Each of our non-management directors receives an annual retainer, meeting fees, and an annual equity grant. Each of our committee chairmen and our Lead Director receives an additional annual retainer. With respect to each director who served on the Board in fiscal 2016, each such director's annual retainer was comprised of a $60,000 cash payment and a fully-vested grant of our common stock valued at approximately $130,000. Each director received meeting fees of $2,500 for each regularly scheduled Board meeting, and $1,000 for each regularly scheduled or special meeting of our standing Board committees.

In fiscal 2016, the chairman of our Audit Committee and our Lead Director each received $25,000 cash retainers, and the chairmen of our Compensation and Nominating and Corporate Governance Committees each received $20,000 cash retainers.

We reimburse directors for travel expenses incurred in connection with attending Board and committee meetings and for other expenses incurred while conducting Company business. Mr. Casey receives no additional compensation for serving on the Board. There are no family relationships among any of the directors or our executive officers and none of our non-management directors performed any services for the Company other than services as directors.

The following table provides information concerning the compensation of our non-management directors for fiscal 2016.

FISCAL 2016 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash ($) (a)	Stock Awards ($) (b)	Total ($)
Amy Woods Brinkley	$ 85,500	$130,073	$215,573
Giuseppina Buonfantino (c)	$ 49,500	$249,272	$298,772
Vanessa J. Castagna	$ 75,000	$130,073	$205,073
A. Bruce Cleverly	$102,500	$130,073	$232,573
Jevin S. Eagle	$ 77,500	$130,073	$207,573
Paul Fulton	$102,500	$130,073	$232,573
William J. Montgoris	$ 79,500	$130,073	$209,573
David Pulver	$105,500	$130,073	$235,573
Thomas E. Whiddon	$109,500	$130,073	$239,573

(a) This column reports the amount of cash compensation earned in fiscal 2016 through annual cash retainers and meeting fees.

(b) On May 11, 2016, we issued 1,289 shares of common stock to each non-management director (except Ms. Buonfantino) with a grant date fair value of $100.91 per share.

(c) Ms. Buonfantino was appointed a director effective June 1, 2016 and received a pro-rated retainer and stock grant at that time consisting of 2,446 shares of common stock with a grant date fair value of $101.91 per share.

For complete beneficial ownership information of our common stock for each director, see heading "Securities Ownership of Beneficial Owners, Directors, and Executive Officers" on page 38.

Utilizing data on non-management director compensation from the Company's peer group, as well as considering general industry trends presented by Hay Group, an independent compensation consultant, in February 2016, the Compensation Committee determined to keep non-management director cash retainer compensation at $60,000 for fiscal 2016, the same as in fiscal 2015.

Using the same criteria and metrics, in February 2017, our Compensation Committee determined to maintain the non-management director cash retainer compensation at $60,000.

Under the Company's minimum ownership guidelines, no director may sell Company stock unless he or she owns shares of Company stock with a total market value in excess of five times his or her annual cash retainer, or $300,000, by the end of his or her second term of service on the Board. Each of our directors complied with these ownership guidelines in fiscal 2016.

EXECUTIVE OFFICERS' BIOGRAPHICAL INFORMATION AND EXPERIENCE

The following table sets forth the name, age, and position of each of our executive officers as of the date of this proxy statement.

Name	Age	Position
Michael D. Casey	56	Chairman of the Board of Directors and Chief Executive Officer
Brian J. Lynch	54	President
Kevin D. Corning	54	Executive Vice President, International
Julie A. D'Emilio	50	Executive Vice President, Sales
William G. Foglesong	47	Executive Vice President, Retail & Marketing
Peter R. Smith	56	Executive Vice President, Supply Chain
Richard F. Westenberger	48	Executive Vice President & Chief Financial Officer
Jill A. Wilson	50	Senior Vice President, Human Resources & Talent Development
Michael C. Wu	50	Senior Vice President of Legal and Corporate Affairs, General Counsel & Secretary

Michael D. Casey joined the Company in 1993 as Vice President of Finance. Mr. Casey was named Senior Vice President of Finance in 1997, Senior Vice President and Chief Financial Officer in 1998, Executive Vice President and Chief Financial Officer in 2003, and Chief Executive Officer in 2008. Mr. Casey became a director in 2008 and was named Chairman of the Board of Directors in 2009. Prior to joining the Company, Mr. Casey worked for Price Waterhouse LLP, a predecessor firm to PwC, from 1982 to 1993.

Brian J. Lynch joined the Company in 2005 as Vice President of Merchandising. Mr. Lynch was named Senior Vice President in 2008. In 2009, Mr. Lynch was named Executive Vice President and Brand Leader for *Carter's*. In 2012, Mr. Lynch was named President. Prior to joining the Company, Mr. Lynch was with The Walt Disney Company from 1995 to 2005 in various merchandising, brand management, and strategy roles in the Disney Parks & Resorts division. Prior to Disney, Mr. Lynch worked for Champion Products, a division of Hanesbrands Inc., where he held finance, sales management, and marketing positions.

Kevin D. Corning joined the Company in 2012 as Executive Vice President, International. From 2008 to 2012, Mr. Corning served as a General Manager in the Luxury & Lifestyle division of DKSH, a leading market expansion services company, where he was responsible for the manufacturing, marketing, and retail distribution of leading brands in Asia, including *Levi's* and *Dockers*. From 2005 to 2007, Mr. Corning served as President of Masterfoods Brazil, a division of Mars, Incorporated. Mr. Corning started his career with Kraft Foods, Inc. and also worked for Nike, Inc. in various management positions, including country general manager roles in Chile and Brazil.

Julie A. D'Emilio joined the Company in 2006 as Vice President of Sales. Ms. D'Emilio was named Senior Vice President of Sales in 2013, and then Executive Vice President, Sales in 2016. Prior to joining the Company, Ms. D'Emilio was with Calvin Klein Jeans, a division of The Warnaco Group, Inc., in various management positions, including Executive Vice President of Juniors' and Girls, and Vice President of the Women's Division. Ms. D'Emilio began her career with Liz Claiborne Inc. and also worked for London Fog Industries, Inc. and Jones Apparel Group, a predecessor of The Jones Group Inc.

William G. Foglesong joined the Company in 2010 as Senior Vice President of Marketing, with responsibility for marketing and eCommerce, and was named Executive Vice President, Retail & Marketing in 2016. From 2008 to 2010, Mr. Foglesong was the Vice President of Marketing and Direct-To-Consumer at Spanx, Inc., a leading woman's apparel company. From 2002 to 2008, Mr. Foglesong worked at The Home Depot, Inc. where he held various management positions, including General Manager of Home Depot Direct. Mr. Foglesong started his career with the General Electric Company and gained additional experience at The Boston Consulting Group where he focused on building internet strategies for his clients.

Peter R. Smith joined the Company in 2015 as Executive Vice President, Supply Chain. From 2006 to 2015, Mr. Smith was with V.F. Corporation, serving most recently as Vice President, Supply Chain, EMEA & APAC based in Switzerland and previously as Senior Vice President, Supply Chain, VF Sportswear Coalition based in New York. Mr. Smith began his career at Phillips-Van Heusen Corporation and also worked for London Fog Industries, Inc. in various management positions, including Chief Operations Officer and President of London Fog Retail, Pacific Trail Outerwear and other roles in planning, operations, and business systems.

Richard F. Westenberger joined the Company in 2009 as Executive Vice President & Chief Financial Officer. Mr. Westenberger's responsibilities include management of the Company's finance and information technology functions. Prior to joining the Company, Mr. Westenberger served as Vice President of Corporate Finance and Treasurer of Hewitt Associates, Inc. from 2006 to 2008. From 1996 to 2006, Mr. Westenberger held various senior financial management positions at Sears Holdings Corporation and its predecessor organization, Sears, Roebuck and Co., including Senior Vice President and Chief Financial Officer of Lands' End, Inc., Vice President of Corporate Planning & Analysis, and Vice President of Investor Relations. Prior to Sears, Mr. Westenberger was with Kraft Foods, Inc. He began his career at Price Waterhouse LLP, a predecessor firm to PwC, and is a certified public accountant.

Jill A. Wilson joined the Company in 2009 as Vice President of Human Resources. In 2010, Ms. Wilson was promoted to Senior Vice President, Human Resources & Talent Development. Ms. Wilson joined the Company after more than 20 years with The May Company and Macy's. While at Macy's, Ms. Wilson held various human resource positions of increasing responsibility, including Group Vice President of Human Resources. Ms. Wilson has extensive experience in a broad range of human resource disciplines including global talent management, organizational development, learning and development, compensation, benefits, talent acquisition, and mergers.

Michael C. Wu joined the Company in 2014 as Senior Vice President of Legal and Corporate Affairs, General Counsel & Secretary. From 2006 to 2014, Mr. Wu served as General Counsel and Secretary of Rosetta Stone Inc. From 1999 to 2006, Mr. Wu served in several legal and executive positions with Teleglobe International Holdings Ltd., a publicly traded company, including as Vice President and General Counsel. Prior to joining Teleglobe, Mr. Wu was a Senior Counsel for Global One Communications LLC, a joint venture between Deutsche Telekom, France Telecom and Sprint. Mr. Wu also previously worked at Baker Botts, LLP and a firm which eventually merged into Morgan, Lewis & Bockius LLP.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

This Compensation Discussion and Analysis, or CD&A, is intended to provide information regarding the Company's executive compensation program and practices. This CD&A covers a variety of topics, including the Company's compensation philosophy regarding executive compensation, the role of our Compensation Committee in setting compensation of our executive officers, including our NEOs, and our executive compensation decisions for fiscal 2016.

Our NEOs for fiscal 2016 were:

- Michael D. Casey, Chairman and Chief Executive Officer;
- Richard F. Westenberger, Executive Vice President & Chief Financial Officer;
- Brian J. Lynch, President;
- Kevin D. Corning, Executive Vice President, International; and
- Peter R. Smith, Executive Vice President of Supply Chain.

Each of our NEOs was employed by the Company in their respective roles for all of fiscal 2016.

Executive Compensation Highlights for 2016

The Compensation Committee believes that our executive compensation program is appropriately designed to attract and retain superior executive talent and also to drive performance. After review of various factors, including our financial performance, the Compensation Committee took the following actions, among others, with respect to fiscal 2016 compensation for our NEOs:

- Reviewed the peer group used by the Compensation Committee as a source of comparative compensation data in 2016, and kept the peer group the same, as described below;
- Paid out annual cash incentive compensation at 90% of target based on the level of achievement of the Company's 2016 goals for performance in net sales, adjusted EBIT, and adjusted EPS; and
- Approved grants of stock options and time-based and performance-based restricted shares.

Compensation Governance

What We Do:	What We Do Not Do
☑ **Align Pay with Company Performance**: A significant portion of our NEOs' total direct compensation is linked to Company performance in the form of incentive compensation and long-term equity compensation tied to performance options. ☑ **Retain an Independent Compensation Consultant**: The Compensation Committee retains an independent consultant to advise it on executive and director compensation matters and to help analyze comparative compensation data to confirm that the design and pay levels of our compensation program are consistent with market practices. ☑ **Utilize Stock Ownership Guidelines:** We have stock ownership guidelines for our executive officers to encourage them to maintain a meaningful equity interest in the Company in order to more closely align their interests with those of our shareholders in general. ☑ **Utilize Equity Retention Guidelines**: Our equity retention policy for executive officers requires holding periods for time-based restricted stock and time-based stock option grants. ☑ **Have Double-Trigger Cash Severance Arrangements in the Event of a Change of Control**: Our severance agreements with our NEOs provide for cash severance benefits to be paid only if there is a qualifying termination in connection with a change of control.	☒ **No Guaranteed Annual Salary Increases or Guaranteed Bonuses** ☒ **No Re-Pricing of Stock Options Without Shareholder Approval** ☒ **No Hedging, Pledging, or Short Sales of Company Stock** ☒ **No Special Perquisites Provided to Our NEOs** ☒ **No Equity Grants Below 100% Fair Market Value**

Compensation Philosophy

The Company is committed to achieving long-term, sustainable growth and increasing shareholder value. Our compensation philosophy is to set our NEOs' total direct compensation at levels that will attract, motivate, and retain superior executive talent in a highly competitive environment. The Company's compensation program for our NEOs is designed to support these objectives and encourage strong financial performance on an annual and long-term basis, without encouraging excessive risks, by linking a significant portion of our NEOs' total direct compensation to Company performance in the form of incentive compensation and long-term performance stock. The principal components of the compensation structure for our NEOs are base salary, annual cash incentive compensation, and long-term equity incentive compensation. Together, the Company refers to these three components as total direct compensation.

Say-on-Pay Results

At the 2016 Annual Meeting of Shareholders, approximately 99% of the votes cast were in favor of the advisory vote to approve executive compensation. While this vote was advisory and not binding, the Compensation Committee carefully considered the result of the say-on-pay vote in the context of our overall compensation philosophy, as well as our compensation policies and decisions. After reflecting on the say-on-pay vote, our Compensation Committee decided that no changes to the 2016 compensation philosophy were necessary. At the Annual Meeting, the Company plans to again hold an annual advisory vote to approve executive compensation (Proposal Number Two). The Compensation Committee plans to continue to consider the results from this year's and future advisory votes on executive compensation.

Role of the Compensation Committee, Independent Consultant and Management

Our Compensation Committee sets the total direct compensation of our NEOs, as well as the financial performance targets for our NEOs' annual cash incentive compensation and vesting terms for their equity awards, including performance-based awards. Our Compensation Committee has engaged Hay Group, an independent compensation consultant, to advise it on executive and director compensation matters. Hay Group also assists the Committee in gathering and analyzing comparative compensation data both from among the companies in Hay Group's Retail Industry Executive and Management Total Remuneration Survey and from our peer group, each as described in more detail below. With the goal of maintaining the effectiveness of our executive compensation program, and not to alter our compensation philosophy, our Compensation Committee reviews the reasonableness of compensation for our executive officers, including our NEOs, and compares it with compensation data from Hay Group's Retail Survey, as described below, and our peer group.

Hay Group serves at the discretion of the Compensation Committee and regularly attends executive sessions with the Compensation Committee. At the direction of the Compensation Committee, our Chief Executive Officer works with Hay Group to review comparative compensation data and makes recommendations for base salary, annual cash incentive compensation, and long-term equity incentive compensation for our NEOs, other than himself. Compensation for our Chief Executive Officer is set by the Compensation Committee, without any involvement by the Chief Executive Officer, based on recommendations made by Hay Group. The Compensation Committee has assessed the independence of Hay Group pursuant to the SEC's rules and has determined that the work provided by Hay Group did not raise a conflict of interest.

Factors Used in Determining Executive Compensation

In setting compensation of all NEOs, our Compensation Committee takes into account multiple objective and subjective factors, including:

- the nature and scope of each executive's responsibilities;
- comparative compensation data for executives in similar positions at companies in Hay Group's Retail Survey and in our peer group, as described below;
- each executive's experience, performance, and contribution to the Company;
- the Company's performance;
- prior equity awards and potential future earnings from equity awards;
- retention needs; and
- any other factors the Compensation Committee deems relevant.

The Retail Survey and Peer Group Analysis

The survey conducted by Hay Group is comprised of 139 companies in the retail and wholesale industries and provides comparable compensation information by controlling for differences in companies' revenue size and in the scope of responsibility of different executives. Beginning in August 2012, the Compensation Committee, at the advice of Hay Group, began using a subset of Hay Group's survey for executive compensation market assessment. For fiscal 2016, this subset included 44 companies ("Retail Survey" as listed in Appendix A). The Compensation Committee believes that these companies are engaged in businesses more similar to the Company's business than the other companies in Hay Group's survey because they are largely apparel and related products retailers or department stores who primarily sell apparel and related products.

In addition, our Compensation Committee has established a peer group, which is generally comprised of companies in the retail or wholesale industries that primarily conduct business in apparel or related accessories, sell products under multiple brands through retail and outlet stores, and have net sales generally between one-half and two times the Company's net sales. For the Company's fiscal 2016 analysis, our peer group was comprised of the following fifteen companies:

Abercrombie & Fitch Co.	Fossil Group, Inc.
American Eagle Outfitters, Inc.	Guess?, Inc.
Ascena Retail Group, Inc.	Hanesbrands Inc.
Chico's FAS, Inc.	Lands' End, Inc.
The Children's Place, Inc.	Ulta Beauty, Inc.
Coach, Inc.	Under Armour, Inc.
Columbia Sportswear Company	Urban Outfitters, Inc.
DSW Inc.	

In August 2016, our Compensation Committee conducted with Hay Group its annual review of our peer group and determined, based on the criteria established for inclusion in the peer group, to keep the peer group the same for fiscal 2017.

Total Direct Compensation

In setting a total direct compensation target for each NEO, our Compensation Committee considers both the objective and subjective factors set forth above, as well as prior equity awards, potential future earnings from equity awards, and retention needs. The Compensation Committee also reviews total direct compensation, and its individual components, at the 25th, 50th, and 75th percentile levels paid to executives in similar positions at the companies in the Retail Survey and our peer group to understand where the compensation it sets falls relative to market practices. These levels were selected because the Compensation Committee reviews this peer data as a reference point in determining whether the total compensation opportunity is likely to provide sufficient motivation and retention as well as whether it properly reflects the NEO's role and scope of responsibilities relative to the companies in the Retail Survey and our peer group. The Compensation Committee chose the actual amount of each element of compensation and the total compensation opportunity of each executive officer based, in part, on its review of data for the companies in the Retail Survey and our peer group, and in part, on the factors discussed above under the heading "Factors Used in Determining Executive Compensation" and below in respect of actual compensation decisions for fiscal 2016.

Throughout fiscal 2016, our Compensation Committee reviewed compensation data from the Retail Survey and our peer group to compare the compensation of our NEOs.

Base Salary

When setting base salaries for our NEOs, our Compensation Committee considers the objective and subjective factors set forth above and also reviews base salaries at the 25th, 50th, and 75th percentile levels paid to executives in similar positions at the companies in the Retail Survey and our peer group, as appropriate.

Utilizing base salary data from the Retail Survey and base salary data for the Company's peer group, as well as making adjustments in light of the objective and subjective factors discussed above, the Committee determined to increase base salaries for fiscal 2016 for each of our NEOs, to better align with market competitive levels.

Annual Cash Incentive Compensation

The Company makes annual cash incentive compensation (through our Amended and Restated Incentive Compensation Plan) a significant component of our NEOs' targeted total direct compensation in order to motivate our executives to meet and exceed the Company's annual operating plans. For each NEO, our Compensation Committee approves target annual cash incentive compensation as a percentage of such NEO's base salary. In establishing these annual cash incentive compensation targets, the Compensation Committee considers our NEOs' potential total direct compensation in light of the Company's compensation philosophy and comparative compensation data. Our NEOs may also receive special bonuses in recognition of special circumstances or for superior performance.

In February 2016, our Compensation Committee set the following fiscal 2016 annual cash incentive compensation targets for our NEOs: 125% of base salary for Mr. Casey, 100% for Mr. Lynch, 75% for Messrs. Corning, Smith, and Westenberger.

The NEOs can earn their annual cash incentive compensation based upon the Company's achievement of financial performance targets pre-determined by the Compensation Committee. In accordance with our Incentive Compensation Plan, for fiscal 2016, the Compensation Committee used three financial performance metrics to determine the amount, if any, of annual cash incentive compensation to be paid under our Incentive Compensation Plan: net sales (weighted at 35%); earnings before interest and taxes ("EBIT"), adjusted, if applicable, in the same manner as for presentation to the financial markets (weighted at 30%); and diluted earnings per share ("EPS"), adjusted, if applicable, in the same manner as for presentation to the financial markets (weighted at 35%).

Our Compensation Committee selected net sales, EBIT, and adjusted diluted EPS as performance metrics because it believes these metrics to be key measures that are aligned with the interests of our shareholders and help to measure the quality of our earnings.

Our Compensation Committee has the discretion not to award or reduce annual cash incentive compensation, even if the Company achieves its financial performance targets, and to take into account personal performance in determining the percentage of each NEO's annual cash incentive compensation to be paid, if any. For example, our Compensation Committee has discretion to reduce future incentive compensation awards based on financial restatements or misconduct. In addition, in accordance with the requirements of the Sarbanes-Oxley Act of 2002, Messrs. Casey and Westenberger are subject to the adjustment, cancellation, or recovery of incentive awards or payments made to them in the event of a financial restatement.

Our NEOs could have earned from 0% to 200% of their target annual cash incentive compensation in fiscal 2016 based upon the Company's achievement of the following targets, weighted at the following percentages:

	Net Sales ($ in billions) (35%)	Adjusted EBIT ($ in millions) (30%)	Adjusted Diluted EPS (35%)
25% of Target Annual Cash Incentive Compensation (Threshold)	$3.080	$404.0	$4.63
100% of Target Annual Cash Incentive Compensation (Target)	$3.215	$441.0	$5.09
200% of Target Annual Cash Incentive Compensation (Maximum)	$3.290	$467.0	$5.41
Actual 2016 Performance	$3.199	$425.7	$5.14

Based on the Company's fiscal 2016 performance, our NEOs were awarded 90% of their cash incentive compensation targets for fiscal 2016. Actual payouts for the NEOs are shown in the Summary Compensation Table.

Long-Term Equity Incentive Compensation

Our Equity Incentive Plan allows for various types of equity awards, including stock options, restricted stock, restricted stock units, stock appreciation rights, and deferred stock. Awards under our Equity Incentive Plan are granted to recruit, motivate, and retain employees and in connection with promotions or increased responsibility. Historically, our Compensation Committee has awarded time-based stock options, time and performance-based restricted stock, and time-based restricted stock units, although it could use other forms of equity awards in the future.

All awards under our Equity Incentive Plan must be approved by our Compensation Committee. Our Compensation Committee determines the type, timing, and amount of equity awards granted to each of our NEOs after considering their previous equity awards, base salary, and target annual cash incentive compensation in light of the Company's compensation philosophy. Our Compensation Committee also considers the comparative compensation data in the Retail Survey and our peer group, and our desire to retain and motivate our NEOs and to align their goals with the long-term goals of our shareholders. Our Compensation Committee's practice is to approve grants of stock options, restricted stock, and restricted stock units at regularly scheduled meetings. Our Compensation Committee may also make equity grants at special meetings or by unanimous written consent. Our Compensation Committee could select a date subsequent to a regularly scheduled meeting on which to grant equity awards. Our Compensation Committee sets the exercise prices of equity awards at the closing price of our common stock on the NYSE on the date of grant.

In considering the value of equity awards, we calculate the value of stock option awards by using the Black-Scholes option pricing valuation method and the value of time-based and performance-based restricted stock awards equal to the closing price of our common stock on the date of grant.

In February 2016, based on criteria described above, our Compensation Committee approved annual stock option, restricted stock, and performance-based restricted stock grants for each NEO. The following table details the number of shares underlying the grants to each of our NEOs. A more detailed description of such grants can be seen below in the table "Fiscal 2016 Grants of Plan-Based Awards" and its footnotes.

	Michael Casey	Richard Westenberger	Brian Lynch	Kevin Corning	Peter Smith
Stock Options	44,500	5,220	10,400	5,220	5,220
Restricted Stock	13,800	8,220	13,132	5,020	5,020
Performance-Based Restricted Stock	27,560	3,400	6,810	3,400	3,400

Each NEO's performance-based restricted shares granted in February 2016 are eligible to vest in fiscal 2019 in varying percentages (between 25% and 150%) if the Company achieves certain growth in EPS (as adjusted for items judged to be non-recurring or unusual in nature), measured from fiscal 2016 to fiscal 2018. Once vested, the performance-based restricted shares granted to Mr. Casey may not be sold for an additional one-year period (except to satisfy tax obligations resulting from vesting of such shares).

All of the time-based stock option and time-based restricted stock awards granted to our NEOs in fiscal 2016 are subject to the equity retention policy described below, contingent on the NEO's continued employment with the Company, and vest in four equal annual installments on the anniversary of each grant date.

Stock Ownership Guidelines and Equity Retention Policy

Our Compensation Committee regularly reviews the equity ownership of our NEOs compared to the Company's minimum ownership guidelines. Under the Company's minimum ownership guidelines, no NEO may sell Company stock (other than to cover the tax obligations resulting from the vesting of Company restricted stock or from exercising vested stock options) unless they own shares of Company stock with a total market value in excess of a multiple of his base salary and continues to maintain such level of ownership after such sale. For fiscal 2016, the ownership multiples for our NEOs were as follows:

	Multiple of Base Salary
Chief Executive Officer	7x
President	4x
Executive Vice Presidents	3x

During fiscal 2016 each of our NEOs was in compliance with his applicable ownership multiple.

Our equity retention policy for NEOs requires that, prior to any sale, any time-based restricted stock granted to an NEO after January 1, 2009 be held for four years following the date of grant, except for any withholding to cover tax obligations resulting from the vesting of such shares. The policy also requires that shares underlying time-based options granted after January 1, 2009 be held for at least one year from the date of vesting. Further, hedging and pledging of Company stock is prohibited under the Company's policies to ensure that the interests of the holders of Company stock are fully aligned with those of shareholders in general. During 2016, none of our NEOs hedged or pledged any shares of Company stock.

401(k) Plan

The Company's 401(k) matching program provides Company matching of employee contributions, including contributions by NEOs, at the discretion of the Company, based on the Company's performance. In February 2017, the Company announced that employee contributions made to the Company's 401(k) plan in fiscal 2016 would be matched by the Company up to 8% of the employee's annual base salary for all eligible employees, up to the maximum amount permitted by the Internal Revenue Service.

Accounting and Tax Considerations

Accounting, tax, and related financial implications to the Company and our NEOs are considered during the analysis of our compensation and benefits program and individual elements of each. Overall, the Compensation Committee seeks to balance attainment of our compensation objectives with the need to maximize current tax deductibility of compensation that may impact earnings and other measures of importance to shareholders. The Compensation Committee determined that the accounting and tax impacts described below regarding Internal Revenue Code Section 162(m) were reasonable in light of our objectives.

In general, base salary, annual cash incentive bonus payments, and the costs related to benefits and perquisites are recognized as compensation expense at the time they are earned or provided. Share-based compensation expense is recognized in our consolidated statements of operations for stock options, restricted stock, and performance shares.

Section 162(m) of the Internal Revenue Code of 1986, as amended, imposes a $1 million limit on the amount that a public company may deduct for compensation paid to a company's principal executive officer and the company's three most highly compensated executive officers, other than its principal financial officer. This limitation generally does not apply to performance-based compensation that is awarded under a plan that is approved by the shareholders of a company and that also meets certain other technical requirements. While the

Compensation Committee is mindful of the benefit to our performance of full deductibility of compensation, the Compensation Committee believes that it should not be constrained by the requirements of Section 162(m) of the Internal Revenue Code where those requirements would impair flexibility in compensating our executive officers in a manner that can best promote our corporate objectives. Therefore, the Compensation Committee has not adopted a policy that requires that all compensation be deductible and approval of compensation, including the grant of stock options or other "performance-based compensation" to our executive officers, by the Compensation Committee is not a guarantee of deductibility under the Internal Revenue Code. The Compensation Committee intends to continue to compensate our executive officers in a manner consistent with the best interests of our shareholders.

Severance Agreements with NEOs

Each of our current NEOs has a severance agreement with the Company. In the event that a NEO is terminated by the Company for "cause," retires, becomes disabled, or dies, the executive or his estate will be provided his base salary and medical and other benefits through the termination of his employment.

If a NEO is terminated without "cause," or a NEO terminates for "good reason" (with "cause" and "good reason" defined in each executive's respective agreement and summarized below) the Company will be obligated to pay such executive's base salary for 24 months in the case of Mr. Casey, for 18 months in the case of Mr. Lynch, and for 12 months in the cases of Messrs. Corning, Smith, and Westenberger. In each case, base salary will be paid in bi-weekly installments. The Company is also obligated to pay each NEO a pro-rated annual cash incentive compensation amount that would have been earned by each such executive if he had been employed at the end of the year in which his employment was terminated. The determination of whether an annual cash incentive compensation is payable to the NEO will not take into account any individual performance goals and shall be based solely on the extent to which Company performance goals have been met. Additionally, the Company is obligated to pay the medical, dental, and life insurance benefits for 24 months in the case of Mr. Casey, for 18 months in the case of Mr. Lynch, and for 12 months in the case of Messrs. Corning, Smith, and Westenberger.

In the event that within two years following a "change of control" (with "change of control" defined in each executive's agreement) the Company terminates the NEO's employment, other than for "cause" or such executive terminates his employment for "good reason," the Company shall pay such NEO's base salary, medical, dental, and life insurance benefits for 36 months in the case of Mr. Casey, 30 months in the case of Mr. Lynch, and 24 months in the case of Messrs. Corning, Smith, and Westenberger. In the event of a "change of control" of the Company, all unvested stock options and all unvested shares of restricted stock held by the NEO shall fully vest.

Severance payments made to the NEOs are subject to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended.

Under the agreements with each of our NEOs, "cause" is generally deemed to exist when such NEO has: (i) been convicted of a felony or entered a plea of guilty or no contest to a felony; (ii) committed fraud or other act involving dishonesty for personal gain which is materially injurious to the Company; (iii) materially breached his obligations of confidentiality, intellectual property assignment, non-competition, non-solicitation, or non-disparagement against the Company after a cure period, provided such breach by its nature was curable; (iv) willfully engaged in gross misconduct which is injurious to the Company; or (v) after a cure period, willfully refused to substantially perform his duties or is grossly negligent in performance of such duties.

Under the agreements with our NEOs, "good reason" is generally deemed to exist when there is (i) a material reduction in the executive's title, duties, or responsibilities; (ii) a material change in the geographic location at which the executive must perform services; or (iii) a material breach of the executive's agreement by the Company.

Potential Payments Upon Termination or Change of Control

Termination

As described in more detail above under the heading "Severance Agreements with NEOs," we have entered into certain agreements and maintain certain plans that may require us in the future to make certain payments and provide certain benefits in the event of a termination of employment.

For purposes of the table below, a hypothetical termination without "cause" or for "good reason" is assumed to have occurred as of December 31, 2016, the last day of fiscal 2016. The table below indicates the payment and provision of other benefits that would be owed to each of our NEOs as the result of such a termination. There can be no assurance that a termination of employment of any of our NEOs would produce the same or similar results as those set forth below on any other date. The terms "without cause" and "good reason" are defined in the agreements with our executives and summarized above under the heading "Severance Agreements with NEOs."

	Michael Casey	Richard Westenberger	Brian Lynch	Kevin Corning	Peter Smith
Base Salary	$1,980,000	$575,000	$1,065,000	$520,000	$490,000
Cash Incentive Compensation (a)	2,227,600	388,200	958,500	351,000	330,800
Health and Other Benefits	20,242	10,543	15,183	10,463	10,045
Total	$4,227,842	$973,743	$2,038,683	$881,463	$830,845

(a) Cash incentive compensation calculations are based on cash incentive compensation targets achieved in fiscal 2016 described in more detail under the heading "Annual Cash Incentive Compensation" above.

Change of Control and Termination Following a Change of Control

In the event of a change of control, as that term is defined under the Company's Equity Incentive Plan and individual awards, all unvested stock options and all unvested shares of restricted stock shall fully vest. In addition, as described in more detail above under the heading "Severance Agreements with NEOs," we have entered into certain agreements that may require us to make certain payments and provide certain benefits to our NEOs in the event of their termination in relation to a change of control (with "change of control" defined in each executive's agreement).

For purposes of the table below, we have assumed that all unvested stock options and all unvested shares of restricted stock have fully vested immediately prior to a change of control on December 31, 2016, the last day of fiscal 2016, and that a termination without "cause" occurred immediately following a change of control on December 31, 2016. The estimated benefit amount of unvested options was calculated by multiplying the number of in-the-money unvested options held by the applicable NEO by the difference between the closing price of our common stock on December 31, 2016, as reported by the NYSE, which was $86.39, and the exercise price of the option. The estimated benefit amount of unvested restricted stock was calculated by multiplying the number of restricted shares held by the applicable NEO by the closing price of our common stock on December 31, 2016, as reported by the NYSE, which was $86.39.

There can be no assurance that a change of control would produce the same or similar results as those set forth below on any other date or at any other price.

	Michael Casey	Richard Westenberger	Brian Lynch	Kevin Corning	Peter Smith
Base Salary	$ 2,970,000	$1,150,000	$1,775,000	$1,040,000	$ 980,000
Cash Incentive Compensation (a)	3,341,400	776,400	1,597,500	702,000	661,600
Health and Other Benefits	30,363	21,087	25,305	20,926	20,089
Option Value	1,986,094	98,425	1,267,988	179,785	—
Restricted Stock Value	10,678,668	1,904,468	3,558,490	1,757,605	973,615
Total	$19,006,525	$3,950,379	$8,224,283	$3,700,315	$2,635,304

(a) Cash incentive compensation calculations are based on cash incentive compensation targets achieved in fiscal 2016 described in more detail under the heading "Annual Cash Incentive Compensation" above.

Perquisites and Other Benefits

Except for the 401(k) matching program, which applies to all employees, our NEOs do not receive any perquisites or other benefits on an annual basis. The cost of providing these benefits and perquisites to the NEOs is included in the amounts shown in the "All Other Compensation" column of the Summary Compensation Table and detailed in the footnotes to such table.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed with Company management the Compensation Discussion and Analysis included in this proxy statement. Based on such review and discussions, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement for filing with the SEC.

Submitted by the Compensation Committee

Mr. Paul Fulton, Chairman
Ms. Amy Woods Brinkley
Mr. A. Bruce Cleverly
Mr. Jevin S. Eagle

FISCAL 2016 SUMMARY COMPENSATION TABLE

The table below provides information concerning the compensation of our NEOs.

In the "Salary" column, we disclose the base salary paid to each of our NEOs during fiscal 2016, 2015, and 2014.

In the "Bonus" column, we disclose the cash bonuses earned during fiscal 2016, 2015, and 2014, other than amounts earned pursuant to the Company's Amended and Restated Incentive Compensation Plan, which are reported in the "Non-Equity Incentive Compensation" column.

In the "Stock Awards" and "Option Awards" columns, we disclose the total fair value of the grants made in fiscal 2016, 2015, and 2014, without a reduction for assumed forfeitures. For restricted stock, the fair value is calculated using the closing price on the NYSE of our stock on the date of grant. For time-based and performance-based stock options, the fair value is calculated based on assumptions summarized in Note 9 to our audited consolidated financial statements, which are included in our fiscal 2016 Annual Report.

In the "Non-Equity Incentive Plan Compensation" column, we disclose the dollar value of all compensation earned in fiscal 2016, 2015, and 2014 pursuant to the Company's Amended and Restated Incentive Compensation Plan.

In the "All Other Compensation" column, we disclose the dollar value of all other compensation that could not properly be reported in other columns of the Fiscal 2016 Summary Compensation Table, including perquisites, amounts reimbursed for the payment of taxes, and other payments paid by the Company for the benefit of our NEOs.

FISCAL 2016 SUMMARY COMPENSATION TABLE

Name and Principal Position	Fiscal Year	Salary ($)(a)	Bonus ($) (b)	Stock Awards ($) (c)	Option Awards ($) (d)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($) (e)	Total ($)
Michael D. Casey	2016	$ 980,769	—	$3,749,698	$948,207	$1,113,800	$184,365	$6,976,839
Chairman of the Board of Directors and	2015	$ 949,846	—	$3,460,800	$687,400	$1,346,000	$159,960	$6,604,006
Chief Executive Officer	2014	$ 936,000	—	$3,082,050	$594,000	$1,407,900	$267,150	$6,287,100
Richard F. Westenberger	2016	$ 570,385	—	$1,053,469	$111,228	$ 388,200	$ 47,852	$2,171,134
Executive Vice President &	2015	$ 550,769	—	$ 420,240	$ 83,470	$ 471,100	$ 36,766	$1,562,345
Chief Financial Officer	2014	$ 545,480	—	$ 390,393	$ 75,240	$ 483,000	$ 40,832	$1,534,945
Brian J. Lynch	2016	$ 703,846	—	$1,807,942	$221,604	$ 639,000	$ 75,573	$3,447,965
President	2015	$ 683,846	—	$ 865,200	$171,850	$ 774,000	$ 62,995	$2,557,891
	2014	$ 688,253	—	$ 770,513	$148,500	$ 814,100	$ 61,950	$2,483,316
Kevin D. Corning	2016	$ 515,385	—	$ 763,357	$111,228	$ 351,000	$ 48,055	$1,789,025
Executive Vice President, International	2015	$ 500,385	—	$ 420,240	$ 83,470	$ 424,900	$ 44,526	$1,473,521
	2014	$ 503,942	—	$ 390,393	$ 75,240	$ 446,600	$ 44,112	$1,460,287
Peter R. Smith	2016	$ 485,385	—	$ 763,357	$111,228	$ 330,800	$163,845	$1,854,615
Executive Vice President of Supply Chain	2015	$ 151,635	$ 150,000	$ 330,144	$185,971	$ 124,800	$104,305	$1,046,855

(a) Base salary for each NEO was based on a 364-day fiscal year for fiscal 2016 and 2015 in 2014 and a 370-day fiscal year in fiscal 2014.

(b) One-time signing bonus at inception of employment.

(c) The amounts disclosed in this column represent the total grant date fair value for the following grants:

- The time-based restricted stock awards vest in four equal, annual installments beginning one year from the date of the grant.
- Vesting of the performance-based stock awards granted in fiscal 2014 occurred on February 23, 2017. Vesting of the performance-based stock awards granted in fiscal 2015 and 2016 is contingent upon meeting specific performance targets through fiscal 2017 and 2018, respectively, and service vesting through 2018 and 2019, respectively. For Mr. Casey, once vested, the performance-based restricted shares granted after 2012 may not be sold for an additional one-year period (except to satisfy tax obligations resulting from vesting of such shares).

Name	Grant Date	Time-Based Restricted Shares	Performance-Based Restricted Shares	Grant Date Fair Value per Share
Michael D. Casey	2/18/2014	15,000	30,000	$68.49
	2/18/2015	14,000	28,000	$82.40
	2/16/2016	13,800	27,560	$90.66
Richard F. Westenberger	2/18/2014	1,900	3,800	$68.49
	2/18/2015	1,700	3,400	$82.40
	2/16/2016	8,220	3,400	$90.66
Brian J. Lynch	2/18/2014	3,750	7,500	$68.49
	2/18/2015	3,500	7,000	$82.40
	2/16/2016	13,132	6,810	$90.66
Kevin D. Corning	2/18/2014	1,900	3,800	$68.49
	2/18/2015	1,700	3,400	$82.40
	2/16/2016	5,020	3,400	$90.66
Peter R. Smith	11/11/2015	3,800		$86.88
	2/16/2016	5,020	3,400	$90.66

(d) The amounts disclosed in this column represent the total grant date fair value for the following grants. These time-based stock options vest in four equal, annual installments beginning one year from the date of the grant. Information concerning how the Company uses the Black-Scholes model to determine the fair value of stock options can be found in Note 9 to the Company's consolidated financial statements included in Item 8 of our Annual Report.

Name	Grant Date	Time-Based Stock Options Granted	Black-Scholes Fair Value	Option Exercise Price
Michael D. Casey	2/18/2014	30,000	$19.80	$68.49
	2/18/2015	28,000	$24.55	$82.40
	2/16/2016	44,500	$21.31	$90.66
Richard F. Westenberger	2/18/2014	3,800	$19.80	$68.49
	2/18/2015	3,400	$24.55	$82.40
	2/16/2016	5,220	$21.31	$90.66
Brian J. Lynch	2/18/2014	7,500	$19.80	$68.49
	2/18/2015	7,000	$24.55	$82.40
	2/16/2016	10,400	$21.31	$90.66
Kevin D. Corning	2/18/2014	3,800	$19.80	$68.49
	2/18/2015	3,400	$24.55	$82.40
	2/16/2016	5,220	$21.31	$90.66
Peter R. Smith	11/11/2015	8,200	$22.68	$86.88
	2/16/2016	5,220	$21.31	$90.66

(e) The amounts shown as "All Other Compensation" for fiscal 2016 consist of the following:

Name	401 (k) Company Match	Dividends Paid on Unvested Restricted Stock	Relocation (i)	Gross-ups	Tax Assistance	Total
Michael D. Casey	$21,200	$163,165	—	—	—	$184,365
Richard F. Westenberger	$18,000	$ 29,099	—	—	—	$ 47,099
Brian J. Lynch	$21,200	$ 54,373	—	—	—	$ 75,573
Kevin D. Corning	$21,200	$ 26,855	—	—	—	$ 48,055
Peter R. Smith	$21,200	$ 15,817	$126,827	—	—	$163,844

FISCAL 2016 GRANTS OF PLAN-BASED AWARDS

The following table provides information concerning each grant of plan-based awards made to an NEO in fiscal 2016. This includes incentive compensation awards granted under our Incentive Compensation Plan and stock option and restricted stock awards granted under our Equity Incentive Plan. The threshold, target, and maximum columns reflect the range of estimated payouts under these plans for fiscal 2016. The exercise price disclosed is equal to the closing market price of our common stock on the date of the grant. The last column reports the aggregate grant date fair value of all awards made in fiscal 2016 as if they were fully vested on the grant date.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a)			Estimated Future Payouts Under Equity Incentive Plan Awards			Exercise or Base Price of Option	Grant Date Fair Value of Stock and Option
Name	Award Type	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	Awards ($/Sh) (e)	Name Awards
Michael D. Casey	Cash Incentive Compensation	—	$309,375	$1,237,500	$2,475,000	—	—	—	—	—
	Shares (b)	2/16/2016	—	—	—	—	13,800	13,800	—	$1,251,108
	Shares (c)	2/16/2016	—	—	—	6,890	27,560	41,130	—	$2,498,590
	Options (d)	2/16/2016	—	—	—	—	44,500	44,500	$90.66	$ 948,295
Richard F. Westenberger	Cash Incentive Compensation	—	$107,813	$ 431,250	$ 862,500	—	—	—	—	—
	Shares (b)	2/16/2016	—	—	—	—	8,220	8,220	—	$ 745,225
	Shares (c)	2/16/2016	—	—	—	850	3,400	5,100	—	$ 308,244
	Options (d)	2/16/2016	—	—	—	—	5,220	5,220	$90.66	$ 111,238
Brian J. Lynch	Cash Incentive Compensation	—	$177,500	$ 710,000	$1,420,000	—	—	—	—	—
	Shares (b)	2/16/2016	—	—	—	—	13,132	13,132	—	$1,190,547
	Shares (c)	2/16/2016	—	—	—	1,702	6,810	10,215	—	$ 617,395
	Options (d)	2/16/2016	—	—	—	—	10,400	10,400	$90.66	$ 221,624
Kevin D. Corning	Cash Incentive Compensation	—	$ 97,500	$ 390,000	$ 780,000	—	—	—	—	—
	Shares (b)	2/16/2016	—	—	—	—	5,020	5,020	—	$ 455,113
	Shares (c)	2/16/2016	—	—	—	850	3,400	5,100	—	$ 308,244
	Options (d)	2/16/2016	—	—	—	—	5,220	5,220	$90.66	$ 111,238
Peter R. Smith	Cash Incentive Compensation	—	$ 91,875	$ 367,500	$ 735,000	—	—	—	—	—
	Shares (b)	2/16/2016	—	—	—	—	5,020	5,020	—	$ 455,113
	Shares (c)	2/16/2016	—	—	—	850	3,400	5,100	—	$ 308,244
	Options (d)	2/16/2016	—	—	—	—	5,220	5,220	$90.66	$ 111,238

(a) The amounts shown under the "Threshold" column represent 25% of the target cash incentive compensation, assuming threshold-level performance is achieved under the financial performance measures. The amounts shown under the "Target" column represent 100% of the target cash incentive compensation, assuming target-level performance is achieved under the financial performance measures. The amounts shown under the "Maximum" column represent 200% of the target cash incentive compensation, assuming maximum-level performance is achieved under the financial performance measures.

(b) Shares of time-based restricted stock were granted pursuant to the Company's Equity Incentive Plan. These restricted shares vest ratably in four equal, annual installments beginning one year from the date of the grant.

(c) Shares of performance-based restricted stock were granted pursuant to the Company's Equity Incentive Plan. These restricted shares vest upon meeting specific performance targets through fiscal 2018 and service vesting through fiscal 2019. Once vested, the performance-based restricted shares for Mr. Casey may not be sold for an additional one-year period (except to satisfy tax obligations resulting from vesting of such shares). The amounts shown under the "Threshold" column represent 25% of the target grant award, assuming threshold-level performance is achieved under the performance vesting criteria. The amounts shown under the "Target" column represent 100% of the target grant award, assuming target-level performance is achieved under the performance vesting criteria. The amounts shown under the "Maximum" column represent 150% of the target grant award, assuming maximum-level performance is achieved under the performance vesting criteria. The dollar amounts under the "Grant Date Fair Value of Stock and Option Awards" are calculated based on the number of awards reported under the "Target" column.

(d) Time-based stock options were granted pursuant to the Company's Equity Incentive Plan. These stock options vest ratably in four equal, annual installments beginning one year from the date of the grant. Information concerning how the Company uses the Black-Scholes model to determine the fair value of stock options can be found in Note 9 to the Company's consolidated financial statements included in Item 8 of the Company's Annual Report on Form 10-K for fiscal 2016.

(e) The stock options awarded have an exercise price based on the closing price of the Company's common stock as traded on the NYSE on the date of grant.

OUTSTANDING EQUITY AWARDS AT FISCAL 2016 YEAR-END

The following table provides information regarding unexercised stock options, stock that has not yet vested, and equity incentive plan awards for each NEO outstanding as of the end of fiscal 2016. Each outstanding award is represented by a separate row that indicates the number of securities underlying the award.

	Option Awards					Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) (Exercisable)	Number of Securities Underlying Unexercised Options (#) (a) (Unexercisable)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (b)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (c)
Michael D. Casey	106,095	—	—	$17.90	8/6/2018		
	100,000	—	—	$18.14	3/12/2019		
	80,000	—	—	$28.04	2/16/2020		
	80,000	—	—	$28.44	2/24/2021		
	70,000	—	—	$42.61	2/22/2022		
	37,500	12,500	—	$59.27	2/20/2023		
	15,000	15,000	—	$68.49	2/18/2024		
	7,000	21,000	—	$82.40	2/18/2025		
	—	44,500	—	$90.66	2/16/2026		
						123,610	$10,678,668
Richard F. Westenberger	12,000	—	—	$28.44	2/24/2021		
	8,000	—	—	$42.61	2/22/2022		
	6,000	2,000	—	$59.27	2/20/2023		
	1,900	1,900	—	$68.49	2/18/2024		
	850	2,550	—	$82.40	2/18/2025		
	—	5,220	—	$90.66	2/16/2026		
						22,045	$ 1,904,468
Brian J. Lynch	4,500	—	—	$18.14	3/12/2019		
	13,000	—	—	$28.04	2/16/2020		
	12,000	—	—	$28.44	2/24/2021		
	8,000	—	—	$42.61	2/22/2022		
	13,500	4,500	—	$59.27	2/20/2023		
	3,750	3,750	—	$68.49	2/18/2024		
	1,750	5,250	—	$82.40	2/18/2025		
	—	10,400	—	$90.66	2/16/2026		
						41,191	$ 3,558,490
Kevin D. Corning	15,000	5,000	—	$59.27	2/20/2023		
	1,900	1,900	—	$68.49	2/18/2024		
	850	2,550	—	$82.40	2/18/2025		
	—	5,220	—	$90.66	2/16/2026		
						20,345	$ 1,757,605
Peter R. Smith	2,050	6,150	—	$86.88	11/11/2025		
	—	5,220	—	$90.66	2/16/2026		
						11,270	$ 973,615

(a) Unexercisable options relate to the awards listed in the table below. These time-based stock options vest in four equal, annual installments beginning one year from the date of the grant.

Name	Grant Date	Time-Based Stock Options Granted	Black-Scholes Fair Value	Option Exercise Price
Michael D. Casey	2/20/2013	50,000	$20.09	$59.27
	2/18/2014	30,000	$19.80	$68.49
	2/18/2015	28,000	$24.55	$82.40
	2/16/2016	44,500	$21.31	$90.66
Richard F. Westenberger	2/20/2013	8,000	$20.09	$59.27
	2/18/2014	3,800	$19.80	$68.49
	2/18/2015	3,400	$24.55	$82.40
	2/16/2016	5,220	$21.31	$90.66
Brian J. Lynch	2/20/2013	18,000	$20.09	$59.27
	2/18/2014	7,500	$19.80	$68.49
	2/18/2015	7,000	$24.55	$82.40
	2/16/2016	10,400	$21.31	$90.66
Kevin D. Corning	2/20/2013	20,000	$20.09	$59.27
	2/18/2014	3,800	$19.80	$68.49
	2/18/2015	3,400	$24.55	$82.40
	2/16/2016	5,220	$21.31	$90.66
Peter R. Smith	11/11/2015	8,200	$22.68	$86.88
	2/16/2016	5,220	$21.31	$90.66

(b) Equity Incentive Plan awards relate to the following grants:

- The time-based restricted stock awards vest in four equal, annual installments beginning one year from the date of the grant.
- Vesting of the performance-based stock awards granted in fiscal 2014 occurred on February 23, 2017. Vesting of the performance-based stock awards granted in fiscal 2015 and 2016 is contingent upon meeting specific performance targets through fiscal 2017 and 2018, respectively, and service vesting through fiscal 2018 and 2019, respectively. For Mr. Casey, once vested, the performance-based restricted shares granted to him after 2012 may not be sold for an additional one-year period (except to satisfy tax obligations resulting from vesting of such shares).

Name	Grant Date	Time-Based Restricted Shares	Performance-Based Restricted Shares	Grant Date Fair Value per Share
Michael D. Casey	2/20/2013	25,000	50,000	$59.27
	2/18/2014	15,000	30,000	$68.49
	2/18/2015	14,000	28,000	$82.40
	2/16/2016	13,800	27,560	$90.66
Richard F. Westenberger	2/18/2013	4,000	8,000	$59.27
	2/18/2014	1,900	3,800	$68.49
	2/18/2015	1,700	3,400	$82.40
	2/16/2016	8,220	3,400	$90.66
Brian J. Lynch	2/20/2013	9,000	18,000	$59.27
	2/18/2014	3,750	7,500	$68.49
	2/18/2015	3,500	7,000	$82.40
	2/16/2016	13,132	6,810	$90.66
Kevin D. Corning	2/20/2013	10,000	8,000	$59.27
	2/18/2014	1,900	3,800	$68.49
	2/18/2015	1,700	3,400	$82.40
	2/16/2016	5,020	3,400	$90.66
Peter R. Smith	11/11/2015	3,800		$86.88
	2/16/2016	5,020	3,400	$90.66

(c) Amount based on the closing market price per share of the Company's common stock as traded on the NYSE on December 30, 2016, the last trading day of fiscal 2016, of $86.39.

OPTION EXERCISES AND STOCK VESTED IN FISCAL 2016

The following table provides information concerning our NEOs' exercises of stock options and vesting of restricted stock during fiscal 2016. The table reports, on an aggregate basis, the number of securities acquired upon exercise of stock options, the dollar value realized upon exercise of stock options, the number of shares of restricted stock that have vested, and the dollar value realized upon the vesting of restricted stock.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (a)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (b)
Michael D. Casey	—	—	72,250	$6,354,453
Richard F. Westenberger	6,500	$500,030	10,900	$ 957,656
Brian J. Lynch	—	—	23,063	$2,024,904
Kevin D. Corning	—	—	11,400	$1,000,461
Peter R. Smith	—	—	950	$ 83,686

(a) Aggregate dollar amount was calculated by multiplying the number of shares acquired by the difference between the market price of the underlying securities at the time of exercise and the exercise price of the stock options.

(b) Aggregate dollar amount was calculated by multiplying the number of shares acquired on vesting by the closing market price of the Company's common stock as traded on the NYSE on the date of vesting.

NONQUALIFIED DEFERRED COMPENSATION

Eligible employees, including our NEOs, may elect annually to defer a portion of their base salary and annual cash incentive compensation under The William Carter Company Deferred Compensation Plan (the "Deferred Compensation Plan"). Under this plan, participants can defer up to 75% of their salary and/or 90% of their cash bonus. At the option of the participant, these amounts may be deferred to a specific date at least two years from the last day of the year in which deferrals are credited into the participant's account. Interest on deferred amounts is credited to the participant's account based upon the earnings and losses of one or more of the investments selected by the participant from the various investment alternatives available under the Deferred Compensation Plan.

At the time of deferral, a participant must indicate whether he or she wishes to receive the amount deferred in either a lump sum or in substantially equal annual installments over a period of up to five years for "Specified Date" accounts or up to ten years for "Retirement" accounts. If a participant who is an employee of the Company separates from service prior to the elected commencement date for distributions and has not attained age 62 or age 55 and completed ten years of service, then the deferred amounts will be distributed as a lump sum, regardless of the method of distribution originally elected by the participant. If the participant in question has attained age 62 or age 55 with ten years of service and has previously elected to do so on a timely basis, then the participant may receive the amounts in substantially equal annual installments over a period of up to ten years. There is a six-month delay in the commencement of distributions for all participants, if triggered by the participant's termination or retirement. Changes to deferral elections with respect to previously deferred amounts are permitted only under the limited terms and conditions specified in the Internal Revenue Code and early withdrawals from deferred accounts are permitted only in extreme cases, such as unforeseen financial hardship resulting from an illness or accident of the participant which is demonstrated to the Company's Retirement Committee.

Name	Employee Contributions (a)	Company Contributions	Aggregate Earnings (b)	Withdrawals or Distributions	Aggregate Balance (c)
Michael D. Casey	—	—	—	—	—
Richard F. Westenberger	$ 11,049	—	$ 6,589	—	$ 95,828
Brian J. Lynch	$ 11,364	—	$ 8,543	—	$ 118,711
Kevin D. Corning	$521,331	—	$124,333	—	$1,626,883
Peter R. Smith	$ 97,077	—	$ 3,663	—	$ 100,740

(a) All of the amounts reported in this column for Messrs. Westenberger, Lynch, and Smith are also included within the amount reported for that officer in the 2016 Summary Compensation Table. The amount reported in this column for Mr. Corning, includes $223,300 in contributions from his 2014 annual cash incentive compensation which is not included in the amounts reported for him in the 2016 Summary Compensation Table.

(b) None of the amounts reported in this column are reported in the All Other Compensation column of the 2016 Summary Compensation Table because the Company does not pay guaranteed or preferential earnings on deferred compensation.

(c) Amounts reported in this column for each NEO include amounts previously reported in the Company's Summary Compensation Table in previous years when earned if that NEO's compensation was required to be disclosed in a previous year.

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS, AND CERTAIN CONTROL PERSONS

The Company has a written policy that requires all transactions with related persons involving more than $10,000 be reviewed by our Chief Financial Officer and General Counsel (or their designees) with our Audit Committee and approved by our Audit Committee. The Company considers the following to be related parties: any director or executive officer of the Company; any nominee for election as a director; any security holder who is known to the Company to own more than five percent of any class of the Company's voting securities; and any member of the immediate family of any of the parties listed above including such party's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law.

There were no such transactions during fiscal 2016.

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS, AND EXECUTIVE OFFICERS

The following table sets forth the number of shares of Carter's, Inc. common stock owned by each of the following parties as of March 27, 2017, or as of such other date as indicated: (a) each person known by Carter's, Inc. to own beneficially more than five percent of the outstanding common stock; (b) our NEOs; (c) each director; and (d) all directors and executive officers as a group. Unless otherwise indicated below, the holder's address is 3438 Peachtree Road NE, Suite 1800, Atlanta, Georgia 30326.

Name of Beneficial Owner	Shares	Percent
BlackRock, Inc. (1)	3,753,663	7.6%
The Vanguard Group, Inc. (2)	3,553,502	7.2%
T. Rowe Price Associates, Inc.(3)	3,347,632	6.3%
Janus Capital Management, LLC (4)	3,013,988	6.1%
Michael D. Casey (5)	912,632	1.9%
Brian J. Lynch (5)	137,190	*
Richard F. Westenberger (5)	86,075	*
Kevin D. Corning (5)	56,291	*
Peter Smith (5)	19,396	*
Amy Woods Brinkley (5)	20,207	*
Giuseppina Buonfantino (5)	2,546	*
Vanessa J. Castagna (5)	20,965	*
A. Bruce Cleverly (5)	8,610	*
Jevin S. Eagle (5)	8,571	*
Paul Fulton (5)	85,271	*
William J. Montgoris (5)	28,726	*
David Pulver (5)	51,791	*
Thomas E. Whiddon (5)	68,809	*
All directors and Executive Officers as a group (5)	1,507,080	3.1%

* Indicates less than 1% of our common stock.

(1) This information is based on Schedule 13G/A, filed with the SEC on January 23, 2017. BlackRock, Inc. has sole voting power covering 3,539,933 shares and dispositive power covering 3,744,209 shares of our common stock. BlackRock, Inc. has shared dispositive power covering 9,454 shares of our common stock. The address for BlackRock, Inc. is 40 East 52nd Street, New York, NY 10022.

(2) This information is based on Schedule 13G/A, filed with the SEC on February 10, 2017. The Vanguard Group, Inc. has sole voting power covering 28,837 shares and sole dispositive power covering 3,521,577 shares of our common stock. The Vanguard Group, Inc. has shared dispositive power covering 31,925 shares of our common stock. The address for The Vanguard Group, Inc. is 100 Vanguard Boulevard, Malvern, PA 19355.

(3) This information is based on Schedule 13 filed with the SEC on February 7, 2017. T. Rowe Price Associates, Inc. has sole voting power covering 978,445 shares and sole dispositive power covering 3,347,632 shares of our common stock. The address for T. Rowe Price Associates is 100 E. Pratt Street, Baltimore, MD 21202.

(4) This information is based on Schedule 13G/A, filed with the SEC on February 13, 2017. Janus Capital Management, LLC has sole voting power and dispositive power covering 3,013,988 shares of our common stock. INTECH Investment Management (a direct subsidiary of Janus Capital Management, LLC) has shared voting power and dispositive power covering 10,100 shares of our common stock. The address for Janus Capital Management, LLC is 151 Detroit Street, Denver, CO 80206.

(5) This amount includes a) number of shares subject to exercisable stock options, including stock options that will become exercisable during the 60 days after March 27, 2017, and b) number of shares of restricted common stock. See the detail for each NEO and all executive officers as a group below. No director holds stock options, and Ms. Buonfantino is the only director who holds restricted stock.

Name	Exercisable Stock Options	Restricted Common Stock
Michael D. Casey	533,270	125,776
Richard F. Westenberger	33,855	19,210
Brian J. Lynch	67,225	36,426
Kevin D. Corning	25,855	16,810
Peter R. Smith	5,405	13,985
All executive officers as a group	732,205	251,782

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires that the Company's executive officers and directors, and persons who beneficially own more than ten percent (10%) of the Company's common stock, file initial reports of ownership and changes in ownership with the SEC and the NYSE. Based on a review of the copies of such forms furnished to the Company with respect to fiscal 2016, the Company believes that all forms were filed in a timely manner during fiscal 2016.

PROPOSAL NUMBER TWO
ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION

The Compensation Discussion and Analysis section of this proxy statement beginning on page 20 describes the Company's executive compensation program and the compensation decisions that the Compensation Committee and Board of Directors made in 2016 with respect to the compensation of the Company's NEOs.

The Company is committed to achieving long-term, sustainable growth and increasing shareholder value. The Company's compensation program for its NEOs is designed to support these objectives and encourage strong financial performance on an annual and long-term basis by linking a significant portion of the NEOs' total direct compensation to Company performance in the form of incentive compensation.

The Board of Directors is asking shareholders to cast a non-binding, advisory vote **FOR** the following resolution:

> "RESOLVED, that the compensation paid to the Company's NEOs, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

This proposal is commonly referred to as the "say-on-pay" vote and is required pursuant to Section 14A of the Exchange Act. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the policies and practices described in this proxy statement. Although the vote we are asking you to cast is non-binding, the Compensation Committee and the Board value the views of our shareholders and intend to consider the outcome of the vote when determining future compensation arrangements for our NEOs.

The Board recommends a vote FOR the approval of compensation of the Company's NEOs as disclosed in this proxy statement.

Vote Required

Because this Proposal Number Two asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our Compensation Committee will consider the outcome of the vote when designing our compensation programs and making future compensation decisions for our NEOs. Abstentions and broker non-votes, if any, will not have any impact on this advisory vote.

PROPOSAL NUMBER THREE
ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

In Proposal Number Two above, the Board is asking shareholders to cast an advisory vote for the compensation disclosed in this proxy statement that the Company paid in fiscal 2016 to its NEOs. This advisory vote is referred to as a "say-on-pay" vote. In this Proposal Number Three, the Board is asking the shareholders to cast a non-binding, advisory vote on how frequently the Company should have a "say-on-pay" vote in the future. Shareholders will be able to mark the enclosed proxy card or voting instruction form on whether to hold the "say-on-pay" vote every one, two, or three years. Alternatively, shareholders may indicate that they are abstaining from voting.

The Company believes that say-on-pay votes should be conducted every year so that shareholders may annually express their views on the Company's executive compensation program.

This vote, like the "say-on-pay" vote itself, is not binding on the Board. However, the Compensation Committee and the Board value the views of our shareholders and intend to consider the outcome of the vote when evaluating the frequency with which the "say-on-pay" vote would be taken by the shareholders in the future.

The Board of Directors recommends that shareholders take an advisory vote on executive compensation EVERY YEAR.

Vote Required

Because Proposal Number Three asks for a non-binding, advisory vote, there is no required vote that would constitute approval. We value the opinions expressed by our shareholders in this advisory vote, and our Compensation Committee will consider the outcome of the vote when determining the frequency of holding the say-on-pay vote in the future. Abstentions and broker non-votes, if any, will not have any effect on this advisory vote.

PROPOSAL NUMBER FOUR
APPROVAL OF AMENDMENTS TO THE COMPANY'S CERTIFICATE OF INCORPORATION AND BY-LAWS (THE DECLASSIFICATION PROPOSAL—PROPOSALS 4A AND 4B)

The Board has, upon the recommendation of the Nominating and Corporate Governance Committee, unanimously approved and declared advisable, and recommends that the Company's shareholders approve, an amendment to Article X of our Certificate of Incorporation (Proposal 4A) and to Article 2 of the By-laws (Proposal 4B) that would declassify the Board and provide for the annual election of all directors (together, the "Declassification Proposal") as described below and in Appendix B for the Certificate of Incorporation and Appendix C for the By-laws.

The approval of both the amendment to the Certificate of Incorporation and the amendment to the By-laws is required to approve the Declassification Proposal. Each of the proposals comprising the Declassification Proposal is cross-conditioned upon the approval by our stockholders of the other proposal comprising the Declassification Proposal. Neither the amendment to the Certificate of Incorporation nor the amendment to the By-laws will be deemed approved unless both of them are approved.

Background of the Proposal

In the past, the Board has concluded that the classified board structure has several advantages, such as providing continuity and stability in pursuing our strategies, encouraging directors to take a long-term perspective and ensuring that a majority of the Board will always have prior experience with the Company. Additionally, classified boards enhance the leverage of the Board when faced with an unsolicited bidder, better enabling it to achieve a greater premium for shareholders in the sale of a company. Although these are important benefits, the Board recognizes that the general governance trend has been towards declassification, and that institutional shareholders and proxy advisory firms strongly support declassification. The Board recognizes the sentiment that a classified structure may reduce directors' accountability to shareholders because such a structure does not enable shareholders to evaluate directors' performances annually. Moreover, many shareholders believe that the annual election of directors is important for them to ensure that directors hold management accountable. Finally, classified boards can work as an impediment to value enhancing bids. After careful consideration, the Board determined that it is appropriate to propose an amendment to our Certificate of Incorporation to eliminate the classified structure of the Board and provide for the annual election of all directors beginning at the Company's 2018 annual meeting of shareholders.

Proposed Amendment to Certificate of Incorporation (Proposal 4A)

Currently, our Board is divided into three classes, and one class of directors is elected at each annual shareholders meeting for a term of three years. If this Proposal and Proposal 4B regarding the By-laws are approved by the shareholders at the Annual Meeting, and the proposed amendment to Article X of the Company's Certificate of Incorporation becomes effective, then beginning at the Company's 2018 annual meeting of shareholders, all directors will stand for election annually for one-year terms expiring at the next succeeding annual meeting of shareholders. The Class II directors who are elected at the Annual Meeting under Proposal No. 1, whose terms will expire in 2020, and the Class I directors, whose terms will expire in 2019, are expected to resign effective immediately prior to the election of directors at the Company's 2018 annual meeting of shareholders if the Declassification Proposal is approved. In all cases, each director will hold office until his or her successor has been duly elected and qualified, or the director's earlier resignation, death or removal. The amendments to the Certificate of Incorporation will also eliminate Article IV naming the Company's incorporator, which is no longer relevant, and make other conforming changes.

Appendix B shows the proposed changes to Article X of the Company's Certificate of Incorporation, with deletions indicated by strikeouts and additions indicated by underlining.

Proposed Amendment to the By-laws (Proposal 4B)

As part of the Declassification Proposal, the Board has also recommended to shareholders approval of an amendment to Article 2 of our By-laws, which will become effective if both this proposal and the proposed amendment to the Certificate of Incorporation receive the requisite approval of our shareholders. The By-laws amendment includes an amendment deleting a reference to a classified Board structure. If such amendment becomes effective as described, we will make the amended By-laws accessible through the Corporate Governance section of our website at *www.carters.com*.

Appendix C shows the proposed changes to Article 2 of the Company's By-laws with deletions indicated by strikeouts and additions indicated by underlining

Effective Date

If the Declassification Proposal is approved by the shareholders at the Annual Meeting, the proposed amendment to Article X of the Certificate of Incorporation described above will become effective upon the filing of appropriate amendment documentation with the Secretary of State of Delaware, which filing is expected to take place shortly after shareholder approval. The Board will then effectuate the amendment to Article 2 of the By-laws upon the filing of the amendment of the Certificate of Incorporation. Consistent with Delaware law, if the Declassification Proposal does not receive the requisite approval of the shareholders at the Annual Meeting, neither the proposed amendment to Article X of the Certificate of Incorporation or that of Article 2 of the By-laws described above will be implemented and the Board will remain classified.

The Board of Directors recommends the approval of both the amendment to the Certificate of Incorporation and the amendment to the By-laws.

Vote Required

The approval of Proposals 4A and 4B requires the affirmative vote of a majority of the votes properly cast at our Annual Meeting. Abstentions and broker non-votes will not affect the outcome of this proposal.

AUDIT COMMITTEE REPORT

The Audit Committee reviews the Company's accounting, auditing, and financial reporting process on behalf of the Board. The Audit Committee's charter is available in the Investor Relations section of our website at *www.carters.com*. Management has the primary responsibility for establishing and maintaining adequate internal financial controls, for preparing the financial statements, and for the public reporting process. PwC, the Company's independent registered public accounting firm, is responsible for expressing opinions on the conformity of the Company's audited consolidated financial statements with accounting principles generally accepted in the United States of America and on the effectiveness of the Company's internal control over financial reporting.

The Audit Committee has reviewed and discussed with management and PwC the audited consolidated financial statements for the fiscal year ended December 31, 2016 and PwC's evaluation of the effectiveness of the Company's internal control over financial reporting. The Audit Committee has discussed with PwC the matters that are required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit Committee concerning independence, and has discussed with PwC the firm's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to our Board that the audited consolidated financial statements for the fiscal year ended December 31, 2016 be included in our Annual Report on Form 10-K for fiscal 2016 for filing with the SEC.

Submitted by the Audit Committee

Mr. David Pulver, Chairman
Ms. Amy Woods Brinkley
Mr. William J. Montgoris
Mr. Thomas E. Whiddon

The Audit Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate the Audit Committee Report by reference therein.

PROPOSAL NUMBER FIVE
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed PwC to serve as the Company's independent registered public accounting firm for fiscal 2017, and the Board recommends that shareholders ratify this appointment. The Board is submitting the appointment of PwC as the Company's independent registered public accounting firm for shareholder ratification. The Board recommends that shareholders ratify this appointment at the Annual Meeting. Shareholder ratification of the appointment of PwC is not required by law or otherwise. The Board is submitting this matter to shareholders for ratification because the Board believes it to be a good corporate governance practice. If the shareholders do not ratify the appointment, the Audit Committee may reconsider whether or not to retain PwC. Even if the appointment is ratified, the Audit Committee may appoint a different independent registered public accounting firm at any time during the year if, in its discretion, it determines that such a change would be in the Company's best interest and that of the Company's shareholders. A representative of PwC is expected to attend the Annual Meeting, and he or she will have the opportunity to make a statement and be available to respond to appropriate questions. For additional information regarding the Company's relationship with PwC, please refer to the Audit Committee Report above.

The Audit Committee has also adopted policies and procedures for pre-approving all non-audit work performed by PwC. The Audit Committee has pre-approved the use, as needed, of PwC for specific types of services that fall within categories of non-audit services, including various tax services. The Audit Committee receives regular updates as to the fees associated with the services that are subject to pre-approval. Services that do not fall within a pre-approved category require specific consideration and pre-approval by the Audit Committee. All services rendered by PwC in the table below were pre-approved by the Audit Committee.

The aggregate fees that the Company incurred for professional services rendered by PwC for fiscal years 2016 and 2015 were as follows:

	2016	2015
Audit Fees	$1,882,272	$1,773,027
Audit-Related Fees	603,000	175,000
Tax Fees	—	—
All Other Fees	3,600	3,600
Total Fees	$2,488,872	$1,951,627

- *Audit Fees* for fiscal years 2016 and 2015 were for professional services rendered for the integrated audit of the consolidated financial statements and internal control over financial reporting of the Company, other auditing procedures related to the adoption of new accounting pronouncements, review of other significant transactions, and related out-of-pocket expenses.

- *Audit-Related Fees* for Fiscal years 2016 and 2015 involved professional services to assess internal controls related to the Company's implementation of certain financial software. Audit-related fees for fiscal 2016 also included procedures related to the pending adoption of a new accounting pronouncement.

- *All Other Fees* for fiscal years 2016 and 2015 consisted of software license fees.

The Board recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2017.

Vote Required

The approval of Proposal Number Five requires the affirmative vote of a majority of the votes properly cast at our Annual Meeting. Abstentions will not affect the outcome of this proposal. A broker or other nominee will generally have discretionary authority to vote on this proposal because it is considered a routine matter, and, therefore, we do not expect broker non-votes with respect to this proposal.

OTHER MATTERS

As of the date of this proxy statement, we know of no business that will be presented for consideration at the Annual Meeting, other than the items referred to above. If any other matter is properly brought before the Annual Meeting for action by shareholders, proxies in the enclosed form returned to the Company will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

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APPENDIX A

2016 RETAIL SURVEY PARTICIPANT LIST (“RETAIL SURVEY”)

Abercrombie & Fitch Co.
Academy Sports + Outdoors
Aeropostale, Inc.
Ann Inc.
Ascena Retail Group, Inc.
Bebe Stores, Inc.
Belk, Inc.
The Bon-Ton Stores, Inc.
The Children’s Place, Inc.
Chico’s, Inc.
Coach, Inc.
Deckers Outdoor Corporation
Destination Maternity Corporation
Dick’s Sporting Goods, Inc.
DSW Inc.
Express, Inc.
The Finish Line, Inc.
Foot Locker, Inc.
Fossil Group, Inc.
The Gap, Inc.
Hudson’s Bay Company
J. C. Penney Company, Inc.
J. Crew Group, Inc.
Kate Spade & Company
Kenneth Cole Productions, Inc.
Kohl’s Corporation
L Brands, Inc.
Lands’ End, Inc.
L.L. Bean, Inc.
lululemon athletica, inc.
The Neiman Marcus Group LTD LLC
Nordstrom, Inc.
Payless ShoeSource Inc.
Perry Ellis International, Inc.
PVH Corp.
Ralph Lauren Corporation
QVC, Inc.
Ross Stores, Inc.
Sears Holdings Corporation
Stage Stores, Inc.
The Talbots, Inc.
The TJX Companies, Inc.
Vera Bradley, Inc.

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APPENDIX B

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

CARTER'S, INC.

ARTICLE I

The name of this corporation is Carter's, Inc.

ARTICLE II

The registered office of this corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

~~ARTICLE IV~~

~~The name and mailing address of the incorporator is as follows:~~

~~William M. Shields~~
~~Ropes & Gray LLP~~
~~One International Place~~
~~Boston, MA 02110~~

~~ARTICLE V~~ARTICLE IV

The total number of shares of all classes of stock that this corporation shall have authority to issue is 150,100,000 shares, consisting of (i) 150,000,000 shares of Common Stock, $.01 par value per share ("Common Stock"), and (ii) 100,000 shares of Preferred Stock, $.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of this corporation.

1. Common Stock.

A. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon issuance of any such Preferred Stock. The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of this corporation whether now or hereafter authorized.

B. Voting. Each share of Common Stock shall be entitled to one vote. There shall be no cumulative voting.

C. Number. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

D. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

E. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

2. Preferred Stock.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the corporation may be reissued except as otherwise provided by law or this Certificate of Incorporation. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law and this Certificate of Incorporation. Except as otherwise provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the corporation.

~~ARTICLE VI~~ARTICLE V

This corporation shall have a perpetual existence.

~~ARTICLE VII~~ARTICLE VI

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors, acting by majority vote of the entire Board, is expressly authorized to adopt, amend or repeal the By-Laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to adopt additional By-Laws and to alter or repeal the By-Laws adopted or amended by the Board of Directors.

~~ARTICLE VIII~~ARTICLE VII

Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

~~ARTICLE IX~~ARTICLE VIII

1. Indemnification. The corporation shall, to the maximum extent permitted under the DGCL and except as set forth below, indemnify and upon request advance expenses to each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director, officer, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything to the contrary in this Article, the corporation shall not indemnify an Indemnitee seeking indemnification in connection with any action, suit, proceeding, claim or counterclaim, or part thereof, initiated by the Indemnitee unless the initiation thereof was approved by the Board of Directors of the corporation.

2. Determination of Entitlement to Indemnification. Any indemnification under paragraph 1 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because such Indemnitee has met the applicable standard of conduct set forth in this Article and that the amount requested has been actually and reasonably incurred. Such determination shall be made:

A. by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum; or

B. by a committee of such directors designated by a majority vote of such directors, even though less than a quorum; or

C. if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion; or

D. by the holders of the Common Stock.

3. Advance of Expenses. Notwithstanding any other provisions of this Certificate of Incorporation, the By-Laws of the corporation, or any agreement, vote of stockholders or disinterested directors, or arrangement to the contrary, the corporation may advance payment of expenses incurred by an Indemnitee in advance of the final disposition of any matter only to the extent such advance is not prohibited by applicable law and, then, only upon receipt of an undertaking by or on behalf of the Indemnitee to repay amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the corporation as authorized in this Article. Such undertaking shall be accepted without reference to the financial ability of the Indemnitee to make such repayment.

4. Subsequent Amendment. No amendment, termination or repeal of this Article or of the relevant provisions of the DGCL or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.

5. Other Rights. This corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

6. Merger or Consolidation. If this corporation is merged into or consolidated with another corporation and this corporation is not the surviving corporation, the surviving corporation shall assume the obligations of this corporation under this Article with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to such merger or consolidation.

7. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each Indemnitee as to any expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

8. Scope of Article. Indemnification and advancement of expenses, as authorized by the preceding provisions of this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an authorized representative and shall inure to the benefit of the heirs, executors and administrators of such a person.

9. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article.

~~ARTICLE X~~ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

~~ARTICLE XI~~ARTICLE X

The board of directors of the corporation shall consist of one or more members. The exact number of directors shall be fixed from time to time by, or in the manner provided in, the Bylaws of the corporation. ~~number of directors that constitute the Board of Directors of the corporation shall be designated as set forth in the Bylaws of the corporation.This Article is inserted for the management of the business and for the conduct of the affairs of the corporation.~~

~~1. Number of Directors. The board of directors of the corporation shall consist of one or more members, each of whom shall be a natural person. The exact number of directors within the limitations specified in the preceding sentence shall be fixed from time to time by, or in the manner provided in, the By-Laws of the corporation.~~

~~2. Classes of Directors. The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. No one class shall have more than one director more than any other class. If a fraction is contained in the quotient arrived at by dividing the designated number of directors by three, then, if such fraction is one-third, the extra director shall be a member of Class III, and if such fraction is two-thirds, one of the extra directors shall be a member of Class III and one of the extra directors shall be a member of Class II, unless otherwise provided from time to time by resolution adopted by the Board of Directors.~~

~~3. Election of Directors. Elections of directors need not be by written ballot except as and to the extent provided in the By-Laws of the Corporation.~~

~~4. Terms of Office. Except as provided in Section 7 of this Article, each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that each initial director in Class I shall serve for a term ending on the date of the annual meeting in 2004; each initial director in Class II shall serve for a term ending on the date of the annual meeting in 2005; and each initial director in Class III shall serve for a term ending on the date of the annual meeting in 2006; and provided, further, that the term of each director shall be subject to the election and qualification of his successor and to his earlier death, resignation or removal.~~

~~5. Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors. In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director of the class of which he is a member and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution adopted by the Board of Directors.~~

~~6. Removal. The directors of the corporation may be removed with or without cause by the affirmative vote of the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.~~

~~7. Vacancies; Newly Created Directorships. Any vacancy in the Board of Directors, however occurring, and any newly created directorship resulting from an enlargement of the Board, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of his successor and to his earlier death, resignation or removal.~~

~~8. Stockholder Nominations and Introduction of Business, Etc. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before either an annual or special meeting of stockholders shall be given in the manner provided by the By-Laws of this corporation.~~

~~ARTICLE XII~~ARTICLE XI

Except as otherwise provided in the By-Laws, the stockholders of the corporation and the Board of Directors may hold their meetings and have an office or offices outside of the State of Delaware and, subject to the provisions of the laws of said State, may keep the books of the corporation outside of said State at such places as may, from time to time, be designated by the Board of Directors or by the By-Laws of this corporation.

Proxy

~~ARTICLE XIII~~ARTICLE XII

The Board of Directors of this corporation, when evaluating any offer of another party to make a tender or exchange offer for any equity security of the corporation, shall, in connection with the exercise of its judgment in determining what is in the best interests of the corporation as a whole, be authorized to give due consideration to any such factors as the Board of Directors determines to be relevant, including without limitation: (i) the interests of the stockholders of the Corporation; (ii) whether the proposed transaction might violate federal or state laws; (iii) the consideration being offered in the proposed transaction, in relation to any of (a) the then current market price for the outstanding capital stock of the corporation, (b) the market price for the capital stock of the corporation over a period of years, (c) the estimated price that might be achieved in a negotiated sale of the corporation as a whole or in part or through orderly liquidation, (d) the premiums over market price for the securities of other corporations in similar transactions, (e) current political, economic and other factors bearing on securities prices and (f) the corporation's financial condition and future prospects; and (iv) the social, legal and economic effects upon employees, suppliers, customers and others having similar relationships with the corporation, and the communities in which the corporation conducts its business.

In connection with any such evaluation, the Board of Directors is authorized to conduct such investigations and to engage in such legal proceedings as the Board of Directors may determine.

~~ARTICLE XIV~~ARTICLE XIII

The corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law.

~~ARTICLE XV~~ARTICLE XIV

To the maximum extent permitted from time to time under the law of the State of Delaware, this corporation renounces any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers or directors, other than those officers or directors who are employees of this corporation. No amendment or repeal of this ~~Article XV~~Article XIV shall apply to or have any effect on the liability or alleged liability of any officer or director of the corporation for or with respect to any opportunities of which such officer or director becomes aware prior to such amendment or repeal.

APPENDIX C

AMENDED AND RESTATED

BY-LAWS

OF

CARTER'S, INC.

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ARTICLE 1 - STOCKHOLDERS

1.1 Place of Meetings. All meetings of stockholders shall be held at such place, within or without the State of Delaware, or, if so determined by the Board of Directors in its sole discretion, at no place (but rather by means of remote communication), as may be designated from time to time by the Board of Directors, or, if not so designated, at the principal executive office of the corporation.

1.2 Annual Meeting. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held at such date, time and place as shall be fixed by the Board of Directors and stated in the notice of the meeting. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu of the annual meeting, and any action taken at that special meeting shall have the same effect as if it had been taken at the annual meeting, and in such case, all references in these Amended and Restated By-Laws to the annual meeting of stockholders shall be deemed to refer to such special meeting.

1.3 Special Meeting. Special meetings of stockholders may be called at any time only by the Chairman of the Board of Directors, the Chief Executive Officer (or, if there is no Chief Executive Officer, the President), the holder or holders of more than 35% of the outstanding common stock of the corporation, or by vote of a majority of the Board of Directors. Any business transacted at any special meeting of stockholders shall be limited to only those matters stated in the notice of meeting.

1.4 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of stockholders, whether annual or special, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. The notices of all meetings shall state the place, if any, the date, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and the hour of the meeting. The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called. Notice of any meeting of stockholders shall be given either personally or by mail, electronic mail, telecopy, telegram or other electronic or wireless means in accordance with applicable law. Notices not personally delivered shall be sent charges prepaid and shall be addressed to the stockholder at the address of that stockholder appearing on the books of the corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or at the time of transmission when sent by electronic mail, telecopy, telegram or other electronic or wireless means. An affidavit of the mailing or other means of giving any notice of any stockholders' meeting, executed by the secretary, assistant secretary or any transfer agent of the corporation giving the notice, shall be prima facie evidence of the giving of such notice or report. Notice of any meeting need not be given to any stockholder who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the stockholder attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any stockholder so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

1.5 Voting List. The officer of the corporation who has charge of the stock ledger of the corporation shall prepare, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares of each class of capital stock registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for a period of at least ten (10) days prior to the meeting, for any purpose germane to the meeting on either, at the corporation's sole discretion, (a) a reasonably accessible electronic network (for which such information required to access the electronic network shall be provided with the notice of the meeting) or (b) during ordinary business hours at the corporation's principal place of business. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting during the whole time of the meeting, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

1.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Amended and Restated By-Laws, the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote at the meeting, present in person, by means of remote communication, if authorized, or represented by proxy, shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote there at, present in person or represented by proxy, shall have the power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting from time to time, in the manner provided in these Amended and Restated By-Laws, until a quorum shall be present or represented. A quorum, once established, shall not be broken by the subsequent withdrawal of enough votes to leave less than a quorum. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

1.7 Adjournments. Any meeting of stockholders may be adjourned to any other time and to any other place at which a meeting of stockholders may be held under these Amended and Restated By-Laws by the stockholders present or represented at the meeting and entitled to vote, although less than a quorum, or, if no stockholder is present, by any officer entitled to preside at or to act as secretary of such meeting. It shall not be necessary to notify any stockholder of any adjournment of less than thirty (30) days if the time and place of the adjourned meeting are announced at the meeting at which adjournment is taken, unless after the adjournment a new record date is fixed for the adjourned meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

1.8 Voting. Each stockholder shall have one vote for each share of capital stock entitled to vote and held of record by such stockholder, unless otherwise provided by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Amended and Restated By-Laws. Each stockholder of record entitled to vote at a meeting of stockholders may vote in person or by electronic means, as determined by the Board of Directors in its sole discretion.

Any stockholder entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or, except when the matter is the election of directors, may vote them against the proposal; but if the stockholder fails to specify the number of shares that the stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares that the stockholder is entitled to vote.

1.9 Proxy Representation. Every stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waiving notice of any meeting, objecting to or voting or participating at a meeting, or expressing consent or dissent without a meeting. The delivery of a proxy on behalf of a stockholder consistent with telephonic or electronically transmitted instructions obtained pursuant to procedures of the corporation reasonably designed to verify that such instructions have been authorized by such stockholder shall constitute execution and delivery of the proxy by or on behalf of the stockholder. No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally. The authorization of a proxy may but need not be limited to specified action; provided, however, that if a proxy limits its authorization to a meeting or meetings of stockholders, unless otherwise specifically provided such proxy shall entitle the holder thereof to vote at any adjourned session but shall not be valid after the final adjournment thereof. A proxy purporting to be authorized by or on behalf of a stockholder, if accepted by the corporation in its discretion, shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

1.10 Inspectors at Meetings of Stockholders. The Board of Directors, in advance of any meeting of stockholders, may, and shall if required by law, appoint one or more inspectors, who may be employees of the corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board of

Directors may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (a) ascertain the number of shares outstanding and the voting power of each, (b) determine the shares represented at the meeting, the existence of a quorum and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors and (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board of Directors, the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Delaware upon application by a stockholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

1.11 Action at Meeting. When a quorum is present at any meeting, a nominee for director shall be elected if the number of votes properly cast "for" such nominee's election exceeds the number of votes properly cast "against" such nominee's election or cast as "withhold" with respect to such nominee; provided that, if with respect to any meeting, the number of persons intended to be nominated for election to the Board of Directors of the corporation at such meeting (1) by or at the direction of the Board of Directors or a committee appointed by the Board of Directors and (2) by any stockholders of the corporation entitled to vote for the election of directors at the meeting who have complied with the notice procedures set forth in Article II exceeds the number of directors to be elected at such meeting, the directors shall be elected by the plurality of the votes properly cast at such meeting. A majority of the votes properly cast upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Certificate of Incorporation, by the By-Laws or by the rules or regulations of the New York Stock Exchange, the NASD or any other stock exchange applicable to the corporation. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

1.12 Nomination of Directors. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. The nomination for election to the Board of Directors of the corporation at a meeting of stockholders may be made only (a) pursuant to the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) by or at the direction of the Board of Directors or (c) by any stockholder of the corporation who was a stockholder of record of the corporation at the time the notice provided for below in this Section 1.12 is delivered to the Secretary who is entitled to vote in the election of directors at the meeting and who complies with the notice procedures set forth in this Section 1.12. Such nominations, other than those made by or on behalf of the Board of Directors, shall be made by timely notice in writing delivered or mailed to the Secretary in accordance with the provisions of Section 1.13. Such notice shall set forth (a) as to each proposed nominee (i) the name, age, business address and, if known, residence address of each such nominee, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of stock of the corporation that are beneficially owned by each such nominee, (iv) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder, and (iv) any other information concerning the nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "1934 Act"), including such person's written consent to be named as a nominee and to serve as a director if elected; and (b) as to the stockholder giving the notice, the information required to be provided pursuant to Section 1.13. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation.

The chair of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not properly brought before the meeting in accordance with the provisions of this Section 1.12, and if he or she should so determine, the chair shall so declare to the meeting and the defective nomination shall be disregarded.

Notwithstanding the foregoing provisions of this Section 1.12, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of stockholders of the corporation to present a nomination, such nomination shall be disregarded, notwithstanding that proxies in respect of such vote may have been received by the corporation.

Notwithstanding the foregoing provisions of this Section 1.12, a stockholder shall also comply with all applicable requirements of the 1934 Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.12. Nothing in this Section 1.12 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the 1934 Act.

1.13 Notice of Business at Annual Meetings. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, (c) otherwise properly brought before an annual meeting by a stockholder who was a stockholder of record of the corporation at the time the stockholder's notice provided for below in this Section 1.13 is delivered to the Secretary who is entitled to vote and who complies with the notice procedures set forth in this Section 1.13. For business to be properly brought before an annual meeting by a stockholder, if such business relates to the election of directors of the corporation, the procedures in Section 1.12 must be complied with. If such business relates to any other matter, the stockholder must have given timely notice thereof in writing to the Secretary. To be timely, a stockholder's notice must be delivered to or mailed by first class United States mail, postage prepaid, and received by the Secretary at the principal executive offices of the corporation not less than ninety (90) calendar days nor more than one hundred twenty (120) calendar days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that if the annual meeting is not held within thirty (30) days before or after such anniversary date, then for the notice by the stockholder to be timely it must be so received not later than the close of business on the 10th day following the date on which the notice of the meeting was mailed or such public disclosure was made, whichever occurs first. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the corporation's books, of the stockholder proposing such business, (c) the class and number of shares of the corporation that are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. Notwithstanding anything in these Amended and Restated By-Laws to the contrary, no business shall be conducted at any annual meeting except in accordance with the procedures set forth in this Section 1.13 and except that any stockholder proposal that complies with Rule 14a-8 of the proxy rules, or any successor provision, promulgated under the Securities Exchange Act of 1934, as amended, and is to be included in the corporation's proxy statement for an annual meeting of stockholders shall be deemed to comply with the requirements of this Section 1.13.

The chair of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 1.13, and if he or she should so determine, the chair shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

Notwithstanding the foregoing provisions of this Section 1.13, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual meeting of stockholders of the corporation to present business, such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the corporation.

Notwithstanding the foregoing provisions of this Section 1.13, a stockholder shall also comply with all applicable requirements of the 1934 Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.13. Nothing in this Section 1.113 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the 1934 Act.

1.14 Written Consent of Stockholders Without a Meeting. Any action to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be so taken, shall be signed by the holders of outstanding stock having a majority of the number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this section, written consents signed by a sufficient number of holders to take action are delivered to the corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by applicable law, be given to those stockholders who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation.

1.15 Conduct of Meeting. The Chairman of the Board or, in his or her absence, the Vice Chairman of the Board, if any, the Chief Executive Officer, the President or any Vice President, in the order named, shall call meetings of the stockholders to order and act as chair of such meeting; provided, however, that, in the absence of the Chairman of the Board, the Board of Directors may appoint any stockholder to act as chair of any meeting. The Secretary of the corporation or, in his or her absence, any Assistant Secretary, shall act as secretary at all meetings of the stockholders; provided, however, that in the absence of the Secretary at any meeting of the stockholders, the person acting as chair at any meeting may appoint any person to act as secretary of such meeting.

The Board of Directors of the corporation shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem appropriate. Subject to such rules and regulations of the Board of Directors, if any, the person presiding over the meeting shall have the right and authority to convene and adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of the person presiding over the meeting, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to stockholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the person presiding over the meeting shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting and matters that are to be voted on by ballot. The person presiding over the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if the person presiding over the meeting should so determine and declare, any such matter or business shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE 2 - DIRECTORS

2.1 General Powers. The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors, who may exercise all of the powers of the corporation, including adopting rules and procedures, except as otherwise provided by law, the Certificate of Incorporation or these Amended and Restated By-Laws, as it may deem proper for the conduct of its meetings and the management of the corporation. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

2.2 Number; Election and Qualification. The number of directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than three. The number of directors may be decreased at any time and from time to time by a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or expiration of the term of one or more directors. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote on such election. The directors need not be stockholders of the corporation.

~~2.3 Classes of Directors. The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. No one class shall have more than one director more than any other class. If a fraction is contained in the quotient arrived at by dividing the designated number of directors by three, then, if such fraction is one-third, the extra director shall be a member of Class III, and if such fraction is two-thirds, one of the extra directors shall be a member of Class III and one of the extra directors shall be a member of Class II, unless otherwise provided from time to time by resolution adopted by the Board of Directors.~~

~~2.4~~2.3 Terms of Office. Except as otherwise provided in the Certificate of Incorporation or these Amended and Restated By-Laws, each director shall serve for a term ending on the date of the ~~third~~ annual meeting following the annual meeting at which such director was elected; provided, however, ~~that each initial director in Class I shall serve for a term ending on the date of the annual meeting in 2004; each initial director in Class II shall serve for a term ending on the date of the annual meeting of stockholders in 2005; and each initial director in Class III shall serve for a term ending on the date of the annual meeting of stockholders in 2006; and provided, further,~~ (a) that, notwithstanding the term of any director that was elected prior to the date of adoption of these Amended and Restated By-Laws, the term of each director shall end as of the date of the next annual meeting following such date of adoption (unless such term ends before such date pursuant to the terms hereof) and (b) that the term of each director shall be subject to the election and qualification of his successor and to his earlier death, resignation or removal.

~~2.5 Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors. In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director of the class of which he is a member and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution adopted by the Board of Directors.~~

~~2.6~~2.4 Removal. Except as prohibited by applicable law or the Certificate of Incorporation, the directors of the corporation may be removed with or without cause by the affirmative vote of the holders of a majority of the shares of the capital stock of the corporation issued and outstanding and entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

~~2.7~~2.5 Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board of Directors, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director chosen to fill a vacancy shall hold office for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next election ~~of the class~~ for which such director shall have been chosen, subject to the election and qualification of his successor and to his earlier death, resignation or removal.

~~2.8~~2.6 Resignation. Any director may resign by delivering his or her written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other future event.

~~2.9~~2.7 Regular Meetings. The regular meetings of the Board of Directors may be held without notice at such time and place, either within or without the State of Delaware, as shall be determined from time to time by the Board of Directors; provided, that any director who is absent when such a determination is made shall be given notice of the determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of stockholders.

~~2.10~~2.8 Special Meetings. Special meetings of the Board of Directors may be held at any time and place, within or without the State of Delaware, designated in a call by the Chairman of the Board, the President, two or more directors, or by one director in the event that there is only a single director in office.

~~2.11~~2.9 Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given to each director by the Secretary or by the officer or one of the directors calling the meeting. The notice shall be duly given to each director (i) by giving notice to such director in person or by telephone at least twenty four (24) hours in advance of the meeting, (ii) by sending a telegram, telecopy, electronic mail or other means of electronic transmission, or delivering written notice by hand, to the director's last known business or home address at least twenty four (24) hours in advance of the meeting, or (iii) by mailing written notice to the director's last known business or home address at least seventy two (72) hours in advance of the meeting. A notice or waiver of notice of a special meeting of the Board of Directors need not specify the purposes of the meeting.

~~2.12~~2.10 Meetings by Telephone Conference Calls. Any meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all persons participating in the meeting can hear one another and can be heard; and all persons participating in such a meeting shall be deemed to be present in person at the meeting.

~~2.13~~2.11 Quorum. A majority of the total number of the whole Board of Directors shall constitute a quorum at all meetings of the Board of Directors. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one-third (1/3) of the number of directors so fixed constitute a quorum. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice, other than announcement at the meeting, until a quorum shall be present.

~~2.14~~2.12 Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, the Certificate of Incorporation or these Amended and Restated By-Laws.

~~2.15~~2.13 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, if all members of the Board or such committee, as applicable, consent to the action in writing or by electronic transmission and such writings or transmissions are filed with the minutes of proceedings of the Board of Directors or committee of the Board of Directors. Such filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

~~2.16~~2.14 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors and subject to the provisions of the General Corporation Law of the State of Delaware, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers that may require it. Unless the Board of Directors provides otherwise, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each such committee shall keep minutes and make such reports as the Board of Directors may from time to time request. Except as the Board of Directors may otherwise determine, any committee may adopt a charter and make rules for the conduct of its business, but unless otherwise provided by the directors or in such charter or rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Amended and Restated By-Laws for the Board of Directors.

~~2.17~~2.15 Compensation of Directors. The directors may be paid such compensation for their services and such reimbursement for expenses of attendance at meetings as the Board of Directors may from time to time determine. No such payment shall preclude any director from serving the corporation or any of its parent or subsidiary corporations in any other capacity and receiving compensation for such service.

ARTICLE 3 - OFFICERS

3.1 Enumeration. The officers of the corporation shall consist of a President, a Treasurer, a Secretary and such other officers with such other titles as the Board of Directors shall determine, including one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries. The Board of Directors may appoint such other officers as it may deem appropriate. Any two or more offices may be held by the same person.

3.2 Election. The President, Treasurer and Secretary shall be elected annually by the Board of Directors at its first meeting following the annual meeting of stockholders. Other officers may be appointed by the Board of Directors at such meeting or at any other meeting.

3.3 Qualification. No officer need be a stockholder of the corporation. Any two or more offices may be held by the same person.

3.4 Tenure. Except as otherwise provided by law, by the Certificate of Incorporation or by these Amended and Restated By-Laws, each officer shall hold office until such officer's successor is elected and qualified, unless a different term is specified in the vote choosing or appointing him, or until his earlier death, resignation or removal.

3.5 Resignation and Removal. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other future event. Any officer may be removed at any time, with or without cause, by vote of the Board of Directors at any regular or special meeting.

Except as the Board of Directors may otherwise determine, no officer who resigns or is removed shall have any right to any compensation as an officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless such compensation is expressly provided in a duly authorized written agreement with the corporation.

3.6 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal.

3.7 Chairman of the Board and Vice Chairman of the Board. The Board of Directors may appoint a Chairman of the Board and a Vice Chairman of the Board. The Chairman and Vice Chairman may, but need not be, designated as officers of the corporation by the Board of Directors. If the Board of Directors appoints a Chairman of the Board, he or she shall perform such duties and possess such powers as are assigned by the Board of Directors. If the Board of Directors appoints a Vice Chairman of the Board, he or she shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as are assigned by the Board of Directors.

3.8 President. The President shall, subject to the direction of the Board of Directors, have general charge and supervision of the business of the corporation. Unless otherwise provided by the Board of Directors, the President shall preside at all meetings of the stockholders and, if the President is a director, at all meetings of the Board of Directors. Unless the Board of Directors has designated the Chairman of the Board or another officer as Chief Executive Officer, the President shall be the Chief Executive Officer of the corporation. The President shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

3.9 Vice Presidents. Any Vice President shall perform such duties and possess such powers as the Board of Directors or the President may from time to time assign. In the event of the absence, inability or refusal to act of the President, the Vice President (or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors) shall perform the duties of the President and when so performing shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may assign to any Vice President the title of Executive Vice President, Senior Vice President or any other title selected by the Board of Directors.

3.10 Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall have such powers as the Board of Directors or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the Secretary, including without limitation the duty and power to give notices of all meetings of stockholders and special meetings of the Board of Directors, to attend all meetings of stockholders and the Board of Directors and keep a record of the proceedings, to maintain a stock ledger and prepare lists of stockholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.

Any Assistant Secretary shall perform such duties and possess such powers as the Board of Directors, the President or the Secretary may from time to time assign. In the event of the absence, inability or refusal to act of the Secretary, the Assistant Secretary (or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Secretary.

In the absence of the Secretary or any Assistant Secretary at any meeting of stockholders or directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

3.11 Treasurer and Assistant Treasurers. The Treasurer shall perform such duties and shall have such powers as the Board of Directors or the President may from time to time prescribe. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the corporation, to deposit funds of the corporation in depositories designated from time to time by the Board of Directors, to disburse such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the corporation. Unless the Board of Directors has designated another officer as Chief Financial Officer, the Treasurer shall be the Chief Financial Officer of the corporation.

The Assistant Treasurers shall perform such duties and possess such powers as the Board of Directors, the President or the Treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the Treasurer, the Assistant Treasurer (or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors) shall perform the duties and exercise the powers of the Treasurer.

3.12 Duties of Officers May be Delegated. In case any officer is absent, or for any other reason that the Board of Directors may deem sufficient, the Chief Executive Officer or the Board of Directors may delegate for the time being the powers or duties of such officer to any other officer or to any director.

3.13 Salaries. Officers of the corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board of Directors or a committee thereof.

ARTICLE 4 - CAPITAL STOCK

4.1 Issuance of Stock. Unless otherwise voted by the stockholders and subject to the provisions of the Certificate of Incorporation, the whole or any part of any unissued balance of the authorized capital stock of the corporation or the whole or any part of any unissued balance of the authorized capital stock of the corporation held in its treasury may be issued, sold, transferred or otherwise disposed of in such manner, for such consideration and on such terms as the Board of Directors may determine.

4.2 Certificates of Stock. Every holder of stock of the corporation shall be entitled to have a certificate, in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned in the corporation. Each such certificate shall be signed by, or in the name of the corporation by, the Chairman or Vice Chairman, if any, of the Board of Directors, or the President or a Vice President, and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation. Any or all of the signatures on the certificate may be a facsimile.

Each certificate for shares of stock that are subject to any restriction on transfer pursuant to the Certificate of Incorporation, the By-Laws, applicable securities laws or any agreement among any number of stockholders or among such holders and the corporation shall have conspicuously noted on the face or back of the certificate either the full text of the restriction or a statement of the existence of such restriction.

4.3 Transfers. Except as otherwise established by rules and regulations adopted by the Board of Directors, and subject to applicable law, shares of stock may be transferred on the books of the corporation by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Certificate of Incorporation or by these Amended and Restated By-Laws, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these Amended and Restated By-Laws.

4.4 Lost, Stolen or Destroyed Certificates. The corporation may issue a new certificate of stock in place of any previously issued certificate alleged to have been lost, stolen, or destroyed, upon such terms and conditions as the Board of Directors may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving of such indemnity as the Board of Directors may require for the protection of the corporation or any transfer agent or registrar.

4.5 Record Date. The Board of Directors may fix in advance a date as a record date for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders (or any adjournment thereof), or entitled to receive payment of any dividend or other distribution or allotment of any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action. Such record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action to which such record date relates.

If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE 5 - RECORDS AND REPORTS

5.1 Maintenance and Inspection of Records. The corporation shall, either at its principal executive office or at such place or places as designated by the Board of Directors, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these Amended and Restated By-Laws as amended to date, accounting books and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation’s stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person’s interest as a stockholder. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the corporation at its registered office in Delaware or at its principal place of business.

5.2 Inspection by Director**.** Any director shall have the right to examine the corporation’s stock ledger, a list of its stockholders and its other books and records for a purpose reasonably related to his or her position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the corporation to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

5.3 Representation of Shares of Other Corporations**.** The President or the Secretary, or any other officer of this corporation authorized by the Board of Directors is authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

ARTICLE 6 - GENERAL PROVISIONS

6.1 Fiscal Year. Except as from time to time otherwise designated by the Board of Directors, the fiscal year of the corporation shall end on the Saturday in December or January nearest the last day of December in each year and the new fiscal year shall begin on the Sunday thereafter.

6.2 Corporate Seal. The corporate seal shall be in such form as shall be approved by the Board of Directors.

6.3 Waiver of Notice. Whenever any notice is required to be given by law, by the Certificate of Incorporation or by these Amended and Restated By-Laws, a waiver of such notice either in writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable, electronic mail or any other available method, whether before, at or after the time stated in such waiver, or the appearance of such person or persons at such meeting in person, by means of remote communications, if authorized, or by proxy shall be deemed equivalent to such notice. Where such an appearance is made for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened, the appearance shall not be deemed equivalent to notice.

6.4 Exclusive Forum. Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Amended and Restated By-Laws or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

6.5 Checks; Drafts; Evidences of Indebtedness**.** From time to time, the Board of Directors or an officer or officers authorized by the Board of Directors shall determine which officer, officers, person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the corporation, and only the persons so authorized shall sign or endorse those instruments.

6.6 Corporate Contracts and Instruments; How Executed**.** The Board of Directors, except as otherwise provided in these Amended and Restated By-Laws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

6.7 Evidence of Authority. A certificate by the Secretary, any Assistant Secretary, or any temporary secretary, as to any action taken by the stockholders, the Board of Directors, a committee of the Board of Directors, or any officer or representative of the corporation shall, as to all persons who rely on the certificate in good faith, be conclusive evidence of such action.

6.8 Certificate of Incorporation. All references in these Amended and Restated By-Laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the corporation, as amended or restated and in effect from time to time.

6.9 Transactions with Interested Parties. No contract or transaction between the corporation and one or more of the directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of the directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors that authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee of the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

(2) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors, or the stockholders.

(4) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes the contract or transaction.

6.10 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the General Corporation Law of the State of Delaware shall govern the construction of these Amended and Restated By-Laws. Without limiting the generality of this provision, (a) the singular number includes the plural, and the plural number includes the singular; (b) the term "person" includes a corporation, a partnership, an entity and a natural person; and (c) all pronouns include the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

6.11 Provisions Additional to Provisions of Law. All restrictions, limitations, requirements and other provisions of these Amended and Restated By-Laws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

6.12 Provisions Contrary to Provisions of Law; Severability. Any article, section, subsection, subdivision, sentence, clause or phrase of these Amended and Restated By-Laws that, upon being construed in the manner provided in Section 6.10 hereof, shall be contrary to or inconsistent with any applicable provisions of law, shall not apply so long as said provisions of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these Amended and Restated By-Laws, it being hereby declared that these Amended and Restated By-Laws and each article, section, subsection, subdivision, sentence, clause or phrase thereof, would have been adopted irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal.

6.13 Notices. Any reference in these Amended and Restated By-Laws to the time a notice is given or sent means, unless otherwise expressly provided, the time a written notice by mail is deposited in the United States mails, postage prepaid; or the time any other written notice is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient; or the time any oral notice is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

ARTICLE 7 - AMENDMENTS

Subject to the provisions of the Certificate of Incorporation, these Amended and Restated By-Laws may be adopted, amended or repealed at any annual or special meeting of stockholders, by the affirmative vote of the holders of a majority of the voting power of the stock issued and outstanding and entitled to vote thereat. Subject to the provisions of the Certificate of Incorporation, these Amended and Restated By-Laws may also be altered, amended or repealed, and new By-Laws adopted, by the Board of Directors, acting by majority vote of the entire Board, subject to the right of the stockholders to adopt, amend or repeal the By-Laws as provided above.

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ANNUAL MEETING

The 2017 Annual Meeting of Shareholders will be held at 8:00 a.m. on May 17, 2017. The meeting will be held at our offices located at:

3438 Peachtree Road N.E.
Atlanta, Georgia 30326

COMMON STOCK

Symbol: CRI
Exchange: New York Stock Exchange

TRANSFER AGENT

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, New York 11219
(800) 937-5449
www.amstock.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP
1075 Peachtree Street N.E.
Suite 2600
Atlanta, Georgia 30309

LEGAL COUNSEL

Paul Hastings LLP
1170 Peachtree Street N.E.
Suite 100
Atlanta, Georgia 30309

INVESTOR RELATIONS

For further information on Carter's, Inc., or for additional copies of this Annual Report, Proxy Statement, Form 10-K, or other financial information, please visit the investor relations section of the Company's website at www.carters.com. You may also contact Carter's Investor Relations at investor@carters.com or (678) 791-7615.

All market share data provided in this Annual Report is based on information provided by NPD Group, Inc. as of February 23, 2017. References to specific market share data are expressed as a percentage of total retail sales of a particular market.

LEADERSHIP TEAM

Michael D. Casey
Chairman of the Board of Directors
& Chief Executive Officer

Brian J. Lynch
President

Kevin D. Corning
Executive Vice President,
International

Julie A. D'Emilio
Executive Vice President, Sales

William G. Foglesong
Executive Vice President,
Retail & Marketing

Peter R. Smith
Executive Vice President,
Supply Chain

Richard F. Westenberger
Executive Vice President
& Chief Financial Officer

Jill A. Wilson
Senior Vice President,
Human Resources &
Talent Development

Michael C. Wu
Senior Vice President,
General Counsel & Secretary

BOARD OF DIRECTORS

Amy Woods Brinkley [1,2]
Former Chief Risk Officer &
Former President
Consumer Products Division,
Bank of America Corporation

Giuseppina Buonfantino [3]
President,
North America, Baby and Child Care,
Kimberly-Clark Corporation

Michael D. Casey
Chairman of the Board of Directors
& Chief Executive Officer

Vanessa J. Castagna [3]
Former Executive Chairwoman,
Mervyn's, LLC
Former Chairwoman &
Chief Executive Officer,
JCPenney Stores, Catalog & Internet
for J. C. Penney Company, Inc.

A. Bruce Cleverly [2,3 (Chair)]
Former President,
Global Oral Care Division,
The Procter & Gamble Company

Jevin S. Eagle [2]
Former Chief Executive Officer,
DavidsTea Inc.
Former Executive Vice President,
Merchandising and Marketing,
Staples, Inc.

Paul Fulton [2 (Chair),3]
Non-Executive Chairman,
Bassett Furniture Industries, Inc.
Former President,
Sara Lee Corporation

William J. Montgoris [1]
Former Chief Operating Officer &
Former Chief Financial Officer,
The Bear Stearns Companies, Inc.

David Pulver [1 (Chair)]
President,
Cornerstone Capital, Inc.
Former Chairman &
Co-Chief Executive Officer,
The Children's Place, Inc.

Thomas E. Whiddon* [1,3]
Former Executive Vice President-
Logistics & Technology and
Former Chief Financial Officer,
Lowe's Companies, Inc.

*Lead Independent Director

Board Committees:
1 Audit
2 Compensation
3 Nominating and Corporate Governance


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B'gosh®
Always be genuine.™


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B'gosh®
Carter's, Inc. | 3438 Peachtree Road N.E., Suite 1800 | Atlanta, GA 30326 | 678.791.1000 | carters.com | oshkosh.com