

CASEY MICHAEL DENNIS

Form 4

November 13, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CASEY MICHAEL DENNIS

(Last) (First) (Middle)

3438 PEACHTREE ROAD
NE, SUITE 1800

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CARTERS INC [CRI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2018

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)

Chairman and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2018		M	(A) or (D) Amount 25,000 (1) A	\$ 18.14	399,397 (2)	D
Common Stock	11/12/2018		S	(A) or (D) Amount 10,944 (1) D	\$ 90.45 (3)	388,453 (2)	D
Common Stock	11/12/2018		S	(A) or (D) Amount 7,756 (1) D	\$ 91.33 (4)	380,697 (2)	D
Common Stock	11/12/2018		S	(A) or (D) Amount 4,900 (1) D	\$ 92.43 (5)	375,797 (2)	D

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Common Stock	11/12/2018	S	1,400 (1)	D	\$ 93.36 (6)	374,397 (2)	D
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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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 18.14	11/12/2018		M		25,000	<u>(1)</u>	03/12/2010	03/12/2019	Common Stock	25,000 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
CASEY MICHAEL DENNIS 3438 PEACHTREE ROAD NE SUITE 1800 ATLANTA, GA 30326	Director 10% Owner Officer Other Chairman and CEO

Signatures

/s/Michael C. Wu,
Attorney-in-Fact 11/13/2018

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).

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- (1) The transactions reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan entered into on April 30, 2018.
- (2) Some of these shares are restricted shares that are subject to either time-vesting or performance-based restrictions.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$89.96 to \$90.88, inclusive.

- (3) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$90.97 to \$91.89, inclusive.

- (4) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$91.99 to \$92.90, inclusive.

- (5) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This is a weighted average price. The shares were sold in multiple trade executions at prices ranging from \$93.20 to \$93.64, inclusive.

- (6) Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

- (7) All of these options are exercisable.

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. >Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

In accordance with the terms of the Merger Agreement, at the Effective Time all of the members of GPIC's board of directors, which consisted of Eric P. Endy, Robert J. Kelly, Charles R. Henry, Martin A. Berkowitz, Alain Thieffry and Jean-François Lendais, were removed and the sole director of Merger Sub immediately prior to the Effective Time, which was Yasushi Shigeta, became the only director of GPIC immediately after the Effective Time.

In accordance with the terms of the Merger Agreement, at the Effective Time all of the officers of GPIC, which consisted of Alain Thieffry as the Chief Executive Officer, Chief Financial Officer, President, Secretary and Treasurer of GPIC, were removed from all such offices and the President, Secretary and Treasurer of Merger Sub immediately prior to the Effective Time, which was Yasushi Shigeta, became the President, Secretary and Treasurer of GPIC immediately after the Effective Time

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

Pursuant to the terms of the Merger Agreement, upon consummation of the Merger on May 1, 2019, the articles of incorporation and bylaws of GPIC were each amended and restated in their entirety.

The Amended and Restated Articles of Incorporation of GPIC are filed as Exhibit 3.1 hereto and incorporated by reference into this Item 5.03. The Amended and Restated Bylaws of GPIC are filed as Exhibit 3.2 hereto and incorporated by reference into this Item 5.03.

Item 8.01. Other Events

On May 1, 2019, GPIC issued a press release announcing the closing of the Merger. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Amended and Restated Articles of Incorporation of Gaming Partners International Corporation

3.2 Amended and Restated Bylaws of Gaming Partners International Corporation

99.1 Press Release of Gaming Partners International Corporation dated May 1, 2019

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 undersigned hereunto duly authorized.

GAMING PARTNERS
INTERNATIONAL CORPORATION

Date: May 1, 2019 By: /s/ Yasushi Shigeta
Name: Yasushi Shigeta
Title: President, Secretary and Treasurer