

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

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Carter s, Inc.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE
(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*).

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital Management LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5.	SOLE VOTING POWER	
NUMBER OF			1,770,163
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY			-0-
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			1,770,163
WITH	8.	SHARED DISPOSITIVE POWER	
			-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,770,163

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields GP LLC

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5. SOLE VOTING POWER

NUMBER OF SHARES **1,770,163**

- 6. SHARED VOTING POWER

BENEFICIALLY OWNED BY

EACH REPORTING PERSON **-0-**

- 7. SOLE DISPOSITIVE POWER

WITH **1,770,163**

- 8. SHARED DISPOSITIVE POWER

-0-

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,770,163

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

- 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Associates LLC

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- 5. SOLE VOTING POWER

NUMBER OF SHARES **1,770,163**

- 6. SHARED VOTING POWER

BENEFICIALLY OWNED BY

EACH **-0-**

- 7. SOLE DISPOSITIVE POWER

REPORTING PERSON **1,770,163**

- 8. SHARED DISPOSITIVE POWER

WITH

-0-

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,770,163

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

- 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

- 1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jonathon S. Jacobson

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5.	SOLE VOTING POWER	
NUMBER OF			1,770,163
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY			-0-
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			1,770,163
WITH	8.	SHARED DISPOSITIVE POWER	
			-0-

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,770,163

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

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

- 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 146229109

13G/A

Page 6 of 19 Pages

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital I LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5.	SOLE VOTING POWER	
NUMBER OF			131,613
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY			-0-
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			131,613
WITH	8.	SHARED DISPOSITIVE POWER	
			-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,613

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital II LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5.	SOLE VOTING POWER	
NUMBER OF			447,870
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY			-0-
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			447,870
WITH	8.	SHARED DISPOSITIVE POWER	
			-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

447,870

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 146229109

13G/A

Page 8 of 19 Pages

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Highfields Capital III L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 (a)
 (b)
 3. SEC USE ONLY
 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5.	SOLE VOTING POWER	
NUMBER OF			1,190,680
SHARES	6.	SHARED VOTING POWER	
BENEFICIALLY			
OWNED BY			-0-
EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			1,190,680
WITH	8.	SHARED DISPOSITIVE POWER	
			-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,190,680

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 146229109

13G/A

Page 9 of 19 Pages

Item 1 (a). Name of Issuer:

Carter s, Inc. (the Issuer)

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:

This statement is being filed by the following persons with respect to the shares of common stock (Common Stock) of the Issuer directly owned by Highfields Capital I LP (Highfields I), Highfields Capital II LP (Highfields II) and Highfields Capital III L.P. (Highfields III and, together with Highfields I and Highfields II, the Funds):

- (i) Highfields Capital Management LP, a Delaware limited partnership (Highfields Capital Management) and investment manager to each of the Funds;
- (ii) Highfields GP LLC, a Delaware limited liability company (Highfields GP) and the General Partner of Highfields Capital Management;
- (iii) Highfields Associates LLC, a Delaware limited liability company (Highfields Associates) and the General Partner of the Funds;
- (iv) Jonathon S. Jacobson, the Managing Member of Highfields GP and the Senior Managing Member of Highfields Associates;
- (v) Highfields I, a Delaware limited partnership;
- (vi) Highfields II, a Delaware limited partnership; and
- (vii) Highfields III, an exempted limited partnership organized under the laws of the Cayman Islands.

Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I, Highfields II and Highfields III are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

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

Address for Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I and Highfields II:

c/o Highfields Capital Management LP
John Hancock Tower
200 Clarendon Street, 59th Floor
Boston, Massachusetts 02116

CUSIP No. 146229109

13G/A

Page 10 of 19 Pages

Address for Highfields III:

c/o State Street (Cayman) Trust Limited, d/b/a International Fund
Services
Suite 3307, Gardenia Court
45 Market Street, Camana Bay
P.O. Box 896
Grand Cayman KY1-1103
Cayman Islands

Item 2 (c).

Citizenship:

Highfields Capital Management Delaware
Highfields GP Delaware
Highfields Associates Delaware
Jonathon S. Jacobson United States
Highfields I Delaware
Highfields II Delaware
Highfields III Cayman Islands

Item 2 (d).

Title of Class of Securities:

Common Stock, \$0.01 par value

Item 2 (e).

CUSIP Number:

146229109

Item 3. Not applicable.

Item 4. Ownership.

For Highfields Capital Management, Highfields GP, Highfields Associates and Mr. Jacobson:

- (a) Amount beneficially owned: 1,770,163 shares of Common Stock
- (b) Percent of class: 3.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,770,163
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 1,770,163
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For Highfields I:

- (a) Amount beneficially owned: 131,613 shares of Common Stock
- (b) Percent of class: 0.2 %
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 131,613
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 131,613
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For Highfields II:

- (a) Amount beneficially owned: 447,870 shares of Common Stock
 - (b) Percent of class: 0.8 %
 - (c) Number of shares as to which such person has: (i) Sole power to vote or to direct the vote: 447,870
-

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 447,870

(iv) Shared power to dispose or to direct the disposition of: -0-

For Highfields III:

(a) Amount beneficially owned: 1,190,680 shares of Common Stock

(b) Percent of class: 2.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,190,680

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 1,190,680

(iv) Shared power to dispose or to direct the disposition of: -0-

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

Yes.

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

Not applicable.

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

Not applicable.

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

See Exhibit 2 attached hereto.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other Reporting Persons.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

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

SIGNATURE

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

February 14, 2013

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella*

Signature

Joseph F. Mazzella, Attorney in Fact

Name/Title

*by power of attorney

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Exhibit 2. List of Members of Group

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe such information is inaccurate.

February 14, 2013
Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella*
Signature

Joseph F. Mazzella, Attorney in Fact
Name/Title

*by power of attorney

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella
Signature

Joseph F. Mazzella, Authorized Signatory
Name/Title

MEMBERS OF GROUP

Highfields Capital Management LP
Highfields GP LLC
Highfields Associates LLC
Jonathon S. Jacobson
Highfields Capital I LP
Highfields Capital II LP
Highfields Capital III L.P.
