Childrens Place, Inc. Form 4 October 07, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires: 2005

burden hours per response...

Estimated average 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

per share

1.	Name	e and	Address	of	Reporting	Person
T	$\Omega M$	KEV	/INI			

(Zip)

(First) (Middle)

C/O THE CHILDREN'S PLACE, INC., 500 PLAZA DRIVE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Childrens Place, Inc. [PLCE]

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

10/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

SECAUCUS, NJ 07094

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Securities Beneficially Owned Following Reported Transaction(s)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Instr. 3 and 4)

D

Code V Amount (D) Price Common \$ Stock, par 587 (1) D 10/03/2014 S 49.2 43.547 value \$0.10 (2)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amour	nt of	Derivative	1
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivative		S		Securit	ties	(Instr. 5)	]	
	Derivative			Securities			(Instr.	3 and 4)		(	
	Security				Acquired						1
					(A) or						1
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOW KEVIN C/O THE CHILDREN'S PLACE, INC. 500 PLAZA DRIVE SECAUCUS, NJ 07094

See Remarks

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## **Signatures**

/s/ James E. Myers, as Attorney-In-Fact for Kevin Low

10/07/2014

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 10, 2013. The shares were sold to pay tax liabilities incident to the vesting of resticted stock units on October 1, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.80 to \$49.67, inclusive. The reporting person undertakes to provide to The Children's Place, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

### **Remarks:**

Senior Vice President, Store Operations

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.

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