

Edgar Filing: CARTERS INC - Form SC 13G/A

CARTERS INC  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

---

Schedule 13G/A

---

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934\*

(Amendment No. 1)

Carter's, Inc.  
(Name of Issuer)

Common stock, par value \$0.01 per share  
(Title of Class of Securities)

146229109  
(CUSIP Number)

December 31, 2012  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that  
section of the Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

Schedule 13G/A

PAGE 2 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Investors LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

Edgar Filing: CARTERS INC - Form SC 13G/A

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 3,738,900

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,738,900

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,738,900

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.3%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G/A

PAGE 3 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Performance LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

Edgar Filing: CARTERS INC - Form SC 13G/A

BENEFICIALLY (6) SHARED VOTING POWER  
3,342,700  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,342,700  
\_\_\_\_\_

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,342,700  
\_\_\_\_\_

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
\_\_\_\_\_

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%  
\_\_\_\_\_

(12) TYPE OF REPORTING PERSON  
OO  
\_\_\_\_\_

Schedule 13G/A

PAGE 4 of 17

CUSIP No. 146229109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities LP  
\_\_\_\_\_

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]  
\_\_\_\_\_

(3) SEC USE ONLY  
\_\_\_\_\_

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
\_\_\_\_\_

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_

BENEFICIALLY (6) SHARED VOTING POWER  
1,119,900  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
\_\_\_\_\_

Edgar Filing: CARTERS INC - Form SC 13G/A

1,119,900

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,119,900

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.9%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G/A

PAGE 5 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities II LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 66,500

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
66,500

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
66,500

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED

Edgar Filing: CARTERS INC - Form SC 13G/A

BY AMOUNT IN ROW (9)  
0.1%

---

(12) TYPE OF REPORTING PERSON  
PN

---

Schedule 13G/A

PAGE 6 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
VGE III Portfolio Ltd.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,156,300

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,156,300

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,156,300

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.7%

---

(12) TYPE OF REPORTING PERSON  
CO

---

Edgar Filing: CARTERS INC - Form SC 13G/A

Schedule 13G/A

PAGE 7 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund GP LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 396,200

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
396,200

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
396,200

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

---

(12) TYPE OF REPORTING PERSON  
OO

---

Schedule 13G/A

PAGE 8 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund Master Ltd.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

Edgar Filing: CARTERS INC - Form SC 13G/A

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 396,200

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
396,200

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
396,200

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.7%

---

(12) TYPE OF REPORTING PERSON  
CO

---

Schedule 13G/A

PAGE 9 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
O. Andreas Halvorsen

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Norway

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

Edgar Filing: CARTERS INC - Form SC 13G/A

BENEFICIALLY (6) SHARED VOTING POWER  
3,738,900  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,738,900  
\_\_\_\_\_

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,738,900  
\_\_\_\_\_

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
\_\_\_\_\_

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.3%  
\_\_\_\_\_

(12) TYPE OF REPORTING PERSON  
IN  
\_\_\_\_\_

Schedule 13G/A

PAGE 10 of 17

CUSIP No. 146229109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David C. Ott  
\_\_\_\_\_

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]  
\_\_\_\_\_

(3) SEC USE ONLY  
\_\_\_\_\_

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
\_\_\_\_\_

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_

BENEFICIALLY (6) SHARED VOTING POWER  
3,738,900  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
\_\_\_\_\_



Edgar Filing: CARTERS INC - Form SC 13G/A

0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,738,900

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,738,900

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.3%

(12) TYPE OF REPORTING PERSON  
IN

Schedule 13G/A

PAGE 11 of 17

CUSIP No. 146229109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Purcell, Jr.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 3,738,900

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,738,900

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

Edgar Filing: CARTERS INC - Form SC 13G/A

BY EACH REPORTING PERSON  
3,738,900

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.3%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G/A

PAGE 12 of 17

CUSIP No. 146229109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Daniel S. Sundheim

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 3,738,900

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
3,738,900

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
3,738,900

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED

Edgar Filing: CARTERS INC - Form SC 13G/A

BY AMOUNT IN ROW (9)

6.3%

---

(12) TYPE OF REPORTING PERSON  
IN

---

Schedule 13G/A

PAGE 13 of 17

CUSIP No. 146229109

ITEM 1(a). NAME OF ISSUER:

Carter's, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Proscenium, 1170 Peachtree Street NE, Suite 900  
Atlanta, Georgia 30309

ITEM 2(a). NAME OF PERSON FILING:

Viking Global Performance LLC ("VGP"),  
Viking Global Investors LP ("VGI"),  
Viking Global Equities LP ("VGE"),  
Viking Global Equities II LP ("VGEII"),  
VGE III Portfolio Ltd. ("VGEIII")  
Viking Long Fund GP LLC ("VLFGP")  
Viking Long Fund Master Ltd. ("VLFM")  
O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and  
Daniel S. Sundheim (collectively, the "Reporting Persons")

ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is  
55 Railroad Avenue, Greenwich, Connecticut 06830.

ITEM 2(c). CITIZENSHIP:

VGE, VGEII and VGI are Delaware limited partnerships,  
VGEIII and VLFM are Cayman Island exempted companies,  
and VGP and VLFGP are both Delaware limited liability  
companies. O. Andreas Halvorsen is a citizen of Norway.  
David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim  
are citizens of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common stock, par value \$0.01 per share ("Common Stock")

ITEM 2(e). CUSIP NUMBER: 146229109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),  
CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940

Edgar Filing: CARTERS INC - Form SC 13G/A

- (e) [ ] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
- (f) [ ] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)

Schedule 13G/A

PAGE 14 of 17

CUSIP No. 146229109

- (g) [ ] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) [ ] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [ ] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)
- (K) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP.

A. VGI

- (a) Amount beneficially owned: 3,738,900
- (b) Percent of class: 6.3%  
The percentages used herein and in this Item 4 are calculated based upon the Company's Form 10-Q for the quarterly period ended September 29, 2012 filed on November 2, 2012, which states that as of November 1, 2012 there were 59,033,166 shares of Common Stock outstanding.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
3,738,900
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 3,738,900

VGI provides managerial services to VGE, VGEII, VGEIII and VLFM. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII and VLFM. VGI does not directly own any shares of Common Stock.

CUSIP No. 146229109

B. VGP

- (a) Amount beneficially owned: 3,342,700
- (b) Percent of class: 5.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
3,342,700
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 3,342,700

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII. VGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII and VGEIII.

C. VLFGP

- (a) Amount beneficially owned: 396,200
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
396,200
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 396,200

VLFGP, serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

D. VGE

- (a) Amount beneficially owned: 1,119,900
- (b) Percent of class: 1.9%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
1,119,900
  - (iii) sole power to dispose or to direct the disposition

## Edgar Filing: CARTERS INC - Form SC 13G/A

- of 0
- (iv) shared power to dispose or to direct the disposition of 1,119,900

VGE has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, that provides managerial services to VGE.

### E. VGEII

- (a) Amount beneficially owned: 66,500
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
66,500
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 66,500

VGEII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

### F. VGEIII

- (a) Amount beneficially owned: 2,156,300
- (b) Percent of class: 3.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
2,156,300
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 2,156,300

VGEIII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEIII. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

### G. VLFM

- (a) Amount beneficially owned: 396,200
- (b) Percent of class: 0.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
396,200
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 396,200

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may

## Edgar Filing: CARTERS INC - Form SC 13G/A

be exercised by its investment manager, VLFGP and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

Schedule 13G/A

PAGE 16 of 17

CUSIP No. 146229109

- H. O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim
- (a) Amount beneficially owned: 3,738,900
  - (b) Percent of class: 6.3%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or to direct the vote  
0
    - (ii) shared power to vote or to direct the vote  
3,738,900
    - (iii) sole power to dispose or to direct the disposition  
of 0
    - (iv) shared power to dispose or to direct the disposition  
of 3,738,900

Messrs. Halvorsen, Ott, Purcell and Sundheim, as Executive Committee Members of VGI, VGP, and VLFGP, have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP and VLFGP. None of Messrs. Halvorsen, Ott, Purcell and Sundheim directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II, VGEIII and VLFM.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[]
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Yes, see Item 4.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))  
By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of

Edgar Filing: CARTERS INC - Form SC 13G/A

changing or influencing the control of the issuer of the securities and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect.

Schedule 13G/A

PAGE 17 of 17

CUSIP No. 146229109

SIGNATURES

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

DATED: February 14, 2013

/s/ O. ANDREAS HALVORSEN  
By: O. Andreas Halvorsen - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD.  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC on behalf of itself  
and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT  
By: David C. Ott - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD.  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC on behalf of itself  
and VIKING LONG FUND MASTER LTD.

/s/ THOMAS W. PURCELL, JR.  
By: Thomas W. Purcell, Jr. - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD.  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC on behalf of itself  
and VIKING LONG FUND MASTER LTD.

/s/ DANIEL S. SUNDHEIM  
By: Daniel S. Sundheim - individually and  
as an Executive Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,



**Edgar Filing: CARTERS INC - Form SC 13G/A**

VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD.  
and as an Executive Committee Member of  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP, and as  
an Executive Committee Member of  
VIKING LONG FUND GP LLC on behalf of itself  
and VIKING LONG FUND MASTER LTD.