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

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# **SCHEDULE 13G**

Under the Securities Exchange Act of 1934
(Amendment No. )*
CARTER'S, INC.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
146229109
(CUSIP Number)
October 28, 2010
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  ☐ Rule 13d-1(b)  x Rule 13d-1(c)  ☐ Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	NAMES OF REPORTING PERSONS			
	Berkshire Fund VII, L.P.			
2.	CHECK THE APPROPRIATE BOX IF A MEMBER	R OF A GRO	OUP (see instructions)	(a) □ (b) x
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF ORGANIZATION			
	Delaware			
		5.	SOLE VOTING POWER	
	NUMBER OF		4,938,097 †	
SHARES BENEFICIALLY OWNED BY			SHARED VOTING POWER	
			0	
	EACH	7.	SOLE DISPOSITIVE POWER	
	REPORTING PERSON		4,938,097 †	
	WITH:	8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT BENEFICIALLY OWNE	D BY EAC	H REPORTING PERSON	
	4,938,097 †			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			Ш
,	TEACHT OF CERES TERRESETTED BY TENOCHT IN NOT (5)			

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12.

8.6% \*†

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TYPE OF REPORTING PERSON

CUSIP No. 146229109

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

<sup>†</sup> As of November 5, 2010. See Item 4.

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	NAMES OF REPORTING REP	CONC		
1.	NAMES OF REPORTING PER	NAMES OF REPORTING PERSONS		
	Berkshire Fund VII-A, L.P.			
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see (a) □				
	instructions)	JOHN HIWEWIDER	(b) x	
	moductions) (b) A			
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF	ORGANIZATION		
	Delaware			
	Delaware	5.	SOLE VOTING POWER	
		3.	SOLE VOTINGTOWER	
,	NUMBER OF		923,191 †	
	SHARES	6.	SHARED VOTING POWER	
	ENEFICIALLY			
	OWNED BY	_	0	
	EACH REPORTING	7.	SOLE DISPOSITIVE POWER	
	PERSON		923,191 †	
	WITH:	8.	SHARED DISPOSITIVE POWER	
		<b>.</b>		
			0	
9.	AGGREGATE AMOUNT BEN	EFICIALLY OWNED	BY EACH REPORTING PERSON	
	002.101			
10	923,191 †	AMOUNT IN DOM	O) EVCLUDES CEDTAIN SHADES	
10.	10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.6% *†			
12. TYPE OF REPORTING PERSON				
	DNI			
	PN			

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

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1.	NAMES OF REPORTING PERS	NAMES OF REPORTING PERSONS			
	Berkshire Investors IV LLC				
2.	CHECK THE APPROPRIATE B	OX IF A MEMBER C			
	instructions)		(b) x		
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PLACE OF C	ORGANIZATION			
	Delaware				
		5.	SOLE VOTING POWER		
			07 522 .		
1	NUMBER OF		97,533 †		
	SHARES	6.	SHARED VOTING POWER		
	ENEFICIALLY				
(	OWNED BY		0		
,	EACH REPORTING	7.	SOLE DISPOSITIVE POWER		
1	PERSON		07 522 -		
	WITH:	•	97,533 †		
	VV1111.	8.	SHARED DISPOSITIVE POWER		
			0		
9.	ACCRECATE AMOUNT DENI	PEICIALLY OWNED			
9.	AGGREGATE AMOUNT BENE	LFICIALLI OWNED	BY EACH REPORTING PERSON		
	97,533 †				
10.		AMOUNT IN ROW (	O) EYCLUDES CERTAIN SHARES		
10.	10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
rencent of class refresented by Amount In Row (9)		1111011(0)			
	0.2% *+	0.2% *+			
12.					
		<del>- •</del>			
	PN				

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

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1.	NAMES OF REPORTING PERSONS			
	Berkshire Investors III LLC			
2.	CHECK THE APPROPRIATE BO	OX IF A MEMBER C	· · · · · · · · · · · · · · · · · · ·	
	instructions)		(b) x	
3.	SEC USE ONLY			
4.	CITIZENSHIP OR PLACE OF O	RGANIZATION		
	Massachusetts			
	Massachuseus	5.	SOLE VOTING POWER	
		5.	SOLE VOTING POWER	
NIT	MBER OF		46,429 †	
	SHARES	6.	SHARED VOTING POWER	
-	EFICIALLY	<b>0.</b>	SIMIKED VOTING TOWER	
	VNED BY		0	
	EACH	7.	SOLE DISPOSITIVE POWER	
RE	PORTING			
	PERSON		46,429 †	
	WITH:	8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT BENE	FICIALLY OWNED	BY EACH REPORTING PERSON	
	46,400 :			
10	46,429 †	A COLUMN DOLLAR	O) TWO LUDES CERTAIN SWAPES	
10.	10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11. PERCENT OF CLASS REPRE		ENTED BY AMOUN	1 IIV KOW (9)	
0.1% *†				
12.				
111E OF REFORMING PERSON				
	PN			

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

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1	NAMEC OF DEPOPTING DEDO	CONIC		
1.	NAMES OF REPORTING PERS	NAMES OF REPORTING PERSONS		
	Stockbridge Fund, L.P.			
2.	OF A GROUP (see (a) □			
	instructions)		(b) x	
3.	SEC USE ONLY			
	CITIZENCIUD OD DI ACE OE	ODC ANIZATION		
4.	CITIZENSHIP OR PLACE OF (	JRGANIZATION		
	Delaware			
	•	5.	SOLE VOTING POWER	
			205.056	
ľ	NUMBER OF	C	205,976 † SHARED VOTING POWER	
DI	SHARES ENEFICIALLY	6.	SHARED VOTING POWER	
	OWNED BY		0	
	EACH	7.	SOLE DISPOSITIVE POWER	
I	REPORTING			
	PERSON		205,976 †	
	WITH:	8.	SHARED DISPOSITIVE POWER	
			0	
9.	AGGREGATE AMOUNT BENE	EFICIALLY OWNED I	BY EACH REPORTING PERSON	
			2 1 211011 1121 0111 1110 1 2110 01 1	
	205,976 †			
10.	CHECK IF THE AGGREGATE	AMOUNT IN ROW (9	9) EXCLUDES CERTAIN SHARES	
11. PERCENT OF CLASS REP		ENTED BY AMOUN	T IN ROW (9)	
	0.4% *+			
12.	TYPE OF REPORTING PERSO	N		
	PN			

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

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1.	NAMES OF REPORTING PERS	SONS	
	Co. III il alla Da Da D	LID	
	Stockbridge Absolute Return F		OF A CROVER ( ) F
2.	CHECK THE APPROPRIATE B	OX IF A MEMBER C	
	instructions)		(b) x
3.	SEC USE ONLY		
4.	CITIZENSHIP OR PLACE OF C	ORGANIZATION	
	Delaware		
		5.	SOLE VOTING POWER
			6,368 †
	NUMBER OF	C	SHARED VOTING POWER
т	SHARES BENEFICIALLY	6.	SHARED VOTING POWER
E	OWNED BY		0
	EACH	7.	SOLE DISPOSITIVE POWER
	REPORTING		
	PERSON		6,368 †
	WITH:	8.	SHARED DISPOSITIVE POWER
	A CORPORATE A MOVINE DENI	TELCHALLIA OLANIED	0
9.	AGGREGATE AMOUNT BENE	LFICIALLY OWNED	BY EACH REPORTING PERSON
	6,368 †		
10.	, ,	AMOUNT IN ROW (	9) EXCLUDES CERTAIN SHARES
		(	
11.	11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
less than 0.1% *†			
12.	TYPE OF REPORTING PERSO	N	
	PN		
	PIN		

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

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	•	

1. NAMES OF REPORTING PERSONS  Stockbridge Partners LLC						
Stockbridge Partners LLC						
Stockbridge Partilers LLC	Steelihuidge Doutnous II C					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see (a) □					
instructions) (b) x	instructions) (b) x					
3. SEC USE ONLY	SEC LISE ONLY					
SEC COL CIVEI	SEC USE ONL!					
4. CITIZENSHIP OR PLACE OF ORGANIZATION	CITIZENSHIP OR PLACE OF ORGANIZATION					
Delaware						
5. SOLE VOTING POWER						
NUMBER OF 0						
SHARES 6. SHARED VOTING POWER						
BENEFICIALLY OWNED BY 188,006 †						
EACH 7. SOLE DISPOSITIVE POWER						
REPORTING						
PERSON 188,006 †						
WITH: 8. SHARED DISPOSITIVE POWER						
0						
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	188,006 †					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
_	DED CENTE OF CLASS DEPOSITION DV AMOUNTE IN DOMASO					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
0.3% *†	0.3% *+					
12. TYPE OF REPORTING PERSON						
PN						

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

<sup>†</sup> As of November 5, 2010. See Item 4.

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1.	NAMES OF REPORTING PERS	NAMES OF REPORTING PERSONS					
	Berkshire Partners LLC						
2.		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see (a) □					
	instructions) (b) x						
3.	SEC USE ONLY	CEC LICE ONLY					
3.	SEC USE ONLY	SEC USE ONLY					
4.	CITIZENSHID OR DI ACE OE C	CITIZENSHIP OR PLACE OF ORGANIZATION					
7.	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Massachusetts	Massachusetts					
		5.	SOLE VOTING POWER				
N	NUMBER OF		22,682 †				
	SHARES	<b>6.</b> SHARED VOTING POWER					
	CNEFICIALLY						
(	OWNED BY		0				
T	EACH REPORTING PERSON WITH:		SOLE DISPOSITIVE POWER				
ſ			22,682 †				
			SHARED DISPOSITIVE POWER				
			SHARED DISTOSITIVE TOWER				
			0				
9.	AGGREGATE AMOUNT BENE	FICIALLY OWNED	BY EACH REPORTING PERSON				
	22,682 †						
10.	CHECK IF THE AGGREGATE	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11.	PERCENT OF CLASS REPRESI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
10		less than 0.1% *†					
12.	TYPE OF REPORTING PERSON						
	PN						
	111						

<sup>\*</sup> Percentage calculations are based on the number of shares of Common Stock outstanding as of October 29, 2010, as provided in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2010.

 $<sup>\</sup>dagger$  As of November 5, 2010. See Item 4.

#### Item 1(a). Name of Issuer:

The Issuer's name is Carter's, Inc. (the "Company" or the "Issuer").

#### Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the principal executive offices of the Issuer is The Proscenium, 1170 Peachtree Street NE, Suite 900, Atlanta, Georgia 30309.

#### Item 2(a). Name of Person Filing:

This Schedule 13G (this "Statement") is being filed jointly by the following (each, a "Reporting Person," and, collectively, the "Reporting Persons"): Berkshire Fund VII, L.P. ("Fund VII"); Berkshire Fund VII-A, L.P. ("Fund VII-A"); Berkshire Investors IV LLC ("Investors IV"); Berkshire Investors III LLC ("Investors III"); Stockbridge Fund, L.P. (f/k/a Stockbridge Special Situations Fund, L.P.) ("Stockbridge"); Stockbridge Absolute Return Fund, L.P. ("SARF"); Stockbridge Partners LLC ("SP"); and Berkshire Partners LLC ("BP").

Seventh Berkshire Associates LLC, a Massachusetts limited liability company ("7BA"), is the general partner of Fund VII and Fund VII-A. Stockbridge Associates LLC, a Delaware limited liability company ("SA"), is the general partner of Stockbridge and SARF.

The Reporting Persons often make acquisitions in, and dispose of, securities of an issuer on the same terms and conditions and at the same time. Based on the foregoing and the relationships described herein, these entities may be deemed to constitute a "group" for purposes of Section 13(g)(3) of the Act. The filing of this statement shall not be construed as an admission that the Reporting Persons are a group, or have agreed to act as a group.

# Item 2(b). Address of Principal Business Office or, if none, Residence:

The address of the principal business offices of each of the Reporting Persons, 7BA and SA is 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116.

#### Item 2(c). Citizenship:

Each of Fund VII, Fund VII-A, Investors IV, Stockbridge, SARF, SP and SA is organized under the laws of the State of Delaware. Each of 7BA, Investors III and BP is organized under the laws of the Commonwealth of Massachusetts.

#### Item 2(d). Title and Class of Securities:

The class of equity securities to which this Statement relates is the Company's common stock, par value \$0.01 per share ("Common Stock").

#### Item 2(e). CUSIP Number:

The CUSIP Number to which this Statement relates is 146229109.

# Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not Applicable.

#### Item 4. Ownership.

(a) The responses of the Reporting Persons to Row (9) of the cover pages of this Schedule 13G are incorporated herein by reference. As the sole general partner of Fund VII and Fund VII-A, 7BA may be deemed to beneficially own the shares of Common Stock held by Fund VII and Fund VII-A. However, 7BA disclaims

beneficial ownership of such shares of Common Stock and the filing of this Statement shall not be construed as an admission that 7BA is, for the purpose of Section 13(g) of the Act, the beneficial owner of such shares held by Fund VII and Fund VII-A. As the sole general partner of Stockbridge and SARF, SA may be deemed to beneficially own shares of Common Stock held by Stockbridge and SARF. However, SA disclaims beneficial ownership of such shares of Common Stock and the filing of this Statement shall not be construed as an admission that SA is, for the purpose of Section 13(g) of the Act, the beneficial owner of such shares held by Stockbridge and SARF.

- (b) The responses of the Reporting Persons to Row (11) of the cover pages of this Schedule 13G are incorporated herein by reference. As of November 5, 2010, the Reporting Persons beneficially owned in the aggregate 6,428,282 shares of Common Stock, representing approximately 11.2% of the shares of Common Stock outstanding (based on the number of shares outstanding as of October 29, 2010, as reported in the Issuer's Form 10-Q for the quarterly period ended October 2, 2010).
- (c) The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this Schedule 13G are incorporated herein by reference.

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

Not Applicable.

#### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The responses of the Reporting Persons to Items 2(a) and 4(a) are incorporated herein by reference. Under certain circumstances, partners, members or managed accounts of a Reporting Person, as the case may be, could have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, shares of Common Stock owned by such Reporting Person.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

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

Not Applicable.

#### Item 9. Notice of Dissolution of Group.

Not Applicable.

#### Item 10. Certifications.

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

#### **SIGNATURES**

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

Dated: November 8, 2010

# BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

#### BERKSHIRE INVESTORS IV LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE INVESTORS III LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Robert J. Small

Name: Robert J. Small
Title: Managing Director

# STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Robert J. Small

Name: Robert J. Small
Title: Managing Director

# STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,

its sole managing member

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE PARTNERS LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# EXHIBIT INDEX

Exhibit No. Description

Joint Filing Agreement, dated November 8, 2010, by and among the Reporting Persons

#### JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13G filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of common stock, \$0.01 par value per share, of Carter's, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1). This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: November 8, 2010

# BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,

its general partner

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

#### BERKSHIRE INVESTORS IV LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE INVESTORS III LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Robert J. Small

Name: Robert J. Small Title: Managing Director

# STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: Stockbridge Associates LLC,

its general partner

By: /s/ Robert J. Small

Name: Robert J. Small
Title: Managing Director

# STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,

its sole managing member

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director

# BERKSHIRE PARTNERS LLC

By: /s/ Michael C. Ascione

Name: Michael C. Ascione Title: Managing Director