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

FORM SD

SPECIALIZED DISCLOSURE REPORT

Carter's, Inc.

(Exact name of the registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-31829
(Commission
File Number)

13-3912933
(IRS Employer
Identification No)

Phipps Tower
3438 Peachtree Road, N.E., Suite 1800,
Atlanta, Georgia
(Address of principal executive offices)

30326
(Zip code)

Michael C. Wu
Senior Vice President, General Counsel and Secretary

678-399-4515

(Name and telephone number, including area code, of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2016.

Section 1 – Conflict Minerals Disclosure

Item 1.01 and 1.02 Conflict Minerals Disclosure and Report; Exhibit

1. Introduction

Carters, Inc. (the “Company”) is the largest branded marketer in the United States and Canada of apparel and related products exclusively for babies and young children. The Company owns the *Carter’s* and *OshKosh B’gosh* brands, two of the most recognized brands in the marketplace. These brands are sold in leading department stores, national chains, and specialty retailers domestically and internationally. They are also sold through more than 900 Company-operated stores in the United States and Canada and on-line at www.carters.com, www.oshkoshbgosh.com, and www.cartersoshkosh.ca. The Company’s *Just One You*, and *Precious Firsts* brands are available at Target, and its *Child of Mine* brand is available at Walmart. Carter’s is headquartered in Atlanta, Georgia. Additional information may be found at www.carters.com.

The Company contracts to manufacture products that may contain gold, tantalum, tin and tungsten (“3TG”), such as apparel (products made with metallized yarns) or apparel products with trim, including, but not limited to, zippers, clasps, buttons, buckles, rivets, snaps, hooks, eyes, and other fasteners. As these materials are necessary to the Company’s products, the Company is dedicated to tracing the origin of these metals to ensure our sourcing practices do not support conflict or human rights abuses in the Democratic Republic of Congo (the “DRC”) and surrounding area.

2. Conflict Minerals Disclosures

In accordance with the execution of this policy, the Company has concluded in good faith that during 2016:

- a) The Company contracted to manufacture products for which “conflict minerals” (as defined in Section 1502(e)(4) of the Dodd-Frank Wall Street Reform and Consumer Protection Act) are necessary to the functionality or production.
- b) Based on a “reasonable country of origin inquiry” (“RCOI”) and subsequent due diligence, the Company does not have concrete findings on whether its sourcing practices directly or indirectly funded armed groups in the Covered Countries. As a result, the Company’s products are DRC conflict undeterminable.

In accord with Rule 13p-1 under the Securities Exchange Act of 1934 (“Rule 13p-1”), the Company has filed this Specialized Disclosure Form (“Form SD”) and the associated Conflict Minerals Report and both reports are posted to a publicly available Internet site at www.carters.com.

3. Reasonable Country of Origin Inquiry Description

To implement the RCOI, the Company’s suppliers were engaged to collect information regarding the presence and sourcing 3TG used in the products supplied to the Company. Information was collected and stored using an online platform provided by a third party vendor, Source Intelligence, Inc. (“Source Intelligence”).

Supplier engagement followed these steps:

- An introduction email was sent to direct suppliers describing the compliance requirements and requesting conflict minerals information;

- Following the initial introductions to the program and information request, up to 12 reminder emails were sent to each non-responsive supplier requesting survey completion; and
- Suppliers who remained non-responsive to email reminders were contacted by telephone to try and determine the reason for the delay and to provide further assistance for completing the request.

An escalation process was initiated with the Company for suppliers who continued to be non-responsive after the above contacts were made. The program utilized the Electronic Industry Citizenship Coalition (“EICC”) and Global e-Sustainability Initiative (“GeSI”) Conflict Minerals Reporting Template (“CMRT”) for data collection.

Supplier responses were evaluated for plausibility, consistency, and gaps. Additional supplier contacts were conducted to address issues including incomplete data on CMRT reporting templates, responses that did not identify smelters or refiners for listed metals, and organizations that were identified as smelters or refiners but not verified as such through further analysis and research.

4. RCOI Results

A total of 188 suppliers were identified as in-scope for conflict minerals regulatory purposes and contacted as part of the RCOI process. The survey response rate among these suppliers was 98%. Of these responding suppliers, 10% responded yes as to having one or more 3TG as necessary to the functionality or production of the products they supply to the Company.

5. Due Diligence

A description of the measures the Company took to exercise due diligence on the source and chain of custody of its conflict minerals for which the Company knew or had reason to believe were sourced from the Covered Countries based on the RCOI described above, is provided in the Conflict Minerals Report attached hereto as Exhibit 1.01.

Section 2 – Exhibits

Item 2.01 Exhibits

Exhibit 1.01 – Conflict Minerals Report required by Items 1.01 and 1.02 of this Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the duly authorized undersigned.

Carter's, Inc.

By: /s/ Michael C. Wu

May 31, 2017

Michael C. Wu
Senior Vice President, General Counsel and Secretary

Conflict Minerals Report of the Company
In accord with Rule 13p-1 under the Securities Exchange Act of 1934

This is the Conflict Mineral Report of Carter’s, Inc. (the “Company”) for calendar year 2016 (excepting conflict minerals that, prior to January 31, 2013, were located outside of the supply chain) in accord with Rule 13p-1 under the Securities Exchange Act of 1934 (“Rule 13p-1”).

1. Introduction

The intent of this Conflict Minerals Report (“CMR”) is to describe the Company’s due diligence process following Rule 13p-1 requirements. Per Rule 13p-1, due diligence is required for necessary conflict minerals in products where there is reason to believe such minerals may have originated in the Democratic Republic of the Congo or surrounding countries (the “Covered Countries”). The goal of the due diligence process is to determine whether such products were “DRC conflict free”.

2. Product Description

The Company contracts to manufacture products that may contain 3TG, such as apparel (products made with metallized yarns) or apparel products with trim, including, but not limited to, zippers, clasps, buttons, buckles, rivets, snaps, hooks, eyes, and other fasteners.

Suppliers were requested to use the Conflict Free Sourcing Initiative’s (“CFSI’s”) Conflict Minerals Reporting Template (“CMRT”) to identify 3TG smelters and refiners (“SORs”) and associated countries of origin. Below is a summary of verified smelters¹:

<u>SOR / Facility Name</u>	<u>Conflict-Free Status</u>
Gold	
Advanced Chemical Company	CFSP
Aida Chemical Industries Co., Ltd.	CFSP
Argor-Heraeus SA	LBMA, RJC, CFSP
Asahi Pretec Corporation	LBMA, CFSP
Asahi Refining USA Inc.	LBMA, CFSP
Asaka Riken Co., Ltd.	CFSP
Aurubis AG	LBMA, CFSP
Boliden AB	LBMA, CFSP
CCR Refinery - Glencore Canada Corporation	LBMA, CFSP
Chimet S.p.A.	LBMA, CFSP
Gold Refinery of Zijin Mining Group Co., Ltd.	LBMA, CFSP
Heraeus Metals Hong Kong Ltd	LBMA, RJC, CFSP
Heraeus Precious Metals GmbH & Co. KG	LBMA, CFSP
Ishifuku Metal Industry Co., Ltd.	LBMA, CFSP
Istanbul Gold Refinery	LBMA, CFSP
LS-NIKKO Copper Inc.	LBMA, CFSP

¹ Verified smelters are those listed by the CFSI or the U.S. Department of Commerce as known metal processors, or otherwise determined to be metal processors through Source Intelligence’s research.

Matsuda Sangyo Co., Ltd.	LBMA, CFSP
Metalor Technologies (Hong Kong) Ltd.	LBMA, RJC, CFSP
Metalor Technologies SA	LBMA, RJC, CFSP
Metalor USA Refining Corporation	LBMA, RJC, CFSP
METALÚRGICA MET-MEX PEÑÓLES, S.A. DE C.V	LBMA, CFSP
Mitsubishi Materials Corporation	LBMA, CFSP
Nihon Material Co., Ltd.	LBMA, CFSP
Ohura Precious Metal Industry Co., Ltd.	CFSP
PAMP S.A.	LBMA, RJC, CFSP
Republic Metals Corporation	LBMA, RJC, CFSP
Royal Canadian Mint	LBMA, CFSP
SEMPSA Joyería Platería SA	LBMA, CFSP
Shandong Zhaojin Gold & Silver Refinery Co., Ltd.	LBMA, CFSP
Sumitomo Metal Mining Co., Ltd.	LBMA, CFSP
Tanaka Kikinzoku Kogyo K.K.	LBMA, CFSP
The Refinery of Shandong Gold Mining Co., Ltd.	LBMA, CFSP
Umicore Brasil Ltda.	LBMA, CFSP
Umicore SA Business Unit Precious Metals Refining	LBMA, CFSP
Valcambi SA	LBMA, RJC, CFSP
Zhongyuan Gold Smelter of Zhongjin Gold Corporation	LBMA, CFSP

Tin

Alpha	CFSP
Cooperativa Metalurgica de Rondônia Ltda.	CFSP
CV United Smelting	CFSP
Dowa	CFSP
EM Vinto	CFSP
Fenix Metals	CFSP
Gejiu Non-Ferrous Metal Processing Co., Ltd.	CFSP
Magnu's Minerais Metais e Ligas Ltda.	CFSP
Malaysia Smelting Corporation (MSC)	CFSP
Melt Metais e Ligas S.A.	CFSP
Metallo-Chimique N.V.	CFSP
Mineração Taboca S.A.	CFSP
Minsur	CFSP
Mitsubishi Materials Corporation	CFSP
O.M. Manufacturing (Thailand) Co., Ltd.	CFSP
Operaciones Metalurgical S.A.	CFSP

PT Artha Cipta Langgeng	CFSP
PT ATD Makmur Mandiri Jaya	CFSP
PT Bangka Tin Industry	CFSP
PT Belitung Industri Sejahtera	CFSP
PT Bukit Timah	CFSP
PT DS Jaya Abadi	CFSP
PT Eunindo Usaha Mandiri	CFSP
PT Inti Stania Prima	CFSP
PT Mitra Stania Prima	CFSP
PT Panca Mega Persada	CFSP
PT Refined Bangka Tin	CFSP
PT Sariwiguna Binasentosa	CFSP
PT Stanindo Inti Perkasa	CFSP
PT Timah (Persero) Tbk Kundur	CFSP
PT Timah (Persero) Tbk Mentok	CFSP
PT Tinindo Inter Nusa	CFSP
Thaisarco	CFSP
White Solder Metalurgia e Mineração Ltda.	CFSP
Yunnan Tin Group (Holding) Company Limited	CFSP

Countries of Origin for these SORs are believed to include:

Argentina, Armenia, Australia, Bolivia, Brazil, Burundi, Canada, Chile, China, Colombia, Congo (Brazzaville), DRC- Congo (Kinshasa), Ecuador, Egypt, Ethiopia, Finland, France, Guinea, Guyana, India, Indonesia, Italy, Japan, Kazakhstan, Republic of Korea, Kyrgyzstan, Laos, Madagascar, Malaysia, Mexico, Mongolia, Mozambique, Myanmar, Namibia, Niger, Nigeria, Papua New Guinea, Peru, Philippines, Poland, Portugal, Russian Federation, Rwanda, Saudi Arabia, Sierra Leone, Slovakia, South Africa, Spain, Suriname, Sweden, Taiwan, Tajikistan, Thailand, Turkey, Uganda, United Kingdom, United States, Uzbekistan, Vietnam, Zambia, and Zimbabwe

3. Design of Due Diligence Measures

The Company’s due diligence process is based on the Organization for Economic Cooperation and Development’s (“OECD’s”) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas and accompanying Supplements². It is important to note that the OECD Guidance was written for both upstream³ and downstream⁴ companies in the supply chain. As the Company is a downstream company in the supply chain, our due diligence practices were tailored accordingly.

² OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas, Supplement on Tin, Tantalum and Tungsten and Supplement on Gold, 2013; <http://www.oecd.org/daf/inv/mne/GuidanceEdition2.pdf>.

³ Upstream companies refer to those between the mine and SOR. As such, the companies typically include miners, local traders, or exporters from the country of mineral origin, international concentrate traders and SORs.

⁴ Downstream companies refer to those entities between the SOR and retailer. As such, the companies typically include metal traders and exchanges, component manufacturers, product manufacturers, original equipment manufacturers (“OEMs”) and retailers.

4. Due Diligence Measures Implemented

Due Diligence measures undertaken by the Company included the following:

- Adopted a conflict minerals policy. Our conflict minerals policy is publicly available at www.carters.com.
- Developed a comprehensive conflict minerals program/framework outlining management's compliance initiatives with respect to Rule 13p-1 and Form SD.
- Engaged Source Intelligence, a compliance solution provider, to lead information collection/inquiry efforts with the Company's suppliers (343 suppliers identified as in-scope); received a 94% response rate.
- Engaged direct suppliers as part of the Company's due diligence process.
- Identified SORs in the supply chain, through in-scope supplier inquiries, to conduct an RCOI.
- Evaluated supplier responses related to the stated origin of materials, as well as the products specified to contain/not contain conflict minerals for plausibility, consistency, and gaps.
- Implemented cautionary flags for supplier responses prompting additional investigation and action.
- Incorporated relevant elements of compliance with Form SD into our master supplier agreement template.
- Outlined a plan to incorporate any new suppliers into our existing due diligence efforts. Utilized Source Intelligence's online platform to identify each supplier's SORs for raw materials, and verified each supplier's SORs against independently published lists of CFSI's Conflict-Free Smelter Programs.
- Filed Form SD and Conflict Minerals Report with the SEC (and posted the Conflict Minerals Report to the Company website) on May 31, 2017.

5. Steps to Improve Due Diligence

The Company will endeavor to continuously improve upon its supply chain due diligence efforts via the following measures:

- Continue to assess the presence of 3TG in its supply chain.
- Clearly communicate expectations with regard to supplier performance, transparency and sourcing.
- Increase the response rate for RCOI process.
- Continue to compare RCOI results to information collected via independent conflict free smelter validation programs such as the CFSI's Conflict-Free Smelter Program.
- Contact smelters identified as a result of the RCOI process and request their participation in obtaining a "conflict free" designation from an industry program such as the CFSI's Conflict-Free Smelter Program.

6. Product Determination

The Company is unable to determine whether or not various components/materials which contribute to its various apparel and apparel products are DRC conflict free. The Company does not have sufficient information from suppliers or other sources to conclude whether the necessary conflict minerals originated in the Covered Countries.

and, if so, whether the necessary conflict minerals were from recycled or scrap sources, were DRC conflict free, or have not been found to be DRC conflict free. On the basis of the due diligence measures taken above, the Company has determined that certain of its products are “DRC conflict undeterminable”.

7. Independent Private Sector Audit

Based on the Company’s declaration of DRC conflict undeterminable, a private sector audit is not required.