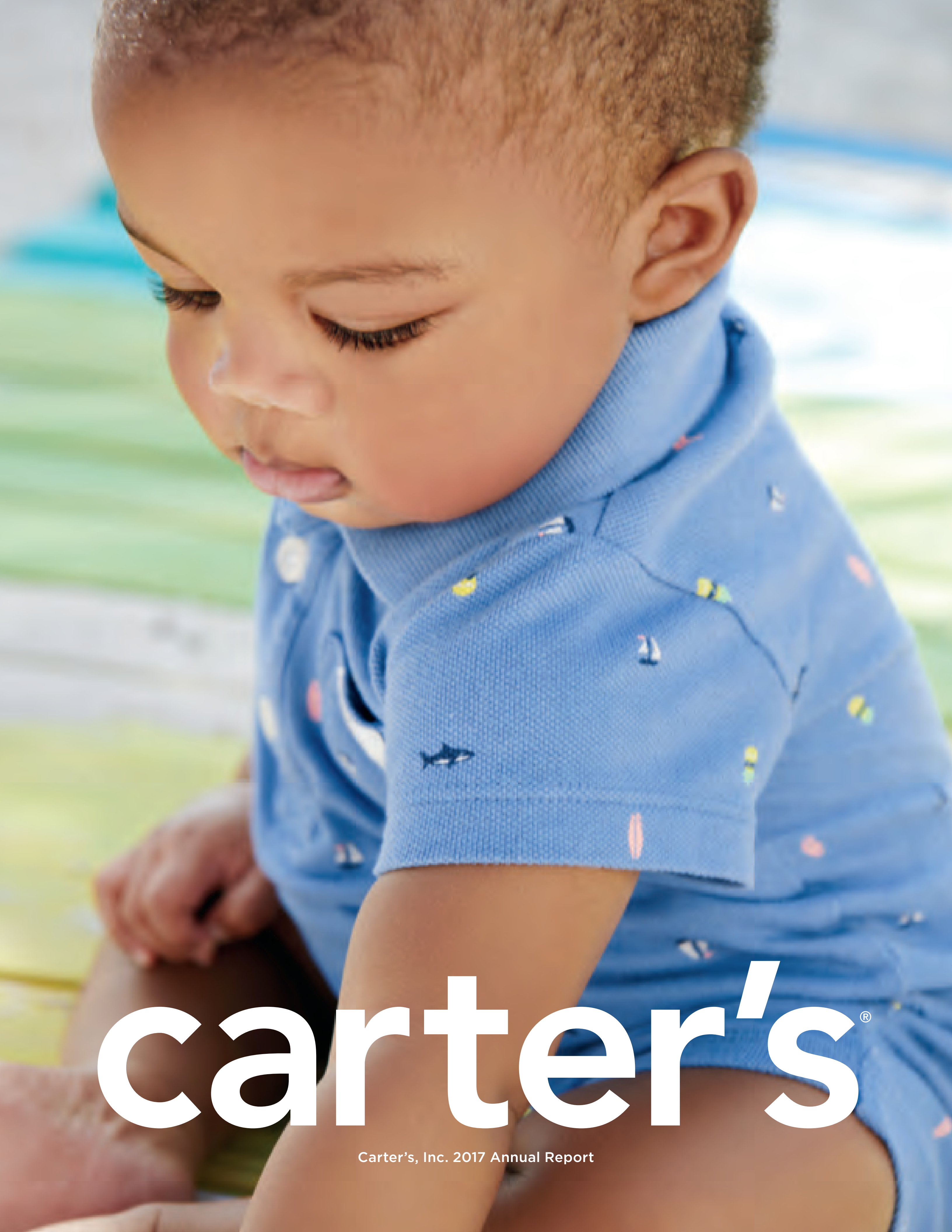
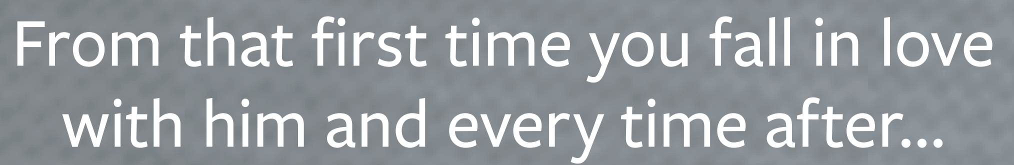

carter's®
Carter's, Inc. 2017 Annual Report



carter's®
with you from the start™

Iconic Brands. Unique Personalities.

carter's

OSHKOSH B'gosh

SKIP*HOP

simple joys made by carter's

just one you made by carter's

Genuine Kids from OSHKOSH

child of mine made by carter's

Precious firsts made by carter's

little planet organic by carter's

DEAR FELLOW SHAREHOLDERS,

In 2017, we strengthened our position as the market leader in young children's apparel. We achieved a record level of sales and earnings, improved our retail store model and omni-channel capabilities, launched an exclusive brand with Amazon, and added two new growth vehicles to our business with the acquisitions of Skip Hop and our largest international licensee based in Mexico.

2017 FINANCIAL HIGHLIGHTS

- Increased net sales by 6% to $3.4 billion, our 29th consecutive year of sales growth
- Achieved record adjusted operating income of $445 million
- Grew adjusted diluted earnings per share by 12%
- Generated operating cash flow of $330 million
- Returned $260 million to shareholders through share repurchases and dividends

OUR VISION AND FOCUS

We are the largest branded marketer of young children's apparel in North America. We believe no other company in the world has our brand reach and success in childrenswear. Over the past 10 years, our annual sales and adjusted net income have grown, on average, by 9% and 14%, respectively.

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

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

  We own two of the best known and trusted brands in young children's apparel – *Carter's* and *OshKosh B'gosh*. With over 100 years of rich history, these iconic brands have well-earned reputations for quality and value with generations of consumers. In 2017, we expanded our brand portfolio by acquiring *Skip Hop*, a fast-growing lifestyle brand that offers complementary, durable products for families with young children.

  In 2017, we strengthened our leadership position in young children's apparel in North America by acquiring our Mexico licensee. We believe the growth opportunities with this multi-channel business will enable us to increase our share of this $1 billion market.

  Last year, *Carter's* was ranked by millennial consumers as one of their favorite brands. Our research shows that over 80% of families with young children purchased the *Carter's* brand in 2017. There are nearly four million beautiful babies born every year in the United States – four million new reasons to shop with us.

  We made good progress in recent years aging up our brands and extending the number of years consumers can shop with us. In recent years, we extended the age range of our *Carter's* brand to size 8 and *OshKosh* to size 14. Given the success of those product extensions and the success we are seeing with our co-branded store strategy, beginning this fall, we will extend the *Carter's* product offering to size 14.

  Carter's is the best-selling young children's apparel brand in the online channel in the United States, with three times the share of our nearest competitor. In 2017, our eCommerce business was our fastest-growing, highest-margin business.

  This year, we plan to reinvest a portion of the savings resulting from the Tax Cuts and Jobs Act of 2017 to further strengthen our consumers' online experience with our brands by improving the speed of delivery of eCommerce purchases. Our research shows that the quicker the delivery, the higher the satisfaction rating and annual spending by consumers. We believe this initiative will strengthen our position as the brand leader in online sales of young children's apparel in the United States.

- **Extend the reach of our brands**

  Our global, multi-channel business model is unique. No other children's apparel company in the world has our combined strength in wholesale, retail stores and online capabilities.

  In wholesale, we are the largest supplier of young children's apparel to the largest retailers in the United States. We have the most extensive domestic distribution of young children's apparel – our brands are sold in more than 17,000 retail locations and through our wholesale customers' websites.

  Last year, we launched our new *Simple Joys* brand created exclusively for Amazon Prime customers. Amazon is a new source of growth for us and is expected to become one of our largest customers by 2022.

We have a strong retail presence in the United States, where we operate over 800 stores and the best performing brand website in young children's apparel. Our co-branded stores continue to have the best performance relative to our other store models. They provide consumers with the best-selling components of our *Carter's* and *OshKosh B'gosh* product offerings in one convenient location. We entered 2017 with only 20% of our stores being dual-branded. Over the next five years, we plan to open 160 co-branded stores, which would increase the mix of dual-branded stores to at least 50% by 2022.

We continue to assess the performance of our store models and consumer preferences for shopping with us. Our best performing stores are co-branded and located closer to the consumer. By comparison, our weakest comparable sales performance is in our legacy outlet locations and standalone *OshKosh* stores. Over the next five years, we plan to close approximately 115 underperforming stores upon lease expiration and convert about 40 standalone stores to our co-branded format.

This initiative builds on our strategy launched in 2010 to improve the convenience of shopping for our brands. In 2010, 75% of our stores were in outlet centers. Given the success of our eCommerce and co-branded store strategies, we are seeing fewer visits to remotely located outlet centers. Our plan is to reduce the mix of outlet stores to 20% or less by 2022. We believe this fleet optimization strategy will improve the convenience of shopping for our brands and drive better performance in our retail business.

We believe our stores provide the very best presentation of our brands. About 85% of our customers shop both online and in our stores. Over 70% of our customers shop only in our stores. Last year, 17% of young children's apparel was bought online in the United States. By 2022, we expect about 30% to be bought online, meaning 70% of children's apparel is expected to be purchased in stores.

Our multichannel, multibrand consumer is our most valuable consumer in terms of frequency of visit and annual spending. She spends three times as much as the single-channel consumer. The more we have opened co-branded stores closer to the consumer, the better performance we have seen both in-store and online.

Internationally, we reach consumers through nearly 1,000 retail stores in approximately 60 countries, and over 100 countries through branded websites. This extensive global reach is comprised of 179 stores and eCommerce in Canada, and 41 stores in Mexico which we manage directly; the balance are managed through wholesale and licensing arrangements.

- **Improve profitability**

We achieved an adjusted operating margin of 13.1% in 2017, which placed us in the top quartile of our peer group. This performance reflects improved profitability in our underlying core businesses and contributions from new growth initiatives, including Skip Hop, Amazon, Mexico and China, each of which is expected to contribute more meaningfully to our profitability in the years ahead.

In terms of our long-term outlook, we believe our global, multi-channel business model enables sales growth of about 5% a year, on average, over the next five years. If we achieve this objective, net sales would be approximately $4.4 billion by 2022.

We are planning average annual earnings per share growth of approximately 10% over the same period, driven by:

- growing our retail and international businesses;
- improving the contribution from Skip Hop, Amazon, Mexico and China;
- increasing our direct sourcing capabilities;
- strengthening inventory management; and
- returning capital to shareholders through share repurchases.

Paul Fulton

Our long-tenured director, Paul Fulton, will soon retire from our Board of Directors. Paul has contributed meaningfully to the growth of our Company over the past 16 years by helping us transition to a publicly-traded company, build exclusive brands with some of the world's largest retailers, acquire new brands, and mentor the leaders of our Company. We are forever grateful for all that he has made possible for our Company and its shareholders.

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 2018

OUR BUSINESS

Carter's, Inc. is the largest branded marketer in North America of apparel exclusively for babies and young children. We own the largest share of the $20 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*. Both of these iconic brands have more than 100 years of rich history; Carter's was established in 1865 and OshKosh B'Gosh in 1895. Our *Genuine Kids* and *Just One You* brands are sold at Target, our *Child of Mine* brand is sold at Walmart, and our *Simple Joys* brand is available on Amazon. We also own *Skip Hop*, a fast-growing and innovative leader in the children's durables product category.

Our multi-channel global business model – which includes retail store, eCommerce, and wholesale channels – generated $3.4 billion in net sales in 2017 and provides us with the broadest distribution of young children's apparel in the market. In the United States, we reach a wide range of consumers through over 17,000 wholesale locations, including the largest retailers in the country, 830 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 179 Company-operated stores in Canada and 41 stores in Mexico. 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

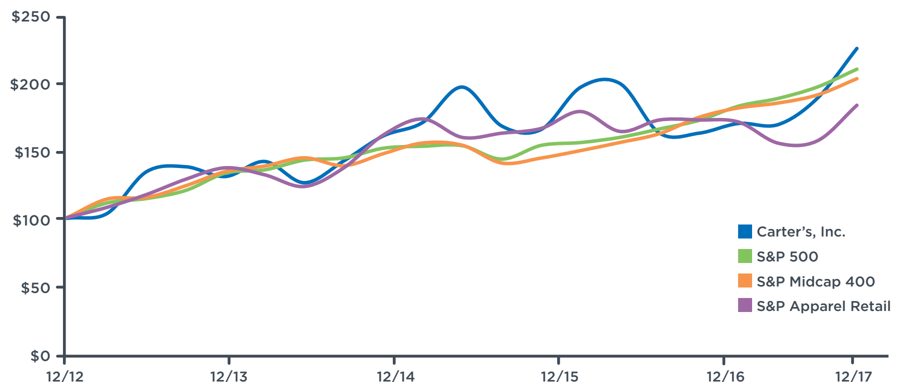
(dollars in thousands, except per share data)

Summary of Operations	Fiscal 2017	Fiscal 2016	Fiscal 2015
As reported (a)			
Net sales	$3,400,410	$3,199,184	$3,013,879
Gross margin	43.6%	43.1%	41.7%
Operating income	$419,568	$426,558	$392,857
Operating margin	12.3%	13.3%	13.0%
Net income	$302,764	$258,106	$237,822
Diluted earnings per share	$6.24	$5.08	$4.50
Net cash provided by operating activities	$329,621	$369,229	$307,987
As adjusted (b)			
Operating income	$444,801	$431,372	$400,985
Operating margin	13.1%	13.5%	13.3%
Net income	$279,722	$261,147	$243,641
Diluted earnings per share	$5.76	$5.14	$4.61

(a) Results "as reported" are presented in accordance with accounting principles generally accepted in the United States of America ("GAAP").
(b) Results presented in shareholder letter and above "as adjusted" are non-GAAP financial measurements. A reconciliation of results "as reported" to results "as adjusted" immediately follows our Proxy in this Annual Report.

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 12/31/12 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.
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carter's, inc.

Form 10-K

2017 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 30, 2017**

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)

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, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ (Do not check if a smaller reporting company) Smaller Reporting Company ☐ Emerging Growth Company ☐

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

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, 2017 (the last business day of our most recently completed second quarter) was $4,120,795,278.

There were 47,091,313 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 23, 2018

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, 2018, 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 30, 2017.

CARTER'S, INC.
INDEX TO ANNUAL REPORT ON FORM 10-K
FOR FISCAL YEAR ENDED DECEMBER 30, 2017

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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. Certain NPD data cited in prior Annual Reports on Form 10-K were 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 through the end of December 2017.

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 trademarks and copyrights that are referred to in this Annual Report, including *Carter's*, *OshKosh*, *OshKosh B'gosh*, *Baby B'gosh*, *Skip Hop*, *Genuine Kids*, *Child of Mine*, *Just One You*, *Simple Joys*, *Precious Firsts*, *Little Collections*, *Little Planet*, *little baby basics*, *Carter's KID*, *Rewarding Moments*, and *Count on Carter's*, many of which are registered in the United States and in over 100 other countries and territories, are each the property of one or more subsidiaries of Carter's, Inc.

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 ended on December 30, 2017, fiscal 2016, which ended on December 31, 2016, and fiscal 2015, which ended on January 2, 2016, all contained 52 weeks.

ITEM 1. BUSINESS

OVERVIEW

We are the largest branded marketer in North America 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*"), and a leading baby and young child lifestyle brand, *Skip Hop*.

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

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

We acquired the *Skip Hop* brand in February 2017. Established in 2003, the *Skip Hop* brand takes durable childhood necessities, and re-thinks, re-energizes, and re-imagines them to produce higher value, superior quality, and top-performance goods for parents, babies, and toddlers.

We believe our brands provide a complementary product offering and aesthetic, and are each uniquely positioned in the marketplace. In the approximately $20 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 approximately 15% of market share and our *OshKosh* brand has approximately 3% market share.

We market high-quality products at an attractive value proposition for consumers, and offer multiple product categories, including baby, sleepwear, playclothes, hardline goods and related accessories. Our multi-channel global business model—which includes retail store, e-commerce, and wholesale sales channels—enables us to reach a broad range of consumers around the world. As of December 30, 2017, our channels included approximately 830 stores in the United States, 179 stores in Canada, 41 stores in Mexico, over 17,000 wholesale locations in the United States (including department stores, national chain stores, specialty stores and discount retailers), our eCommerce sites in the United States, Canada, and China, as well as our other international wholesale, licensing, and online channels.

We have extensive experience in the young children's apparel and accessories 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 and accessories;
- extending the reach of our brands by improving the convenience of shopping for our products in the United States and our omni-channel experience;
- expanding our international operations; and
- improving profitability by strengthening distribution and direct-sourcing capabilities, as well as inventory management disciplines.

At the beginning of fiscal 2017, we combined our Carter's Retail and OshKosh Retail operating segments into a single U.S. Retail operating segment, and our Carter's Wholesale and OshKosh Wholesale operating segments into a single U.S. Wholesale operating segment. This change was made to reflect the sales-channel approach executive management now uses to evaluate business performance and manage operations in the United States. Our International segment was not affected by these changes. Our reportable segments are now U.S. Retail, U.S. Wholesale, and International. Prior periods have been conformed to reflect our current segment structure.

Our U.S. Retail segment consists of revenue primarily from sales of products in the United States through our retail and online stores. Similarly, our U.S. Wholesale segment consists of revenue primarily from sales in the United States of products to our wholesale partners. Finally, our International segment consists of revenue primarily from sales of products outside the United States, primarily through our retail stores in Canada and Mexico, our eCommerce sites in Canada and China, and sales to our international wholesale customers.

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 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 United States. In fiscal 2017, our multi-channel business model enabled our *Carter's* brand to maintain its leading market share in the United States of approximately 27% for the baby market ages zero to two, which represented approximately four times the market share of the next largest brand.

OshKosh

Under our *OshKosh* brand, we design, source, and market apparel with an emphasis on 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 and at slightly higher average prices relative to the *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 United States is highly fragmented. For fiscal 2017, this market was more than 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.

Skip Hop

Under our *Skip Hop* brand, we design, source, and market products that are sold primarily to families with young children, including diaper bags, kid's backpacks, lunch bags, travel accessories, home gear, and hardline goods for playtime, mealtime, and bath time.

Brand and Product Development

We employ cross-functional product teams to focus on the development of our *Carter's*, *OshKosh*, and *Skip Hop* brands and products.

Our *Carter's* and *OshKosh* brand 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 these 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 most licensees.

Similarly, our *Skip Hop* brand team is skilled and experienced in re-thinking, re-energizing, and re-imagining essential childhood goods. The *Skip Hop* team includes in-house design and creative studios, which are made up of people who strive to improve the functionality, form, and design of must-have baby and young child products.

We believe this disciplined approach to product design, which includes consumer research, results in a compelling product offering to consumers, reduces our exposure to short-term trends, and supports efficient operations.

Brand Positioning

Our vision is to be the leader in baby and young children's apparel and accessories, 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.

With our *Carter's* and *OshKosh* brands, we believe that we have strengthened our brand image with the consumer by differentiating our products through fabric and material 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.

With *Skip Hop*, we believe we have acquired a global lifestyle brand. *Skip Hop*'s core philosophy and positioning begins and ends with its brand promise—"*Must-Haves * Made Better.*" This reflects the brand's goal of creating innovative, smartly designed, and highly functional essentials for parents, babies, and toddlers. We believe the brand is positioned as a competitively priced source of iconic products that offer greater value through innovation and design. We have recently started to introduce *Skip Hop* brand products in our retail stores, and increase investment in in-store fixturing, branding, and signage packages, along with digital advertising, to further strengthen the position of the *Skip Hop* brand.

We similarly 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 eCommerce sites focus on the customer experience through store and eCommerce site 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 knit sets, blankets, layette essentials, bibs, booties, sleep and play, one-piece rompers and jumpers, which are also sold in multiple compelling configurations.

We sell a complete range of baby products for newborns. These products are primarily made of cotton, including organic cotton as part of our *Little Planet* collection, which we introduced in late 2017. 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 include knit and woven apparel, primarily in cotton, for everyday use in sizes newborn to eight.

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 2017 *Carter's* brand playclothes market share in the United States was approximately 14% in the $14 billion young children's playclothes market, which represents nearly 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.

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 United States. In fiscal 2017, in these channels, our *Carter's* sleepwear brand market share was approximately 30%, which represents approximately four 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, jewelry, cribs, paper goods, and hair accessories.

Additionally, we license our *Carter's, Child of Mine, Just One You, Precious Firsts,* and *Simple Joys* brands to partners to expand our product offerings. We had 11 licensees in the United States as of December 30, 2017. 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.

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. Our fiscal 2017 *OshKosh* brand playclothes market share in the United States was approximately 3% of the $14 billion young children's playclothes market.

Other Products

The remainder of our *OshKosh* brand product offering includes baby, sleepwear, outerwear, footwear, hosiery, and accessories.

Additionally, we partner with a number of domestic licensees to extend the reach of our *OshKosh* brand. As of December 30, 2017, we had five licensees selling apparel and accessories. Our largest *OshKosh* licensing agreement is with Target Corporation ("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.

Skip Hop brand

Our *Skip Hop* brand is best known for its diaper bags, which we believe combine innovative functionality with attractive design. The *Skip Hop* brand offering also includes products for playtime, travel, mealtime, kid's bags, bathtime, and homegear.

Our Sales Channels

We sell our *Carter's*, *OshKosh*, and *Skip Hop* branded products through multiple channels—retail stores, online, and wholesale—both in the United States and globally.

U.S. Retail

Our U.S. retail sales channel includes sales of our products through our U.S. retail stores and eCommerce sites.

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 United States, 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. We also sell our *Skip Hop* products at certain of our retail store locations.

As of December 30, 2017, we operated 466 Carter's stand-alone retail stores in the United States. 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 30, 2017, we operated 131 OshKosh stand-alone retail stores in the United States. These stores carry a wide assortment of young children's apparel, accessories, and gift items, and average approximately 4,600 square feet per location.

As of December 30, 2017, we operated 233 dual-branded format retail stores in the United States which consisted of 159 "side-by-side" locations and 74 "co-branded" locations. Our "co-branded" stores in the United States average approximately 5,000 square feet per location, are slightly larger than our single-brand retail stores in the United States, and offer a similar product assortment.

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

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

In fiscal 2017, our U.S. Retail net sales were approximately $1.78 billion, representing 52.2% of our consolidated net sales.

U.S. Wholesale

Our U.S. wholesale channel includes sales of our products to our U.S. wholesale accounts.

Our *Carter's* brand wholesale customers in the United States 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, our *Just One You* brand at Target, and our *Simple Joys* brand on Amazon.

Our *OshKosh* brand wholesale customers in the United States include major retailers, such as, in alphabetical order, Costco, JCPenney, Kohl's, and Toys "R" Us. We also have a licensing agreement with Target, through which Target sells products under our *Genuine Kids* from *OshKosh* brand.

Our *Skip Hop* brand wholesale customers in the United States include major retailers, such as, in alphabetical order, Amazon, Babies "R" Us, Nordstrom, and Target.

We collaborate with our wholesale customers to drive growth through eCommerce, replenishment, product mix, and brand presentation. We also have frequent meetings with the senior management of key accounts to align on strategic growth plans.

In fiscal 2017, our U.S. Wholesale net sales were approximately $1.21 billion, representing 35.6% of our consolidated net sales.

International

Our International segment includes sales through company—and franchisee-operated retail stores, online eCommerce sites, and international wholesale accounts, as well as royalty income from international licensees of the *Carter's* and *OshKosh* brands. In August 2017, we acquired our Mexican licensee and its related business.

As of December 30, 2017, we operated 179 co-branded Carter's and OshKosh retail stores in Canada and our online store at www.cartersoshkosh.ca. We also operated 41 retail stores in Mexico.

In addition, we operate an eCommerce site in China, and we also reach consumers in approximately 60 countries through wholesale and licensing relationships and in over 100 countries through eCommerce sites.

In fiscal 2017, net sales in our International segment were approximately $415.5 million, representing 12.2% of our consolidated net sales.

Our Customer and Marketing Strategy

For all of our brands, 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—which includes retail stores, online stores, and a mobile application—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 acquiring new customers, 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.

During fiscal 2015, we launched our *Rewarding Moments* loyalty and rewards program in the United States to drive customer traffic, sales, and brand loyalty. This program is integrated across our retail stores and online businesses. During fiscal 2017, our retail sales were predominantly made to customers who are members of *Rewarding Moments.* In addition, during fiscal 2017, we launched our mobile application in the United States, which allows our customers to shop and purchase products from all of our brands directly from their mobile device.

Our Global Sourcing Network

We source our garments and other products from a global 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 expect all of our suppliers shipping to the United States to adhere to the requirements of the U.S. Customs and Border Protection's Customs-Trade Partnership Against Terrorism ("C-TPAT") program, 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 have determined that the supplier will be unable to correct a deficiency, we may move that supplier's product through alternative supply chain channels or 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 a 505,000 square-foot facility in Stockbridge. We also outsource distribution activities to third-party logistics providers 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 retail stores.

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

Governmental Regulation and Environmental Matters

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 United States, Canada, China, Mexico, and the European Union. Our operations also are subject to various international trade agreements and regulations.

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.

Corporate Social Responsibility

We have adopted a factory on-boarding program that allows us to assess each factory's compliance with our social responsibility standards before we place orders for product with that factory, and that allows us to assess, integrate, and enhance factories that were used by companies that we acquire. Additionally, 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 use audit data and performance results to suggest improvements when necessary, and also integrate this information into our sourcing decisions. 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.

Competition

The baby and young children's apparel and accessories 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, 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 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.

Our Trademarks and Copyrights

Our trademarks and copyrights that are referred to in this Annual Report, including *Carter's*, *OshKosh*, *OshKosh B'gosh*, *Baby B'gosh*, *Skip Hop*, *Genuine Kids*, *Child of Mine*, *Just One You*, *Simple Joys*, *Precious Firsts*, *Little Collections*, *Little Planet*, *little baby basics*, *Carter's KID*, *Rewarding Moments*, and *Count on Carter's*, many of which are registered in the United States and in more than 100 other countries and territories, are each the property of one or more subsidiaries of Carter's, Inc.

Our Employees

As of December 30, 2017, we had approximately 20,900 employees globally. As of December 30, 2017, approximately 300 employees were unionized employees, all of whom were in Mexico. We 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 Securities and Exchange Commission ("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 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 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 seven wholesale customers for the fiscal year ended December 30, 2017. We do not enter into long-term sales contracts with our major wholesale customers, relying instead on product performance, long-standing relationships, and 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 receivable are typically from our largest wholesale customers. For example, 71% of our gross accounts receivable at December 30, 2017 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 consumer tastes and preferences, along with fashion trends.

We believe that our continued success depends on our ability to provide a compelling value proposition for our consumers in all of 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 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 reputations of our brands are 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 may experience delays, product recalls, or loss of revenues if our products do not meet regulatory requirements.

Our products, including our apparel and accessories, are subject to regulations and standards set by various governmental authorities around the world, including in the United States, Canada, China, Mexico, and the European Union. These regulations and standards include rules relating to product quality and safety, and 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 respect to 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.

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 receive from time to time 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.

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 the terms of 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 the intellectual property rights of third parties. We are also affected by trends in litigation, including class action litigation brought under various laws, including 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, 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 internal and 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. The demand for baby and young children's apparel and accessories in particular may also be subject to other external factors, such as birth rates, and 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.

Consumer demand for young children 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 United States.

We have operations in Canada, Mexico, the European Union, 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 in recent years. 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 global 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 United States.

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 2017, we purchased approximately 60% 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.

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 United States. 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. The insolvency of major shipping companies have 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.

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 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 children's apparel market, which, as of December 30, 2017, included approximately 830 stores in the United States, 179 stores in Canada, 41 stores in Mexico, 17,000 wholesale locations (including department stores, national chain stores, specialty stores and discount retailers), eCommerce sites in the United States, Canada, and China (including www.carters.com), as well as 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 employees 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 our retail eCommerce sites 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 United States, Canada, and Mexico. 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 shopping preferences 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 United States 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:

- the failure of the computer systems, including those of third-party vendors, that operate our eCommerce sites 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 telecom services 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 United States 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. Significant changes to foreign relations, such as the withdrawal of the United Kingdom from the European Union, may also 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 values of our goodwill and tradename assets 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 30, 2017, we had $621.0 million aggregate principal amount of debt outstanding (excluding $4.5 million of outstanding letters of credit), and $524.5 million of undrawn availability under our senior secured revolving credit facility after giving effect to $4.5 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 initiatives in order to achieve our objectives may negatively impact our business.

The implementation of our business strategy periodically involves the execution of complex initiatives, such as acquisitions, 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 ability to oversee these projects effectively and implement them successfully. If our estimates and assumptions about a project 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, such as our recent acquisitions of the *Skip Hop* brand and our Mexican licensee, and 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 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 or anti-bribery and anti-corruption. 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 investments needed to upgrade and expand our information technology infrastructure may 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 our U.S. stores and our eCommerce operations from our 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 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 or intense snowfall, ice storms, floods, hurricanes, or other extreme weather conditions over an extended period could cause our stores to close for a period of time or permanently, and could make it difficult for our customers to travel to our stores, which in turn 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 global 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 United States, Canada, Hong Kong, Mexico, 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.

In December 2017, the U.S. government enacted tax law changes known as the Tax Cuts and Jobs Act (the "2017 Act"). The 2017 Act significantly effects U.S. taxation for multinational corporations. The major implementation provisions of the 2017 Act include a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and the remeasurement of certain deferred income tax balances. As permitted by Staff Accounting Bulletin No. 118, we have not completed our accounting for the enactment of the 2017 Act, and certain provisional estimates have been reflected in our income tax expense for fourth quarter and fiscal 2017. We anticipate that the provisional estimates will be adjusted during fiscal 2018 and any resulting income tax or benefit will be reflected in our income tax expense for the period of adjustment. Other provisions of the 2017 Act include a reduction in the U.S. corporate tax rate, certain provisions to broaden the U.S. tax base, imposition of a minimum tax on income earned by foreign subsidiaries, and an incentive to encourage the repatriation of foreign sourced income. We are currently assessing the additional effects that these changes will have on our business, financial condition, or results of operations in future periods.

Furthermore, we cannot predict whether quotas, duties, taxes, or other similar restrictions will be imposed by the United States 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, treaties between the United States and other countries, 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.

In addition, during the requisite service period for compensable equity-based compensation awards that we may grant to certain employees and members of our board of directors, we recognize a deferred income tax benefit on the compensation expense we incur for these awards. At time of subsequent vesting, exercise, forfeiture, or expiration of an award, the difference between our actual income tax deduction, if any, and the previously

accrued income tax benefit is recognized in our income tax expense/benefit during the current period and can consequently raise or lower our effective tax rate for the period. Such differences are largely dependent on changes in the market price for our common stock.

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

The following is a summary of our principal owned and leased properties as of December 30, 2017.

Our corporate headquarters occupies 304,000 square feet of leased space in a building in Atlanta, Georgia. Our lease for that space expires in April 2030. In addition, we occupy 28,000 square feet of leased space in a building in Mississauga, Ontario, which serves as our regional headquarters for Canada, and occupy 56,000 square feet of leased space in Hong Kong, China, which serves as our principal sourcing office for Asia. We also lease other space in Georgia, Wisconsin, and New York City, as well as in Bangladesh, Cambodia, China, Mexico, and the United Kingdom that, depending on the site, serve as sourcing, sales, or administrative offices. We also own a 224,000 square foot facility in Griffin, Georgia.

Our largest distribution centers, which we lease, are located in Braselton, Georgia and Stockbridge, Georgia, and are 1,062,000 and 505,000 square feet, respectively. We lease additional space in Canada and Mexico for distribution and warehousing purposes. We also lease space in California for distribution purposes that is operated by a third party service provider, in addition to engaging other third-party logistics providers in other territories to provide warehousing and distribution services.

We also operate the following number of leased retail stores: 830 in the United States; 179 in Canada; and 41 in Mexico. Our average term for a retail store lease in the United States is approximately 5.2 years, excluding renewal options.

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 23, 2018 was $120.86. On that date there were 190 holders of record of our common stock.

The high and low market price per share for the Company's common stock in fiscal 2017 and 2016, by quarter, were as follows:

2017	High	Low
First quarter	$ 91.71	$ 77.94
Second quarter	$ 95.80	$ 79.76
Third quarter	$ 99.36	$ 83.84
Fourth quarter	$ 118.89	$ 91.41

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

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.

SHARE REPURCHASES

The following table provides information about shares repurchased through our repurchase program described below during the fourth quarter of fiscal 2017:

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	Approximate dollar value of remaining shares that can be purchased under the plans or programs
October 1, 2017 through October 28, 2017	141,293	$ 94.74	141,293	$110,148,594
October 29, 2017 through November 25, 2017	143,516	$100.76	144,485	$ 95,703,035
November 26, 2017 through December 30, 2017	91,005	$111.58	91,005	$ 85,640,453
Total	375,814		376,783	

(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 969 shares surrendered between October 1, 2017 and December 30, 2017.

Share Repurchase Program

Prior to 2015, our Board of Directors authorized the repurchase of shares of our common stock in amounts up to $462.5 million. On both February 26, 2016 and February 22, 2018, our Board of Directors authorized an

additional $500 million of share repurchases, thereby authorizing total repurchase amounts up to $1,462.5 million. These authorizations are in addition to the $400 million authorized in 2013 for the Company's completed accelerated share repurchase (ASR) program.

Open-market repurchases of our common stock during fiscal years 2017, 2016, and 2015 were as follows:

	Fiscal year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Number of shares repurchased	2,103,401	3,049,381	1,154,288
Aggregate cost of shares repurchased *(dollars in thousands)*	$ 188,762	$ 300,445	$ 110,290
Average price per share	$ 89.74	$ 98.53	$ 95.55

In addition to the open-market repurchases completed in fiscal years 2017, 2016, and 2015, we completed open-market repurchases totaling $277.4 million in fiscal years prior to 2015.

The total remaining capacity under the repurchase authorizations was approximately $85.6 million as of December 30, 2017.

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 22, 2018, our Board of Directors authorized a quarterly cash dividend payment of $0.45 per common share, payable on March 23, 2018 to shareholders of record at the close of business on March 12, 2018.

In fiscal 2017, we paid quarterly cash dividends of $0.37 per share each quarter. In fiscal 2016, we paid quarterly cash dividends of $0.33 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 year ended				
(dollars in thousands, except per share data)	December 30, 2017	December 31, 2016	January 2, 2016	January 3, 2015	December 28, 2013
Operating Data:					
U.S. Retail	$ 1,775,287	$ 1,656,414	$ 1,514,355	$ 1,422,305	$ 1,243,471
U.S. Wholesale	1,209,663	1,178,034	1,173,313	1,155,089	1,109,984
International	415,460	364,736	326,211	316,474	285,256
Total net sales	$ 3,400,410	$ 3,199,184	$ 3,013,879	$ 2,893,868	$ 2,638,711
Cost of goods sold	$ 1,917,096	$ 1,820,035	$ 1,755,855	$ 1,709,428	$ 1,543,332
Gross profit	$ 1,483,314	$ 1,379,149	$ 1,258,024	$ 1,184,440	$ 1,095,379
Operating income	$ 419,568	$ 426,558	$ 392,857	$ 333,345	$ 264,151
Income before income taxes	$ 391,032	$ 396,070	$ 368,188	$ 302,906	$ 249,465
Net income (a)	$ 302,764	$ 258,106	$ 237,822	$ 194,670	$ 160,407
Per Common Share Data:					
Basic net income	$ 6.31	$ 5.13	$ 4.55	$ 3.65	$ 2.78
Diluted net income	$ 6.24	$ 5.08	$ 4.50	$ 3.62	$ 2.75
Balance Sheet Data:					
Working capital (b) (c) (d)	$ 689,045	$ 779,476	$ 867,890	$ 792,675	$ 700,473
Total assets (c) (d)	$ 2,067,999	$ 1,946,597	$ 2,003,654	$ 1,886,825	$ 1,805,444
Total debt, net (c)	$ 617,306	$ 580,376	$ 578,972	$ 579,728	$ 578,960
Stockholders' equity	$ 857,093	$ 788,124	$ 875,051	$ 786,684	$ 700,731
Cash Flow Data:					
Net cash provided by operating activities	$ 329,621	$ 369,229	$ 307,987	$ 282,397	$ 209,696
Net cash used in investing activities	$ (227,915)	$ (88,340)	$ (103,425)	$ (104,732)	$ (220,532)
Net cash used in financing activities	$ (223,075)	$ (363,507)	$ (162,005)	$ (122,438)	$ (84,658)
Other Data:					
Capital expenditures	$ 69,473	$ 88,556	$ 103,497	$ 103,453	$ 182,525
Dividend declared and paid per common share	$ 1.48	$ 1.32	$ 0.88	$ 0.76	$ 0.48

NOTES TO SELECTED FINANCIAL DATA

(a) The following expense and (credit) items were included in the calculation of net income:

	For the fiscal year ended				
(dollars in thousands)	**December 30, 2017**	**December 31, 2016**	**January 2, 2016**	**January 3, 2015**	**December 28, 2013**
Amortization of H.W. Carter and Sons tradenames	$ —	$ 1,742	$ 6,239	$ 16,437	$ 13,588
Facility closures and workforce reduction costs	$ 2,454	$ —	$ —	$ 9,126	$ 38,214
Adjustment and accretion of contingent considerations	$ (3,600)	$ —	$ 1,886	$ 1,348	$ 2,825
Direct sourcing initiative	$ 328	$ 720	$ —	$ —	$ —
Acquisition-related costs	$ 3,404	$ 2,353	$ —	$ —	$ —
Provisions for special employee compensation	$ 21,197	$ —	$ —	$ —	$ —
Net income tax benefit for the U.S. Tax Cuts and Jobs Act of 2017	$ (40,000)	$ —	$ —	$ —	$ —

(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*.

(d) Fiscal 2017 reflects the prospective adoption of Accounting Standards Update No. 2015-17, *Balance Sheet Classification of Deferred Taxes*.

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 "52/53 week" fiscal year ends on the Saturday in December or January nearest December 31, resulting in an additional 53rd week of results every five or six years. Fiscal 2017, 2016, and 2015 each contained 52 calendar weeks and ended on December 30, 2017, December 31, 2016, and January 2, 2016, respectively.

Our Business

We are the largest branded marketer in North America 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*"), and a leading baby and young child lifestyle brand, *Skip Hop*. Established in 1865, our *Carter's* brand is recognized and trusted by consumers for high-quality apparel for children in sizes newborn to eight and accessories. Established in 1895, *OshKosh* is a well-known brand, trusted by consumers for apparel for children in sizes newborn to 14, with a focus on playclothes for toddlers and young children, and accessories.

We acquired the *Skip Hop* brand in February 2017. Established in 2003, the *Skip Hop* brand takes durable childhood necessities, and re-thinks, re-energizes, and re-imagines them to produce higher value, superior quality, and top-performance goods for parents, babies, and toddlers.

We believe our brands provide a complementary product offering and aesthetic, and are each uniquely positioned in the marketplace. In the approximately $20.0 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 approximately 15.0% of the market share and our *OshKosh* brand has approximately 3.0% market share.

Our multi-channel global business model—retail stores, online and wholesale—enables us to reach a broad range of consumers around the world. As of December 30, 2017, our channels included the following:

- over 17,000 wholesale locations (including department stores, national chain stores, specialty stores and discount retailers) in the United States;
- 830 company-operated retail stores in the United States;
- 179 company-operated retail stores in Canada;
- 41 company-operated retail stores in Mexico;
- our eCommerce sites in the United States, Canada, and China; and
- other wholesale, licensing, and online channels outside the United States.

We have extensive experience in the young children's apparel and accessories 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 and accessories;
- extending the reach of our brands by improving the convenience of shopping for our products in the United States and our omni-channel experience;
- expanding our international operations; and
- improving profitability by strengthening distribution and direct-sourcing capabilities, as well as inventory management disciplines.

Segments

At the beginning of fiscal 2017, we combined our Carter's Retail and OshKosh Retail operating segments into a single U.S. Retail operating segment, and our Carter's Wholesale and OshKosh Wholesale operating segments into a single U.S. Wholesale operating segment. This change was made to reflect the sales-channel approach executive management now uses to evaluate business performance and manage operations in the U.S. Our International segment was not affected by these changes. Our reportable segments are now U.S. Retail, U.S. Wholesale, and International. Prior periods have been conformed to reflect our current segment structure.

Our U.S. Retail segment consists of revenue from sales of products to consumers in the United States, including *Carter's*, *OshKosh,* and *Skip Hop* branded products, through our retail and online stores. Similarly, our U.S. Wholesale segment consists of revenue from sales in the United States of *Carter's*, *OshKosh*, and *Skip Hop* branded products through our wholesale customers. Finally, our International segment consists of income from sales of *Carter's*, *OshKosh*, and *Skip Hop* branded products through our retail and online stores outside the United States, primarily through our retail stores in Canada and Mexico, our eCommerce sites in Canada and China, stores operated by our international partners, and sales to our international wholesale customers.

Executive Summary

The following is a summary of some of the highlights for fiscal 2017:

- Consolidated net sales grew to $3.4 billion in fiscal 2017, up 6% over fiscal 2016.
- Consolidated gross margin increased to 43.6% in fiscal 2017, up from 43.1% in fiscal 2016.
- Consolidated operating earnings of $420 million included $21 million for provisions for special employee compensation funded by the $40 million income tax benefit from recent tax reform.
- Consolidated net income for fiscal 2017 of $303 million includes an income tax benefit of approximately $40 million related to the Company's accounting for the implementation of the U.S. Tax Cuts and Jobs Act of 2017.
- Diluted EPS increased to $6.24 for fiscal 2017 compared to $5.08, with $0.84 of the increase due to income tax benefits related to the Company's accounting for the enactment of U.S. tax reform.
- Consolidated cash flow from operations was $330 million.
- The Company returned $260 million to shareholders in fiscal 2017 through cash dividends and repurchases of common shares.
- The Company acquired Skip Hop and a former licensee in Mexico.
- The number of company-operated retail stores grew to 1,050, including 39 stores acquired through the acquisition of the former licensee in Mexico.
- The Company amended its revolving credit agreement to increase its credit line to $750 million.

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 year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Net sales			
U.S. Retail	52.2%	51.8%	50.2%
U.S. Wholesale	35.6%	36.8%	39.0%
International	12.2%	11.4%	10.8%
Consolidated net sales	100.0%	100.0%	100.0%
Cost of goods sold	56.4%	56.9%	58.3%
Gross profit	43.6%	43.1%	41.7%
Selling, general, and administrative expenses	32.6%	31.1%	30.2%
Royalty income	(1.3)%	(1.3)%	(1.5)%
Operating income	12.3%	13.3%	13.0%
Interest expense	0.9%	0.8%	0.9%
Interest income	n/m	n/m	n/m
Other (income) expense, net	n/m	0.1%	(0.1)%
Income before income taxes	11.5%	12.4%	12.2%
Provision for income taxes (1)	2.6%	4.3%	4.3%
Net income (1)	8.9%	8.1%	7.9%

n/m—rounds to less than 0.1%.

Note: Results may not be additive due to rounding.

(1) The provision for income taxes recognized during the fourth quarter of fiscal 2017 reflects a benefit related to the accounting for the December 22, 2017 enactment of tax law changes known as the U.S. Tax Cuts and Jobs Act of 2017. Portions of this accounting reflect provisional estimates, as permitted by SEC Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act*. Any subsequent adjustments to provisional estimates will be reflected in income tax provisions/benefits during one or more periods in fiscal 2018. Additional information is contained in Item 8 "Financial Statements and Supplementary Data" under Note 11, *Income Taxes*, to the consolidated financial statements.

COMPARABLE SALES METRICS

Our management's discussion and analysis includes comparable sales metrics for our company-owned retail stores and our eCommerce sites in our U.S. Retail and International segments.

Our comparable store sales metrics include sales for all stores and eCommerce sites that were open and operated by us 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 or site 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. All sales that were made from the new Skip Hop tab on our existing U.S. eCommerce site are included in our comparable eCommerce site sales metrics.

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.

2017 FISCAL YEAR ENDED DECEMBER 30, 2017 COMPARED TO 2016 FISCAL YEAR ENDED DECEMBER 31, 2016

CONSOLIDATED NET SALES

Compared to fiscal 2016, consolidated net sales in fiscal 2017 increased $201.2 million, or 6.3%, to $3.4 billion. This improvement reflected sales growth in each of our operating segments, as presented below. Changes in foreign currency exchange rates in fiscal 2017 as compared to fiscal 2016 had a favorable impact on our consolidated net sales of approximately $6.6 million.

	For the fiscal year ended			
(dollars in thousands)	**December 30, 2017**	**% of Total Net Sales**	**December 31, 2016**	**% of Total Net Sales**
Net sales:				
U.S. Retail	$1,775,287	52.2%	$1,656,414	51.8%
U.S. Wholesale	1,209,663	35.6%	1,178,034	36.8%
International	415,460	12.2%	364,736	11.4%
Total net sales	$3,400,410	100.0%	$3,199,184	100.0%

Note: Results may not be additive due to rounding.

U.S. RETAIL SALES

Store Count Data for Company-Operated Retail Stores in our U.S. Retail segment

Store count at January 2, 2016	738
Openings in fiscal 2016	63
Closings in fiscal 2016	(9)
Store count at December 31, 2016	792
Openings in fiscal 2017	57
Closings in fiscal 2017	(19)
Store count at December 30, 2017	830
Approximate store projections for fiscal 2018:	
Openings projected for fiscal 2018	50
Closings projected for fiscal 2018	(35)
Net increase projected for fiscal 2018	15

At the beginning of fiscal 2017, we changed our methodology for U.S. store counts related to certain dual-branded format stores. Accordingly, our store count data is not comparable to data previously presented in prior fiscal years.

Comparable Sales for our U.S. Retail segment

Increase (Decrease)	**Change from fiscal 2016 to fiscal 2017**
Retail stores	(3.3)%
eCommerce	+21.6%
Total	+2.7%

The decrease in U.S. Retail store comparable sales during fiscal 2017 was primarily due to a lower average transaction price and lower store traffic, which we believe was partially offset by the stabilization of the effects of a decline in shopping by international consumers that we experienced in the first half of fiscal 2016 and in fiscal 2015 (as discussed further below). The increase in eCommerce site comparable sales during fiscal 2017 was primarily due to an increase in the number of transactions, partially offset by a lower average transaction price.

These sales metrics take into account sales (and returns) that occur at our points of sale in our U.S. retail stores and through our U.S. eCommerce site. It is important to note, however, that as our omni-channel strategy continues to mature, our sales can cross between our U.S. retail stores and eCommerce site. For example:

- on-line purchases can easily be returned in our stores;
- our stores increase on-line sales by providing customers opportunities to view, touch and/or try on physical merchandise before ordering on-line;
- our in-store customers can order on-line in our stores; and
- our customers can order on-line and ship to and pick-up in stores.

Sales Results

U.S. Retail segment net sales increased $118.9 million, or 7.2%, in fiscal 2017 to $1.8 billion. The increase in net sales in fiscal 2017 primarily reflected an/a:

- Increase of $85.8 million in comparable eCommerce sales, including sales of *Skip Hop* branded products on our U.S. eCommerce site;
- Increase of $81.8 million in sales from new stores that are not yet comparable;
- Decrease of $41.7 million in comparable store sales; and
- Decrease of $14.4 million due to the effect of store closings.

U.S. WHOLESALE SALES

U.S. Wholesale segment net sales increased $31.6 million, or 2.7%, in fiscal 2017 to $1.2 billion. The increase in net sales in fiscal 2017 primarily reflected an/a:

- Increase of $55.7 million from new sales of *Skip Hop* branded products; and
- Decrease of $24.0 million in comparable sales of our other products, which primarily reflected a 2.7% decrease in number of units shipped.

INTERNATIONAL SALES

International segment net sales increased $50.7 million, or 13.9%, in fiscal 2017 to $415.5 million. Changes in foreign currency exchange rates, primarily between the U.S. dollar and the Canadian dollar, had a $6.6 million favorable impact on International segment net sales in fiscal 2017 compared to fiscal 2016.

The $50.7 million increase in net sales in our International segment for fiscal 2017 primarily reflected an/a:

- Increase of $31.8 million from sales of *Skip Hop* branded product to our wholesale customers
- Increase of $15.4 million from the acquisition of Carter's Mexico;

- Increase of $15.0 million from our company-operated retail stores in Canada;
- Increase of $8.5 million from eCommerce net sales, primarily from our eCommerce sites in Canada and China; and
- Decrease of $20.0 million from international wholesale customers across various markets.

Compared to fiscal 2016, our Canadian total retail comparable sales increased 0.2% in fiscal 2017, primarily due to eCommerce comparable sales growth of 37.6%, which was partially offset by a retail store comparable sales decline of 3.1%.

Store Count Data for Company-Operated Retail Stores in our International segment

	Canada Retail Stores	Mexico Retail Stores (a)
Store count at January 2, 2016	147	(a)
Openings in fiscal 2016	17	(a)
Closings in fiscal 2016	—	(a)
Store count at December 31, 2016	164	(a)
Acquired through business acquisition in fiscal 2017	N/A	39
Openings in fiscal 2017	17	2
Closings in fiscal 2017	(2)	—
Store count at December 30, 2017	179	41
Approximate store projections for fiscal 2018:		
Openings projected in fiscal 2018	11	7
Closings projected in fiscal 2018	—	—
Net increase projected for fiscal 2018	11	7

(a) We owned/operated retail stores in Mexico beginning with the acquisition of our former licensee in Mexico on August 1, 2017.

GROSS PROFIT AND GROSS MARGIN

Our consolidated gross profit increased $104.2 million, or 7.6%, to $1.48 billion in fiscal 2017. Consolidated gross margin increased from 43.1% in fiscal 2016 to 43.6% in fiscal 2017. These increases were due primarily to overall lower product costs and increases in higher-margin eCommerce sales, partially offset by lower margins in our wholesale channels.

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 2017 increased $111.5 million, or 11.2%, to $1.11 billion. As a percentage of consolidated net sales, consolidated SG&A expenses increased from 31.1% in fiscal 2016 to 32.6% in fiscal 2017.

The increase in SG&A expenses, as a percentage of net sales, in fiscal 2017 primarily reflected a:

- $48.2 million increase in expenses related to retail store operations, primarily due to new store openings;

- $24.9 million in expenses for selling, distribution, and administrative expenses for Skip Hop;
- $21.2 million for provisions for special employee compensation;
- $17.4 million increase in expenses for eCommerce operations;
- $6.4 million increase in expenses for marketing and brand management;
- $3.0 million increase in expenses for in-housed sourcing operations; and
- $2.5 million increase in expenses for other general and administrative expenses.

which were partially offset by a:

- $4.4 million decrease in information technology and systems costs;
- $3.6 million decrease in the fair value of the earn-out obligation for Skip Hop;
- $2.4 million decrease in performance-based compensation expenses; and
- $1.7 million decrease in amortization of the H.W. Carter & Sons trademarks.

ROYALTY INCOME

We license the use of our *Carter's*, *Just One You*, *Child of Mine*, *OshKosh B'gosh*, *OshKosh*, *Genuine Kids from OshKosh*, *Baby B'gosh*, *Simple Joys*, and *Precious Firsts* brand names. Royalty income from these brands increased $0.4 million, or 0.9%, to $43.2 million in fiscal 2017. This increase was primarily attributable to sales growth from our domestic licensees, partially offset by decreases in income from certain licensees due to the insourcing of formerly licensed product categories and the acquisition of our former licensee in Mexico.

OPERATING INCOME

Compared to fiscal 2016, consolidated operating income for fiscal 2017 decreased $7.0 million, or 1.6%, to $419.6 million. Consolidated operating margin decreased from 13.3% in fiscal 2016 to 12.3% in fiscal 2017. The table below summarizes the changes in each of our segments' operating results and unallocated corporate expenses between the fiscal years:

(dollars in thousands)	U.S. Retail	U.S. Wholesale	International	Unallocated Corporate Expenses	Total
Operating income for fiscal 2016	$212,581	$260,953	$ 59,194	$(106,170)	$ 426,558
Favorable (unfavorable) change in fiscal 2017:					
Gross profit	76,268	11,902	15,745	250	104,165
Royalty income	3,224	(1,233)	(1,625)	—	366
SG&A expenses	(76,472)	(19,532)	(26,888)	11,371	(111,521)
Operating income for fiscal 2017	**$215,601**	**$252,090**	**$ 46,426**	**$ (94,549)**	**$ 419,568**

The following table presents changes in the operating margin for each of our three operating segments between fiscal 2016 and fiscal 2017. 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").

	U.S. Retail	U.S. Wholesale	International
Operating margin for fiscal 2016	12.8%	22.2%	16.2%
Favorable (unfavorable) bps changes in fiscal 2017:			
Gross profit	80 bps	20 bps	(190) bps
Royalty income	10 bps	(20) bps	(60) bps
SG&A expenses	(160) bps	(140) bps	(250) bps
Operating margin for fiscal 2017	12.1%	20.8%	11.2%
	(a)	(b)	(c)

(a) U.S. Retail segment operating income in fiscal 2017 increased $3.0 million, or 1.4%, from fiscal 2016 to $215.6 million. The segment's operating margin decreased 70 bps from 12.8% in fiscal 2016 to 12.1% in fiscal 2017. The primary drivers of the change in the operating margin were an:

- 80 bps increase in gross profit primarily due to growth in higher-margin eCommerce business and lower product costs;
- 10 bps increase in royalty income; and
- 160 bps increase in SG&A expenses primarily due to a:
    - 80 bps increase due to provisions for special employee compensation;
    - 40 bps increase in expenses associated with eCommerce;
    - 20 bps increase in expenses associated with new retail stores and store restructuring costs; and
    - 20 bps increase in distribution expenses.

(b) U.S. Wholesale segment operating income in fiscal 2017 decreased $8.9 million, or 3.4%, from fiscal 2016 to $252.1 million. The segment's operating margin decreased 140 bps from 22.2% in fiscal 2016 to 20.8% in fiscal 2017. The primary drivers of the change in the operating margin were a:

- 20 bps increase in gross profit due to favorable product costs;
- 20 bps decrease in royalty income primarily due to insourcing formerly licensed product categories; and
- 140 bps increase in SG&A expenses, primarily due to a:
    - 70 bps increase in distribution expenses;
    - 30 bps increase due to provisions for special employee compensation;
    - 20 bps increase in marketing and brand management expenses; and
    - 20 bps increase in provisions for accounts receivable.

(c) International segment operating income in fiscal 2017 decreased $12.8 million, or 21.6%, from fiscal 2016 to $46.4 million. This segment's operating margin decreased 500 bps from 16.2% in fiscal 2016 to 11.2% in fiscal 2017. The primary drivers of the change in the operating margin were a:

- 190 bps decrease in gross profit due to changes in channel and customer mix;

- 60 bps decrease in royalty income related to the purchase of our Mexican licensee, and decreases in income from certain licensees due to the insourcing of formerly licensed product categories; and
- 250 bps increase in SG&A expenses, primarily due to a:
  - 70 bps increase expenses associates with eCommerce growth;
  - 60 bps increase marketing and brand management expenses;
  - 50 bps increase due to provisions for special employee compensation;
  - 40 bps increase in expenses associated with new store costs; and
  - 30 bps increase due to higher provisions for wholesale accounts receivable.

Unallocated Corporate Expenses

Unallocated corporate expenses decreased by $11.6 million, or 10.9%, from $106.2 million in fiscal 2016 to $94.5 million in fiscal 2017. Unallocated corporate expenses, as a percentage of consolidated net sales, decreased from 3.3% in fiscal 2016 to 2.8% in fiscal 2017. The decrease primarily reflected a/an:

- Decrease of $5.2 million in consulting expenses;
- Decrease of $4.7 million in expenses related to information technology and systems;
- Decrease of $2.6 million in insurance and other employee-related costs;
- Decrease of $1.7 million in amortization expense for the H.W. Carter & Sons tradenames; and
- Increase of $2.9 million due to provisions for special employee compensation.

INTEREST EXPENSE

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

Interest expense in fiscal 2017 and fiscal 2016 was approximately $30.0 million and $27.0 million, respectively. Weighted-average borrowings for fiscal 2017 were $652.9 million at an effective interest rate of 4.55%, compared to weighted-average borrowings for fiscal 2016 of $585.2 million at an effective interest rate of 4.57%. The increase in weighted-average borrowings during fiscal 2017 was attributable to additional borrowings under our secured revolving credit facility.

The decrease in the effective interest rate for fiscal 2017 compared to fiscal 2016 was primarily due to a higher portion of our outstanding borrowings under our secured revolving credit facility as compared to the total debt outstanding under our senior notes, partially offset by higher LIBOR rates for the variable portions of outstanding borrowings on our secured revolving credit facility during fiscal 2017. Borrowings under our secured revolving credit facility accrued variable-rate interest at a lower interest rate than our senior notes during fiscal 2017 and 2016.

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 (INCOME) EXPENSE, NET

Other (income) expense, net is comprised primarily of gains and losses on foreign currency transactions and, if utilized during a reporting period, gains and losses on foreign currency forward contracts. These amounts represented a net gain of approximately $1.3 million for fiscal 2017 and a net loss of approximately $3.9 million for fiscal 2016. When we acquired our former licensee in Mexico on August 1, 2017, the licensee had unsettled foreign currency forward contracts between the U.S. dollar and the Mexican peso.

INCOME TAXES

On December 22, 2017, the United States enacted tax law changes known as the Tax Cuts and Jobs Act of 2017 (the "2017 Act"). The 2017 Act, among other things, reduces the U.S. federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax (or "toll tax") on earnings of certain foreign subsidiaries that were previously tax deferred, and creates new taxes on certain foreign sourced earnings.

Our accounting for the enactment of the 2017 Act, including its effects on our consolidated income tax expense, is not complete. The income tax expense reported in our consolidated statement of operations for the fiscal year ended December 30, 2017 reflects certain provisional estimates related to our accounting for the enactment of the 2017 Act, as allowed by SEC Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act.* Any subsequent adjustments to the provisional estimates will be reflected in our income tax expense/benefit in one or more future periods in fiscal 2018.

During the fourth quarter of fiscal 2017, we recognized an income tax benefit of $40.0 million related to the enactment of the 2017 Act, which is included as a component of our income tax expense on our consolidated statement of operations. This $40.0 million income tax benefit is comprised of a benefit of approximately $50.4 million related to the remeasurement of certain deferred income tax balances, partially offset by a provisional estimate for additional income tax expense of $10.4 million related to foreign earnings. We will continue to refine our calculations as additional analysis is completed. Additional information is contained in Item 8 "Financial Statements and Supplementary Data" under Note 11, *Income Taxes*, to the consolidated financial statements.

Our consolidated effective tax rate for fiscal 2017 and 2016 was 22.6% and 34.8%, respectively. Of this 12.2% decrease for fiscal 2017, approximately 10.2% was related to our accounting for the implementation of the 2017 Act, including the estimates for provisional amounts. Other drivers of the lower effective tax rate in fiscal 2017 were: 1) changes in the mix of taxable income among our domestic and international tax-paying entities and 2) the new accounting guidance which required certain income tax benefits realized in fiscal 2017 from settled stock-based compensation awards to be reflected as a benefit to income tax expense instead of a credit to additional paid-in capital.

NET INCOME

Our consolidated net income for fiscal 2017 increased $44.7 million, or 17.3%, to $302.8 million as compared to $258.1 million in fiscal 2016. This increase was due to the factors previously discussed.

2016 FISCAL YEAR ENDED DECEMBER 31, 2016 COMPARED TO 2015 FISCAL YEAR ENDED JANUARY 2, 2016

At the beginning of fiscal 2017, we combined our Carter's Retail and OshKosh Retail into a single U.S. Retail operating segment, and our Carter's Wholesale and OshKosh Wholesale into a single U.S. Wholesale operating segment. This change was made to reflect the sales-channel approach executive management now uses to evaluate business performance and manage operations in the United States. Our International segment was not affected by these changes. Our reportable segments are now U.S. Retail, U.S. Wholesale, and International. Prior periods have been conformed herein to reflect our current segment structure.

U.S. COMPARABLE RETAIL SALES

Changes in comparable sales for our U.S. Retail segment were as follows:

	Change from fiscal 2015 to fiscal 2016
	Increase (Decrease)
Retail stores	(1.9)%
eCommerce	+21.5%
Total	+3.1%

Form 10-K

The decrease in retail store comparable sales during fiscal 2016 was primarily due to a decrease 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 believed that U.S. Retail comparable sales continued to be negatively affected overall by lower demand from international consumers shopping in our U.S. retail stores and eCommerce sites, likely influenced by the strength of the U.S. dollar relative to other currencies. However, we believed these effects were less pronounced in the second half of fiscal 2016 as our U.S. retail business experienced some stabilization 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 overall sales growth in all of our operating segments, 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 year ended			
(dollars in thousands)	**December 31, 2016**	**% of Total Net Sales**	**January 2, 2016**	**% of Total Net Sales**
Net sales:				
U.S. Retail	$1,656,414	51.8%	$1,514,355	50.2%
U.S. Wholesale	1,178,034	36.8%	1,173,313	39.0%
International	364,736	11.4%	326,211	10.8%
Total net sales	$3,199,184	100.0%	$3,013,879	100.0%

U.S. RETAIL SALES

U.S. Retail net sales increased $142.1 million, or 9.4%, in fiscal 2016 to $1.7 billion. The increase in fiscal 2016 was primarily driven by an/a:

- Increase of $106.4 million from new stores;
- Increase of $69.3 million in eCommerce sales;
- Decrease of $22.7 million in sales from new stores that are not yet comparable; and
- Decrease of $11.0 million due to the impact of store closings.

U.S. WHOLESALE SALES

U.S. Wholesale net sales increased $4.7 million, or 0.4%, in fiscal 2016 to $1.2 billion. Compared to fiscal 2015, the 2016 growth reflected a 2.1% increase in average price per unit due to favorable product mix, partially offset by a 1.7% decrease in units shipped mainly due to an overall decline in seasonal bookings.

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 site 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 licensed 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 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)	U.S. Retail	U.S. Wholesale	International	Unallocated Corporate Expenses	Total
Operating income for fiscal 2015	$210,971	$245,767	$ 47,004	$(110,885)	$392,857
Favorable (unfavorable) change in fiscal 2016:					
Gross profit	79,092	16,282	25,438	313	121,125
Royalty income	524	(1,405)	(370)	—	(1,251)
SG&A expenses	(78,006)	309	(12,878)	4,402	(86,173)
Operating income for fiscal 2016	**$212,581**	**$260,953**	**$ 59,194**	**$(106,170)**	**$426,558**

The following table presents changes in the operating margin for each of our three 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").

	U.S. Retail	U.S. Wholesale	International
Operating margin for fiscal 2015	13.9%	20.9%	14.4%
Favorable (unfavorable) bps change in fiscal 2016:			
Gross profit	30 bps	130 bps	220 bps
Royalty income	—	(10) bps	(30) bps
SG&A expenses	(140) bps	10 bps	(10) bps
Operating margin for fiscal 2016	12.8%	22.2%	16.2%
	(a)	(b)	(c)

(a) U.S. Retail segment operating income in fiscal 2016 increased $1.6 million, or 0.8%, from fiscal 2015 to $212.6 million. The segment's operating margin decreased 110 bps from 13.9% in fiscal 2015 to 12.8% in fiscal 2016. The primary drivers of the decrease in the operating margin were a:

- 30 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
- 140 bps increase in SG&A expenses mainly due to a:
  - 100 bps increase in expenses associated with new retail stores;
  - 30 bps increase in marketing expenses; and
  - 10 bps increase in freight and distribution expenses.

(b) U.S. Wholesale segment operating income in fiscal 2016 increased $15.2 million, or 6.2%, from fiscal 2015 to $261.0 million. The segment's operating margin increased 130 bps from 20.9% in fiscal 2015 to 22.2% in fiscal 2016. The primary drivers of the increase in the operating margin were a:

- 130 bps increase in gross profit due to favorable product costs and improved pricing due to changes in product mix, partially offset by unfavorable sales channel mix;
- 10 bps decrease in SG&A expenses; and
- 10 bps decrease in royalty income.

(c) 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 increase 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, 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.

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 30, 2017.

As of December 30, 2017, we had approximately $178.5 million of cash and cash equivalents in major financial institutions, including approximately $39.0 million in financial institutions located outside of the United States. We maintain cash deposits with major financial institutions that exceed the insurance coverage limits provided by the Federal Deposit Insurance Corporation in the United States. and by similar insurers for deposits located outside the United States. 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 30, 2017 were $240.6 million compared to $202.5 million at December 31, 2016. The increase of $38.1 million, or 18.8%, as compared to December 31, 2016 primarily reflected the Skip Hop acquisition in fiscal 2017. 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 wholesale customers, partially offset by higher net sales in fiscal 2016.

Inventories at December 30, 2017 were $548.7 million compared to $487.6 million at December 31, 2016. The increase of $61.1 million, or 12.5%, compared to December 31, 2016, primarily acquisitions and business growth. 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.

CASH FLOW

Net cash provided by operating activities for fiscal 2017 was $329.6 million compared to net cash provided by operating activities of $369.2 million in fiscal 2016. The decrease in operating cash flow primarily reflected

unfavorable changes in working capital in fiscal 2017. 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 2016 was $369.2 million compared to net cash provided by operating activities of $308.0 million in fiscal 2015. This increase in operating cash flow for fiscal 2016 primarily reflected an increase in net income and favorable changes in working capital.

Net cash used in investing activities was approximately $227.9 million in fiscal 2017, compared to net cash used of approximately $88.3 million in fiscal 2016. In fiscal 2017, our cash used for investing activities included $158.5 million, net of cash acquired, for business acquisitions. Our capital expenditures were approximately $69.5 million, including $42.5 million for our U.S. and international retail store openings and remodelings, $11.5 million for information technology initiatives, $8.8 million for our Braselton, Georgia distribution facility, and $1.1 million for wholesale fixtures.

Our capital expenditures were approximately $88.6 million in fiscal 2016, compared to $103.5 million in fiscal 2015. Expenditures in fiscal 2016 primarily reflected 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 our Braselton, Georgia distribution facility, and $2.2 million for wholesale fixtures.

We plan to invest approximately $115 million in capital expenditures in fiscal 2018, primarily for U.S. and international retail store openings and remodelings, information technology initiatives, and distribution facilities.

Net cash used in financing activities was $223.1 million in fiscal 2017 compared to $363.5 million in fiscal 2016. This decrease in cash used for financing activities in fiscal 2017 reflected fewer repurchases of our common stock, partially offset by an increase in net borrowings under our amended revolving credit facility and higher cash dividends paid to stockholders in fiscal 2017.

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 an increase in repurchases of our common stock and an increase in cash dividend payments to our shareholders.

AMENDED AND RESTATED CREDIT FACILITY

On August 25, 2017, our wholly-owned subsidiary, The William Carter Company ("TWCC"), amended and restated the terms of its existing $500 million revolving credit facility pursuant to a fourth amended and restated credit agreement to provide for a $750 million revolving credit facility.

Our amended and restated secured revolving credit facility provides liquidity that can be used as needed for our ongoing working capital purposes and general corporate purposes. This facility provides for (i) a $650 million U.S. dollar revolving facility (including a $100 million sub-limit for letters of credit and a swing line sub-limit of $70 million) available for borrowings in U.S. dollars 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. Our secured revolving credit facility also provides for incremental facilities in an aggregate amount not to exceed $425 million (with the aggregate U.S. dollar amount not to exceed $350 million and the aggregate multicurrency amount not to exceed $75 million). The U.S. dollar incremental facility can increase to an unlimited borrowing amount so long as the consolidated first lien leverage ratio (as defined) does not exceed 2.25:1.00.

Under the secured credit facility, TWCC and its domestic subsidiaries have granted to the collateral agent, for the benefit of the lenders, valid and perfected first priority security interests in substantially all of their present and future assets, excluding certain customary exceptions, and guarantee the obligations of the borrowers. In addition, The Genuine Canadian Corp., as Canadian borrower, and Carter's Holdings B.V., as Dutch borrower, have each guaranteed the obligations of the other.

Our secured revolving credit facility matures August 25, 2022.

As of December 30, 2017, we had $221.0 million in outstanding borrowings under our secured revolving credit facility, exclusive of $4.5 million of outstanding letters of credit. As of December 30, 2017, approximately $524.5 million was available for future borrowing. All outstanding borrowings under our secured revolving credit facility are classified as non-current liabilities on our consolidated balance sheet because of the contractual repayment terms under the credit facility. However, these repayment terms also allow us to repay some or all of the outstanding borrowings at any time.

The interest rate margins applicable to our secured revolving credit facility as of December 30, 2017 were 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%).

As of December 30, 2017, U.S. dollar borrowings outstanding under the secured revolving credit facility accrued interest at a LIBOR rate plus the applicable base rate, which resulted in a borrowing rate of 2.93%. All outstanding Canadian dollar borrowings were repaid during the first quarter of fiscal 2017.

As of December 30, 2017, we were in compliance with the financial and other covenants under our secured revolving credit facility.

SENIOR NOTES

As of December 30, 2017, TWCC had $400 million principal amount of senior notes outstanding, bearing interest at a rate of 5.25% per annum, and maturing on August 15, 2021. On our consolidated balance sheet, the $400 million outstanding is reported net of $3.7 million and $4.6 million of unamortized issuance-related debt costs at December 30, 2017 and December 31, 2016, respectively.

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

On and after August 15, 2017, TWCC may redeem all or part of the senior notes at the redemption prices (expressed as a percentage 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 12-month period beginning on August 15 of each of the years indicated as follows: 2017, 102.63%; 2018, 101.31%; and 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.

SHARE REPURCHASES

On February 24, 2016, our Board of Directors authorized an additional $500 million of share repurchases, for total authorizations of amounts up to $1,462.5 million. On February 22, 2018, our Board of Directors authorized $500 million for a new share repurchase program.

Open-market repurchases of our common stock during fiscal years 2017, 2016 and 2015 were as follows:

	Fiscal year ended		
	December 30, 2017	**December 31, 2016**	**January 2, 2016**
Number of shares repurchased	2,103,401	3,049,381	1,154,288
Aggregate cost of shares repurchased *(dollars in thousands)*	$ 188.762	$ 300,445	$ 110,290
Average price per share	$ 89.74	$ 98.53	$ 95.55

In addition to the open-market repurchases completed in fiscal years 2017, 2016, and 2015, open-market repurchases totaling $277.4 million were made in fiscal years prior to 2015. Total remaining capacity under the repurchase authorizations as of December 30, 2017 was approximately $85.6 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 $0.37 per share in each quarter of fiscal 2017, and cash dividends of $0.33 per share in each quarter of fiscal 2016. The dividends were paid during the fiscal quarter in which they were declared.

On February 22, 2018, our Board of Directors authorized a quarterly cash dividend payment of $0.45 per common share, payable on March 23, 2018 to shareholders of record at the close of business on March 12, 2018.

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 30, 2017, the maturity or expiration dates of mandatory contractual obligations and commitments for the following fiscal years:

(dollars in thousands)	**2018**	**2019**	**2020**	**2021**	**2022**	**Thereafter**	**Total**
Long-term debt	$ —	$ —	$ —	$400,000	$221,000	$ —	$ 621,000
Interest on debt (a)	27,541	27,541	28,012	21,071	4,259	—	108,424
Operating leases	168,719	154,866	139,016	124,102	108,029	322,473	1,017,205
Other	535	231	231	231	231	211	1,670
Total financial obligations	196,795	182,638	167,259	545,404	333,519	322,684	1,748,299
Letters of credit	4,518	—	—	—	—	—	4,518
Total financial obligations and commitments (b) (c)	$201,313	$182,638	$167,259	$545,404	$333,519	$322,684	$1,752,817

(a) Reflects: i) estimated variable rate interest on obligations outstanding on our secured revolving credit facility as of December 30, 2017 using an interest rate of 2.93% and ii) a fixed interest rate of 5.25% for the senior notes.

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

(c) The table above excludes purchase obligations. Our estimate as of December 30, 2017 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 million and $400 million.

(d) 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 30, 2017 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 Item 8 "Financial Statements and Supplementary Data" under Note 10, *Employee Benefit Plans*, to the consolidated financial statements.

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 as needed to fund our liquidity needs.

On December 22, 2017, the United States enacted tax legislation known as the Tax Cuts and Jobs Act of 2017. This tax legislation is expected to have an impact on our uses of liquidity beginning in 2018, including an expected reduction in the amount of cash that we use to pay income taxes in the United States. In addition, it is anticipated that this legislation will reduce the tax costs of repatriating foreign cash to the United States, and we expect to repatriate portions of our foreign cash balances to the United States beginning in fiscal 2018.

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 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 $3.1 million for fiscal 2017, $3.7 million for fiscal 2016, and $3.9 million for fiscal 2015 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 approximately at the lower of cost (first-in, first-out basis for wholesale inventory and average cost for retail inventories) or net realizable value. 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 30, 2017, 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.

For current and deferred tax provisions, ASC 740 requires entities to account for the effects of new income tax legislation in the same reporting period that the tax legislation is enacted. For recent tax law changes known as the U.S. Tax Cuts and Jobs Act of 2017 (the "2017 Act") enacted on December 22, 2017, SEC Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act*, permits us to calculate and recognize provisional tax estimates for our fourth quarter of fiscal 2017 for the accounting related to the enactment of the 2017 Act. Any subsequent adjustments to the provisional estimates will be reflected in our income tax provisions/benefits during one or more periods in fiscal 2018. Additional information is contained in Item 8 "Financial Statements and Supplementary Data" under Note 11, *Income Taxes*, to the consolidated financial statements.

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 the currencies of Canada and Mexico, we may use foreign currency forward contracts to hedge purchases that are made in U.S. dollars, primarily for inventory purchases in our Canadian and Mexican businesses. 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), classified as Level 2 within the fair value hierarchy. At December 30, 2017, our unsettled foreign currency forward contracts were not material.

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 Item 8 "Financial Statements and Supplementary Data" under Note 10, *Employee Benefit Plans*, to the 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.

During the requisite service period, we recognize a deferred income tax benefit for the expense recognized for U.S. GAAP. At time of subsequent vest, exercise, forfeiture, or expiration of an award, the difference between our actual income tax deduction, if any, and the previously accrued income tax benefit is recognized in our income tax expense/benefit during the current period.

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 foreign subsidiaries typically record sales denominated in currencies other than the U.S. dollar, which are then translated into U.S. dollars using weighted-average exchange rates. The changes in foreign currency exchange rates in fiscal 2017, compared to fiscal 2016, positively affected our International segment's net sales by approximately $6.6 million.

Fluctuations in exchange rates between the U.S. dollar and other currencies may affect our results of operations, financial position, and cash flows. Transactions by our foreign subsidiaries may be denominated in a currency other than the entity's functional currency. 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 currencies of Canada and Mexico, we may use foreign currency forward contracts to hedge purchases that are made in U.S. dollars, primarily for inventory purchases for our Canadian and Mexican 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 30, 2017 were $252.9 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 2017 by approximately $2.5 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.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Carter's, Inc. and its subsidiaries as of December 30, 2017 and December 31, 2016, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 30, 2017, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 30, 2017, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 30, 2017 and December 31, 2016**,** and the results of their operations and their cash flows for each of the three years in the period ended December 30, 2017 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 30, 2017, based on criteria established in *Internal Control—Integrated Framework* (2013) issued by the COSO.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it presents for deferred income taxes in 2017.

Basis for Opinions

The Company's management is responsible for these consolidated 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 the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. 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.

As described in Management's Report on Internal Control over Financial Reporting, management has excluded Skip Hop and Carter's Mexico from its assessment of internal control over financial reporting as of December 30, 2017 because they were acquired by the Company in purchase business combinations during 2017. We have also excluded Skip Hop and Carter's Mexico from our audit of internal control over financial reporting. Skip Hop and Carter's Mexico are wholly-owned subsidiaries whose total assets and total net sales excluded from management's assessment and our audit of internal control over financial reporting collectively represent approximately 4% and 3%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 30, 2017.

Definition and Limitations of Internal Control over Financial Reporting

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 27, 2018

We have served as the Company's auditor since at least 1968. We have not determined the specific year we began serving as auditor of the Company.

CARTER'S, INC.

CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except for share data)

	December 30, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 178,494	$ 299,358
Accounts receivable, net	240,561	202,471
Finished goods inventories	548,722	487,591
Prepaid expenses and other current assets	49,892	32,180
Deferred income taxes	—	35,486
Total current assets	1,017,669	1,057,086
Property, plant, and equipment, net	377,924	385,874
Tradenames, net	365,551	308,928
Goodwill	230,424	176,009
Customer relationships, net	47,996	—
Other assets	28,435	18,700
Total assets	$2,067,999	$1,946,597
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 182,114	$ 158,432
Other current liabilities	146,510	119,177
Total current liabilities	328,624	277,609
Long-term debt, net	617,306	580,376
Deferred income taxes	84,848	130,656
Other long-term liabilities	180,128	169,832
Total liabilities	1,210,906	1,158,473
Commitments and contingencies—Note 17		
Stockholders' equity:		
Preferred stock; par value $.01 per share; 100,000 shares authorized; none issued or outstanding at December 30, 2017 and December 31, 2016	—	—
Common stock, voting; par value $.01 per share; 150,000,000 shares authorized; 47,178,346 and 48,948,670 shares issued and outstanding at December 30, 2017 and December 31, 2016, respectively	472	489
Additional paid-in capital	—	—
Accumulated other comprehensive loss	(29,093)	(34,740)
Retained earnings	885,714	822,375
Total stockholders' equity	857,093	788,124
Total liabilities and stockholders' equity	$2,067,999	$1,946,597

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 year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Net sales	$3,400,410	$3,199,184	$3,013,879
Cost of goods sold	1,917,096	1,820,035	1,755,855
Gross profit	1,483,314	1,379,149	1,258,024
Selling, general, and administrative expenses	1,106,927	995,406	909,233
Royalty income	(43,181)	(42,815)	(44,066)
Operating income	419,568	426,558	392,857
Interest expense	30,044	27,044	27,031
Interest income	(345)	(563)	(500)
Other (income) expense, net	(1,163)	4,007	(1,862)
Income before income taxes	391,032	396,070	368,188
Provision for income taxes	88,268	137,964	130,366
Net income	$ 302,764	$ 258,106	$ 237,822
Basic net income per common share	$ 6.31	$ 5.13	$ 4.55
Diluted net income per common share	$ 6.24	$ 5.08	$ 4.50
Dividend declared and paid per common share	$ 1.48	$ 1.32	$ 0.88

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(dollars in thousands)

	For the fiscal year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Net income	$ 302,764	$ 258,106	$ 237,822
Other comprehensive income:			
Unrealized (loss) gain on OshKosh defined benefit plan, net of tax of $140, $400, ($470) for the fiscal years 2017, 2016, and 2015, respectively	(430)	(666)	803
Unrealized gain (loss) on Carter's post-retirement benefit obligation, net of (tax) or tax benefit of $70, ($200), ($30) for fiscal years 2017, 2016, and 2015, respectively	(262)	331	56
Foreign currency translation adjustments	6,339	1,962	(14,189)
Total other comprehensive income	5,647	1,627	(13,330)
Comprehensive income	$ 308,411	$ 259,733	$ 224,492

See accompanying notes to the consolidated financial statements.

CARTER'S, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(dollars in thousands)

	For the fiscal year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Cash flows from operating activities:			
Net income	$ 302,764	$ 258,106	$ 237,822
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	81,796	71,522	61,982
Amortization of intangible assets	2,616	1,919	6,417
Adjustment and accretion of contingent considerations	(3,600)	—	809
Amortization of debt issuance costs	1,572	1,461	1,603
Non-cash stock-based compensation expense	17,549	16,847	17,029
Unrealized foreign currency exchange (gain) loss, net	(624)	33	4
Income tax benefit from stock-based compensation	—	(4,800)	(8,839)
Loss on disposal of property, plant, and equipment	1,572	1,167	870
Deferred income taxes	(54,892)	1,294	8,657
Effect of changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable, net	(18,046)	5,041	(23,837)
Inventories	(20,922)	(17,482)	(34,352)
Prepaid expenses and other assets	(21,339)	2,060	(3,496)
Accounts payable and other liabilities	41,175	32,061	43,318
Net cash provided by operating activities	329,621	369,229	307,987
Cash flows from investing activities:			
Capital expenditures	(69,473)	(88,556)	(103,497)
Acquisitions of businesses, net of cash acquired	(158,457)	—	—
Disposals of property, plant, and equipment	15	216	72
Net cash used in investing activities	(227,915)	(88,340)	(103,425)
Cash flows from financing activities:			
Payments of debt issuance costs	(2,119)	—	(1,628)
Borrowings under secured revolving credit facility	200,000	—	205,586
Payments on secured revolving credit facility	(163,965)	—	(205,237)
Repurchases of common stock	(188,762)	(300,445)	(110,290)
Payment of contingent consideration	—	—	(7,572)
Dividends paid	(70,914)	(66,355)	(46,028)
Income tax benefit from stock-based compensation	—	4,800	8,839
Withholdings of taxes from vesting of restricted stock	(5,753)	(8,673)	(12,651)
Proceeds from exercises of stock options	8,438	7,166	6,976
Net cash used in financing activities	(223,075)	(363,507)	(162,005)
Net effect of exchange rate changes on cash	505	767	(1,986)
Net (decrease) increase in cash and cash equivalents	(120,864)	(81,851)	40,571
Cash and cash equivalents, beginning of fiscal year	299,358	381,209	340,638
Cash and cash equivalents, end of fiscal year	$ 178,494	$ 299,358	$ 381,209

See accompanying notes to the consolidated financial statements.

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 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
Repurchase 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**
Exercise of stock options	240,850	2	8,436	—	—	8,438
Withholdings from vesting of restricted stock	(67,546)	(1)	(5,752)	—	—	(5,753)
Restricted stock activity	145,913	2	(2)	—	—	—
Stock-based compensation expense	—	—	16,378	—	—	16,378
Issuance of common stock	13,860	1	1,170	—	—	1,171
Repurchases of common stock	(2,103,401)	(21)	(20,230)	—	(168,511)	(188,762)
Cash dividends declared and paid	—	—	—	—	(70,914)	(70,914)
Comprehensive income	—	—	—	5,647	302,764	308,411
Balance at December 30, 2017	**47,178,346**	**$ 472**	**$ —**	**$ (29,093)**	**$ 885,714**	**$ 857,093**

See accompanying notes to the 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*, *Simple Joys*, *OshKosh B'gosh* ("*OshKosh*"), *Skip Hop,* and other brands. The Company's products are sourced through contractual arrangements with manufacturers worldwide for: 1) wholesale distribution to leading department stores, national chains, and specialty retailers domestically and internationally and 2) distribution to the Company's own retail stores and eCommerce sites that market its brand name merchandise and other licensed products manufactured by other companies. As of December 30, 2017, the Company operated 1,050 retail stores in North America.

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 2017, which ended on December 30, 2017, fiscal 2016, which ended on December 31, 2016, and fiscal 2015, which ended on January 2, 2016, all contained 52 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

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 the currencies of Canada and Mexico, 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 and Mexican 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 have been recorded in Other (income) expense, 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.

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 30, 2017, the Company had approximately $178.5 million of cash and cash equivalents in major financial institutions, including approximately $39.0 million in financial institutions located outside of the United States. 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 30, 2017 and December 31, 2016 were as follows:

(dollars in thousands)	December 30, 2017	December 31, 2016
Trade receivables from wholesale customers, net	$ 229,968	$ 182,195
Royalties receivable	9,818	9,218
Tenant allowances and other receivables	14,511	19,810
Total gross receivables	$ 254,297	$ 211,223
Less:		
Wholesale accounts receivable reserves	(13,736)	(8,752)
Accounts receivable, net	$ 240,561	$ 202,471

Concentration of credit risk

In fiscal 2017, 2016, and 2015, no one customer accounted for 10% or more of the Company's consolidated net sales.

At December 30, 2017, 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 28% of total gross trade receivables outstanding. 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.

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 approximately at the lower of cost (first-in, first-out basis for wholesale inventory and average cost for retail inventories) or net realizable value. 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 licenses from external vendors and also develops software internally using Company employees and consultants. Software license 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. If a software application does not include a purchased license for the software, such as a cloud-based software application, the arrangement is accounted for as a service contract.

GOODWILL AND OTHER INTANGIBLE ASSETS

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 30, 2017, there were no impairments in the values of goodwill or indefinite-lived tradename assets and no reporting units were at risk of an impairment.

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").

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 term 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 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.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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, and any unsettled foreign currency forward contracts 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 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 $3.1 million for fiscal 2017, $3.7 million for fiscal 2016, and $3.9 million for fiscal 2015 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 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.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

ACCOUNTING FOR SHIPPING AND HANDLING FEES AND COSTS

Shipping costs consist of payments to third-party shippers and handling costs, which consist of labor costs, shipping supplies, and certain distribution overhead. Such costs for our domestic and international wholesale businesses totaled $71.3 million, $66.4 million, and $67.2 million for fiscal years 2017, 2016, and 2015, respectively. Such costs for our domestic and international retail businesses totaled $102.2 million, $87.3 million, $75.4 million for fiscal years 2017, 2016, and 2015, respectively. 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*, *Simple Joys*, *OshKosh B'gosh*, *OshKosh*, *Baby B'gosh,* 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 eCommerce site 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. During the requisite service period, the Company also recognizes a deferred income tax benefit for the expense recognized for U.S. GAAP. At time of subsequent vesting, exercise, forfeiture, or expiration of an award, the difference between the Company's actual income tax deduction, if any, and the previously accrued income tax benefit is recognized in income tax expense/benefit during the current period.

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.
>
> *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.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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, in accordance with ASC 740, *Income Taxes*. 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 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.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

For current and deferred tax provisions, ASC 740 requires an entity to account for the effects of new income tax legislation in the same reporting period that the tax legislation is enacted. Recent tax law changes known as the U.S. Tax Cuts and Jobs Act of 2017 (the "2017 Act") were enacted in the United States on December 22, 2017. The 2017 Act, among other things, reduces the United States federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax ("toll tax") on earnings of certain foreign subsidiaries that were previously tax deferred, and creates new taxes on certain foreign sourced earnings. For the 2017 Act, SEC Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act*, permits the Company to calculate and recognize provisional estimates during the period of enactment (fourth quarter of fiscal 2017) for the accounting of the 2017 Act. Any subsequent adjustments to provisional estimates will be reflected in the Company's income tax provisions/benefits during one or more periods in fiscal 2018. See Note 11, *Income Taxes*, to the consolidated financial statements.

SUPPLEMENTAL CASH FLOW INFORMATION

Interest paid in cash approximated $28.3 million, $25.4 million, and $25.1 million for fiscal years 2017, 2016, and 2015, respectively. Income taxes paid in cash approximated $132.9 million, $120.6 million and $108.4 million for fiscal years 2017, 2016, and 2015, respectively.

Additions to property, plant and equipment of approximately $1.9 million, $2.6 million, and $6.1 million were excluded from capital expenditures on the Company's consolidated statements of cash flows for fiscal years 2017, 2016, and 2015, 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).

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 2017, all such open market repurchases have been at prices that exceeded 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. Under the provisions of ASU No. 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*, the Company is permitted to use December 31 of each year, as opposed to the Company's last day of each fiscal year, as an alternate measurement date for its defined benefit plans.

FACILITY CLOSURE AND SEVERANCE COSTS

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.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 2017

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

At the beginning of its first quarter of fiscal 2017, the Company adopted the provisions of Financial Accounting Standards Board (“FASB”) ASU No. 2016-09, *Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”), which amended ASC Topic 718, *Stock Compensation*. The adoption of this ASU affected the Company’s consolidated financial statements as follows.

Consolidated Statement of Operations—ASU 2016-09 imposes a new requirement to record all of the excess income tax benefits and deficiencies (that result from an increase or decrease in the value of an award from grant date to settlement date) related to share-based payments at settlement through the statement of operations instead of the former requirement to record income tax benefits in excess of compensation cost (“windfalls”) in equity, and income tax deficiencies (“shortfalls”) in equity to the extent of previous windfalls, and then to operations. This change is required to be applied prospectively upon adoption of ASU 2016-09 to all excess income tax benefits and deficiencies resulting from settlements of share-based payments after the date of adoption. For fiscal 2017, the Company’s provision for income taxes on its consolidated statement of operations includes a benefit of approximately $5.3 million, related to net excess income tax benefits for settlements of share-based payments during the period. For fiscal 2016, the Company recognized net excess income tax benefits of approximately $4.8 million, for share-based payments settled during the period. These net tax benefits for fiscal 2016 were recorded directly to the Company’s consolidated statement of stockholders’ equity and have not been reclassified to the Company’s consolidated statement of operations, in accordance with adoption and transition provisions of ASU 2016-09.

Consolidated Statement of Cash Flows—ASU 2016-09 requires that all income tax-related cash flows resulting from share-based payments, such as excess income tax benefits, are to be reported as operating activities on the statement of cash flows, a change from the prior requirement to present windfall income tax benefits as an inflow from financing activities and an offsetting outflow from operating activities. As permitted, the Company elected to apply these provisions prospectively to its consolidated statement of cash flows, and accordingly, periods prior to fiscal 2017 have not been adjusted.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Additionally, ASU 2016-09 clarifies that all cash payments made to taxing authorities on the employees' behalf for withheld shares at settlement are presented as financing activities on the statement of cash flows. This change must be applied retrospectively. The presentation requirements did not result in reclassification for any prior periods since such cash flows have historically been presented as a financing activity by the Company on its consolidated statement of cash flows.

The Company elected to continue to estimate forfeitures expected to occur to determine the amount of share-based compensation cost to recognize in each period, as permitted by ASU 2016-09. Accordingly, no cumulative effect was recorded in retained earnings on the Company's consolidated statement of stockholders' equity at the beginning of fiscal 2017 upon the adoption of ASU 2016-09.

Simplified Subsequent Measurement of Inventory (ASU 2015-11)

At the beginning of its first quarter of fiscal 2017, the Company adopted the provisions of ASU No. 2015-11, *Inventory (Topic 330): Simplifying the Measurement of Inventory* ("ASU 2015-11"). 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 adoption of ASU 2015-11 was not material to the Company's consolidated financial condition, results of operations, or cash flows.

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

At the beginning of the first quarter of fiscal 2017, the Company prospectively adopted the provisions of ASU No. 2015-17, *Balance Sheet Classification of Deferred Taxes* ("ASU 2015-17"). ASU 2015-17 simplifies the balance sheet presentation of deferred income taxes by reporting the net amount of deferred tax assets and liabilities for each tax-paying jurisdiction as non-current on the balance sheet. Prior guidance required the deferred taxes for each tax-paying jurisdiction to be presented as a net current asset or liability and net non-current asset or liability. The Company's prospective adoption of ASU 2015-17 impacts the classification of deferred tax assets and liabilities on any balance sheet that reports the Company's financial position for any date after December 31, 2016. Balance sheets for prior periods have not been adjusted. The adoption of ASU 2015-17 has no impact on the Company's results of operations or cash flows.

<u>To Be Adopted After Fiscal 2017</u>

Revenue Recognition (ASC 606)

Accounting Standards Codification ("ASC") 606, *Revenue from Contracts with Customers* ("ASC 606"), was effective for the Company at the beginning of its fiscal 2018. ASC 606 clarifies the principles for recognizing revenue and is applicable to all contracts with customers regardless of industry-specific or transaction-specific fact patterns. Further, the guidance requires 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. Beginning in the first quarter of fiscal 2018, the Company applied the provisions of ASC 606

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

retrospectively to each prior reporting period presented for fiscal 2017 and fiscal 2016. For all periods prior to fiscal 2016, the adoption of ASC 606 is reported as an adjustment to opening retained earnings at the beginning of fiscal 2016 for approximately $0.6 million. The adoption of ASC 606, including any of the policy elections required or permitted by ASC 606, had no material effect on the Company's consolidated financial position, results of operations, cash flows, processes, systems, or controls.

Leases (ASU 2016-02)

In February 2016, the FASB issued new lease accounting guidance in ASU No. 2016-02, *Leases-Topic 842,* which has been codified in ASC 842, *Leases* ("ASC 842"). 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. 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 effects of ASC 842. However, based on the Company's lease obligations, the adoption of ASC 842 will require the Company to recognize material assets and liabilities for right-of-use assets and operating lease liabilities on its consolidated balance sheet. ASC 842 will also require additional footnote disclosures to the Company's consolidated financial statements.

Credit Losses (ASU 2016-13)

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). This new guidance will change how entities account for credit impairment for trade and other receivables, as well as for certain financial assets and other instruments. ASU 2016-13 will replace the current "incurred loss" model with an "expected loss" model. Under the "incurred loss" model, a loss (or allowance) is recognized only when an event has occurred (such as a payment delinquency) that causes the entity to believe that a loss is probable (i.e., that it has been "incurred"). Under the "expected loss" model, an entity will recognize a loss (or allowance) upon initial recognition of the asset that reflects all future events that will lead to a loss being realized, regardless of whether it is probable that the future event will occur. The "incurred loss" model considers past events and current conditions, while the "expected loss" model includes expectations for the future which have yet to occur. ASU 2016-13 is effective for public companies for fiscal years beginning after December 15, 2019 with early adoption permitted for fiscal years beginning after December 15, 2018, including interim periods therein. The standard will require entities to record a cumulative-effect adjustment to the balance sheet as of the beginning of the first reporting period in which the guidance is effective. The Company is currently evaluating the potential impact that ASU 2016-13 may have on the timing of recognizing future provisions for expected losses on the Company's accounts receivable.

Classification of Costs Related to Defined Benefit Pension and Other Post-retirement Benefit Plans (ASU 2017-07)

In March 2017, the FASB issued ASU No. 2017-07, *Compensation—Retirement Benefits (Topic 715: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Post-retirement Benefit Cost* ("ASU 2017-07"). ASU 2017-07 will change how employers that sponsor defined benefit pension and/or other post-retirement benefit plans present the net periodic benefit costs in the statement of operations. Under this new guidance, an employer's statement of operations will present service cost arising in the current period in the same income

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

statement line item as other employee compensation. However, all other components of current period costs related to defined benefit plans, such as prior service costs and actuarial gains and losses, will be presented on the income statement on a line item outside (or below) operating income. For public companies, the guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted. Presentation of the components of net periodic benefit cost on the income statement will be applied retrospectively. The impact that ASU 2017-07 will have on the Company's operating income will depend on future periodic pension costs related to the Company's current frozen defined benefit pension plan and post-retirement medical benefit plan. However, based on these costs in recent annual and interim reporting periods, the adoption of ASU 2017-07 is not expected to be material to the Company's operating income.

Goodwill Impairment Testing (ASU 2017-04)

In January 2017, the FASB issued ASU No. 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"). ASU 2017-04 will eliminate the requirement to calculate the implied fair value of goodwill (step 2 of the current goodwill impairment test) to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value (i.e., measure the charge based on the current step 1). Any impairment charge will be limited to the amount of goodwill allocated to an impacted reporting unit. ASU 2017-04 will not change the current guidance for completing Step 1 of the goodwill impairment test, and an entity will still be able to perform the current optional qualitative goodwill impairment assessment before determining whether to proceed to Step 1. Upon adoption, ASU 2017-04 will be applied prospectively. Adoption for public companies is effective for annual and interim impairment test performed in periods after December 15, 2019. Early adoption is permitted for annual and interim goodwill impairment testing dates after January 1, 2017. The impact that ASU 2017-04 may have on the Company's financial condition or results of operations will depend on the circumstances of any goodwill impairment event that may occur after adoption.

Modifications to Share-based Compensation Awards (ASU 2017-09)

In May 2017, the FASB issued ASU No. 2017-09, *Compensation-Stock Compensation Topic 718-Scope of Modification Accounting* ("ASU 2017-09"). This guidance will clarify when changes to the terms and conditions of share-based payment awards must be accounted for as modifications. Entities will apply the modification accounting guidance if the value, vesting conditions, or classification of an award changes. ASU 2017-07 is effective for the Company at the beginning of fiscal 2018, including interim periods within fiscal 2018. Early adoption is permitted. The guidance will be applied prospectively to awards modified on or after adoption. The impact that ASU 2017-09 may have on the Company's results of operations, financial condition, or cash flows subsequent to adoption will be dependent on the terms and conditions of any modifications made to share-based awards after fiscal 2017.

Definition of a Business (ASU 2017-01)

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* ("ASU 2017-01"). This guidance will assist entities in determining if acquired assets constitute the acquisition of a business or the acquisition of assets for accounting and reporting purposes. This distinction is important because only a business can recognize goodwill. In practice prior to ASU 2017-01, if revenues were generated immediately before and after a transaction, the acquisition was typically considered a business. Under ASU 2017-01, requiring entities to further assess the substance of the processes they acquire will likely reduce the number of transactions accounted for as business acquisitions. ASU 2017-01 is effective

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

prospectively for the Company at the beginning of fiscal 2018, including interim periods within fiscal 2018. Early adoption is permitted, including for interim or annual periods in which the financial statements have not been issued or made available for issuance. The impact that ASU 2017-01 may have on the Company's financial position, results of operations or cash flows will depend on the nature of any acquisition commencing after the Company's adoption of this ASU.

NOTE 3—BUSINESS ACQUISITIONS

The Company completed two separate business acquisitions, "Skip Hop" and "Carter's Mexico," during fiscal 2017. Each acquisition was deemed to be the acquisition of a business under the provisions of Accounting Standards Codification ("ASC") No. 805, *Business Combinations*.

Based on their purchase prices and pre-acquisition operating results and assets, neither of the businesses acquired in fiscal 2017 met the materiality requirements for preparation and presentation of pro forma financial information, either individually or in the aggregate.

Acquisition of Mexican Licensee

On August 1, 2017, the Company, through certain of its wholly-owned subsidiaries, acquired the outstanding equity of the Company's licensee in Mexico and a related entity (collectively "Carter's Mexico"). Both entities are incorporated under Mexican law. Prior to the acquisition, Carter's Mexico was primarily a licensee and wholesale customer of the Company. Through this acquisition, the Company obtained a network of retail stores in Mexico and control of wholesale business relationships in Mexico. The acquisition is expected to strengthen the Company's operations in Mexico and further increase its overall market share in the North American market for children's apparel and accessories. Upon acquisition, Carter's Mexico became part of the Company's International operating and reportable segment. At the acquisition date, all of the goodwill from the Carter's Mexico acquisition was assigned to the International reportable segment.

The Company's consolidated financial statements reflect the consolidation of the financial position, results of operations and cash flows of Carter's Mexico beginning August 1, 2017.

The measurement period, as defined under the provisions of ASC 805, is still open for this acquisition. Adjustments related to a working capital settlement, settlements of certain pre-acquisition tax matters, and the finalizations of fair value estimates for certain assets and liabilities may be made. Included among the assets acquired, and the preliminary fair values assigned to them as of December 30, 2017, were inventories of approximately $8.3 million, a customer relationships intangible asset of approximately $3.5 million, and goodwill of approximately $6.2 million. In addition, the Company paid approximately $1.4 million in acquisition-related costs during fiscal 2017 for Carter's Mexico.

Acquisition of Skip Hop

Carter's, Inc.'s wholly-owned subsidiary, The William Carter Company ("TWCC"), acquired 100% of the voting equity interests of privately-owned Skip Hop Holdings, Inc. and subsidiaries ("Skip Hop") after the close of business on February 22, 2017. The Company's consolidated financial statements and accompanying notes include Skip Hop results beginning on February 23, 2017. The acquisition expanded the Company's product offerings to include complementary essential core products for families with young children. The *Skip Hop* branded product line includes diaper bags, kid's backpacks, travel accessories, home gear, and hardline goods for

NOTE 3—BUSINESS ACQUISITIONS (Continued)

playtime, mealtime, and bath time. *Skip Hop* branded products are now sold through the Company's wholesale, retail store, and eCommerce channels. At acquisition date, Skip Hop's goodwill was assigned to reportable segments as follows: 62% to U.S. Wholesale, 34% to International, and 4% to U.S. Retail.

The measurement period is no longer open for the Skip Hop acquisition.

During fiscal 2017, *Skip Hop* branded products contributed approximately $96.3 million to the Company's consolidated net sales. The Company paid approximately $2.0 million and $2.4 million in acquisition-related costs for Skip Hop in fiscal 2017 and fiscal 2016, respectively.

Assets acquired and liabilities assumed, including all measurement period adjustments, were as follows:

(in millions)	
Assets acquired:	
Current assets, including cash acquired of $0.8 million	$ 50.0
Goodwill *	46.0
Tradename	56.8
Customer relationships	47.3
Other non-current assets	3.9
Total assets acquired	$204.0
Liabilities assumed:	
Current liabilities	$ 20.8
Deferred income tax liabilities	36.3
Total liabilities assumed	$ 57.1
Net assets acquired	$146.9
Less cash acquired at acquisition	$ (0.8)
Less estimated contingent consideration (1)	$ (3.6)
Net purchase price (2)	$142.5

* Not deductible for income taxes

(1) This amount represented the estimated fair value of the contingent earn out liability based on facts and circumstances known and existing on acquisition date concerning the expected achievement of certain financial performance targets for fiscal 2017 as described in the stock purchase agreement. Facts and circumstances that occurred subsequent to the acquisition during fiscal 2017 indicated that this contingent earn out arrangement would not be achieved, and therefore approximately $3.6 million was credited to the Company's earnings during the third quarter of fiscal 2017. This credit has no related income tax provision and has been classified entirely as a credit to corporate Selling, General & Administrative (SG&A) expenses.

(2) Reflects a working capital settlement of approximately $1.3 million.

For both business acquisitions made in fiscal 2017, the fair value of customer relationships was based on the excess earnings method while the fair value of tradenames was based on the relief from royalty method. The categorization of the fair value framework used for these methods are considered Level 3 due to the subjective nature of the unobservable inputs used to determine the fair value.

NOTE 3—BUSINESS ACQUISITIONS (Continued)

The goodwill represents the intangible assets that do not qualify for separate recognition and is primarily the result of expected synergies, vertical integration as a market for selling inventory, and the acquired workforce. Goodwill related to acquisitions made in fiscal 2017 is generally not deductible by the Company for income tax purposes.

NOTE 4—PROPERTY, PLANT, AND EQUIPMENT

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

(dollars in thousands)	December 30, 2017	December 31, 2016
Fixtures, equipment, computer hardware and software	$ 430,156	$ 398,536
Land, building, and leasehold improvements	336,981	305,844
Marketing fixtures	7,602	7,015
Construction in progress	7,358	20,386
	782,097	731,781
Accumulated depreciation and amortization	(404,173)	(345,907)
Total	$ 377,924	$ 385,874

Depreciation and amortization expense related to property, plant, and equipment was approximately $81.8 million, $71.5 million, and $62.0 million for fiscal years 2017, 2016, and 2015, respectively.

NOTE 5—GOODWILL AND OTHER INTANGIBLE ASSETS

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 30, 2017			December 31, 2016		
		Gross amount	Accumulated amortization	Net amount	Gross amount	Accumulated amortization	Net amount
Carter's goodwill (1)	Indefinite	$136,570	$ —	$136,570	$136,570	$ —	$136,570
Canada goodwill (2)	Indefinite	42,223	—	42,223	39,439	—	39,439
Skip Hop goodwill (3)	Indefinite	45,997	—	45,997	—	—	—
Carter's Mexico goodwill (4)	Indefinite	5,634	—	5,634	—	—	—
Total goodwill		$230,424	$ —	$230,424	$176,009	$ —	$176,009
Carter's tradename	Indefinite	$220,233	$ —	$220,233	$220,233	$ —	$220,233
OshKosh tradename	Indefinite	85,500	—	85,500	85,500	—	85,500
Skip Hop tradename	Indefinite	56,800	—	56,800	—	—	—
Finite-life tradenames (5)	2 - 20 years	3,550	532	3,018	42,005	38,810	3,195
Total tradenames, net		$366,083	$ 532	$365,551	$347,738	$38,810	$308,928
Skip Hop customer relationships	15 years	$ 47,300	$2,304	$ 44,996	$ —	$ —	$ —
Carter's Mexico customer relationships	10 years	3,135	135	3,000	—	—	—
Total customer relationships, net		$ 50,435	$2,439	$ 47,996	$ —	$ —	$ —

(1) $45.9 million is assigned to the U.S. Wholesale segment, $82.0 million is assigned to the U.S. Retail segment, and $8.6 million is assigned to the International segment.
(2) Goodwill for Canada (Bonnie Togs) is assigned to the International segment.
(3) $28.6 million is assigned to the U.S. Wholesale segment, $15.5 million is assigned to the International segment, and $1.9 million is assigned to the U.S. Retail segment.
(4) Goodwill for Carter's Mexico is assigned to the International segment.
(5) Relates to the acquisition of rights to the *Carter's* brand in Chile in December 2014. The Company acquired these rights in order to freely operate in Chile by offering products and service under the *Carter's* brand. Amounts at December 31, 2016 also include the former *Bonnie Togs* (Canada) tradename and the *H.W. Carter & Sons* brands, which are all fully amortized.

Changes in the carrying values between comparative periods for goodwill related to the Company's 2011 acquisition of its Canadian business (Bonnie Togs) were due to fluctuations in the foreign currency exchange rates between the Canadian and U.S. dollar that were used in the remeasurement process for preparing the Company's consolidated financial statements. The changes in the carrying values of customer relationships and tradename intangible assets for Skip Hop and Carter's Mexico, including the related accumulated amortization, that were not attributable to amortization expense was also impacted by foreign currency exchange rate fluctuations.

Amortization expense for intangible assets subject to amortization was approximately $2.6 million, $1.9 million, and $6.4 million for fiscal years 2017, 2016, and 2015, respectively. Future amortization expense is estimated to be approximately $3.7 million for each of the next five fiscal years.

NOTE 6—ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

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

(dollars in thousands)	Pension liability adjustments	Post-retirement liability adjustments	Cumulative translation adjustments	Accumulated other comprehensive (loss) income
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)
Fiscal year 2017 change	(430)	(262)	6,339	5,647
Balance at December 30, 2017	$ (9,281)	$ 1,473	$ (21,285)	$ (29,093)

As of December 30, 2017 and December 31, 2016, the cumulative pension liability adjustments were, net of tax effect, $5.3 million and $5.2 million, respectively. As of December 30, 2017 and December 31, 2016, the cumulative post-retirement liability adjustments were, net of tax effect, approximately $1.0 million for both years.

For the fiscal years ended December 30, 2017 and December 31, 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. For additional information, see Note 10*, Employee Benefit Plans*, to the consolidated financial statements.

NOTE 7—LONG-TERM DEBT

Long-term debt consisted of the following:

(dollars in thousands)	December 30, 2017	December 31, 2016
Senior notes at amounts repayable	$400,000	$400,000
Less: unamortized issuance-related costs for senior notes	(3,694)	(4,601)
Senior notes, net	$396,306	$395,399
Secured revolving credit facility	221,000	184,977
Total long-term debt, net	$617,306	$580,376

SENIOR NOTES

During fiscal 2013, the Company's 100% owned subsidiary, 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 30, 2017. 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.

NOTE 7—LONG-TERM DEBT (Continued)

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

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 is applicable when 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 William Carter Company ("TWCC"), a wholly-owned subsidiary of 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 a syndicate of lenders.

On December 22, 2011, TWCC 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

NOTE 7—LONG-TERM DEBT (Continued)

facility (including a $15 million sub-limit for letters of credit and a swing line sub-limit of $5 million), which was available for borrowings by either TWCC or its Canadian subsidiary, in U.S. dollars or Canadian dollars.

On August 31, 2012, TWCC and the 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 $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).

On September 16, 2015, TWCC and the lenders amended and restated the secured revolving credit facility to, among other things: (a) refinance the Company's existing credit facility in order to achieve better pricing terms and (b) 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 (a) 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 (b) 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 this 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.

On August 25, 2017, TWCC and the syndicate of lenders entered into a fourth amended and restated secured revolving credit agreement. This amendment to the secured revolving credit facility provides: (a) an extension of the term of the facility to August 25, 2022 and (b) an increase in the aggregate credit line to $750 million which includes a $650 million U.S. dollar facility and a $100 million multicurrency facility denominated in U.S. dollars, Canadian dollars, Euros, Pounds Sterling, or other currencies agreed to by the applicable lenders. The $650 million U.S. dollar facility is inclusive of a $100 million sub-limit for letters of credit and a swing line sub-limit of $70 million. The $100 million multicurrency facility is inclusive of a $40 million sub-limit for letters of credit and a swing line sub-limit of $15 million. In addition, the secured revolving credit facility provides for incremental borrowing facilities up to $425 million, which are comprised of an incremental $350 million U.S. dollar revolving credit facility and an incremental $75 million multicurrency revolving credit facility. The incremental U.S. dollar revolving credit facility can increase to an unlimited borrowing amount so long as the consolidated first lien leverage ratio (as defined in the secured revolving credit facility) does not exceed 2.25:1.00. In connection with the amendment, the Company paid approximately $2.1 million in debt issuance costs. These newly-incurred debt issuance costs, together with existing unamortized debt issuance costs, are being amortized over the five-year remaining term of the secured revolving credit facility.

As of December 30, 2017, the Company had approximately $221.0 million in outstanding borrowings under its secured revolving credit facility, exclusive of $4.5 million of outstanding letters of credit. As of December 30, 2017, there was approximately $524.5 million available for future borrowing.

As of December 30, 2017, 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%).

NOTE 7—LONG-TERM DEBT (Continued)

At December 30, 2017, U.S. dollar borrowings outstanding under the secured revolving credit facility accrued interest at a LIBOR rate plus the applicable base rate, which was 2.93% on that date. There were no Canadian borrowings outstanding on December 30, 2017.

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 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 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.

As of December 30, 2017, 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 2015, 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 both February 24, 2016 and February 22, 2018, the Company's Board of Directors authorized an additional $500 million of share repurchases, thereby authorizing repurchase amounts up to $1.46 billion.

NOTE 8—COMMON STOCK (Continued)

Open-market repurchases of our common stock during fiscal years 2017, 2016 and 2015 were as follows:

	Fiscal year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Number of shares repurchased	2,103,401	3,049,381	1,154,288
Aggregate cost of shares repurchased *(dollars in thousands)*	$ 188,762	$ 300,445	$ 110,290
Average price per share	$ 89.74	$ 98.53	$ 95.55

In addition to the open-market repurchases completed in fiscal years 2017, 2016 and 2015, the Company completed additional open-market repurchases totaling approximately $277.4 million in fiscal year priors to 2015.

The total remaining capacity under the repurchase authorizations as of December 30, 2017 was $85.6 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 2017, the Company's Board of Directors declared and paid quarterly cash dividends of $0.37 per share during all four quarters. In fiscal 2016, the Company's Board of Directors paid quarterly cash dividends of $0.33 per share during all four quarters.

On February 22, 2018, the Company's Board of Directors authorized a quarterly cash dividend payment of $0.45 per common share, payable on March 23, 2018 to shareholders of record at the close of business on March 12, 2018.

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,* to the consolidated financial statements.

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

NOTE 9—STOCK-BASED COMPENSATION (Continued)

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 30, 2017, there were 1,100,157 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.

The Company recorded stock-based compensation cost as follows:

	For the fiscal years ended		
(dollars in thousands)	**December 30, 2017**	**December 31, 2016**	**January 2, 2016**
Stock options	$ 4,244	$ 4,237	$ 4,350
Restricted stock:			
Time-based awards	7,532	7,451	6,855
Performance-based awards	4,602	3,974	4,728
Stock awards	1,171	1,185	1,096
Total	$ 17,549	$ 16,847	$ 17,029

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 30, 2017 were as follows:

	Number of shares	Weighted-average exercise price	Weighted-average remaining contractual terms (years)	Aggregate intrinsic value (in thousands)
Outstanding, December 31, 2016	1,441,210	$52.70		
Granted	338,356	$84.29		
Exercised	(240,850)	$35.03		
Forfeited	(40,828)	$83.99		
Expired	(3,665)	$87.46		
Outstanding, December 30, 2017	1,494,223	$61.76	5.87	$83,277
Vested and Expected to Vest, December 30, 2017	1,422,339	$60.53	5.72	$81,011
Exercisable, December 30, 2017	907,065	$46.77	4.19	$64,145

The intrinsic value of stock options exercised during the fiscal years ended December 30, 2017, December 31, 2016, and January 2, 2016 was approximately $14.9 million, $9.0 million, and $13.2 million, respectively. At

NOTE 9—STOCK-BASED COMPENSATION (Continued)

December 30, 2017, there was approximately $7.7 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 2.6 years.

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

	For the fiscal years ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Expected volatility	26.20%	26.95%	31.65%
Risk-free interest rate	2.06%	1.33%	1.65%
Expected term (years)	6.0	6.0	6.0
Dividend yield	1.77%	1.45%	1.06%
Weighted average fair value of options granted	$19.57	$21.41	$24.59

RESTRICTED STOCK AWARDS

Restricted stock awards issued under the Plan vest based upon: 1) continued service (time-based) or 2) a combination of continued service and performance targets (performance-based).

The following table summarizes activity related to all restricted stock awards during the fiscal year ended December 30, 2017:

	Restricted stock awards	Weighted-average grant-date fair value
Outstanding, December 31, 2016	405,699	$81.29
Granted	178,240	$84.11
Vested	(168,471)	$74.00
Forfeited	(17,620)	$83.92
Outstanding, December 30, 2017	397,848	$85.44

During fiscal 2016, a total of 218,335 shares of restricted stock vested with a weighted-average fair value of $62.98 per share. During fiscal 2015, a total of 352,396 shares of restricted stock vested with a weighted-average fair value of $43.20 per share. At December 30, 2017, there was approximately $17.9 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 2.2 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 2017, 2016, and 2015, a total of 114,703 shares, 124,135 shares, and 148,396 shares, respectively, of time-based restricted stock vested with a weighted-average fair value of $76.58 per share, $65.80 per share, and $51.67 per share, respectively. At December 30, 2017, there was approximately $12.7 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 2.5 years.

NOTE 9—STOCK-BASED COMPENSATION (Continued)

Performance-based Restricted Stock Awards

Fiscal year	Number of shares granted	Weighted-average fair value per share
2015	50,600	$82.40
2016	53,070	$90.66
2017	60,952	$83.84

During the fiscal year ended December 30, 2017, a total of 53,768 performance shares vested with a weighted-average fair value of $68.49 per share. As of December 30, 2017, a total of 158,994 performance shares were unvested with a weighted-average fair value of $85.60 per share. Vesting of these 158,994 performance shares is based on the performance targets for the shares granted in fiscal 2017, 2016, and 2015. As of December 30, 2017, there was approximately $5.2 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 2017, 2016, and 2015, such awards were as follows:

	Number of shares issued	Fair value per share	Aggregate value (in thousands)
2015	10,933	$ 100.21	$ 1,095
2016	12,758	$ 101.10	$ 1,290
2017	13,860	$ 84.46	$ 1,171

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 year ended December 30, 2017	For the fiscal year ended December 31, 2016
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 62,427	$ 60,375
Interest cost	2,446	2,515
Actuarial loss	4,269	1,697
Benefits paid	(2,395)	(2,160)
Projected benefit obligation at end of year	$ 66,747	$ 62,427
Change in plan assets:		
Fair value of plan assets at beginning of year	$ 51,213	$ 50,619
Actual return on plan assets	5,619	2,754
Benefits paid	(2,395)	(2,160)
Fair value of plan assets at end of year	$ 54,437	$ 51,213
Unfunded status	$ 12,310	$ 11,214

The accumulated benefit obligation is equal to the projected benefit obligation as of December 30, 2017 and December 31, 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 2018 as the plan's funding exceeds the minimum funding requirements. The actuarial losses incurred in fiscal 2017 and 2016 were primarily attributable to a lower discount rate.

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

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

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

	For the fiscal year ended		
(dollars in thousands)	December 30, 2017	December 31, 2016	January 2, 2016
Recognized in the statement of operations:			
Interest cost	$ 2,446	$ 2,515	$ 2,493
Expected return on plan assets	(2,601)	(2,701)	(3,138)
Recognized actuarial loss (a)	681	578	643
Net periodic pension cost (benefit)	$ 526	$ 392	$ (2)
Changes recognized in other comprehensive income:			
Net loss (gain) arising during the fiscal year	$ 1,251	$ 1,644	$ (630)
Amortization of net loss (a)	(681)	(578)	(643)
Total changes recognized in other comprehensive income	$ 570	$ 1,066	$ (1,273)
Total net periodic cost (benefit) and changes recognized in other comprehensive income	$ 1,096	$ 1,458	$ (1,275)

(a) Represents pre-tax amounts reclassified from accumulated other comprehensive loss. For fiscal 2018, 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	2017	2016
Discount rate	3.50%	4.00%

Net periodic pension cost	2017	2016	2015
Discount rate	4.00%	4.25%	4.00%
Expected long-term rate of return on assets	6.00%	6.00%	6.00%

The discount rates used at December 30, 2017, December 31, 2016, and January 2, 2016 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 $2.3 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	
2018	$ 2,830
2019	$ 2,360
2020	$ 2,620
2021	$ 2,650
2022	$ 2,870
2023-2027	$17,060

Plan Assets

Form 10-K

The Company's investment strategy is to invest in a well-diversified portfolio consisting of 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 45% equity securities, 50% bond funds, and 5% real estate investments. The plan expects to gradually reduce its equity exposure.

The Company's investment policy anticipates a rate of return sufficient to fund pension plan benefits while minimizing the risk to the Company of additional funding. Based on actual returns over a long-term basis, the Company believes that a 6.00% 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 a small exposure to 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 30, 2017 and December 31, 2016, by asset category, were as follows:

(dollars in thousands) Asset Category	December 30, 2017 Total	Level 1	Level 2	December 31, 2016 Total	Level 1	Level 2
Cash and cash equivalents	$ 539	$ 539	$ —	$ 175	$ 175	$ —
Equity Securities:						
U.S. Large-Cap blend (a)	7,418	7,418	—	8,462	4,221	4,241
U.S. Large-Cap growth	3,331	3,331	—	4,220	4,220	—
U.S. Mid-Cap growth	3,228	3,228	—	2,533	—	2,533
U.S. Small-Cap blend	2,147	2,147	—	2,514	2,514	—
International blend	8,142	8,142	—	2,569	2,569	—
Fixed income securities:						
Corporate bonds (b)	26,888	26,480	408	25,573	25,573	—
Real estate (c)	2,744	2,744	—	5,167	5,167	—
	$54,437	$54,029	$408	$51,213	$44,439	$6,774

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

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

(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.

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 30, 2017**	**December 31, 2016**
APBO at beginning of fiscal year	$ 4,125	$ 4,938
Service cost	30	123
Interest cost	137	177
Actuarial loss (gain)	26	(740)
Plan participants' contribution	6	10
Prior service cost	—	11
Benefits paid	(355)	(394)
APBO at end of fiscal year	$ 3,969	$ 4,125

Approximately $3.6 million and $3.5 million of the APBO at the end of fiscal 2017 and 2016, 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 (Benefit) Cost and Changes Recognized in Other Comprehensive Income

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

(dollars in thousands)	For the fiscal year ended December 30, 2017	December 31, 2016	January 2, 2016
Recognized in the statement of operations:			
Service cost—benefits attributed to service during the period	$ 30	$ 123	$ 130
Interest cost on accumulated post-retirement benefit obligation	137	177	178
Amortization net actuarial gain (a)	(306)	(198)	(192)
Net periodic post-retirement (benefit) cost	$ (139)	$ 102	$ 116
Changes recognized in other comprehensive income:			
Net loss (gain) arising during the fiscal year	$ 26	$ (740)	$ (278)
Prior service cost	—	11	—
Amortization of net gain (a)	306	198	192
Total changes recognized in other comprehensive income	$ 332	$ (531)	$ (86)
Total net periodic (benefit) cost and changes recognized in other comprehensive income	$ 193	$ (429)	$ 30

(a) Represents pre-tax amounts reclassified from accumulated other comprehensive loss. For fiscal 2018, approximately $0.3 million is expected to be reclassified from accumulated other comprehensive loss as a credit to periodic net periodic pension cost.

Assumptions

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

Benefit obligation	2017	2016
Discount rate	3.25%	3.50%

Net periodic pension cost	2017	2016	2015
Discount rate	3.50%	3.75%	3.50%

The discount rates used at December 30, 2017, December 31, 2016, and January 2, 2016, 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 $0.3 million in fiscal year 2017, and $0.4 million in both of fiscal years 2016 and 2015. The Company expects that its contribution and benefit payments for post-retirement benefit obligations will be approximately $0.4 million for

NOTE 10—EMPLOYEE BENEFIT PLANS (Continued)

fiscal years 2018 and 2019, and $0.3 million for fiscal years 2020, 2021, and 2022. For the five years subsequent to fiscal 2022, the aggregate contributions and benefit payments for post-retirement benefit obligations is expected to be approximately $1.3 million. The Company does not pre-fund this plan and as a result there are no plan assets.

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 in the United States 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 $13.9 million, $10.5 million, and $12.2 million for the fiscal years ended December 30, 2017, December 31, 2016, and January 2, 2016, respectively. Expenses related to the Canadian defined contribution savings plan were approximately $0.3 million for the fiscal year ended December 30, 2017; amounts for fiscal 2016 and 2015 were not material.

NOTE 11—INCOME TAXES

The provision for income taxes recognized by the Company during the fiscal fourth quarter of 2017 reflects certain provisional estimates for the accounting of the December 22, 2017 enactment of tax law changes known as the U.S. Tax Cuts and Jobs Act of 2017 (the "2017 Act"). The provisional accounting for the 2017 Act is permitted by SEC Staff Accounting Bulletin No. 118, *Income Tax Accounting Implications of the Tax Cuts and Jobs Act,* issued in late December 2017. Any subsequent adjustments to provisional accounting estimates will be reflected in income tax provisions/benefits during one or more periods in fiscal 2018.

The 2017 Act reduces the United States federal corporate tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, and creates new taxes on certain foreign sourced earnings.

During the fourth quarter of fiscal 2017, the Company recognized an income tax benefit amount of $40.0 million related to the accounting for the enactment of the 2017 Act. This benefit is included as a component of income tax expense in the Company's statement of operations for the fiscal year ended December 30, 2017. As described below, this $40.0 million income tax benefit is comprised of a provisional tax expense of $10.4 million related to foreign earnings, offset by an income tax benefit of $50.4 million related the remeasurement of certain deferred income tax balances. The Company will continue to refine its calculations as additional analysis is completed.

Deferred tax assets and liabilities

During the fourth quarter of fiscal 2017, the Company remeasured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally a 21% federal rate. The

NOTE 11—INCOME TAXES (Continued)

remeasurement resulted in an income tax benefit of $50.4 million. The Company also analyzed the impact of expensing qualified capital expenditures acquired after Sept. 27, 2017 and the related impact of this change on its income tax expense.

Provisional estimates

The one-time transition tax is based on the Company's total post-1986 earnings and profits ("E&P") that the Company previously deferred from United States income taxes. The Company recorded a provisional estimate for the one-time transition tax liability for all of its foreign subsidiaries, resulting in an increase in income tax expense of approximately $10.4 million during the fourth quarter of fiscal 2017. The Company has not yet completed its calculation of the total post-1986 E&P for these foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when the Company finalizes the calculation of post-1986 foreign E&P previously deferred from U. S. federal taxation and finalizes the amounts held in cash or other specified assets. No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax, or any additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis difference in these entities (i.e., basis difference in excess of that subject to the one-time transition tax) is not practicable, but the related cumulative temporary difference as of December 30, 2017 would not result in a material incremental deferred tax liability.

The Company also analyzed the impact of expensing qualified capital expenditures acquired after September 27, 2017 and estimated that the related impact of this change will not have a material effect on its income tax expense.

PROVISION FOR INCOME TAXES

The provision for income taxes consisted of the following:

(dollars in thousands)	For the fiscal year ended December 30, 2017	December 31, 2016	January 2, 2016
Current tax provision:			
Federal	$ 117,676	$ 113,326	$ 103,316
State	11,368	11,407	10,277
Foreign	14,116	11,937	8,116
Total current provision	$ 143,160	$ 136,670	$ 121,709
Deferred tax provision (benefit):			
Federal	$ (55,149)	$ 1,435	$ 6,577
State	339	345	1,193
Foreign	(82)	(486)	887
Total deferred provision	(54,892)	1,294	8,657
Total provision	$ 88,268	$ 137,964	$ 130,366

NOTE 11—INCOME TAXES (Continued)

The foreign portion of the tax position substantially relates to Canada, Hong Kong, China, and Mexico 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 year ended December 30, 2017	December 31, 2016	January 2, 2016
Domestic	$ 325,580	$ 345,304	$ 335,955
Foreign	65,452	50,766	32,233
Total	$ 391,032	$ 396,070	$ 368,188

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 year ended December 30, 2017	December 31, 2016	January 2, 2016
Statutory federal income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal income tax benefit	2.1%	2.3%	2.5%
Impact of foreign operations	(2.7)%	(2.1)%	(1.3)%
Settlement of uncertain tax positions	(0.3)%	(0.4)%	(0.8)%
Benefit from stock-based compensation	(1.3)%	—%	—%
Imposition of transition tax on foreign subsidiaries	2.7%	—%	—%
Revaluation of deferred taxes	(12.9)%	—%	—%
Total	22.6%	34.8%	35.4%

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

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

NOTE 11—INCOME TAXES (Continued)

DEFERRED TAXES

Components of deferred tax assets and liabilities were as follows:

(dollars in thousands)	December 30, 2017	December 31, 2016
Deferred tax assets:	Assets (Liabilities)	
Accounts receivable allowance	$ 3,632	$ 3,873
Inventory	5,353	9,226
Accrued liabilities	9,895	16,037
Equity-based compensation	6,796	9,967
Deferred employee benefits	7,870	10,340
Deferred rent	24,567	46,685
Other	2,407	5,192
Total deferred tax assets	60,520	101,320
Deferred tax liabilities:		
Depreciation	(49,509)	(90,317)
Tradename and licensing agreements	(89,143)	(101,632)
Other	(4,774)	(4,541)
Total deferred tax liabilities	(143,426)	(196,490)
Net deferred tax asset (liability)	$ (82,906)	$ (95,170)

Amounts recognized in the consolidated balance sheets:

(dollars in thousands)	December 30, 2017	December 31, 2016
	Assets (Liabilities)	
Deferred tax assets	$ 1,942	$ 35,486
Deferred tax liabilities	(84,848)	(130,656)
Net deferred tax asset (liability)	$(82,906)	$ (95,170)

At December 30, 2017, deferred tax assets are a component of non-current Other assets on the Company's consolidated balance sheet.

Form 10-K

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 January 3, 2015	$11,311
Additions based on tax positions related to fiscal 2015	2,840
Additions 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
Additions based on tax positions related to fiscal 2017	3,380
Reductions for prior year tax positions	(120)
Reductions for lapse of statute of limitations	(1,604)
Balance at December 30, 2017	$12,193

As of December 30, 2017, the Company had gross unrecognized tax benefits of approximately $12.2 million, of which $10.3 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 $1.8 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 2018 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 2017, 2016, and 2015, interest expense recorded on uncertain tax positions was not significant. The Company had accrued interest on uncertain tax positions of approximately $1.0 million and $0.8 million as of December 30, 2017 and December 31, 2016, respectively.

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 year ended		
	December 30, 2017	December 31, 2016	January 2, 2016
Weighted-average number of common and common equivalent shares outstanding:			
Basic number of common shares outstanding	47,593,211	49,917,858	51,835,053
Dilutive effect of equity awards	552,864	457,849	499,583
Diluted number of common and common equivalent shares outstanding	48,146,075	50,375,707	52,334,636
Earnings per share:			
(dollars in thousands, except per share data)			
Basic net income per common share:			
Net income	$ 302,764	$ 258,106	$ 237,822
Income allocated to participating securities	(2,406)	(2,049)	(2,184)
Net income available to common shareholders	$ 300,358	$ 256,057	$ 235,638
Basic net income per common share	$ 6.31	$ 5.13	$ 4.55
Diluted net income per common share:			
Net income	$ 302,764	$ 258,106	$ 237,822
Income allocated to participating securities	(2,385)	(2,035)	(2,167)
Net income available to common shareholders	$ 300,379	$ 256,071	$ 235,655
Diluted net income per common share	$ 6.24	$ 5.08	$ 4.50
Anti-dilutive shares excluded from dilutive earnings per share calculations (1)	629,944	247,460	192,740

(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 9, *Stock-based Compensation*, to the consolidated financial statements). 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*, to the consolidated financial statements.

At the beginning of fiscal 2017, the Company combined its Carter's Retail and OshKosh Retail operating segments into a single U.S. Retail operating segment, and its Carter's Wholesale and OshKosh Wholesale operating segments into a single U.S. Wholesale operating segment, in order to reflect the sales-channel approach the Company's executive management now uses to evaluate its business performance and manage operations in the United States. The Company's International operating segment was not affected by these changes. The Company's operating and reportable segments are now U.S. Retail, U.S. Wholesale, and International.

Prior periods have been conformed to reflect the Company's current segment structure by adding together Carter's Retail and OshKosh Retail as U.S. Retail and Carter's Wholesale and OshKosh Wholesale as U.S. Wholesale. Prior results for the International segment and Corporate expenses were not impacted.

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

	For the fiscal year ended					
(dollars in thousands)	December 30, 2017	% of Total	December 31, 2016	% of Total	January 2, 2016	% of Total
Net sales:						
U.S. Retail (a)	$1,775,287	52.2%	$1,656,414	51.8%	$1,514,355	50.2%
U.S. Wholesale	1,209,663	35.6%	1,178,034	36.8%	1,173,313	39.0%
International (b)	415,460	12.2%	364,736	11.4%	326,211	10.8%
Total net sales	$3,400,410	100.0%	$3,199,184	100.0%	$3,013,879	100.0%
Operating income:		% of segment net sales		% of segment net sales		% of segment net sales
U.S. Retail (c) (g)	$ 215,601	12.1%	$ 212,581	12.8%	$ 210,971	13.9%
U.S. Wholesale (d) (g)	252,090	20.8%	260,953	22.2%	245,767	20.9%
International (e) (g)	46,426	11.2%	59,194	16.2%	47,004	14.4%
Corporate expenses (f) (h)	(94,549)		(106,170)		(110,885)	
Total operating income	$ 419,568	12.3%	$ 426,558	13.3%	$ 392,857	13.0%

(a) Includes retail stores and eCommerce results.
(b) Includes international retail, eCommerce, and wholesale sales.
(c) Fiscal 2017 includes approximately $2.7 million of expenses related to store restructuring and approximately $12.7 million for provisions for special employee compensation.
(d) Fiscal 2017 includes approximately $3.3 million for provisions for special employee compensation.

NOTE 13—SEGMENT INFORMATION (Continued)

(e) Includes international licensing income. Fiscal 2017 includes approximately $2.3 million for provisions for special employee compensation. Fiscal 2015 includes approximately $1.9 million of charges related to the revaluation of contingent consideration.

(f) Includes 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.

(g) An aggregate of $1.2 million of certain costs related to inventory acquired from Skip Hop are included in the operating income of U.S. Wholesale, U.S. Retail, and International for fiscal 2017.

(h) Includes the following charges:

	For the fiscal year ended		
(dollars in millions)	December 30, 2017	December 31, 2016	January 2, 2016
Provisions for special employee compensation	$ 2.9	$ —	$ —
Amortization of H.W. Carter and Sons tradenames	$ —	$ 1.7	$ 6.2
Adjustment to Skip Hop contingent consideration	$ (3.6)	$ —	$ —
Direct sourcing initiative	$ 0.3	$ 0.7	$ —
Acquisition-related costs	$ 3.4	$ 2.4	$ —

ADDITIONAL DATA BY SEGMENT

Inventory

The table below represents inventory by segment:

	For the fiscal year ended	
(dollars in thousands)	December 30, 2017	December 31, 2016
U.S. Wholesale	$ 389,484	$ 328,437
U.S. Retail	93,404	99,001
International	65,834	60,153
Total	$ 548,722	$ 487,591

U.S. Wholesale inventories also include inventory produced and warehoused for the U.S. Retail segment.

The table below represents consolidated net sales by product:

	For the fiscal year ended		
(dollars in thousands)	December 30, 2017	December 31, 2016	January 2, 2016
Baby	$1,271,153	$1,241,701	$1,173,002
Playclothes	1,249,735	1,215,238	1,182,281
Sleepwear	423,401	407,160	378,419
Other (a)	456,121	335,085	280,177
Total net sales	$3,400,410	$3,199,184	$3,013,879

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

NOTE 13—SEGMENT INFORMATION (Continued)

GEOGRAPHICAL DATA

Revenue

The Company's international sales principally represent sales to customers in Canada. Such sales were 64.9% and 66.5% of total international sales in fiscal 2017 and 2016, respectively.

Long-Lived Assets

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

	For the fiscal year ended	
(dollars in thousands)	**December 30, 2017**	**December 31, 2016**
United States	$ 337,369	$ 349,877
International	40,555	35,997
Total	$ 377,924	$ 385,874

Long-lived assets in the international segment relate principally to Canada. Long-lived assets in Canada were 87.6% and 91.5% of total international long-lived assets at the end of fiscal 2017 and 2016, respectively.

NOTE 14—FAIR VALUE MEASUREMENTS

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 are included in Other assets on the accompanying consolidated balance sheets, and their aggregate fair values were approximately $16.7 million and $12.3 million at the end of fiscal 2017 and fiscal 2016, respectively. These investments are classified as Level 1 within the fair value hierarchy. Investments in marketable securities incurred a net loss of approximately $0.1 million for fiscal 2017 and a net gain of approximately $0.9 million for fiscal 2016.

The fair value of the Company's pension plan assets at December 30, 2017 and December 31, 2016, by asset category, are disclosed in Note 10, *Employee Benefits Plans*, to the 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 the U.S. dollar and the currencies of Canada and Mexico) 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 30, 2017, the fair value of open foreign currency contracts was not material. At December 31, 2016, there were no open foreign exchange forward contracts.

NOTE 14—FAIR VALUE MEASUREMENTS (Continued)

Realized and unrealized gains and losses on foreign currency contracts were not material for fiscal 2017. For foreign currency contracts settled during fiscal 2016 and 2015, the Company realized net losses of $3.2 million and net gains of $3.1 million, respectively. Unrealized gains for fiscal 2015, including mark-to-market adjustments on contracts open at the end of fiscal 2015, were approximately $2.1 million. These amounts are included in other (income) expense, net on the Company's consolidated statement of operations. The were no open foreign currency contracts at the end of fiscal 2016.

BORROWINGS

As of December 30, 2017, the fair value of the Company's $221.0 million in borrowings under its secured revolving credit facility approximated carrying value.

The fair value of the Company's senior notes at December 30, 2017 was approximately $410 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 30, 2017	December 31, 2016
Accrued bonuses and incentive compensation	$ 27,566	$ 16,834
Accrued employee benefits	21,735	17,165
Accrued and deferred rent	18,213	15,632

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 30, 2017	December 31, 2016
Deferred lease incentives	$ 75,104	$ 74,015

NOTE 16—LEASE COMMITMENTS

Rent expense under operating leases (including properties and computer and office equipment) was approximately $161.9 million, $150.6 million, and $136.6 million for the fiscal years ended December 30, 2017, December 31, 2016, and January 2, 2016, respectively.

NOTE 16—LEASE COMMITMENTS (Continued)

Minimum annual rental commitments under current non-cancellable operating leases, as of December 30, 2017, substantially all of which relate to leased real estate, were as follows:

Fiscal Year	Operating Leases
2018	$ 168,719
2019	154,866
2020	139,016
2021	124,102
2022	108,029
Thereafter	322,473
Total	$ 1,017,205

Amounts related to property include leases on retail stores as well as various corporate offices, distribution facilities, and other premises. Our average term for a retail store lease in the United States is approximately 5.2 years, excluding renewal options.

Total commitments under capital leases were approximately $1.7 million at December 30, 2017.

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 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
Additional provisions	8,204	—	8,204
Charges to reserve	(3,220)	—	(3,220)
Balance at December 30, 2017	$13,736	$ —	$13,736

NOTE 19—UNAUDITED QUARTERLY FINANCIAL DATA

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.

The unaudited summarized financial data by quarter for the fiscal years ended December 30, 2017 and December 31, 2016 is presented in the table below:

(dollars in thousands, except per share data)	Quarter 1	Quarter 2	Quarter 3	(2) Quarter 4
Fiscal 2017:				
Net sales	$732,755	$692,117	$948,232	$1,027,306
Gross profit	$315,802	$303,457	$403,848	$ 460,207
Selling, general, and administrative expenses	$247,794	$250,146	$283,480	$ 325,507
Royalty income	$ (10,558)	$ (11,210)	$ (10,350)	$ (11,063)
Operating income	$ 78,566	$ 64,521	$130,718	$ 145,763
Net income	$ 46,664	$ 37,925	$ 82,486	$ 135,689
Basic net income per common share (1)	$ 0.96	$ 0.79	$ 1.73	$ 2.87
Diluted net income per common share (1)	$ 0.95	$ 0.78	$ 1.71	$ 2.84
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

(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*.

(2) The provision for income taxes recognized during the fourth quarter of fiscal 2017 reflects a benefit of $40.0 million related to the accounting for the December 22, 2017 enactment of tax law changes known as the U.S. Tax Cuts and Jobs Act of 2017.

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

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

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 30, 2017
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	$ —	$ 129,463	$ 10,030	$ 39,001	$ —	$ 178,494
Accounts receivable, net	—	182,944	40,286	17,331	—	240,561
Intercompany receivable	—	87,702	162,007	58,980	(308,689)	—
Finished goods inventories	—	296,065	206,556	66,569	(20,468)	548,722
Prepaid expenses and other current assets	—	17,013	19,019	13,860	—	49,892
Total current assets	—	713,187	437,898	195,741	(329,157)	1,017,669
Property, plant, and equipment, net	—	147,858	189,511	40,555	—	377,924
Goodwill	—	136,570	45,368	48,486	—	230,424
Tradenames, net	—	223,251	142,300	—	—	365,551
Customer relationships, net	—	—	44,996	3,000	—	47,996
Other assets	—	23,884	2,392	2,159	—	28,435
Intercompany long-term receivable	—	—	441,294	—	(441,294)	—
Intercompany long-term note receivable	—	100,000	—	—	(100,000)	—
Investment in subsidiaries	857,093	1,052,901	231,994	—	(2,141,988)	—
Total assets	$857,093	$2,397,651	$1,535,753	$289,941	$(3,012,439)	$2,067,999
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	$ —	$ 115,658	$ 49,313	$ 17,143	$ —	$ 182,114
Intercompany Liabilities	—	215,573	91,697	1,419	(308,689)	—
Other current liabilities	—	11,805	121,074	13,631	—	146,510
Total current liabilities	—	343,036	262,084	32,193	(308,689)	328,624
Long-term debt, net	—	617,306	—	—	—	617,306
Deferred income taxes	—	46,620	37,550	678	—	84,848
Intercompany long-term liability	—	441,294	—	—	(441,294)	—
Intercompany long-term note payable	—	—	100,000	—	(100,000)	—
Other long-term liabilities	—	71,834	92,570	15,724	—	180,128
Stockholders' equity	857,093	877,561	1,043,549	241,346	(2,162,456)	857,093
Total liabilities and stockholders' equity	$857,093	$2,397,651	$1,535,753	$289,941	$(3,012,439)	$2,067,999

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, net	—	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 Statement of Operations
For the fiscal year ended December 30, 2017
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$1,922,930	$1,955,611	$372,312	$(850,443)	$3,400,410
Cost of goods sold	—	1,406,517	1,143,815	196,389	(829,625)	1,917,096
Gross profit	—	516,413	811,796	175,923	(20,818)	1,483,314
Selling, general, and administrative expenses	—	181,129	837,253	126,055	(37,510)	1,106,927
Royalty income	—	(34,816)	(19,725)	—	11,360	(43,181)
Operating income (loss)	—	370,100	(5,732)	49,868	5,332	419,568
Interest expense	—	29,758	5,498	96	(5,308)	30,044
Interest income	—	(5,497)	—	(156)	5,308	(345)
(Income) loss in subsidiaries	(302,764)	(25,343)	(38,948)	—	367,055	—
Other income, net	—	(1,153)	1,281	(1,291)	—	(1,163)
Income (loss) before income taxes	302,764	372,335	26,437	51,219	(361,723)	391,032
Provision for income taxes	—	74,903	1,096	12,269	—	88,268
Net income (loss)	$ 302,764	$ 297,432	$ 25,341	$ 38,950	$(361,723)	$ 302,764

Form 10-K

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

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statements of Comprehensive Income (Loss)
For the fiscal year ended December 30, 2017
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income	$302,764	$297,432	$25,341	$38,950	$(361,723)	$302,764
Post-retirement benefit plans	(692)	(692)	(430)	—	1,122	(692)
Foreign currency translation adjustments	6,339	6,339	6,339	6,339	(19,017)	6,339
Comprehensive income	$308,411	$303,079	$31,250	$45,289	$(379,618)	$308,411

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

NOTE 20—GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS (Continued)

CARTER'S, INC.
Condensed Consolidating Statement of Cash Flows
For the fiscal year ended December 30, 2017
(dollars in thousands)

	Parent	Subsidiary Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows provided by operating activities:	$ —	$ 166,999	$118,813	$ 43,809	$ —	$ 329,621
Cash flows from investing activities:						
Capital expenditures	—	(21,690)	(38,899)	(8,884)	—	(69,473)
Acquisitions of businesses, net of cash acquired	—	(143,270)	746	(15,933)		(158,457)
Intercompany investing activity	256,991	(25,607)	894	27,397	(259,675)	—
Disposals of property, plant and equipment	—	—	15	—	—	15
Net cash provided by (used in) investing activities	$ 256,991	$(190,567)	$ (37,244)	$ 2,580	$(259,675)	$(227,915)
Cash flows from financing activities:						
Intercompany financing activity	—	(128,906)	(83,356)	(47,413)	259,675	—
Borrowings under secured revolving credit facility	—	200,000	—	—	—	200,000
Payments on secured revolving credit facility	—	(145,000)	—	(18,965)	—	(163,965)
Payment of debt issuance costs	—	(2,119)	—	—	—	(2,119)
Dividends paid	(70,914)	—	—	—	—	(70,914)
Repurchases of common stock	(188,762)	—	—	—	—	(188,762)
Withholdings from vesting of restricted stock	(5,753)	—	—	—	—	(5,753)
Proceeds from exercises of stock options	8,438	—	—	—	—	8,438
Net cash (used in) provided by financing activities	(256,991)	(76,025)	(83,356)	(66,378)	259,675	(223,075)
Effect of exchange rate changes on cash	—	—	—	505	—	505
Decrease in cash and cash equivalents	—	(99,593)	(1,787)	(19,484)	—	(120,864)
Cash and cash equivalents, beginning of fiscal year	—	229,056	11,817	58,485	—	299,358
Cash and cash equivalents, end of fiscal year	$ —	$ 129,463	$ 10,030	$ 39,001	$ —	$ 178,494

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)	—
Disposals 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)
Repurchases 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 exercises 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	—
Disposals 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	—
Proceeds from intercompany loan	—	—	—	15,000	(15,000)	—
Repayment of intercompany loan	—	—	—	(35,000)	35,000	—
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)
Repurchases 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 exercises 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

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 30, 2017.

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 30, 2017. 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 30, 2017.

The Company excluded Skip Hop and Carter's Mexico from its assessment of internal control over financial reporting as of December 30, 2017 because these businesses were separately acquired in fiscal 2017. The total assets and net sales of Skip Hop and Carter's Mexico excluded from assessment of internal control over financial reporting collectively represented approximately 4% and 3%, respectively, of the corresponding amounts on the Company's consolidated financial statements as of and for the fiscal year ended December 30, 2017.

The effectiveness of Carter's, Inc. and its subsidiaries' internal control over financial reporting as of December 30, 2017 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

There were no changes in the Company's internal control over financial reporting during the fourth quarter of fiscal 2017 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, 2018. 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)	1,494,223	$61.76	1,100,157
Equity compensation plans not approved by security holders	—	—	—
Total	1,494,223	$61.76	1,100,157

(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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	2.	Financial Statement Schedules: None	

(B) Exhibits:

Exhibit Number	Description of Exhibits
3.1	Certificate of Incorporation of Carter's, Inc., as amended on May 22, 2017 (incorporated by reference to Exhibit 3.1 of Carter's, Inc.'s Current Report on Form 8-K filed on May 23, 2017).
3.2	Amended and Restated By-laws of Carter's, Inc., as amended on May 22, 2017 (incorporated by reference to Exhibit 3.2 of Carter's, Inc.'s Current Report on Form 8-K filed on May 23, 2017).
4.1	Specimen Certificate of Common Stock (incorporated by reference to Exhibit 4.1 of 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 Exhibit 4.1 of Carter's, Inc.'s 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 Exhibit 4.2 of Carter's, Inc.'s Amendment No. 1 to Registration Statement on Form S-4 (No. 333-194896) filed on June 27, 2014).
4.4	Second Supplemental Indenture, dated May 11, 2017, by and among Skip Hop Holdings, Inc., Skip Hop, Inc., and Wells Fargo Bank, National Association, as Trustee.
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

Exhibit Number	Description of Exhibits
	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 Exhibit 10.1 of Carter's, Inc.'s Current Report on Form 8-K filed on September 22, 2015).
10.2	Fourth Amended and Restated Credit Agreement, dated as of August 25, 2017, by and among The William Carter Company, as U.S. Borrower, The Genuine Canadian 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/C 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. and Bank of Montreal, as Co-Syndication Agents, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and BMO Capital Markets Corp., as Joint Lead Arrangers and Bookrunners, Branch Banking & Trust Company, HSBC Securities (USA) Inc., Royal Bank of Canada, SunTrust Bank, U.S. Bank National Association and Wells Fargo Bank, National Association, as Co-Documentation Agents and certain other lenders party thereto (incorporated by reference to Exhibit 10.1 of Carter's, Inc.'s Current Report on Form 8-K filed on August 31, 2017).
10.3*	Form of Severance Agreement entered into from time to time between The William Carter Company and executive officers (incorporated by reference to Exhibit 10.2 of Carter's Inc.'s Quarterly Report on Form 10-Q filed on October 29, 2015).
10.4*	Amended and Restated Equity Incentive Plan (incorporated by reference to Appendix B of Carter's, Inc.'s Schedule 14A filed on March 31, 2016).
10.5*	Amended and Restated Annual Incentive Compensation Plan (incorporated by reference to Appendix C of Carter's, Inc.'s Schedule 14A filed on March 31, 2016).
10.6*	The William Carter Company Severance Plan, dated as of March 1, 2009 (incorporated by reference to Exhibit 10.19 of Carter's, Inc.'s Annual Report on Form 10-K filed on March 2, 2011).
10.7*	The William Carter Company Deferred Compensation Plan, dated as of November 10, 2010 (incorporated by reference to Exhibit 10.20 of Carter's, Inc.'s Annual Report on Form 10-K filed on March 2, 2011).
10.8	Lease Agreement dated March 29, 2012, between The William Carter Company and Duke Secured Financing 2009-1 ALZ, LLC (incorporated by reference to Exhibit 10.21 of Carter's, Inc.'s Quarterly Report on Form 10-Q filed on April 27, 2012).
10.9	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 Exhibit 10.2 of Carter's, Inc.'s Current Report on Form 8-K filed on December 14, 2012).
10.10	Lease Agreement dated December 14, 2012, between The William Carter Company and Phipps Tower Associates, LLC (incorporated by reference to Exhibit 10.1 of Carter's, Inc.'s Current Report on Form 8-K filed on December 14, 2012).
10.11	Second Amendment to the Lease Agreement dated June 17, 2013, between The William Carter Company and Phipps Tower Associates, LLC (incorporated by reference to Exhibit 10.19 of Carter's, Inc.'s Quarterly Report on Form 10-Q filed on October 24, 2013).
21	Subsidiaries of Carter's, Inc.
23	Consent of Independent Registered Public Accounting Firm.

Exhibit Number	Description of Exhibits
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.
101	Interactive Data File

* 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 27, 2018

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 27, 2018
/s/ RICHARD F. WESTENBERGER Richard F. Westenberger	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2018
/s/ AMY WOODS BRINKLEY Amy Woods Brinkley	Director	February 27, 2018
/s/ GIUSEPPINA BUONFANTINO Giuseppina Buonfantino	Director	February 27, 2018
/s/ VANESSA J. CASTAGNA Vanessa J. Castagna	Director	February 27, 2018
/s/ A. BRUCE CLEVERLY A. Bruce Cleverly	Director	February 27, 2018
/s/ JEVIN S. EAGLE Jevin S. Eagle	Director	February 27, 2018

Name	Title	Date
/s/ PAUL FULTON Paul Fulton	Director	February 27, 2018
/s/ WILLIAM J. MONTGORIS William J. Montgoris	Director	February 27, 2018
/s/ DAVID PULVER David Pulver	Director	February 27, 2018
/s/ THOMAS E. WHIDDON Thomas E. Whiddon	Director	February 27, 2018

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 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 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 27, 2018

/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 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 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 27, 2018

/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 30, 2017 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 27, 2018	/s/ MICHAEL D. CASEY Michael D. Casey *Chief Executive Officer*
February 27, 2018	/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.

carter's, inc.

Notice of 2018 Annual Meeting of Shareholders and
Proxy Statement

carter's, inc.

April 4, 2018

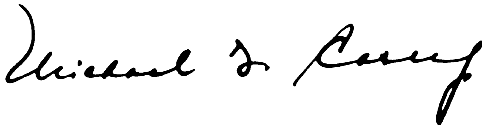
Dear Shareholder,

It is my pleasure to invite you to attend our 2018 Annual Meeting of Shareholders on May 17, 2018 (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 2018 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 over the internet, by telephone, 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
Chairman and Chief Executive Officer

2018 NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2018 Annual Meeting of Shareholders of Carter's, Inc. (the "Annual Meeting") will be held at 8:00 a.m. on May 17, 2018 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 the ten nominated directors;

2) An advisory approval of compensation for our named executive officers (the "say-on-pay" vote);

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

4) The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2018; and

5) Any other business that may properly come before the meeting.

Shareholders of record at the close of business on March 26, 2018 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 submit your voting instructions over the internet, by telephone, 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.

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 2018 Annual Meeting of Shareholders of Carter's, Inc. to be held on May 17, 2018: 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 listed above.

By order of the Board of Directors,

Michael C. Wu
Senior Vice President of Legal and Corporate Affairs, General Counsel & Secretary

Atlanta, Georgia
April 4, 2018

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 2018 Annual Meeting of Shareholders on May 17, 2018 (the "Annual Meeting"). This proxy statement and accompanying proxy card are being mailed on or about April 10, 2018 to shareholders of record as of March 26, 2018, 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 ten directors (see page 16);
2. An advisory approval of compensation for our named executive officers ("NEOs") (the "say-on-pay" vote) (see page 41);
3. Approval of the Company's Amended and Restated Equity Incentive Plan (see page 42);
4. The ratification of the appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for fiscal 2018 (see page 50); and
5. 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 and present them at the Annual Meeting. As of the Record Date, there were 47,149,446 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 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 Four. 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 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 are my choices when casting a vote with respect to the election of the ten nominated directors, and what vote is needed to elect the director nominees?

In voting on the election of the director nominees (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 tender his or her 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 on the election of directors 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 evaluating 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 voting on whether to approve the Amended and Restated Equity Incentive Plan, and what vote is needed to approve this proposal?

In voting on the Amended and Restated Equity Incentive Plan (the "Equity Incentive Plan") (Proposal Number Three), shareholders may:

1. vote for the Equity Incentive Plan;
2. vote against the Equity Incentive Plan; or
3. abstain from voting on the Equity Incentive Plan.

As more fully described in Proposal Number Three, we are asking our shareholders to approve, among other things, an increase to the number of shares of Carter's stock that are available for issuance under the Equity Incentive Plan.

The approval of Proposal Number Three 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 with respect to this proposal and thus will not affect the outcome of this proposal.

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 2018, and what vote is needed to approve this proposal?

In voting on the ratification of PwC (Proposal Number Four), 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 Four 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 ten nominated 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 the approval of the Equity Incentive Plan (Proposal Number Three); and

FOR the ratification of the appointment of PwC (Proposal Number Four).

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 2018 Notice of Annual Meeting, or by submitting another proxy card bearing a later date. Alternatively, if you have voted over the internet or by telephone, 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 2018 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 2017 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 2018 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?

Shareholders may present proper proposals for inclusion in our proxy statement and for consideration at the 2019 annual meeting of shareholders by submitting their proposals in writing to Mr. Wu at the Company's address set forth in the 2018 Notice of Annual Meeting in a timely manner.

If the proposal is to be included in next year's proxy statement pursuant to Rule 14a-8 under the U.S. Exchange Act of 1934 (the "Exchange Act"), then the proposal must be submitted and received on or before December 11, 2018. If we hold our 2019 annual meeting of shareholders more than 30 days before or after May 17, 2019 (the one-year anniversary date of the 2018 Annual Meeting), we will disclose the new deadline by which shareholders proposals must be received under Item 5 of Part II of our earliest possible Quarterly Report on Form 10-Q or, if impracticable, by any means reasonably determined to inform shareholders.

Our by-laws also establish an advance notice procedure for shareholders who wish to present a proposal before an annual meeting but do not intend for the proposal to be included in our proxy statement. Such proposals must be submitted and received no earlier than January 17, 2019, and no later than February 16, 2019. If we hold our 2019 annual meeting of shareholders more than 30 days before or after May 17, 2019 (the

one-year anniversary date of the 2018 Annual Meeting), the notice of a shareholder proposal that is not intended to be included in our proxy statement must be received not later than the close of business on the earlier of the following two dates:

- the 10th day following the day on which notice of the meeting date is mailed, or
- the 10th day following the day on which public disclosure of the meeting date is made.

Please note that 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 2019 (which will end on December 28, 2019), fiscal 2018 (which will end on December 29, 2018), fiscal 2017 (which ended on December 30, 2017), fiscal 2016 (which ended on December 31, 2016), and fiscal 2015 (which ended on January 2, 2016), all will have or had 52 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 2018 Notice of Annual Meeting or by calling us at (678) 791-1000.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE INFORMATION

Board of Directors

Each of our directors stands for election annually and thereafter holds office for a one year term. We are asking our shareholders to re-elect each of our current directors at the Annual Meeting, except for Mr. Paul Fulton, who has chosen not to stand for re-election (Proposal Number One). Following the departure of Mr. Fulton, the Board will consist of ten directors.

The Board believes that each director 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, consumer products, 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 officer, chief financial officer, division president, and other senior executive positions. 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 The Toronto-Dominion Bank, TD 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 Atrium Health.

Director Qualifications: Ms. Brinkley brings to the Board valuable perspective and insight with respect to finance and accounting, eCommerce, brand marketing, talent development and management, general management, 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 The Toronto-Dominion Bank, TD Bank Group U.S. Holdings, LLC, Roper Technologies, Inc., Princeton Theological Seminary, and Atrium Health.

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 domestically and internationally.

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, Inc. 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 Corporation, Wal-Mart Stores, Inc., and Marshalls, Inc. (now a part of The TJX Companies, Inc.). Ms. Castagna currently serves on the board of trustees of Purdue University, and served as a director of Levi Strauss & Co. from 2007 until 2015.

*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, LLC, J.C. Penney Company, Inc., and Wal-Mart Stores, Inc., 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 currently a director of Rain Bird Corporation, and was previously a director of 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 by 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 United States 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, Inc., 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 Inc. and Executive Vice President, Merchandising and Marketing of Staples, Inc., including retail, management, merchandising, strategic planning, and brand marketing. His experience in the retail industry provides our Board with critical insights.

Mark P. Hipp became a director in February 2018. Since April 2017, Mr. Hipp has been a senior advisor at Centerbridge Partners, L.P., and since January 2013 Mr. Hipp has been the co-Chief Executive Officer of H2IDD, a mergers and acquisitions advisory firm. From November 2013 until April 2017, Mr. Hipp was the operating partner at Sterling Partners, a private equity firm. Prior to that, Mr. Hipp spent over 13 years at Hewlett Packard Enterprise Company, most recently as Vice President & General Manager, HP Global Networking Business Management. Mr. Hipp has served previously on the board of directors of Radial Inc., Innotrac Corporation, and IO Data Centers, LLC.

Director Qualifications: Mr. Hipp brings to the Board valuable perspective and insight with respect to issues relating to information technology, including cybersecurity, and mergers and acquisitions.

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 Qualification*s: 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's financial expertise offers our Board a deep understanding of financial and audit-related matters. As chairman of the board of directors for Stage Stores, Inc., 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, Inc. 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 as 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 relations, 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 and Annual Meetings

Our Corporate Governance Principles require 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 2017. In fiscal 2017, 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 2017.

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 2018 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 chairperson (as indicated by a "C").

Director	Audit	Compensation	Nominating & Corporate Governance
Amy Woods Brinkley (a)	✓	✓	
Giuseppina Buonfantino			✓
Vanessa J. Castagna			✓
A. Bruce Cleverly		✓	C
Jevin S. Eagle (b)		✓	✓
Paul Fulton (c)		C	✓
Mark P. Hipp (d)			
William J. Montgoris	✓		
David Pulver	C		
Thomas E. Whiddon	✓		✓
Number of Fiscal 2017 Committee Meetings	9	4	5

(a) Ms. Brinkley will become the chairperson of the Compensation Committee immediately following the Annual Meeting.

(b) Mr. Eagle was appointed to the Nominating and Corporate Governance Committee in February 2018.

(c) Mr. Fulton will serve as chairperson of the Compensation Committee and as a member of the Nominating and Corporate Governance Committee through the Annual Meeting.

(d) Mr. Hipp was appointed to the Board in February 2018.

Audit Committee

The members of our Audit Committee are Ms. Brinkley and Messrs. Montgoris, Pulver, and Whiddon. Mr. Pulver serves as chairperson.

During fiscal 2017, the Audit Committee held nine 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 controls 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 49.

Compensation Committee

The members of our Compensation Committee are Ms. Brinkley and Messrs. Cleverly, Eagle, and Fulton. Mr. Fulton will serve as chairperson through the Annual Meeting, and Ms. Brinkley will become chairperson immediately following the Annual Meeting.

During fiscal 2017, the Compensation Committee held four 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 succession plans are 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 2017 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, Eagle, Fulton, and Whiddon. Mr. Cleverly serves as chairperson. Mr. Fulton will serve as a member through the Annual Meeting, and Mr. Eagle joined as a member in February 2018.

During fiscal 2017, 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 and reviewing existing members for re-election;
- 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 2018 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 and maintaining share ownership at the time of the applicable annual meeting, and the submission must 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 and recommends to the Board that they be nominated 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 2018 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 2018 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, the rules and regulations of the SEC, and the Company's Corporate Governance Principles.

Board and Committee Evaluations

The Board recognizes that a robust and constructive evaluation process is an essential component of good corporate governance and Board and committee effectiveness. Through this process, directors provide feedback and assess Board, committee and director performance, including areas where the Board believes it is functioning effectively and areas where the Board believes it can improve. The Board and the committees may, from time to time, engage outside third parties to help with this process.

In fiscal 2017, under the leadership of the Lead Director and the Chairperson of the Nominating and Corporate Governance Committee, the Nominating and Corporate Governance Committee oversaw our annual evaluation process, which focused on three components:

- the Board;
- the committees; and
- individual directors.

PROPOSAL NUMBER ONE
ELECTION OF DIRECTORS

The Board proposes that the following ten director nominees be elected to the Board to serve until the next annual meeting in 2019, or until his or her earlier resignation, death, or removal. Each nominee is listed below.

Name	Age
Amy Woods Brinkley	62
Giuseppina Buonfantino	50
Michael D. Casey	57
Vanessa J. Castagna	68
A. Bruce Cleverly	72
Jevin S. Eagle	51
Mark Hipp	56
William J. Montgoris	71
David Pulver	76
Thomas E. Whiddon	65

The Board recommends a vote FOR the election of each of the director nominees listed above.

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. Broker non-votes are not considered shares entitled to vote in the election of directors.

Any nominee who does not receive a majority of votes cast “for” his or her election is required to tender their 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 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 or her resignation. If the resignation is not accepted, the director will continue to serve until the next annual meeting of shareholders 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 stock award. Each of our committee chairpersons and our Lead Director receives an additional annual retainer. With respect to each director who served on the Board in fiscal 2017, each such director's annual retainer was comprised of a $76,000 cash payment and an immediately 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 2017, the chairperson of our Audit Committee and our Lead Director each received $25,000 cash retainers, and the chairpersons 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 2017.

FISCAL 2017 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash ($) (a)	Stock Awards ($) (b)	Total ($)
Amy Woods Brinkley	$101,500	$130,068	$231,568
Giuseppina Buonfantino	$ 92,500	$130,068	$222,568
Vanessa J. Castagna	$ 91,500	$130,068	$221,568
A. Bruce Cleverly	$116,500	$130,068	$246,568
Jevin S. Eagle	$ 92,500	$130,068	$222,568
Paul Fulton	$116,500	$130,068	$246,568
William J. Montgoris	$ 97,500	$130,068	$227,568
David Pulver	$122,500	$130,068	$252,568
Thomas E. Whiddon	$126,500	$130,068	$256,568

(a) This column reports the amount of cash compensation earned in fiscal 2017 through annual cash retainers and meeting fees.

(b) On May 17, 2017, we issued 1,540 shares of common stock to each non-management director with a grant date fair value of $84.46 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 39.

Utilizing data on non-management director compensation from the Company's peer group, as well as considering general industry trends presented by Korn Ferry Hay Group, an independent compensation consultant, in May 2017, the Compensation Committee determined to increase non-management director cash retainer compensation from $60,000 to $76,000 for fiscal 2017.

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 $380,000, 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 2017.

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	57	Chairman of the Board of Directors & Chief Executive Officer
Brian J. Lynch	55	President
Kevin D. Corning	55	Executive Vice President, International
Julie A. D'Emilio	51	Executive Vice President, Sales
William G. Foglesong	48	Executive Vice President, Retail & Marketing
Patrick Q. Moore	48	Executive Vice President, Strategy & Business Development
Peter R. Smith	57	Executive Vice President, Supply Chain
Richard F. Westenberger	49	Executive Vice President & Chief Financial Officer
Jill A. Wilson	51	Senior Vice President, Human Resources & Talent Development
Michael C. Wu	51	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.

Patrick Q. Moore joined the Company in 2017 as Executive Vice President, Strategy & Business Development. From 2013 to 2017, Mr. Moore was Executive Vice President, Chief Strategy Officer with YP Holdings, a portfolio company of Cerberus Capital Management and one of the largest digital media businesses in the United States. While at YP, Mr. Moore was responsible for a number of functions including strategy, corporate development, labor, compliance, real estate, and business development. From 2001 to 2013, Mr. Moore was with McKinsey & Company, Inc., where he served as a partner from 2006 to 2013, and managed clients across a variety of industries, including consumer products, retail, media, hospitality, and technology.

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 & 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, Inc. 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 formerly publicly traded company in the telecommunications industry, 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 Corporation. 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 the compensation of our executive officers, including our NEOs, and our executive compensation decisions for fiscal 2017.

Our NEOs for fiscal 2017 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, Supply Chain.

Each of our NEOs was employed by the Company in their respective roles for all of fiscal 2017.

Executive Compensation Highlights for 2017

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 2017 compensation for our NEOs:

- reviewed the peer group used by the Compensation Committee as a source of comparative compensation data in 2017, and adjusted the peer group, as described below;
- paid out annual cash incentive compensation at 73% of target based on the level of achievement of the Company's 2017 goals for performance in net sales, adjusted operating income, and adjusted EPS (each as defined below); 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 criteria.	☒ **No Guaranteed Annual Salary Increases or Guaranteed Bonuses**
☑ **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.	☒ **No Re-Pricing of Stock Options Without Shareholder Approval**
☑ **Utilize Stock Ownership Guidelines:** We have minimum 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.	☒ **No Hedging, Pledging, or Short Sales of Company Stock**
☑ **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.	☒ **No Special Perquisites Provided to Our NEOs**
☑ **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 Equity Grants Below 100% Fair Market Value**

Proxy

Clawback Policy

The Board has adopted a policy for the recovery of cash and equity performance-based compensation from executives (these are generally referred to as "recoupment" or "clawback" policies). The policy provides that the Board may require an executive to reimburse or forfeit a performance-based award or repay performance-based compensation if the Company is required to prepare an accounting restatement as a result of misconduct, if such executive knowingly caused or failed to prevent such misconduct.

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 2017 annual meeting of shareholders, approximately 97.8% 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 2017 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 Korn Ferry Hay Group, an independent compensation consultant, to advise it on executive and director compensation matters. Korn Ferry Hay Group also assists the Compensation Committee in gathering and analyzing comparative compensation data both from among the companies in Korn Ferry 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 Korn Ferry Hay Group's Retail Survey, as described below, and our peer group.

Korn Ferry 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 Korn Ferry 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 Korn Ferry Hay Group.

The Compensation Committee has assessed the independence of Korn Ferry Hay Group pursuant to the NYSE's and the SEC's rules, and has determined that Korn Ferry Hay Group is independent and the work provided by Korn Ferry 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 Korn Ferry 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 Korn Ferry Hay Group is comprised of 143 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 Korn Ferry Hay Group, began using a subset of Korn Ferry Hay Group's survey for executive compensation market assessment. For fiscal 2017, this subset included 37 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 Korn Ferry 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 2017 analysis, our peer group was comprised of the following fifteen companies:

Abercrombie & Fitch Co.
American Eagle Outfitters, Inc.
Ascena Retail Group, Inc.
Chico's FAS, Inc.
The Children's Place, Inc.
Columbia Sportswear Company
DSW Inc.
Fossil Group, Inc.
Guess?, Inc.
Hanesbrands Inc.
Lands' End, Inc.
Tapestry, Inc. (a)
Ulta Beauty, Inc.
Under Armour, Inc.
Urban Outfitters, Inc.

(a) Coach, Inc. changed its name to Tapestry, Inc., effective October 31, 2017.

In August 2017, our Compensation Committee conducted with Korn Ferry Hay Group its annual review of our peer group and determined, based on the criteria established for inclusion in the peer group, to remove Fossil Group, Inc. and Lands' End, Inc. from the peer group, and to include lululemon athletica inc. and Williams-Sonoma, Inc. in the peer group, for fiscal 2018.

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. 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 2017.

Throughout fiscal 2017, our Compensation Committee reviewed compensation data from the Retail Survey and our peer group to compare to 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 2017 for each of our NEOs as set out below, to better align with market competitive levels.

	Michael Casey	Richard Westenberger	Brian Lynch	Kevin Corning	Peter Smith
Previous base salary (annual)	$ 990,000	$575,000	$710,000	$520,000	$490,000
Base salary after increase (annual)	$1,020,000	$595,000	$730,000	$535,000	$505,000

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 2017, our Compensation Committee set the following fiscal 2017 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 2017, 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%); operating income, as adjusted, if applicable, in the same manner as for presentation to the financial markets (weighted at 30%); and diluted earnings per share ("EPS"), as adjusted, if applicable, in the same manner as for presentation to the financial markets (weighted at 35%). (Please see additional information in our quarterly earnings releases for how operating income and EPS are adjusted for the purposes of determining our NEOs' compensation.)

Our Compensation Committee selected net sales, operating income (as it may be adjusted), and diluted EPS (as it may be adjusted) as performance metrics because it believes these metrics are key measures that are aligned with the interests of our shareholders and provide a means 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, and all of our NEOs are subject to the clawback policy described above.

Our NEOs could have earned from 0% to 200% of their target annual cash incentive compensation in fiscal 2017 based upon the Company's achievement of the following targets, weighted at the following percentages:

	Net Sales ($ in billions) (35%)	Adjusted Operating Income ($ in millions) (30%) (a)	Adjusted Diluted EPS (35%)
25% of Target Annual Cash Incentive Compensation (Threshold)	$3.304	$444.0	$5.49
100% of Target Annual Cash Incentive Compensation (Target)	$3.419	$460.0	$5.70
200% of Target Annual Cash Incentive Compensation (Maximum)	$3.484	$482.0	$5.99
Actual 2017 Performance	$3.400	$445.0	$5.76

(a) Although the adjusted operating income for fiscal 2017 was above the threshold amount, once the incentive compensation payments were included into the calculation of adjusted operating income, it was below the threshold amount. As a result, no credit was given with respect to the attainment of this target.

Based on the Company's fiscal 2017 performance, our NEOs were awarded 73% of their cash incentive compensation targets for fiscal 2017. 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 a combination of time-based stock options, time and performance-based restricted stock, and time-based restricted stock units, although it may choose to 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 using the closing price of our common stock on the date of grant.

In February 2017, 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 2017 Grants of Plan-Based Awards" and its footnotes.

	Michael Casey	Richard Westenberger	Brian Lynch	Kevin Corning	Peter Smith
Stock Options	69,000	7,000	13,920	7,000	7,000
Restricted Stock	16,372	1,640	3,300	1,640	1,640
Performance-Based Restricted Stock	32,744	3,280	6,600	3,280	3,280

Each NEO's performance-based restricted stock granted in February 2017 is eligible to vest in fiscal 2020 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), as measured for fiscal 2019. Once vested, the performance-based restricted stock 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 2017 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 shares of 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 2017, 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 2017 each of our NEOs was in compliance with his applicable ownership requirement.

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 2017, 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 2018, the Company announced that employee contributions made to the Company's 401(k) plan in fiscal 2017 would be matched by the Company up to 100% 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.

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 over the vesting period in our consolidated statements of operations for stock options, restricted stock, and performance shares. However, under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), we may not deduct compensation of more than $1 million paid to the Company's "covered employees," which includes (a) any individual who at any time during the taxable year is either our principal executive officer or principal financial officer, or an employee whose total compensation for the tax year is required to be reported to our shareholders because he or she is among the three highest compensated officers for the tax year, other than the principal executive officer or principal financial officer, and (b) any person who was a covered employee at any time after December 31, 2016. Prior to January 1, 2018, certain grants may have qualified as "performance-based compensation" and, as such, would be exempt from the $1 million limitation on deductible compensation. Such performance-based compensation exception was eliminated with respect to tax years beginning January 1, 2018; however, under a transition rule, certain awards issued before November 2, 2017 may still qualify for such exception. 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 Code where those requirements would impair flexibility in compensating our executive officers in a manner that can best promote our corporate objectives and support our compensation philosophy. 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 an 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 an NEO is terminated without "cause," or an 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 will fully vest.

Severance payments made to the NEOs are subject to the requirements of Section 409A Code.

Under the agreements with each of our NEOs, "cause" is generally deemed to exist when such NEO has: (a) been convicted of a felony or entered a plea of guilty or no contest to a felony; (b) committed fraud or other act involving dishonesty for personal gain which is materially injurious to the Company; (c) 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; (d) willfully engaged in gross misconduct which is injurious to the Company; or (e) 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 (a) a material reduction in the executive's title, duties, or responsibilities; (b) a material change in the geographic location at which the executive must perform services; or (c) 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 30, 2017, the last day of fiscal 2017. 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	$2,040,000	$595,000	$1,095,000	$535,000	$505,000
Cash Incentive Compensation (a)	930,500	325,700	532,800	292,900	276,400
Health and Other Benefits	20,253	10,549	15,192	10,473	10,473
Total	$2,990,753	$931,249	$1,642,992	$838,373	$791,873

(a) Cash incentive compensation calculations are based on cash incentive compensation targets achieved in fiscal 2017 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 will 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 30, 2017, the last day of fiscal 2017, and that a termination without "cause" occurred immediately following a change of control on

December 30, 2017. 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 29, 2017 (which is the last trading day before the end of fiscal 2017), as reported by the NYSE, which was $117.49, 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 29, 2017 (which is the last trading day before the end of fiscal 2017), as reported by the NYSE, which was $117.49.

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	$ 3,060,000	$1,190,000	$1,825,000	$1,070,000	$1,010,000
Cash Incentive Compensation (a)	930,500	325,700	532,800	292,900	276,400
Health and Other Benefits	30,380	15,824	25,319	15,710	15,710
Option Value	4,076,061	446,792	892,372	446,792	466,090
Restricted Stock Value	14,777,422	2,256,983	4,258,543	1,975,007	1,643,098
Total	$22,874,363	$4,235,299	$7,534,034	$3,800,409	$3,411,298

(a) Cash incentive compensation calculations are based on cash incentive compensation targets achieved in fiscal 2017 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 2017 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 2017, 2016, and 2015.

In the "Bonus" column, we disclose any discretionary cash bonuses earned during fiscal 2017, 2016, and 2015. Amounts earned pursuant to the Company's Amended and Restated Incentive Compensation Plan 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 2017, 2016, and 2015, 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 2017 Annual Report.

In the "Non-Equity Incentive Plan Compensation" column, we disclose the dollar value of all compensation earned in fiscal 2017, 2016, and 2015 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 2017 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 2017 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	2017	$1,014,692	—	$4,117,885	$1,382,605	$ 930,500	$210,564	$7,656,246
Chairman of the Board of Directors and	2016	$ 980,769	—	$3,749,698	$ 948,207	$1,113,800	$184,779	$6,977,253
Chief Executive Officer	2015	$ 949,846	—	$3,460,800	$ 687,400	$1,346,000	$160,374	$6,604,420
Richard F. Westenberger	2017	$ 591,135	—	$ 412,493	$ 140,264	$ 325,700	$ 46'846	$1,516'438
Executive Vice President &	2016	$ 570,385	—	$1,053,469	$ 111,228	$ 388,200	$ 48,291	$2,171,583
Chief Financial Officer	2015	$ 550,769	—	$ 420,240	$ 83,470	$ 471,100	$ 37,703	$1,563,282
Brian J. Lynch	2017	$ 726,654	—	$ 830,016	$ 278,926	$ 532,800	$ 78,060	$2,446,456
President	2016	$ 703,846	—	$1,807,942	$ 221,604	$ 639,000	$ 76,012	$3,448,404
	2015	$ 683,846	—	$ 865,200	$ 171,850	$ 774,000	$ 63,408	$2,558,304
Kevin D. Corning	2017	$ 532,442	—	$ 412,493	$ 140,264	$ 292,900	$ 49,294	$1,427,393
Executive Vice President, International	2016	$ 515,385	—	$ 763,357	$ 111,228	$ 351,000	$ 48,469	$1,789,449
	2015	$ 500,385	—	$ 420,240	$ 83,470	$ 424,900	$ 44,940	$1,473,935
Peter R. Smith	2017	$ 502,308	—	$ 412,493	$ 140,264	$ 276,400	$121,645	$1,453,110
Executive Vice President, Supply Chain	2016	$ 485,385	—	$ 763,357	$ 111,228	$ 330,800	$165,997	$1,856,777
	2015	$ 151,635	$ 150,000	$ 330,144	$ 185,971	$ 124,800	$104,643	$1,047,193

(a) Base salary for each NEO was based on a 364-day fiscal year for fiscal 2017, 2016, and 2015.

(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 2015, 2016, and 2017 is contingent upon meeting specific performance targets for fiscal 2017, 2018, and 2019, respectively, and service vesting through 2018 , 2019, and 2020 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	2/14/2017	16,372	32,744	$83.84
	2/16/2016	13,800	27,560	$90.66
	2/18/2015	14,000	28,000	$82.40
Richard F. Westenberger	2/14/2017	1,640	3,280	$83.84
	2/16/2016	8,220	3,400	$90.66
	2/18/2015	1,700	3,400	$82.40
Brian J. Lynch	2/14/2017	3,300	6,600	$83.84
	2/16/2016	13,132	6,810	$90.66
	2/18/2015	3,500	7,000	$82.40
Kevin D. Corning	2/14/2017	1,640	3,280	$83.84
	2/16/2016	5,020	3,400	$90.66
	2/18/2015	1,700	3,400	$82.40
Peter R. Smith	2/14/2017	1,640	3,280	$83.84
	2/16/2016	5,020	3,400	$90.66
	11/11/2015	3,800		$86.88

(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	2/14/2017	69,000	$20.04	$83.84
	2/16/2016	44,500	$21.31	$90.66
	2/18/2015	28,000	$24.55	$82.40
Richard F. Westenberger	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	2/18/2015	3,400	$24.55	$82.40
Brian J. Lynch	2/14/2017	13,920	$20.04	$83.84
	2/16/2016	10,400	$21.31	$90.66
	2/18/2015	7,000	$24.55	$82.40
Kevin D. Corning	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	2/18/2015	3,400	$24.55	$82.40
Peter R. Smith	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	11/11/2015	8,200	$22.68	$86.88

(e) The amounts shown as "All Other Compensation" for fiscal 2017 consist of the following:

Name	401 (k) Company Match	Dividends Paid on Unvested Restricted Stock	Relocation	Gross-ups	Other (i)	Total
Michael D. Casey	$24,000	$186,148	—	—	$ 416	$210,564
Richard F. Westenberger	$18,000	$ 28,430	—	—	$ 416	$ 46,846
Brian J. Lynch	$24,000	$ 53,644	—	—	$ 416	$ 78,060
Kevin D. Corning	$24,000	$ 24,878	—	—	$ 416	$ 49,294
Peter R. Smith	$24,000	$ 21,752	$50,000	$24,489	$1,404	$120,591

(i) These amounts include imputed income from health insurance contributions, income from bring-your-own technology to work programs, and benefits from healthcare programs, each of which are available to all employees. The amounts for fiscal 2016 and fiscal 2015 have been updated in this proxy statement to include these amounts, and therefore may not be comparable to previous proxy statements.

FISCAL 2017 GRANTS OF PLAN-BASED AWARDS

The following table provides information concerning each grant of plan-based awards made to an NEO in fiscal 2017. 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 2017. 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 2017 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 Awards ($/Sh) (e)	Grant Date Fair Value of Stock and Option Name Awards
Name	Award Type	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)		
Michael D. Casey	Cash Incentive Compensation	—	$318,750	$1,275,00	$2,550,000	—	—	—	—	—
	Shares (b)	2/14/2017	—	—	—	—	16,372	16,372	—	$1,372,628
	Shares (c)	2/14/2017	—	—	—	8,186	32,744	49,116	—	$2,745,257
	Options (d)	2/14/2017	—	—	—	—	69,000	69,000	$83.84	$1,382,605
Richard F. Westenberger	Cash Incentive Compensation	—	$111,563	$ 446,250	$ 892,500	—	—	—	—	—
	Shares (b)	2/14/2017	—	—	—	—	1,640	1,640	—	$ 137,498
	Shares (c)	2/14/2017	—	—	—	820	3,280	4,920	—	$ 274,995
	Options (d)	2/14/2017	—	—	—	—	7,000	7,000	$83.84	$ 140,264
Brian J. Lynch	Cash Incentive Compensation	—	$182,500	$ 730,000	$1,460,000	—	—	—	—	—
	Shares (b)	2/14/2017	—	—	—	—	3,300	3,300	—	$ 276,672
	Shares (c)	2/14/2017	—	—	—	1,650	6,600	9,900	—	$ 553,344
	Options (d)	2/14/2017	—	—	—	—	13,920	13,920	$83.84	$ 278,926
Kevin D. Corning	Cash Incentive Compensation	—	$100,313	$ 401,250	$ 802,500	—	—	—	—	—
	Shares (b)	2/14/2017	—	—	—	—	1,640	1,640	—	$ 137,498
	Shares (c)	2/14/2017	—	—	—	820	3,280	4,920	—	$ 274,995
	Options (d)	2/14/2017	—	—	—	—	7,000	7,000	$83.84	$ 140,264
Peter R. Smith	Cash Incentive Compensation	—	$ 94,688	$ 378,750	$ 757,500	—	—	—	—	—
	Shares (b)	2/14/2017	—	—	—	—	1,640	1,640	—	$ 137,498
	Shares (c)	2/14/2017	—	—	—	820	3,280	4,920	—	$ 274,995
	Options (d)	2/14/2017	—	—	—	—	7,000	7,000	$83.84	$ 140,264

(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 for fiscal 2019 and service vesting through fiscal 2020. 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 2017.

(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 2017 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 2017. 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	—	69,000	—	$83.84	2/14/2027		
	11,125	33,375	—	$90.66	2/16/2026		
	14,000	14,000	—	$82.40	2/18/2025		
	22,500	7,500	—	$68.49	2/18/2024		
	50,000	—	—	$59.27	2/20/2023		
	70,000	—	—	$42.61	2/22/2022		
	80,000	—	—	$28.44	2/24/2021		
	80,000	—	—	$28.04	2/16/2020		
	100,000	—	—	$18.14	3/12/2019		
						125,776	$14,777,422
Richard F. Westenberger	—	7,000	—	$83.84	2/14/2027		
	1.305	3,915	—	$90.66	2/16/2026		
	1,700	1,700	—	$82.40	2/18/2025		
	2,850	950	—	$68.49	2/18/2024		
	8,000	—	—	$59.27	2/20/2023		
	8,000	—	—	$42.61	2/22/2022		
	3,850	—	—	$28.44	2/24/2021		
						19,210	$ 2,256,983
Brian J. Lynch	—	13,920	—	$83.84	2/14/2027		
	2,600	7,800	—	$90.66	2/16/2026		
	3,500	3,500	—	$82.40	2/18/2025		
	5,625	1,875	—	$68.49	2/18/2024		
	18,000	—	—	$59.27	2/20/2023		
	8,000	—	—	$42.61	2/22/2022		
	12,000	—	—	$28.44	2/24/2021		
	13,000	—	—	$28.04	2/16/2020		
	4,500	—	—	$18.14	3/12/2019		
						36,246	$ 4,258,543
Kevin D. Corning	—	7,000		$83.84	2/14/2027		
	1,305	3,915	—	$90.66	2/16/2026		
	1,700	1,700	—	$82.40	2/18/2025		
	2,850	950	—	$68.49	2/18/2024		
	20,000	—	—	$59.27	2/20/2023		
						16,810	$ 1,975,007
Peter R. Smith	—	7,000	—	$83.84	2/14/2027		
	1,305	3,915	—	$90.66	2/16/2026		
	4,100	4,100	—	$86.88	11/11/2025		
						13,985	$ 1,643,098

(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	2/14/2017	69,000	$20.04	$83.84
	2/16/2016	44,500	$21.31	$90.66
	2/18/2015	28,000	$24.55	$82.40
	2/18/2014	30,000	$19.80	$68.49
Richard F. Westenberger . . .	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	2/18/2015	3,400	$24.55	$82.40
	2/18/2014	3,800	$19.80	$68.49
Brian J. Lynch	2/14/2017	13,920	$20.04	$83.84
	2/16/2016	10,400	$21.31	$90.66
	2/18/2015	7,000	$24.55	$82.40
	2/18/2014	7,500	$19.80	$68.49
Kevin D. Corning	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	2/18/2015	3,400	$24.55	$82.40
	2/18/2014	3,800	$19.80	$68.49
Peter R. Smith	2/14/2017	7,000	$20.04	$83.84
	2/16/2016	5,220	$21.31	$90.66
	11/11/2015	8,200	$22.68	$86.88

(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 2015, 2016, and 2017 is contingent upon meeting specific performance targets in fiscal 2017, 2018, and 2019, respectively, and service vesting through fiscal 2018, 2019, and 2020, 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	2/14/2017	16,372	32,744	$83.84
	2/16/2016	13,800	27,560	$90.66
	2/18/2015	14,000	28,000	$82.40
	2/18/2014	15,000	30,000	$68.49
Richard F. Westenberger . . .	2/14/2017	1,640	3,280	$83.84
	2/16/2016	8,220	3,400	$90.66
	2/18/2015	1,700	3,400	$82.40
	2/18/2014	1,900	3,800	$68.49
Brian J. Lynch	2/14/2017	3,300	6,600	$83.84
	2/16/2016	13,132	6,810	$90.66
	2/18/2015	3,500	7,000	$82.40
	2/18/2014	3,750	7,500	$68.49
Kevin D. Corning	2/14/2017	1,640	3,280	$83.84
	2/16/2016	5,020	3,400	$90.66
	2/18/2015	1,700	3,400	$82.40
	2/18/2014	1,900	3,800	$68.49
Peter R. Smith	2/14/2017	1,640	3,280	$83.84
	2/16/2016	5,020	3,400	$90.66
	11/11/2015	3,800	—	$86.88

(c) Amount based on the closing market price per share of the Company's common stock as traded on the NYSE on December 29, 2017, the last trading day of fiscal 2017, of $117.49.

OPTION EXERCISES AND STOCK VESTED IN FISCAL 2017

The following table provides information concerning our NEOs' exercises of stock options and vesting of restricted stock during fiscal 2017. 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	106,095	$9,063,817	48,210	$4,137,790
Richard F. Westenberger	8,150	$ 586,653	7,915	$ 674,226
Brian J. Lynch	—	—	15,160	$1,292,671
Kevin D. Corning	—	—	8,615	$ 733,470
Peter R. Smith	—	—	2,205	$ 200,214

(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 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 that 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	$ 14,816	—	$ 23,231	—	$ 133,874
Brian J. Lynch	$331,569	—	$ 57,246	—	$ 507,526
Kevin D. Corning	$327,954	—	$364,005	—	$2,318,843
Peter R. Smith	$319,825	—	$ 46,338	—	$ 466,903

(a) All of the amounts reported in this column for Messrs. Westenberger, Corning, Lynch, and Smith are also included within the amount reported for that officer in the 2017 Summary Compensation Table.

(b) None of the amounts reported in this column are reported in the All Other Compensation column of the 2017 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.

PAY RATIO DISCLOSURE

In August 2015, pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the SEC adopted a rule requiring annual disclosure of the ratio of our median employee's (the "Median Employee") annual total compensation to the total annual compensation of the principal executive officer ("PEO"). The Company's PEO is Mr. Casey.

In order to identify our Median Employee, we began with a list of all of our employees, world-wide, who were employed by Carter's or one of its wholly-owned subsidiaries on October 2, 2017. Of these employees, approximately 34% were full-time employees, 53% were part-time employees, and 13% were seasonal or temporary employees. Approximately 80% of our employees were employed in our retail stores in North America, and approximately 82% of those retail employees were part-time.

We then calculated each employee's compensation for 2017. When making this calculation, we:

- consistently used each employee's total salary for the 2017 calendar year as stated on the gross compensation line on their Form W-2 (or international equivalent);
- annualized salaries for those full-time and part-time employees that were not employed for the full calendar year of 2017 (but we did not annualize seasonal or temporary employee data);
- excluded benefits, such as health care contributions; and
- for compensation paid in currencies other than U.S. dollars, applied an exchange rate into US dollars that was based on rates published by the Wall Street Journal on October 2, 2017.

Based on those calculations, we identified our Median Employee as a part-time employee at one of our U.S. retail locations whose annual total compensation for fiscal 2017 (as calculated pursuant to Item 402(c)(2)(x) of Regulation S-K) was $8,737. The annual total compensation for fiscal year 2017 for our PEO was $7,656,246. The resulting ratio of our PEO's pay to the pay of our Median Employee for fiscal 2017 was 876 to 1.

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 Chief Financial Officer and General Counsel (or their designees) or 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 2017.

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS, AND EXECUTIVE OFFICERS

The following table sets forth the number of shares of Carter's common stock owned by each of the following parties as of March 26, 2018, or as of such other date as indicated: (a) each person known by Carter's 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)	3,972,509	8.4%
The Vanguard Group, Inc. (2)	3,843,999	8.2%
Janus Henderson Group plc (3)	3,625,105	7.7%
Michael D. Casey (4)	844,897	1.8%
Brian J. Lynch (4)	121,534	*
Richard F. Westenberger (4)	87,452	*
Kevin D. Corning (4)	62,018	*
Peter R. Smith (4)	26,820	*
Amy Woods Brinkley (4)	21,747	*
Giuseppina Buonfantino (4)	4,086	*
Vanessa J. Castagna (4)	22,505	*
A. Bruce Cleverly (4)	10,150	*
Jevin S. Eagle (4)	10,111	*
Paul Fulton (4)	63,356	*
Mark Hipp (4)	0	*
William J. Montgoris (4)	30,302	*
David Pulver (4)	54,331	*
Thomas E. Whiddon (4)	52,849	*
All directors and executive officers as a group (20 persons) (4)	1,564,072	3.3%

* Indicates less than 1% of our common stock.

(1) This information is based on Schedule 13G/A, filed with the SEC on January 29, 2018. BlackRock, Inc. has sole voting power covering 3,780,798 shares and dispositive power covering 3,972,509 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 8, 2018. The Vanguard Group, Inc. has sole voting power covering 26,722 shares and sole dispositive power covering 3,815,112 shares of our common stock. The Vanguard Group, Inc. has shared voting power covering 6,134 shares of our common stock and dispositive power covering 28,887 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 13G, filed with the SEC on February 13, 2018. Janus Henderson Group plc has shared voting power and dispositive power covering 3,625,105 shares of our common stock. The address for Janus Henderson Group plc is 201 Bishopsgate, EC2M 3AE, United Kingdom.

(4) This amount includes the (a) number of shares subject to exercisable stock options, including stock options that will become exercisable during the 60 days after March 26, 2018, and (b) number of shares of restricted common stock and unvested performance stock. See the detail for each NEO and all executive officers as a group below. Ms. Buonfantino holds 1,276 shares of restricted stock, and is the only independent director who holds restricted stock.

Name	Exercisable Stock Options	Restricted Common Stock	Unvested Performance Stock
Michael D. Casey	470,500	34,115	83,176
Richard F. Westenberger	87,452	11,101	9,032
Brian J. Lynch	50,430	12,204	17,986
Kevin D. Corning	30,710	5,341	9,032
Peter R. Smith	8,460	6,816	9,032
All executive officers as a group	717,422	88,893	153,922

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 2017, the Company believes that all forms were filed in a timely manner during fiscal 2017, except that Mr. Fulton filed a Form 5 on February 22, 2017, and Mr. Smith filed one transaction on a Form 5 that was due on an earlier Form 4, in each case due to a clerical error.

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 fiscal 2017 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
APPROVAL OF THE COMPANY'S AMENDED AND RESTATED EQUITY INCENTIVE PLAN

Introduction and Background

The Company's Equity Incentive Plan, as adopted on April 15, 2001 and approved by shareholders on August 15, 2001, and as amended, restated and renamed on October 10, 2003 and approved by shareholders on October 10, 2003 (prior to the Company's initial public offering) and on May 14, 2004, and as further amended and restated effective as of, and approved by shareholders on, May 12, 2005, May 14, 2009, May 13, 2011, and May 11, 2016, respectively (the "Existing Equity Incentive Plan"), provides for the grant or award of stock options, stock appreciation rights, restricted stock, unrestricted stock, deferred stock, and performance awards to eligible employees and directors. To date, we have granted stock options and restricted stock awards, subject to time and/or performance vesting, under the Existing Equity Incentive Plan, including the grants to the NEOs shown above in this proxy statement. We believe that the grants awarded under the Existing Equity Incentive Plan help with retention of our NEOs and other executives and key personnel and also serve to link a portion of their compensation to measures of our performance to provide an incentive for successful long-term strategic management of the Company. The Compensation Committee, the Board, and the Company's management believe it is in the best interest of the Company and its shareholders to amend and restate the Existing Equity Incentive Plan. Our shareholders are being asked to approve the amendment and restatement of the Existing Equity Incentive Plan (as amended and restated, the "Equity Incentive Plan").

Through this amendment, we intend to increase the maximum number of shares of stock available for delivery under the Existing Equity Incentive Plan by 3,000,000, and such a change requires the approval of our shareholders (as described more fully below under "Vote Required"). In light of this requirement, the Equity Incentive Plan is being submitted to shareholders for approval at the Annual Meeting. We also intend to modify language to clarify when awards may be transferred and to make certain other administrative changes.

The modifications described above and the following descriptions are each a summary of the principal features of the Equity Incentive Plan but may not contain all the information you may wish to know. We encourage you to review the entire text of the Equity Incentive Plan which is attached hereto as Appendix B. The Equity Incentive Plan is not qualified under Section 401 of the Code nor is it subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended. The Board and the Compensation Committee have approved the Equity Incentive Plan subject to shareholder approval.

The Company intends to file a registration statement under the Securities Act of 1933, as amended, covering additional shares of common stock reserved for issuance under the Equity Incentive Plan after approval of the Equity Incentive Plan.

Summary of the Equity Incentive Plan

Purpose. The Equity Incentive Plan enhances the Company's ability to continue to attract and retain able key employees and directors, reward such individuals for their contributions, and encourage such individuals to take into account the long-term interests of the Company and its subsidiaries. To this end, the Equity Incentive Plan permits the Company to grant a variety of stock-based awards and related benefits, including stock options, stock appreciation rights, restricted or unrestricted stock awards, promises to deliver stock in the future, and rights to receive stock based on performance.

Eligibility and Participation. Directors and key employees who, in the opinion of the Equity Incentive Plan's administrator, are in a position to make a significant contribution to the success of the Company and its subsidiaries will be eligible to receive awards under the Equity Incentive Plan.

Effective Date and Term. If Proposal Number Three is approved, the effective date of the Equity Incentive Plan will be May 17, 2018, the date of our Annual Meeting. Although the number of shares that may be granted under the Equity Incentive Plan is limited, as described below, there is no time limit on the duration of the Equity Incentive Plan itself.

Administration. The Equity Incentive Plan is administered by, or under the direction of, the Compensation Committee (the "Administrator"). The Administrator will set the terms of all awards including the exercise price for awards that have one. Subject only to the limitations provided in the Equity Incentive Plan, the Administrator has discretionary authority to interpret the Equity Incentive Plan; determine eligibility for and grant awards; determine, modify, or waive the terms and conditions of any award; prescribe forms, rules, and procedures; and otherwise do all things necessary to carry out the purposes of the Equity Incentive Plan.

Shares Subject to the Equity Incentive Plan

Number of Shares. The aggregate maximum number of shares of common stock that may be delivered in satisfaction of awards under the Equity Incentive Plan is 18,778,392. This represents an increase of 3,000,000 shares from the number of shares of common stock that can be delivered under the Existing Equity Incentive Plan, which is 15,778,392, of which 690,523 remained available for future grants and awards as of the Record Date. This amount is subject to adjustment in the event of certain changes in our capitalization as described below.

Any shares of common stock granted in connection with options and stock appreciation rights will reduce the number of shares of common stock available for issuance under the Equity Incentive Plan by one share; any shares of common stock granted in connection with awards other than options and stock appreciation rights will reduce the number of shares of common stock available for issuance under the Equity Incentive Plan by 1.46 shares. With respect to stock appreciation rights, if such a right is exercised, the number of shares of stock deemed to have been issued under the Equity Incentive Plan will be reduced by the aggregate number of shares subject to the stock appreciation right and not just the number of shares actually delivered upon exercise of the stock appreciation right. If shares of common stock are withheld from an award granted under the Equity Incentive Plan in order to satisfy tax withholding obligations, the number of shares of stock deemed to have been issued under the Equity Incentive Plan will be the aggregate number of shares subject to the award or the portion of the award that was exercised or settled and not the net number of shares actually issued. In addition, no incentive stock options may be granted under the Equity Incentive Plan after August 15, 2011, except with respect to the 3,725,000 shares approved in 2011, which may be granted by the Company until May 13, 2021.

If any award granted under the Equity Incentive Plan terminates, or is otherwise forfeited in whole or in part, before it is fully exercised, or upon exercise is satisfied other than by delivery of stock, the number of shares as to which such award was not exercised shall be available for future grants.

Individual Award Limits. The maximum number of shares of stock with respect to which stock options or stock appreciation rights may be granted to any person in any calendar year and the maximum number of shares of stock subject to stock appreciation rights granted to any person in any calendar year will each be 1,000,000. The maximum benefit that may be paid to any person under other awards in any calendar year will be, to the extent paid in shares, 1,000,000 shares (or their value in dollars).

Adjustments to Awards. In the event of a stock dividend, stock split, or combination of shares (including a reverse stock split), recapitalization or other change in our capital structure, the Administrator will make appropriate adjustments to the maximum number of shares that may be delivered under the Equity Incentive Plan and to the maximum share limits on awards to individual participants. The Administrator will also make appropriate adjustments to the number and kind of shares of stock or securities subject to awards then outstanding or subsequently granted, any exercise prices relating to awards, and any other provision of awards affected by such change. In general, such adjustments may be made only if and to the extent that such adjustments will not constitute a modification, extension or renewal of such awards under Section 424(h)(3) of the Code (in the case of incentive stock options), a modification under Section 409A of the Code (in the case of nonstatutory stock options), or adversely affect the exemption provided pursuant to Rule 16b-3 under the Exchange Act.

Shares to be Delivered. Shares delivered under the Equity Incentive Plan will be authorized but unissued common stock, or previously issued common stock that we acquire and hold in our treasury. No fractional shares will be delivered under the Equity Incentive Plan.

Awards

Stock Options. The Administrator may from time to time award stock options to any participant subject to the limitations described above. Stock options give the holder the right to purchase shares of our common stock within a specified period of time at a specified price and subject to other terms and conditions. Two types of stock options may be granted under the Equity Incentive Plan: incentive stock options, or "ISOs," which are subject to special tax treatment as described below, and non-statutory options. As indicated above, eligibility for ISOs is limited to our employees and the grant of ISOs is limited to the 3,725,000 shares approved in 2011 for awards under the plan. The expiration date of a stock option cannot be more than ten years after the date of the original grant; provided that the expiration date of any ISO granted to a "ten-percent shareholder" cannot be more than five years after the date of the original grant. The exercise price of any option granted under the Equity Incentive Plan cannot be less than the fair market value of the underlying stock on the date of grant (or, with respect to ISOs granted to a "ten-percent shareholder," 110% of the fair market value of the underlying stock on the date of grant). The Administrator also determines all other terms and conditions related to the exercise of a stock option, including the consideration to be paid, if any, for the grant of the stock options, the time at which stock options may be exercised, and conditions related to the exercise of stock options.

Stock Appreciation Rights. The Administrator may grant stock appreciation rights under the Equity Incentive Plan. A stock appreciation right entitles the holder upon exercise to receive common stock equal in value to the excess of the fair market value of the shares of stock subject to the right over the fair market value of such shares on the date of grant. The expiration date of a stock appreciation right cannot be more than ten years after the date of the original grant.

Restricted and Unrestricted Stock Awards; Deferred Stock. The Equity Incentive Plan provides for awards of nontransferable shares of restricted common stock, as well as unrestricted shares of common stock. Awards of restricted and unrestricted stock may be made in exchange for past services or other lawful consideration. Generally, awards of restricted stock are subject to the requirement that the shares be forfeited or resold to us unless specified conditions are met. Other awards under the Equity Incentive Plan may also be settled with restricted stock. The Equity Incentive Plan also provides for deferred stock grants entitling the recipient to receive shares of common stock in the future on such conditions as the Compensation Committee may specify.

Performance Awards. The Compensation Committee may also make awards subject to the satisfaction of specified performance criteria. Whether a performance award results in payment to a participant will depend on the extent to which the performance goals or other conditions established by the Compensation Committee are satisfied at the end of the performance period. The performance criteria used in connection with a particular performance award will be determined by the Compensation Committee during the first 90 days of the applicable performance period based on one or more of the following criteria: sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation or amortization, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; shareholder return; sales of particular products or services; customer acquisition or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings. The performance goals can be established on an absolute or relative basis to measure the performance of the Company as a whole, or any division, subsidiary, line of business, operational unit, project or geographical basis of the Company, or as compared to the performance of a group of comparable companies, or published or special index that the Compensation Committee, in its sole discretion, deems appropriate.

Following the completion of a performance period, the Compensation Committee will certify in writing whether, and to what extent, the performance goals have been achieved and, if so, calculate and certify in writing the amount of the performance awards earned for the period. The Compensation Committee will have the discretion to adjust downward, but not upward, the amount of the performance award that is earned and payable.

The Compensation Committee, in its evaluation of the achievement of the performance goals, may adjust the calculation by including or excluding the following events to prevent the dilution or enlargement of the award: (a) asset write-downs; (b) litigation or claim judgments or settlements; (c) the effect of changes in tax laws, accounting principles, or other laws or regulatory rules affecting reported results; (d) any reorganization and restructuring programs; (e) unusual and/or infrequently occurring items as presented in the Company's financial statements; (f) acquisitions or divestitures; (g) any other specific unusual or nonrecurring events, or objectively determinable category thereof; (h) foreign exchange gains and losses; and (i) a change in the Company's fiscal year.

Dividend Equivalents. With the exception of stock options and stock appreciation rights, the Compensation Committee may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to stock subject to an award, consistent with an exemption from or, in compliance with, the requirements of Section 409A of the Code.

Non-Transferability. No award may be transferred other than by will or by the laws of descent and distribution, and during a participant's lifetime an award may be exercised only by him or her; provided, however, that the foregoing provisions shall not prohibit the transfer of (a) an award of unrestricted stock or (b) an award of restricted stock after such award ceases to be subject to restrictions requiring that it be redelivered or offered for sale to the Company if specified conditions are not satisfied.

Treatment of Awards in Connection with a Covered Transaction. For purposes of the Equity Incentive Plan, a "covered transaction" generally means any of the following: (a) an acquisition of Company stock by a person (or more than one person acting as a group) that, together with the stock already held by such person or group, result in such person or group owning more than 50% of the total value or total voting power of the Company; (b) a person (or more than one person acting as a group) acquiring more than 50% of the Company's stock; (c) a change in composition of a majority of the members of the Board; or (d) a sale of substantially all of the Company's assets. In connection with a "covered transaction," the Administrator may provide for the assumption or substitution of some or all outstanding awards by the acquirer or survivor. If there is no assumption or substitution, then except as otherwise provided in the award agreement, awards will generally be treated as follows:

- Stock appreciation rights will become fully exercisable and such shares issued, and the delivery of shares of stock issuable under each outstanding deferred stock award will be accelerated, in each case on a basis that gives the holder the opportunity to participate as a shareholder in the covered transaction.

- With respect to restricted stock awards, all forfeiture and transfer restrictions will lapse, unless the Administrator determines that the amounts paid in respect of such restricted stock in connection with the covered transaction should be placed in escrow or otherwise made subject to such restrictions in order to carry out the intent of the Equity Incentive Plan.

- With respect to stock options, the Administrator may, in its sole discretion, (1) make any outstanding stock options exercisable in part or in full, (2) remove any performance or other conditions or restrictions on any stock options, and/or (3) cancel the stock options in exchange for a payment equal to the difference between the option exercise price and the fair market value of the Company's stock.

Notwithstanding any provision of the Equity Incentive Plan to the contrary, in the event of a covered transaction, the Administrator may in its discretion and upon at least five days' advance notice, cancel any outstanding awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such awards based upon the price per share of Stock received or to be received by other shareholders of the Company.

Effect, Discontinuance, Cancellation, Amendment, and Termination. Neither adoption of the Equity Incentive Plan nor the grant of awards to a participant shall affect our right to make awards to such participant that are not subject to the Equity Incentive Plan, to issue shares to such participant as a bonus or otherwise, or to adopt other plans or compensation arrangements under which shares may be issued.

The Administrator may at any time discontinue granting awards under the Equity Incentive Plan. With the consent of the participant, the Administrator may at any time cancel an existing award in whole or in part and grant another award for such number of shares as the Administrator specifies. The Administrator may, but is not obligated to, at any time amend the Equity Incentive Plan or any outstanding award for the purpose of satisfying the requirements of Section 409A or Section 422 of the Code, or of any changes in applicable laws or regulations or for any other purpose that may at the time be permitted by law, or may at any time terminate the Equity Incentive Plan as to any further grants of awards. However, except to the extent expressly required by the Equity Incentive Plan, no such amendment may materially adversely affect the rights of any participant (without his or her consent) under any award previously granted, nor may such amendment, without the approval of the shareholders, effectuate a change for which shareholder approval is required under the listing standards of the NYSE or in order for the Equity Incentive Plan to continue to qualify for the award of incentive stock options under Section 422 of the Code.

The Equity Incentive Plan prohibits, without shareholder approval, the "re-pricing" of any award, which includes (i) a lowering of the exercise price, (ii) the cancellation of an outstanding stock option or SAR accompanied by the grant of a replacement award of the same or a different type and (iii) the cancellation of a stock option or SAR whose exercise price is greater than the fair market value of such award accompanied by the payment of cash to the participant.

Federal Tax Effects

The following discussion summarizes the material Federal income tax consequences of the awards under the Equity Incentive Plan, based on the federal income tax laws in effect on the date of this proxy statement. The summary does not purport to be a complete description of federal tax consequences that may be associated with the Equity Incentive Plan, nor does it cover state, local, or non-United States taxes.

Incentive Stock Options ("ISOs"). In general, an optionee realizes no taxable income upon the grant of an ISO and does not realize any ordinary income in connection with the exercise of the ISO. However, the exercise of an ISO may result in an alternative minimum tax liability to the optionee. With certain exceptions, if a disposition of shares purchased under an ISO occurs within two years from the date of grant or within one year after exercise, the so-called "disqualifying" disposition results in ordinary income to the optionee (and a deduction available to the Company) equal to the excess of the fair market value of the shares at the time of exercise over the exercise price. Any additional gain recognized on the disposition is treated as a capital gain for which we are not entitled to a deduction. If the optionee does not dispose of the shares until after the expiration of these one- and two-year holding periods, any gain or loss recognized upon a subsequent sale is treated as a long-term capital gain or loss for which we are not entitled to a deduction.

Non-Statutory Options. In general, an optionee realizes no taxable income at the time of the grant of a non-statutory option, but realizes ordinary income in connection with the exercise of the option in an amount equal to the excess of the fair market value of the shares at the time of exercise over the exercise price. A corresponding deduction is available to the Company. Any gain or loss recognized upon a subsequent sale or exchange of the shares is treated as a long-or short-term capital gain or loss, depending on the period the shares are held, for which we are not entitled to a deduction. ISOs are treated as non-statutory stock options to the extent they first become exercisable by an individual in any calendar year with respect to shares having an aggregate fair market value (determined as of the date of grant) in excess of $100,000. In general, ISOs are also treated as non-statutory options to the extent that they are exercised by the optionee more than three months after his or her termination of employment.

Restricted Stock. A participant will not recognize any taxable income upon an award of restricted stock if such shares are not transferable and are subject to a substantial risk of forfeiture. Generally, the participant will recognize taxable ordinary income in an amount equal to the fair market value of the shares at the time such shares become transferable or are no longer subject to a substantial risk of forfeiture. This tax treatment will generally apply unless the participant elects, pursuant to section 83(b) of the Code, to be taxed at the award date based on the fair market value of the shares on the award date. Assuming compliance with the applicable tax withholding and reporting requirements, the Company will be entitled to a tax deduction equal to the amount of

ordinary income recognized by the participant in connection with his or her restricted stock award in the same tax year in which the participant recognizes that ordinary income. Dividends paid with respect to restricted stock will be taxable as compensation income to the participant; provided that if a participant makes a section 83(b) election (as discussed above), any dividends paid with respect to that restricted stock will be treated as dividend income rather than compensation income.

Performance Awards, Deferred Stock, and Dividend Equivalents. The grant of performance awards, deferred stock, or dividend equivalents generally should not result in the recognition of taxable income by the participant or a tax deduction by the Company. Upon the settlement or payment of such an award, the participant will generally have taxable ordinary income equal to the amount of any cash received (before applicable tax withholding) or the then-current fair market value of the shares of stock received, and the Company will have a corresponding tax deduction. If the shares covered by the award are not transferable and subject to a substantial risk of forfeiture, the tax consequences to the participant and the Company will be similar to the tax consequences for restricted stock, described above. If the award consists of unrestricted shares of stock, the participant will immediately recognize taxable ordinary income equal to the fair market value of those shares on the date of the award, and the Company will be entitled to a corresponding tax deduction.

Withholding. The Company will have the right to deduct any federal, state, local, or foreign taxes required by law to be withheld from all awards paid in cash. If awards are paid in shares of stock, the Company may withhold a portion of the shares issuable to the participant, the fair market value of which equals such withholding taxes.

Section 409A. Section 409A of the Code governs deferred compensation arrangements. The Company intends that awards under the Equity Incentive Plan will generally not be subject to the provisions of Section 409A. If an award may be covered by Section 409A, the Company may unilaterally make changes to the award to the extent necessary to avoid adverse tax treatment under Section 409A. If an award constitutes nonqualified deferred compensation and fails to comply with Section 409A, the award will be subject to immediate taxation and tax penalties in the year the award vests.

Section 280G. Under certain circumstances, the accelerated vesting, exercise or payment of awards under the Equity Incentive Plan in connection with a "change of control" might be deemed an "excess parachute payment" for purposes of the provisions of Section 280G of the Code. To the extent it is so considered, the participant holding the award would be subject to an excise tax equal to 20% of the amount of the excess parachute payment, and the Company would be denied a tax deduction for the excess parachute payment.

Section 162(m). Under Section 162(m) of the Code, as amended, we may not deduct compensation of more than $1 million paid to the Company's "covered employees," which includes (a) any individual who at any time during the taxable year is either our principal executive officer or principal financial officer, or an employee whose total compensation for the tax year is required to be reported to our shareholders because he or she is among the three highest compensated officers for the tax year, other than the principal executive officer or principal financial officer, and (b) any person who was a covered employee at any time after December 31, 2016. Prior to January 1, 2018, certain grants may have qualified as "performance-based compensation" and, as such, would be exempt from the $1 million limitation on deductible compensation. Such performance-based compensation exception was eliminated with respect to tax years beginning January 1, 2018; however, under a transition rule, certain awards issued before November 2, 2017 may still qualify for such exception.

Plan Benefits. The future benefits or amounts that executive officers, non-management directors, and non-executive officer employees may receive under the Equity Incentive Plan are discretionary and are therefore not determinable at this time.

The foregoing is only a summary of the Equity Incentive Plan and is qualified in its entirety by reference to its full text, a copy of which is attached hereto as Appendix B.

The Board recommends a vote FOR the approval of the Equity Incentive Plan.

Vote Required

The approval of Proposal Number Three requires the affirmative vote of a majority of the votes cast by the shareholders present in person or represented by proxy at our Annual Meeting. Votes to abstain and broker non-votes will be counted toward a quorum, but will be excluded entirely from the tabulation of votes and, therefore, will not affect the outcome of the vote on this proposal.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about the Company's equity compensation plan as of the end of its last fiscal year:

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 (a)	1,494,223(b)	$61.76	1,100,157
Equity compensation plans not approved by security holders	—	—	—
Total	1,494,223	$61.76	1,100,157

(a) Represents stock options that are outstanding or that are available for future issuance pursuant to the Equity Incentive Plan.

(b) The weighted-average contractual life for all outstanding stock options as of December 30, 2017 was approximately 6.0 years.

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 ir.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 30, 2017 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 30, 2017 be included in our Annual Report on Form 10-K for fiscal 2017 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 FOUR
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 2018, 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 will 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 2017 and 2016 were as follows:

	2017	2016
Audit Fees	$2,267,236	$1,882,272
Audit-Related Fees	50,000	603,000
Tax Fees	—	—
All Other Fees	3,600	3,600
Total Fees	$2,320,836	$2,488,872

- *Audit Fees* for fiscal years 2017 and 2016 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 2017 and 2016 included procedures related to the pending adoption of a new accounting pronouncement. Audit-related fees for fiscal year 2016 also involved professional services to assess internal controls related to the Company's implementation of certain financial software.

- *All Other Fees* for fiscal years 2017 and 2016 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 2018.

Vote Required

The approval of Proposal Number Four 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

2017 RETAIL SURVEY PARTICIPANT LIST (“RETAIL SURVEY”)

Abercrombie & Fitch Co.
Academy Sports + Outdoors
American Eagle Outfitters, Inc.
Ascena Retail Group, Inc.
The Bon-Ton Stores, Inc.
Chico’s FAS, Inc.
The Children’s Place, 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.
J. C. Penney Company, Inc.
J.Crew Group, Inc.
Kate Spade & Company
L Brands, Inc.
L.L. Bean, Inc.
Luxottica Group S.p.A.
The Michaels Companies, Inc.
New York & Company, Inc.
The Neiman Marcus Group LTD LLC
Oxford Industries, Inc.
Payless ShoeSource Inc.
Perry Ellis International, Inc.
PVH Corp.
Ralph Lauren Corporation
Ross Stores, Inc.
Stage Stores, Inc.
Tailored Brands, Inc.
The TJX Companies, Inc.
Urban Outfitters, Inc.
Vera Bradley, Inc.
Williams-Sonoma, Inc.

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APPENDIX B

CARTER'S, INC.

AMENDED AND RESTATED EQUITY INCENTIVE PLAN

1. Definitions.

Exhibit A, which is incorporated by reference, defines the terms used in the Plan and sets forth certain operational rules related to those terms.

2. Purpose.

The purpose of this amended and restated Plan is to advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract and retain able Employees and Directors; to reward such individuals for their contributions; and to encourage such individuals to take into account the long-term interests of the Company and its subsidiaries by providing for the grant to Participants of Stock-based incentive Awards.

3. Administration.

The Administrator has discretionary authority, subject only to the express provisions of the Plan, to interpret the Plan; determine eligibility for and grant Awards; determine, modify or waive the terms and conditions of any Award; prescribe forms, rules and procedures; and otherwise do all things necessary to carry out the purposes of the Plan. Determinations of the Administrator made under the Plan will be conclusive and will bind all parties.

4. Effective Date and Term of Plan.

The Plan was originally adopted on August 15, 2001 and was approved by shareholders on August 15, 2001. The Plan was amended, restated and renamed on October 10, 2003, and approved by shareholders on October 10, 2003, prior to the Company's initial public offering, and subsequently at the Company's 2004 annual meeting of shareholders on May 14, 2004. The Plan was further amended and restated and subsequently approved by shareholders at the Company's 2005 annual meeting of shareholders on May 12, 2005. The Plan was then further amended and restated and subsequently approved by shareholders at the Company's 2009 annual meeting of shareholders on May 14, 2009. The Plan was then further amended and restated and subsequently approved by shareholders at the Company's 2011 annual meeting of shareholders on May 13, 2011, effective as such date. The Plan was then further amended and restated and subsequently approved by shareholders at the Company's 2016 annual meeting of shareholders on May 11, 2016, effective as such date. The provisions of this amendment and restatement of the Plan shall become effective on the date on which this amendment and restatement is approved by the shareholders of the Company at the Company's 2018 annual meeting of shareholders on May 17, 2018. Except as hereinafter provided, any Award made prior to shareholder approval of the amendment and restatement set forth herein shall be subject to the terms of the Plan as in effect prior to such amendment and restatement. Notwithstanding the foregoing, an Award may be made under the terms of this amendment and restatement of the Plan but prior to shareholder approval of such amendment and restatement if the Award is conditioned upon such approval.

ISOs may be granted under the Plan only with respect to the 3,725,000 new shares of Stock that the shareholders of the Company approved on May 13, 2011; provided that no ISOs may be granted by the Company after May 12, 2021.

5. Shares Subject to the Plan.

(a) *Number of Shares*. The aggregate maximum number of shares of Stock that may be delivered in satisfaction of Awards under the Plan shall be 18,778,392, of which 3,690,523 shares of stock may be delivered in satisfaction of any new Awards granted after the date this amendment and restatement is approved by the

shareholders of the Company. Any shares of Stock granted in connection with Options and SARs shall be counted against this limit as one share of Stock for every one share subject to the Option or SAR. Any shares of Stock granted in connection with Awards other than Options and SARs shall be counted against this limit as 1.46 shares of Stock for every one share of stock subject to the underlying Award. With respect to SARs, if a SAR is exercised the number of shares of stock deemed to have been issued under the Plan shall be the aggregate number of shares subject to the SAR and not just by the number of shares actually delivered upon exercise of the SAR. For the avoidance of doubt, if any Award granted under the Plan terminates without having been exercised in full, or is otherwise forfeited in whole or in part, or upon exercise is satisfied other than by delivery of Stock, the number of shares of Stock as to which such Award was not exercised shall be available for future grants. If shares of Stock are withheld from an Award in order to satisfy a Participant's tax withholding obligations with respect to such Award pursuant to Section 7 (a)(iv) of the Plan, the number of shares of Stock deemed to have been issued under the Plan shall be the number of shares of Stock that were subject to the Award or portion thereof so exercised or settled and not the net number of shares of Stock actually issued upon the exercise or settlement.

(b) *Shares to be Delivered*. Stock delivered under the Plan shall be authorized but unissued Stock, or if the Administrator so decides in its sole discretion, previously issued Stock acquired by the Company and held in its treasury. No fractional shares of Stock shall be delivered under the Plan.

(c) *Individual Award Limits*. The maximum number of shares of Stock for which Stock Options may be granted to any person in any calendar year and the maximum number of shares of Stock subject to SARs granted to any person in any calendar year will each be 1,000,000. The maximum benefit that may be paid to any person under other Awards in any calendar year will be, to the extent paid in shares, 1,000,000 shares (or their value in dollars).

6. Eligibility and Participation.

Persons eligible to receive Awards under the Plan shall be such Employees and Directors selected by the Administrator. Eligibility for ISOs is limited to Employees of the Company or of a "parent corporation" or a "subsidiary corporation" of the Company as those terms are defined in Section 424 of the Code.

7. Terms and Conditions of Awards.

(a) *All Awards*.

(i) Award Provisions. The Administrator will determine the terms of all Awards, subject to the limitations provided herein.

(ii) Transferability. No Award may be transferred other than by will or by the laws of descent and distribution, and during a Participant's lifetime an Award may be exercised only by him or her; provided, however, that the foregoing provisions shall not prohibit the transfer of (A) an Award of Unrestricted Stock or (B) an Award of Restricted Stock after such Award ceases to be subject to restrictions requiring that it be redelivered or offered for sale to the Company if specified conditions are not satisfied.

(iii) Vesting, Etc. An Award will vest or become exercisable at such time or times and upon such conditions as the Administrator shall specify. Without limiting the foregoing, the Administrator may at any time accelerate the vesting or exercisability of all or any part of an Award.

(iv) Taxes. The Administrator will make such provision for the withholding of taxes as it deems necessary. The Administrator may, but need not, hold back shares of Stock from an Award or permit a Participant to tender previously owned shares of Stock (which in the case of Stock acquired from the Company shall have been owned by the Participant for such minimum time, if any, as the Administrator may determine) in satisfaction of tax withholding requirements (but not in excess of the maximum statutory withholding rates).

(v) Dividend Equivalents, Etc. With the exception of Stock Options and SARs, the Administrator may provide for the payment of amounts in lieu of cash dividends or other cash distributions with respect to Stock subject to an Award. Any entitlement to dividend equivalents or similar entitlements shall be established and administered either consistent with an exemption from or, in compliance with, the requirements of Section 409A of the Internal Revenue Code of 1986, as amended ("Section 409A"). In addition, any amounts payable in respect of Restricted Stock may be subject to such limits or restrictions as the Administrator may impose.

(b) Performance Awards.

(i) General. The Administrator shall have the authority, at the time of grant of any Award described in this Plan to designate such Award as a Performance Award. In addition, the Administrator shall have the authority to make an Award of a cash bonus to any Participant and designate such Award as a Performance Award.

(ii) Eligibility. The Administrator will, in its sole discretion, designate in writing within the first 90 days of a Performance Period which Participants will be eligible to receive Performance Awards in respect of such Performance Period. However, designation of a Participant eligible to receive a Performance Award hereunder for a Performance Period shall not in any manner entitle the Participant to receive payment in respect of any Performance Award for such Performance Period. The determination as to whether or not such Participant becomes entitled to payment in respect of any Performance Award shall be decided solely in accordance with the provisions of this Section 7(b). Moreover, designation of a Participant eligible to receive a Performance Award hereunder for a particular Performance Period shall not require designation of such Participant eligible to receive a Performance Award hereunder in any subsequent Performance Period and designation of one person as a Participant eligible to receive a Performance Award hereunder shall not require designation of any other person as a Participant eligible to receive a Performance Award hereunder in such period or in any other period.

(iii) Discretion of Administrator with Respect to Performance Awards. With regard to a particular Performance Period, the Administrator shall have full discretion to select the length of such Performance Period (provided any such Performance Period shall be not less than one fiscal year in duration), the type(s) of Performance Awards to be issued, the Performance Criteria that will be used to establish the Performance Goal(s), the kind(s) and/or level(s) of the Performance Goal(s) that is (are) to apply to the Company and the Performance Formula. Within the first 90 days of a Performance Period, the Administrator shall, with regard to the Performance Awards to be issued for such Performance Period, exercise its discretion with respect to each of the matters enumerated in the immediately preceding sentence of this Section 7(b)(iii) and record the same in writing.

(iv) Payment of Performance Awards.

(A) Condition to Receipt of Payment. Unless otherwise provided in the applicable Award Agreement, a Participant must be employed by the Company on the last day of a Performance Period to be eligible for payment in respect of a Performance Award for such Performance Period.

(B) Limitation. A Participant shall be eligible to receive payment in respect of a Performance Award only to the extent that: (1) the Performance Goals for such period are achieved; and (2) the Performance Formula as applied against such Performance Goals determines that all or some portion of such Participant's Performance Award has been earned for the Performance Period.

(C) Certification. Following the completion of a Performance Period, the Administrator shall review and certify in writing whether, and to what extent, the Performance Goals for the Performance Period have been achieved and, if so, calculate and certify in writing the amount of the Performance Awards earned for the period based upon the Performance Formula. The Administrator shall then determine the

actual size of each applicable Participant's Performance Award for the Performance Period and, in so doing, may apply negative discretion in accordance with Section 7(b)(iv)(D) hereof, if and when it deems appropriate.

(D) Use of Discretion. In determining the actual size of an individual Performance Award for a Performance Period, the Administrator may reduce or eliminate the amount of the Performance Award earned under the Performance Formula in the Performance Period through the use of negative discretion if, in the Administrator's sole judgment, such reduction or elimination is appropriate. The Administrator shall not have the discretion to (1) grant or provide payment in respect of Performance Awards for a Performance Period if the Performance Goals for such Performance Period have not been attained or (2) increase a Performance Award above the maximum amount payable under Section 5(c) hereof.

(E) Timing of Award Payments. Performance Awards granted for a Performance Period shall be paid to Participants as soon as administratively practicable following completion of the certifications required by this Section 7(b), but in no event later than 2 1/2 months following the end of the fiscal year during which the Performance Period is completed.

(c) *Awards Requiring Exercise*.

(i) Time and Manner of Exercise of Awards. Any exercise of an Award shall be in writing, signed by the proper person and furnished to the Company, accompanied by (A) such documents as may be required by the Administrator and (B) payment in full as specified below. A Stock Option shall be exercisable during such period or periods as the Administrator may specify. The latest date on which a Stock Option or SAR may be exercised shall be the Expiration Date.

(ii) Exercise Price. The Exercise Price shall be determined by the Administrator, but shall not be less than 100% of the Fair Market Value at the time the Stock Option or SAR is granted; nor shall the Exercise Price be less, in the case of an original issue of authorized stock, than par value. No such Award, once granted, may be re-priced (which includes (i) a lowering of the Exercise Price, (ii) the cancellation of an outstanding Stock Option or SAR accompanied by the grant of a replacement Award of the same or a different type and (iii) the cancellation of a Stock Option or SAR whose Exercise Price is greater than the Fair Market Value of such Award accompanied by the payment of cash to the Participant) other than in accordance with the applicable shareholder approval requirements of the New York Stock Exchange (or the rules of such other market in which the shares of the Company's stock then are listed). In no event shall the Exercise Price of an ISO granted to a ten-percent shareholder be less than 110% of the Fair Market Value at the time the Stock Option is awarded. For this purpose, "ten-percent shareholder" shall mean any Participant who at the time of grant owns directly, or by reason of the attribution rules set forth in Section 424(d) of the Code is deemed to own, stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or of any of its parent or subsidiary corporations.

(iii) Term. The Administrator shall determine the term of each Stock Option and SAR, provided that in no event shall such term extend beyond the Expiration Date.

(iv) Payment of Exercise Price. Stock purchased upon exercise of a Stock Option under the Plan shall be paid for as follows: (i) in cash, by check acceptable to the Administrator (determined in accordance with such guidelines as the Administrator may prescribe), or by money order payable to the order of the Company, or (ii) if so permitted by the Administrator, (A) through the delivery of shares of Stock (which, in the case of Stock acquired from the Company, shall have been held for at least six months unless the Administrator approves a shorter period) having a Fair Market Value on the last business day preceding the date of exercise equal to the Exercise Price, (B) through a broker- assisted exercise program acceptable to the Administrator, (C) by other means acceptable to the Administrator or (D) by any combination of the foregoing permissible forms of payment.

(v) Delivery of Stock. A Participant shall not have the rights of a shareholder with regard to Awards under the Plan except as to Stock actually received by him or her under the Plan.

The Company shall not be obligated to deliver any shares of Stock under the Plan (i) until, in the opinion of the Company's counsel, all applicable federal and state laws and regulations have been complied with, (ii) if the outstanding Stock is at the time listed on any stock exchange, until the shares to be delivered have been listed or authorized to be listed on such exchange upon official notice of issuance, and (iii) until all other legal matters in connection with the issuance and delivery of such shares have been approved by the Company's counsel. Without limiting the generality of the foregoing, if the sale of Stock has not been registered under the Securities Act, the Company may require, as a condition to exercise of the Award, such representations or agreements as counsel for the Company may consider appropriate to avoid violation of the Securities Act and may require that the certificates evidencing such Stock bear an appropriate legend restricting transfer.

If an Award is exercised by the executor or administrator of a deceased Participant, or by the person or persons to whom the Award has been transferred by the Participant's will or the applicable laws of descent and distribution, the Administrator shall be under no obligation to deliver Stock pursuant to exercise until the Administrator is satisfied as to the authority of the person or persons exercising the Award.

(vi) ISOs. In the case of an ISO, the Administrator will require as a condition of exercise that the Participant exercising the ISO agree to inform the Company promptly of any disposition (within the meaning of Section 424(c) of the Code and the regulations thereunder) of Stock received upon exercise of the ISO.

(d) *Awards Not Requiring Exercise*.

Awards of Restricted Stock and Unrestricted Stock may be made in exchange for past services or other lawful consideration.

(e) *Section 409A*.

Notwithstanding any other provision hereunder, this Plan and all payments hereunder are intended to comply with the requirements of Section 409A, including transition relief and exemptive provisions thereunder, and shall be construed and administered accordingly. Notwithstanding anything to the contrary in the Plan, neither the Company, nor any Affiliate, nor the Administrator, nor any person acting on behalf of the Company, any Affiliate, or the Administrator, shall be liable to any Participant or to the estate or beneficiary of any Participant or to any other holder of an Award by reason of any acceleration of income, or any additional tax, asserted by reason of the failure of an Award to satisfy the requirements of Section 409A of the Code.

8. Effect of Certain Transactions.

(a) *Mergers, Etc*.

Except as otherwise provided in an Award, in the event of a Covered Transaction in which there is an acquiring or surviving entity the following rules shall apply:

(i) Awards Other Than Stock Options.

(A) The Administrator may provide for the assumption of some or all outstanding Awards, or for the grant of new awards in substitution therefore, by the acquirer or survivor or an affiliate of the acquirer or survivor, in each case on such terms and subject to such conditions as the Administrator determines.

(B) In the absence of such an assumption or if there is no substitution, except as otherwise provided in the Award, each SAR and other Award requiring exercise (other than Stock Options) will become fully exercisable, and the delivery of shares of Stock issuable under each outstanding Award of Deferred

Stock will be accelerated and such shares will be issued, prior to the Covered Transaction, in each case on a basis that gives the holder of the Award a reasonable opportunity, as determined by the Administrator, following exercise of the Award or the issuance of the shares, as the case may be, to participate as a shareholder in the Covered Transaction, and the Award will terminate upon consummation of the Covered Transaction, provided, that the Administrator may not exercise its discretion under this Section 8(a)(i)(B) with respect to an Award or portion thereof providing for "nonqualified deferred compensation" subject to Section 409A in a manner that would constitute an extension or acceleration of, or other change in, payment terms if such change would be inconsistent with the applicable requirements of Section 409A.

(C) In the case of Restricted Stock, the Administrator may require that any amounts delivered, exchanged or otherwise paid in respect of such Stock in connection with the Covered Transaction be placed in escrow or otherwise made subject to such restrictions as the Administrator deems appropriate to carry out the intent of the Plan, and, for the avoidance of doubt, in the absence of any such action by the Administrator, all forfeiture and transfer restrictions will lapse.

(ii) Stock Options.

(A) Subject to Section 8(a)(ii)(B) below, all outstanding Stock Options will cease to be exercisable and will be forfeited (after any payment or other consideration deemed equitable by the Administrator for the termination of any vested portion of any Award is made), as of the effective time of the Covered Transaction; provided, that the Administrator may in its sole discretion on or prior to the effective date of the Covered Transaction, (1) make any outstanding Stock Options exercisable in part or in full, (2) remove any performance or other conditions or restrictions on any Stock Options, and/or (3) in the event of a Covered Transaction under the terms of which holders of the Stock of the Company will receive upon consummation thereof a payment (whether cash, non-cash or a combination of the foregoing) for each share of such Stock surrendered in the Covered Transaction, make or provide for a payment (whether cash, non-cash or a combination of the foregoing) to the Participant equal to the difference between (A) the Fair Market Value times the number of shares of Stock subject to outstanding Stock Options (to the extent then exercisable at prices not in excess of the Fair Market Value) and (B) the aggregate Exercise Price of all such outstanding Stock Options in exchange for the termination of such Stock Options.

(B) With respect to an outstanding Stock Option held by a Participant who, following the Covered Transaction, will be employed by or otherwise providing services to an entity which is a surviving or acquiring entity in the Covered Transaction or an affiliate of such an entity, the Administrator may at or prior to the effective time of the Covered Transaction, in its sole discretion and in lieu of the action described in paragraph 8(a)(ii)(A) above, arrange to have such surviving or acquiring entity or affiliate assume any Stock Option held by such Participant outstanding hereunder or grant a replacement award which, in the judgment of the Administrator, is substantially equivalent to any Stock Option being replaced.

The Administrator may grant Awards under the Plan in substitution for awards held by Employees and Directors of another corporation who concurrently become Employees or Directors of the Company or a subsidiary of the Company as the result of a merger or consolidation of that corporation with the Company or a subsidiary of the Company, or as the result of the acquisition by the Company or a subsidiary of the Company of property or stock of that corporation. The Company may direct that substitute Awards be granted on such terms and conditions as the Administrator considers appropriate in the circumstances.

Notwithstanding any provision of the Plan to the contrary, in the event of a Corporate Transaction, the Administrator may in its discretion and upon at least five days' advance notice to the affected persons, cancel any outstanding Awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such Awards based upon the price per share of Stock received or to be received by other shareholders of the

Company in the event. In the case of any Option or Stock Appreciation Right with an Exercise Price that equals or exceeds the price to be paid for a share of Stock in connection with the Corporate Transaction, the Administrator may cancel the Option or Stock Appreciation Right without the payment of consideration therefor.

(b) *Changes in and Distributions with Respect to the Stock.*

(i) Basic Adjustment Provisions. In the event of a stock dividend, stock split or combination of shares (including a reverse stock split), recapitalization or other change in the Company's capital structure, the Administrator will make appropriate adjustments to the maximum number of shares that may be delivered under the Plan under Section 5(a) and to the maximum share limits described in Section 5(c), and will also make appropriate adjustments to the number and kind of shares of stock or securities subject to Awards then outstanding or subsequently granted, any Exercise Prices relating to Awards and any other provision of Awards affected by such change, whose determination will be binding on all persons.

(ii) Certain Other Adjustments. In the case of adjustments made pursuant to this Section 8(b), unless the Administrator specifically determines that such adjustment is in the best interests of the Company or its Affiliates, the Administrator shall, in the case of ISOs, ensure that any adjustments under this Section 8(b) will not constitute a modification, extension or renewal of the ISOs within the meaning of Section 424(h)(3) of the Code and in the case of Options that are not ISOs, ensure that any adjustments under this Section 8(b) will not constitute a modification of such Options within the meaning of Section 409A of the Code. Any adjustments made under this Section 8(b) shall be made in a manner which does not adversely affect the exemption provided pursuant to Rule 16b-3 under the Exchange Act. The Company shall give each Participant notice of an adjustment hereunder and, upon notice, such adjustment shall be conclusive and binding for all purposes.

9. Termination of Employment.

In the case of any Award, the Administrator may, through agreement with the Participant, (including, without limitation, any shareholder agreement of the Company to which the Participant is a party) resolution, or otherwise, provide for post-termination exercise provisions different from those expressly set forth in this Section 9, including without limitation the vesting immediately prior to termination of all or any portion of an Award not otherwise vested prior to termination, and terms allowing a later exercise by a former Employee or Director (or, in the case of a former Employee or Director who is deceased, the person or persons to whom the Award is transferred by will or the laws of descent and distribution) as to all or any portion of the Award not exercisable immediately prior to termination of Employment, but in no case may an Award be exercised after the Expiration Date. If the Administrator does not otherwise provide for such provisions and if a Participant's Employment terminates prior to the Expiration Date (including by reason of death) the following provisions shall apply:

(a) All Stock Options and SARs held by the Participant immediately prior to the cessation of the Participant's Employment that are not vested immediately prior to the cessation of Employment shall automatically terminate upon such cessation of Employment.

(b) To the extent vested immediately prior to cessation of Employment, the Stock Option or SAR shall continue to be vested and shall be exercisable thereafter during the period prior to the Expiration Date for 60 days following such cessation (120 days in the event that a Participant's service terminates by reason of death); provided, however, that if the Participant's Employment is terminated "for Cause" as defined herein, all unvested or unexercised Awards shall terminate immediately.

(c) Except as otherwise provided in an Award, after completion of the exercise period described in paragraph (b) above, the Awards described in paragraph (b) above shall terminate to the extent not previously exercised, expired, or terminated.

No Award requiring exercise shall be exercised or surrendered in exchange for a cash payment after the Expiration Date.

10. Employment Rights.

Neither the adoption of the Plan nor the grant of Awards shall confer upon any Participant any right to continue as an Employee or Director of the Company or any subsidiary or affect in any way the right of the Company or a subsidiary to terminate the Participant's relationship at any time. Except as specifically provided by the Administrator in any particular case, the loss of existing or potential profit on Awards granted under this Plan shall not constitute an element of damages in the event of termination of the relationship of a Participant even if the termination is in violation of an obligation of the Company to the Participant by contract or otherwise.

11. Effect, Discontinuance, Cancellation, Amendment, and Termination.

Neither adoption of the Plan nor the grant of Awards to a Participant shall affect the Company's right to make awards to such Participant that are not subject to the Plan, to issue to such Participant Stock as a bonus or otherwise, or to adopt other plans or compensation arrangements under which Stock may be issued.

The Administrator may at any time discontinue granting Awards under the Plan. With the consent of the Participant, the Administrator may at any time, subject to the limitations of Section 7(c)(ii) and the second sentence of Section 8(b)(ii), cancel an existing Award in whole or in part and grant another Award for such number of shares as the Administrator specifies. The Administrator may, but shall not be obligated to, at any time or times amend the Plan or any outstanding Award for the purpose of satisfying the requirements of Sections 409A and 422 of the Code or of any changes in applicable laws or regulations or for any other purpose that may at the time be permitted by law, or may at any time terminate the Plan as to any further grants of Awards; provided, that except to the extent expressly required by the Plan, no such amendment shall materially adversely affect the rights of any Participant (without his or her consent) under any Award previously granted, nor shall such amendment, without the approval of the shareholders of the Company, effectuate a change for which shareholder approval is required under the listing standards of the New York Stock Exchange (or the rules of such other market in which the shares of the Company's Stock then are listed) or in order for the Plan to continue to qualify for the Award of incentive stock options under Section 422 of the Code.

12. Choice of Law.

The law of the State of Delaware shall govern all questions concerning the construction, validity and interpretation of this Plan, without regard to such state's conflict of law rules.

EXHIBIT A

Definition of Terms

The following terms, when used in the Plan, will have the meanings and be subject to the provisions set forth below:

"Administrator": The committee of the Board, consisting of two or more Directors, all of whom shall be "non-employee Directors" within the meaning of Rule 16b-3 under the 1934 Act; provided that with respect to any Performance Award intended to qualify as "performance-based compensation" within the meaning of Section that 162(m) of the Code, as amended by the Tax Cuts and Jobs Act, that is provided pursuant to a written binding contract which was in effect on November 2, 2017, and which was not modified in any material respect on or after such date, then each committee member shall also be an "outside Director" within the meaning of Section 162(m). In addition, membership of the committee shall satisfy such independence or other requirements as may be imposed by the rules of the New York Stock Exchange (or the rules of such other market in which the shares of the Company's Stock then are listed). The Administrator may delegate any of its duties and responsibilities with respect to any aspect of the Plan's administration to such persons as it deems appropriate, so long as (and only to the extent that) such delegation (i) is permitted by applicable laws, the listing standards of the New York Stock Exchange (or the rules of such other market in which the shares of the Company's Stock are listed), and the Company's governance documents, as in effect from time to time, and (ii) does not adversely affect the exemption provided pursuant to Rule 16b-3 under the Exchange Act.

"Affiliate": Any corporation or other entity owning, directly or indirectly, 50% or more of the outstanding Stock of the Company, or in which the Company or any such corporation or other entity owns, directly or indirectly, 50% of the outstanding capital stock (determined by aggregate voting rights) or other voting interests.

"Award": Any or a combination of the following:

(i) Stock Options;

(ii) SARs;

(iii) Restricted Stock;

(iv) Unrestricted Stock;

(v) Deferred Stock; and

(vi) Performance Awards.

"Board": The Board of Directors of the Company.

"Cause" means:

With respect to any Employee: (a) If the Employee is a party to an employment or service agreement with the Company or its Affiliates and such agreement provides for a definition of Cause, the definition contained therein; or (b) if no such agreement exists, or if such agreement does not define Cause, the determination by the Administrator (or the authorized delegate of the Administrator, to the extent applicable), in its reasonable judgment, that any one or more of the following has occurred:

(i) the Employee shall have been convicted of, or shall have pleaded guilty or nolo contendere to, any felony or any crime involving dishonesty or moral turpitude;

(ii) the Employee shall have committed any fraud, theft, embezzlement, misappropriation of funds, breach of fiduciary duty or act of dishonesty;

(iii) the Employee shall have breached in any material respect any of the provisions of any agreement between the Employee and the Company or an Affiliate;

(iv) the Employee shall have engaged in conduct likely to make the Company or any of its Affiliates subject to criminal liabilities other than those arising from the Company's normal business activities; or

(v) the Employee shall have willfully engaged in any other conduct that involves a breach of fiduciary obligation on the part of the Employee or otherwise could reasonably be expected to have a material adverse effect upon the business, interests or reputation of the Company or any of its Affiliates.

With respect to any Director, a determination by a majority of the disinterested Board members that the Director has engaged in any of the following: (i) malfeasance in office; (ii) gross misconduct or neglect; (iii) false or fraudulent misrepresentation inducing the director's appointment; (iv) willful conversion of corporate funds; or (v) repeated failure to participate in Board meetings on a regular basis despite having received proper notice of the meetings in advance. The Administrator (or the authorized delegate of the Administrator, to the extent applicable), in its absolute discretion, shall determine the effect of all matters and questions relating to whether a Participant has been discharged for Cause.

"Code": The U.S. Internal Revenue Code of 1986, as from time to time amended and in effect, or any successor statute as from time to time in effect.

"Company": Carter's, Inc., a Delaware corporation.

"Covered Transaction": Any of the following: (i) a person (or more than one person acting as a group) acquires ownership of stock of the Company that, together with the stock held by such person or group, constitutes more than 50% of the total Fair Market Value or total voting power of the Stock of the Company; provided, that, a Control Transaction shall not occur if any person (or more than one person acting as a group) owns more than 50% of the total Fair Market Value or total voting power of the Stock of the Company and acquires additional Stock; (ii) one person (or more than one person acting as a group) acquires (or has acquired during the twelve-month period ending on the date of the most recent acquisition) ownership of the Stock of the Company possessing 50% or more of the total voting power of the stock of such corporation; (iii) a majority of the members of the Board are replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the Board before the date of appointment or election; or (iv) one person (or more than one person acting as a group), acquires all of substantially all of the Company's assets. Where a Covered Transaction involves a tender offer that is reasonably expected to be followed by a merger described in clause (i) (as determined by the Administrator), the Covered Transaction shall have deemed to have occurred upon the consummation of the tender offer.

"Deferred Stock": An unfunded and unsecured promise to deliver Stock or other securities in the future on specified terms.

"Director" means a member of the Board.

"Employee": Any person who is employed by the Company or an Affiliate; provided, that, for purposes of determining eligibility to receive ISOs, an Employee shall mean an employee of the Company or an Affiliate within the meaning of Section 424 of the Code.

"Employment": A Participant's employment or other service relationship with the Company and its Affiliates. Employment will be deemed to continue, unless the Administrator expressly provides otherwise, so long as the

Participant is employed by, or otherwise is providing services in a capacity described in Section 6 to the Company or its Affiliates. If a Participant's employment or other service relationship is with an Affiliate and that entity ceases to be an Affiliate, the Participant's Employment will be deemed to have terminated when the entity ceases to be an Affiliate unless the Participant transfers Employment to the Company or its remaining Affiliates.

"Exercise Price": The price at which a share of Stock may be purchased under a Stock Option or the value an increase above which may allow Stock to be purchased under a SAR.

"Exchange Act": The United States Securities Exchange Act of 1934, as amended.

"Expiration Date": In the case of an Award requiring exercise, the date which is ten years (five years in the case of an ISO granted to a "ten percent shareholder" as defined in Section 7(c)(ii)) from the date the Award was granted or such earlier date as may be specified by the Administrator at the time the Award is granted.

"Fair Market Value": The value of one share of Stock, determined as follows:

(i) if the Stock is listed on a national securities exchange (such as the New York Stock Exchange) or is quoted on The NASDAQ Stock Market ("NASDAQ"), the closing price of a share of Stock on the relevant date (or, if such date is not a business day or a day on which quotations are reported, then on the immediately preceding date on which quotations were reported), as reported by the principal national exchange on which such shares are traded (in the case of an exchange) or by NASDAQ, as the case may be;

(ii) if the Stock is not listed on a national securities exchange or quoted on NASDAQ, but is actively traded in the over-the-counter market, the average of the closing bid and asked prices for a share of the Stock on the relevant date (or, if such date is not a business day or a day on which the quotations are reported, then on the immediately preceding date on which quotations were reported), or the most recent date for which such quotations are reported; and

(iii) if, on the relevant date, the Stock is not publicly traded or reported as described in (i) or (ii) above, the value determined in good faith in accordance with such reasonable valuation method as the Administrator may determine.

"ISO": A Stock Option intended to be an "incentive stock option" within the meaning of Section 422 of the Code. Each Stock Option granted pursuant to the Plan will be treated as providing by its terms that it is to be a non-incentive stock option unless, as of the date of grant, it is expressly designated as an ISO.

"Participant": A person who is granted an Award under the Plan.

"Performance Award": An Award designated by the Administrator as a Performance Award pursuant to Section 7(b) of the Plan.

"Performance Criteria": The criterion or criteria that the Administrator shall select for purposes of establishing the Performance Goal(s) for a Performance Period with respect to any Performance Award under the Plan. The Performance Criteria that will be used to establish the Performance Goal(s) shall be based on the attainment of specific levels of performance of the Company (or Affiliate, division, business unit or operational unit of the Company) and shall be limited to the following: sales; revenues; assets; expenses; earnings before or after deduction for all or any portion of interest, taxes, depreciation or amortization, whether or not on a continuing operations or an aggregate or per share basis; return on equity, investment, capital or assets; one or more operating ratios; borrowing levels, leverage ratios or credit rating; market share; capital expenditures; cash flow; stock price; shareholder return; sales of particular products or services; customer acquisition or retention; acquisitions and divestitures (in whole or in part); joint ventures and strategic alliances; spin-offs, split-ups and the like; reorganizations; or recapitalizations, restructurings, financings (issuance of debt or equity) or refinancings.

Any one or more of the above Performance Criteria may be used on an absolute or relative basis to measure the performance of the Company and/or an Affiliate as a whole or any division, subsidiary, line of business, operational unit, project or geographical basis of the Company and/or an Affiliate or any combination thereof, as the Administrator may deem appropriate, or as compared to the performance of a group of comparable companies, or published or special index that the Administrator, in its sole discretion, deems appropriate. The Administrator also has the authority to provide for accelerated vesting of any Performance Award based on the achievement of Performance Goals pursuant to the Performance Criteria specified above. The Administrator shall, within the first 90 days of a Performance Period, define in an objective fashion the manner of calculating the Performance Criteria it selects to use for such Performance Period. In the event that applicable tax and/or securities laws change to permit the Administrator discretion to alter the governing Performance Criteria without obtaining shareholder approval of such changes, the Administrator shall have sole discretion to make such changes without obtaining shareholder approval.

"Performance Formula" means, for a Performance Period, the one or more objective formulas applied against the relevant Performance Goal to determine, with regard to the Performance Award of a particular Participant, whether all, some portion but less than all, or none of the Performance Award has been earned for the Performance Period.

"Performance Goals" means, for a Performance Period, the one or more goals established by the Administrator for the Performance Period based upon the Performance Criteria. The Administrator is authorized , in its sole and absolute discretion, to adjust or modify the calculation of a Performance Goal for a Performance Period in order to prevent the dilution or enlargement of the rights of Participants based on the following events: (i) asset write-downs; (ii) litigation or claim judgments or settlements; (iii) the effect of changes in tax laws, accounting principles, or other laws or regulatory rules affecting reported results; (iv) any reorganization and restructuring programs; (v) unusual and/or infrequently occurring items as presented in the Company's financial statements; (vi) acquisitions or divestitures; (vii) any other specific unusual or nonrecurring events, or objectively determinable category thereof; (viii) foreign exchange gains and losses; and (ix) a change in the Company's fiscal year.

"Performance Period" means the one or more periods of time not less than one fiscal year in duration, as the Administrator may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Participant's right to and the payment of a Performance Award.

"Plan": The Carter's, Inc. Amended and Restated Equity Incentive Plan, as from time to time amended and in effect.

"Restricted Stock": An Award of Stock for so long as the Stock remains subject to restrictions requiring that it be redelivered or offered for sale to the Company if specified conditions are not satisfied.

"Section 162(m)": Section 162(m) of the Code.

"SARs": Rights entitling the holder upon exercise to receive Stock equal in value to the excess of the Fair Market Value of the shares of Stock subject to the right over the Fair Market Value of such shares of Stock on the date of grant.

"Securities Act": The Securities Act of 1933, as amended.

"Stock": Common Stock of the Company, par value $.01 per share.

"Stock Options": Options entitling the recipient to acquire shares of Stock upon payment of the Exercise Price.

"Unrestricted Stock": An Award of Stock not subject to any restrictions under the Plan.

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 30, 2017				
(dollars in millions, except earnings per share)	**Gross Margin**	**SG&A**	**Operating Income**	**Net Income**	**Diluted EPS**
As reported (GAAP)	$1,483.3	$1,106.9	$419.6	$302.8	$ 6.24
Acquisition costs (a) (b)	1.2	0.2	1.0	0.2	—
Special employee compensation provisions (a) (c)	—	(21.2)	21.2	15.1	0.31
Tax reform (d)	—	—	—	(40.0)	(0.83)
Direct sourcing initiative (a) (e)	—	(0.3)	0.3	0.2	—
Store restructuring costs (a) (f)	—	(2.7)	2.7	1.5	0.03
As adjusted	$1,484.5	$1,082.9	$444.8	$279.7	$ 5.76

	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
Acquisition costs (a) (b)	—	(2.4)	2.4	1.5	0.03
Amortization of tradenames (a)	—	(1.7)	1.7	1.1	0.02
Direct sourcing initiative (a) (e)	—	(0.7)	0.7	0.5	0.01
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 (g)	—	(1.9)	1.9	1.9	0.04
As adjusted	$1,258.0	$ 901.1	$401.0	$243.6	$ 4.61

(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) Non-recurring costs related to the acquisitions of Skip Hop and Carter's Mexico in fiscal 2017 and Skip Hop in fiscal 2016

(c) Special employee compensation provided as a result of the benefit related to the enactment of the Tax Cuts and Jobs Act of 2017

(d) Reflects the $40 million net benefit of the Tax Cuts and Jobs Act of 2017

(e) Costs associated with the Company's direct sourcing initiative, which include employee severance and relocation

(f) Store restructuring costs and related tax credits

(g) Revaluation of the contingent consideration liability associated with the Company's 2011 acquisition of Bonnie Togs

(dollars in millions)	Fiscal year ended December 29, 2007 Net Income (Loss)
As restated (GAAP)	$ (75.8)
Facility write down and closure costs (h)	3.4
Accelerated depreciation (i)	1.3
Intangible asset impairment (j)	150.5
Stock-based compensation expenses (k)	(1.7)
As adjusted	$ 77.7

(h) Charges related to the closure of the OshKosh distribution facility
(i) Accelerated depreciation charges related to the closure of the OshKosh distribution facility
(j) Impairment charges for OshKosh goodwill and tradename
(k) Reversal of $2.4 million of previously recorded stock-based compensation expenses and a reduction of $0.3 million in stock-based compensation expenses associated with performance-based stock awards

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.

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ANNUAL MEETING

The 2018 Annual Meeting of Shareholders will be held at 8:00 a.m. on May 17, 2018. The meeting will be held at our offices located at:

3438 Peachtree Road NE
Atlanta, Georgia 30326

COMMON STOCK

Symbol: CRI
Exchange: New York Stock Exchange

TRANSFER AGENT

American Stock Transfer & Trust Company, LLC
c/o Shareholder Services
6201 15th Avenue
Brooklyn, New York 11219
(800) 937-5449
www.astfinancial.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP
1075 Peachtree Street NE
Suite 2600
Atlanta, Georgia 30309

LEGAL COUNSEL

Paul Hastings LLP
1170 Peachtree Street NE
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.

© 2018 Carter's, Inc. All rights reserved. Trademarks that are referred to in this Annual Report, including *Carter's, OshKosh, OshKosh B'gosh, Baby B'gosh, Genuine Kids, Child of Mine, Just One You, Simple Joys, Precious Firsts, Little Collections, Little Planet, little baby basics, Carter's KID, Rewarding Moments, Count on Carter's, If They Could Just Stay Little 'Til Their Carter's Wear Out, With You From The Start, Skip*Hop,* and *Must-Haves*Made Better*, are trademarks owned by subsidiaries of Carter's, Inc.

All market share data provided in this Annual Report is based on information provided by NPD Group, Inc. as of February 26, 2018. References to specific market share are expressed as a percentage of total retail sales of a particular market.

SH B'gosh®

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

Patrick Q. Moore
Executive Vice President,
Strategy & Business Development

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

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Former President,
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Bank of America Corporation

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Kimberly-Clark Corporation

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Chairman of the Board of Directors
& Chief Executive Officer

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Former Executive Chairwoman,
Mervyn's, LLC
Former Chairwoman &
Chief Executive Officer,
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for J. C. Penney Company, Inc.

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Global Oral Care Division,
The Procter & Gamble Company

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Former Executive Vice President,
Merchandising and Marketing,
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Sara Lee Corporation

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Manager, Hewlett Packard
Enterprise Company

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& Former Chief Financial Officer,
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Former Chairman &
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*Lead Independent Director

Board Committees:
1 Audit
2 Compensation
3 Nominating and Corporate Governance

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