

WASHINGTON DONALD W
Form 4
March 14, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WASHINGTON DONALD W

(Last) (First) (Middle)

C/O HOME BANCORP, INC., 503
KALISTE SALOOM ROAD

(Street)

LAFAYETTE, LA 70508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HOME BANCORP, INC. [HBCP]

3. Date of Earliest Transaction
(Month/Day/Year)

03/13/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/13/2018		P	401 A	\$ 43.8	3,689.436	D (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WASHINGTON DONALD W C/O HOME BANCORP, INC. 503 KALISTE SALOOM ROAD LAFAYETTE, LA 70508	X			

Signatures

/s/ Donald W. Washington 03/14/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes the grant of 420 restricted stock units pursuant to the Issuer's 2014 Incentive Plan that vest in equal installments at the rate of 20% per year commencing on May 12, 2018 and that may be settled only in shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 0;

Title of Each Class of Securities to be Registered
Amount to be Registered (1)

Proposed Maximum Offering Price Per Share (2)

Proposed Maximum

Aggregate
Offering Price (2)

Amount of
Registration Fee (2)

Common Stock, \$0.01 par value per share

3,725,000 shares

\$37.73 \$140,544,250 \$16,107

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement covers such additional number of shares of Carter's common stock as may be issued pursuant to the Carter's Amended and Restated Equity Incentive Plan, as a result of stock splits, stock dividends, or similar transactions.

(2) The proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h)(1) of the Securities Act of 1933, as amended, on the basis of the average high and low prices of the common stock, par value \$0.01 per share, as reported on the New York Stock Exchange on November 2, 2011.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Carter's, Inc., a Delaware corporation (the "Company" or the "Registrant"), to register an additional 3,725,000 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), that may be issued under the Registrant's Amended and Restated Equity Incentive Plan, formerly known as the Amended and Restated 2003 Equity Incentive Plan (the "Plan"). The Company previously filed a Registration Statement on Form S-8 (File No. 333-168446) registering 565,000 shares of Common Stock under the Plan on July 30, 2010 (the "Prior Registration Statement").

Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of the Prior Registration Statement, except with respect to Item 8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Amended and Restated Equity Incentive Plan (previously filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A on April 5, 2011 and incorporated herein by reference).
- 4.2 Certificate of Incorporation of Carter's, Inc., as amended on May 12, 2006 (previously filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K on February 28, 2007 and incorporated herein by reference).
- 4.3 By-laws of Carter's, Inc. (previously filed as Exhibit 3.2 to the Registration Statement on Form S-1 (File No. 333-98679) and incorporated herein by reference).
- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Atlanta, state of Georgia, on November 3, 2011.

CARTER'S, INC.

By: /s/ BRENDAN
M.
GIBBONS

Name: Brendan
M. Gibbons
Title: Senior
Vice President
of Legal &
Corporate
Affairs,
General
Counsel, and
Secretary

1

* * * *

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ MICHAEL D. CASEY	Chairman and Chief Executive Officer (Principal Executive Officer)	November 3, 2011
Michael D. Casey	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 3, 2011
/s/ RICHARD F. WESTENBERGER	Richard F. Westenberger	
/s/ AMY WOODS BRINKLEY	Director	November 3, 2011
Amy Woods Brinkley		
/s/ VANESSA J. CASTAGNA	Director	November 3, 2011
Vanessa J. Castagna		
/s/ A. BRUCE CLEVERLY	Director	November 3, 2011
A. Bruce Cleverly		
/s/ JEVIN S. EAGLE	Director	November 3, 2011
Jevin S. Eagle		
/s/ PAUL FULTON	Director	November 3, 2011
Paul Fulton		
/s/ WILLIAM J. MONTGORIS	Director	November 3, 2011

William J. Montgoris

/s/ DAVID PULVER Director November
3, 2011

David Pulver

/s/ JOHN R. Director November
WELCH 3, 2011

John R. Welch

/s/ THOMAS E. Director November
WHIDDON 3, 2011

Thomas E. Whiddon

EXHIBIT INDEX

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