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

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 28, 2012

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 0-23071

THE CHILDREN'S PLACE RETAIL STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**31-1241495**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. employer identification number)
500 Plaza Drive **Secaucus, New Jersey**	**07094**
(Address of Principal Executive Offices)	(Zip Code)

(201) 558-2400
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares outstanding of the registrant's common stock with a par value of $0.10 per share, as of May 29, 2012 was 24,266,657 shares.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

FOR THE PERIOD ENDED APRIL 28, 2012

TABLE OF CONTENTS

Table of Contents

PART I. - FINANCIAL INFORMATION

Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)

	April 28, 2012	January 28, 2012	April 30, 2011
	(unaudited)		(unaudited)
ASSETS			
Current assets:			
Cash and cash equivalents	$ 204,826	$ 176,655	$ 212,347
Accounts receivable	18,656	17,382	21,269
Inventories	193,852	212,916	192,714
Prepaid expenses and other current assets	40,808	49,184	41,313
Deferred income taxes	14,980	17,188	12,649
Total current assets	473,122	473,325	480,292
Long-term assets:			
Property and equipment, net	329,058	323,863	327,017
Deferred income taxes	50,084	49,054	53,485
Other assets	4,339	4,407	4,168
Total assets	$ 856,603	$ 850,649	$ 864,962
LIABILITIES AND STOCKHOLDERS' EQUITY			
LIABILITIES:			
Current liabilities:			
Accounts payable	$ 34,784	$ 55,516	$ 23,635
Income taxes payable	1,749	1,788	1,061
Accrued expenses and other current liabilities	90,241	74,251	82,424
Total current liabilities	126,774	131,555	107,120
Long-term liabilities:			
Deferred rent liabilities	95,702	94,569	99,975
Other tax liabilities	8,965	9,109	15,370
Other long-term liabilities	5,939	6,050	6,896
Total liabilities	237,380	241,283	229,361
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY:			
Preferred stock, $1.00 par value, 1,000 shares authorized, 0 shares issued and outstanding	—	—	—
Common stock, $0.10 par value, 100,000 shares authorized; 24,435, 24,711 and 26,009 issued; 24,412, 24,697 and 26,000 outstanding	2,443	2,471	2,601
Additional paid-in capital	209,967	210,159	218,826
Treasury stock, at cost (23, 14, and 9 shares)	(1,062)	(598)	(401)
Deferred compensation	1,062	598	401
Accumulated other comprehensive income	15,164	12,685	19,209
Retained earnings	391,649	384,051	394,965
Total stockholders' equity	619,223	609,366	635,601
Total liabilities and stockholders' equity	$ 856,603	$ 850,649	$ 864,962

See accompanying notes to these condensed consolidated financial statements.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net sales	$ 438,508	$ 430,806
Cost of sales	261,721	247,159
Gross profit	176,787	183,647
Selling, general and administrative expenses	122,152	116,722
Asset impairment charges	1,250	398
Other costs	834	—
Depreciation and amortization	17,218	17,751
Operating income	35,333	48,776
Interest expense, net	(51)	(271)
Income before income taxes	35,282	48,505
Provision for income taxes	11,690	19,421
Net income	$ 23,592	$ 29,084
Earnings per common share		
Basic	$ 0.96	$ 1.11
Diluted	$ 0.96	$ 1.10
Weighted average common shares outstanding		
Basic	24,535	26,120
Diluted	24,691	26,387

See accompanying notes to these condensed consolidated financial statements.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In thousands)

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net Income	$ 23,592	$ 29,084
Other Comprehensive Income:		
Foreign currency translation adjustment	2,479	6,052
Comprehensive income	$ 26,071	$ 35,136

See accompanying notes to these condensed consolidated financial statements.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (In thousands)

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 23,592	$ 29,084
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	17,218	17,751
Stock-based compensation	2,997	2,743
Excess tax benefits from stock-based compensation	—	(6,869)
Deferred taxes	1,173	2,536
Deferred rent expense and lease incentives	(3,343)	(3,525)
Other	2,785	1,146
Changes in operating assets and liabilities:		
Inventories	19,650	19,106
Prepaid expenses and other assets	(1,899)	(4,378)
Income taxes payable, net of prepayments	9,211	13,865
Accounts payable and other current liabilities	(7,451)	(22,795)
Deferred rent and other liabilities	4,001	8,531
Total adjustments	44,342	28,111
Net cash provided by operating activities	67,934	57,195
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property and equipment purchases, lease acquisition and software costs	(22,012)	(24,535)
Release of restricted cash	—	2,351
Purchase of company-owned life insurance policies	(62)	(149)
Net cash used in investing activities	(22,074)	(22,333)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving credit facilities	28,365	33,485
Repayments under revolving credit facilities	(28,365)	(33,485)
Purchase and retirement of common stock, including transaction costs	(19,258)	(19,308)
Exercise of stock options	47	2,433
Excess tax benefits from stock-based compensation	—	6,869
Net cash used in financing activities	(19,211)	(10,006)
Effect of exchange rate changes on cash	1,522	3,834
Net increase in cash and cash equivalents	28,171	28,690
Cash and cash equivalents, beginning of period	176,655	183,657
Cash and cash equivalents, end of period	$ 204,826	$ 212,347

See accompanying notes to these condensed consolidated financial statements.

Table of Contents

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (In thousands)

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
OTHER CASH FLOW INFORMATION:		
Net cash paid during the year for income taxes	$ 1,310	$ 2,694
Cash paid during the year for interest	185	369
Increase (decrease) in accrued purchases of property and equipment	2,432	(1,055)

See accompanying notes to these condensed consolidated financial statements.

THE CHILDREN’S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and the rules and regulations of the Securities and Exchange Commission (the “SEC”). Accordingly, certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the consolidated financial position of The Children’s Place Retail Stores, Inc. (the “Company”) as of April 28, 2012 and April 30, 2011 and the results of its consolidated operations and cash flows for the thirteen weeks ended April 28, 2012 and April 30, 2011. The consolidated financial position as of January 28, 2012 was derived from audited financial statements. Due to the seasonal nature of the Company’s business, the results of operations for the thirteen weeks ended April 28, 2012 and April 30, 2011 are not necessarily indicative of operating results for a full fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended January 28, 2012.

Terms that are commonly used in the Company’s notes to condensed consolidated financial statements are defined as follows:

- First Quarter 2012 — The thirteen weeks ended April 28, 2012.
- First Quarter 2011 — The thirteen weeks ended April 30, 2011.
- FASB — Financial Accounting Standards Board.
- FASB ASC — FASB Accounting Standards Codification, which serves as the source for authoritative U.S. GAAP, except that rules and interpretive releases by the SEC are also sources of authoritative U.S. GAAP for SEC registrants.

Stock-based Compensation

The Company generally grants time vesting stock awards ("Deferred Awards") and performance-based stock awards ("Performance Awards") to employees at management levels and above. The Company also grants Deferred Awards to its non-employee directors. Deferred Awards are granted in the form of restricted stock units that require each recipient to complete a service period. Deferred Awards generally vest ratably over three years except that those granted to non-employee directors generally vest after one year. Performance Awards are granted in the form of restricted stock units which have performance criteria that must be achieved for the awards to vest in addition to a service period requirement. Each Performance Award has a defined number of shares that an employee can earn (the “Target Shares”) and based on the performance level achieved, the Target Shares can be earned anywhere from zero up to a maximum number as defined in the award agreement, which historically has been 200%. Performance Awards have historically cliff vested after a three year service period. The fair value of all awards issued prior to May 20, 2011 was based on the average of the high and low selling price of the Company’s common stock on the grant date. Effective with the adoption of a new equity compensation plan, the fair value of all awards granted on or after May 20, 2011 is based on the closing price of the Company’s common stock on the grant date. Compensation expense is recognized ratably over the related service period reduced for estimated forfeitures of those awards not expected to vest due to employee turnover.

Deferred Compensation Plan

The Company has a deferred compensation plan (the “Deferred Compensation Plan”), which is a nonqualified, unfunded plan, for eligible senior level employees. Under the plan, participants may elect to defer up to 80% of his or her base salary and/or up to 100% of his or her bonus to be earned for the year following the year in which the deferral election is made. The Deferred Compensation Plan also permits members of the Board of Directors to elect to defer payment of all or a portion of their retainer and other fees to be earned for the year following the year in which a deferral election is made. In addition, eligible employees and directors of the Company may also elect to defer payment of any shares of Company stock that is earned with respect to stock-based awards. Directors may also elect their cash deferrals to be invested in shares of the Company’s common stock. Such elections are irrevocable and will be settled in shares of common stock. The Company is not required to contribute to the Deferred Compensation Plan, but at its sole discretion, can make additional contributions on behalf of the participants. Deferred amounts are not subject to forfeiture and are deemed invested among investment funds offered under the Deferred Compensation Plan, as directed by each participant. Payments of deferred amounts (as adjusted for earnings and losses) are payable following separation from service or at a date or dates elected by the participant at the time the deferral is elected. Payments of deferred amounts are generally made in either a lump sum or in annual installments over a period not exceeding 15 years. All other deferred amounts are payable in the form in which they were made; cash deferrals are payable in cash and stock deferrals are payable in stock. Earlier distributions are not permitted except in the case of an unforeseen hardship.

The Company has established a rabbi trust that serves as an investment to shadow the Deferred Compensation Plan liability; however, the assets of the rabbi trust are general assets of the Company and as such, would be subject to the claims of creditors in the event of bankruptcy or insolvency. The investments of the rabbi trust consist of company-owned life insurance policies ("COLIs") and Company stock. The Deferred Compensation Plan liability, excluding Company stock, is included in other long-term liabilities and changes in the balance are recognized as compensation expense. The cash surrender values of the COLIs are included in other assets and related earnings and losses are recognized as investment income or loss, which is included in selling, general and administrative expenses. Company stock deferrals are included in the equity section of the Company's consolidated balance sheet as treasury stock and as a deferred compensation liability. Deferred stock is recorded at fair market value at the time of deferral and any subsequent changes in fair market value are not recognized.

The Deferred Compensation Plan liability, excluding Company stock, at fair value, was approximately $0.6 million at April 28, 2012 and $0.7 million at each of January 28, 2012 and April 30, 2011. The cash surrender value of the COLIs, at fair value, was approximately $0.7 million at each of April 28, 2012, January 28, 2012 and April 30, 2011, respectively. Company stock was $1.1 million, $0.6 million, and $0.4 million at April 28, 2012, January 28, 2012 and April 30, 2011, respectively.

Exit or Disposal Cost Obligations

In accordance with the "*Exit or Disposal Cost Obligations*" topic of the FASB ASC, the Company records its exit and disposal costs at fair value to terminate an operating lease or contract when termination occurs before the end of its term and without future economic benefit to the Company. In cases of employee termination benefits, the Company recognizes an obligation only when all of the following criteria are met:

- management, having the authority to approve the action, commits to a plan of termination;
- the plan identifies the number of employees to be terminated, their job classifications or functions and their locations, and the expected completion date;
- the plan establishes the terms of the benefit arrangement, including the benefits that employees will receive upon termination (including but not limited to cash payments), in sufficient detail to enable employees to determine the type and amount of benefits they will receive if they are involuntarily terminated; and
- actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

During the First Quarter 2012, management approved a plan to exit its distribution center in Ontario, California (the "West Coast DC") and move its operations to its distribution center in Fort Payne, Alabama. The lease of the West Coast DC expires in March 2016 and the Company ceased using the facility in May 2012. Total estimated costs of exiting the West Coast DC are approximately $4.0 million, and primarily include lease termination costs (net of anticipated sublease income), asset disposal costs, and severance to affected employees. During the First Quarter 2012, the Company recognized approximately $0.8 million of these costs, which are included in other costs in the accompanying condensed consolidated statements of operations.

Retained Earnings

The Company is currently restricted from paying dividends in cash under its credit facility agreement (see Note 6). There are no other restrictions on the Company's retained earnings.

Fair Value Measurement and Financial Instruments

The "Fair Value Measurements and Disclosure" topic of the FASB ASC provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities.

This topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-level hierarchy, which encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the hierarchy are defined as follows:

- Level 1 - inputs to the valuation techniques that are quoted prices in active markets for identical assets or liabilities
- Level 2 - inputs to the valuation techniques that are other than quoted prices but are observable for the assets or liabilities, either directly or indirectly

- Level 3 - inputs to the valuation techniques that are unobservable for the assets or liabilities

The Company’s cash and cash equivalents, accounts receivable, accounts payable and credit facility are all short-term in nature and as such, their carrying amounts approximate fair value. The assets and liabilities of the Company’s Deferred Compensation Plan, excluding Company stock, fall within Level 1 of the fair value hierarchy. The Company stock that is included in the Deferred Compensation Plan is not subject to fair value measurement.

Recently Adopted Accounting Updates

Effective January 29, 2012, the Company adopted the accounting standard update, “*Comprehensive Income*”. Under this update, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The Company has elected to present comprehensive income in two separate but consecutive statements in the accompanying condensed consolidated financial statements.

2. STOCKHOLDERS’ EQUITY

On August 18, 2010, the Company’s Board of Directors authorized a share repurchase program in the amount of $100 million (the “2010 Share Repurchase Program”), on March 3, 2011 another share repurchase program was authorized in the amount of $100 million (the “2011 Share Repurchase Program”), and on March 7, 2012, a third share repurchase program was authorized in the amount of $50.0 million (the "2012 Share Repurchase Program"). The 2010 Share Repurchase Program and the 2011 Share Repurchase Program have been completed. Under the 2012 Share Repurchase Program, the Company may repurchase shares in the open market at current market prices at the time of purchase or in privately negotiated transactions.

Pursuant to restrictions imposed by the Company's insider trading policy during black-out periods, the Company withholds and retires shares of vesting stock awards in exchange for payments to satisfy the withholding tax requirements of certain recipients. The Company's payment of the withholding taxes in exchange for the shares constitutes a purchase of its common stock. The Company also acquires shares of its common stock in conjunction with liabilities owed under the Company's Deferred Compensation Plan, which are held in treasury.

The following table summarizes the Company's share repurchases (in thousands):

	Thirteen Weeks Ended				April 29, 2012	
	April 28, 2012		April 30, 2011		to May 29, 2012	
	Shares	Value	Shares	Value	Shares	Value
Shares repurchases related to:						
2010 Share buyback program	—	$ —	213.2	$ 10,147.7	—	$ —
2011 Share buyback program	377.2	19,245.5	159.2	8,345.6	—	—
2012 Share buyback program	—	—	—	—	0.2	7.4
Withholding taxes	0.2	12.3	18.0	814.6	—	—
Shares acquired and held in treasury	9.3	463.3	9.5	401.4	—	—

In accordance with the “*Equity*” topic of the FASB ASC, the par value of the shares retired is charged against common stock and the remaining purchase price is allocated between additional paid-in capital and retained earnings. The portion charged against additional paid-in capital is done using a pro rata allocation based on total shares outstanding. Related to all shares retired during the First Quarter 2012 and the First Quarter 2011, approximately $16.0 million and $16.1 million, respectively, were charged to retained earnings.

3. STOCK-BASED COMPENSATION

The following table summarizes the Company's stock-based compensation expense (in thousands):

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Deferred Awards	$ 2,377	$ 2,384
Performance Awards	620	359
Total stock-based compensation expense **(1)**	$ 2,997	$ 2,743

(1) During the First Quarter 2012 and First Quarter 2011, approximately $0.2 million and $0.4 million, respectively, were included in cost of sales. All other stock-based compensation is included in selling, general & administrative expenses.

The Company recognized a tax benefit related to stock-based compensation expense of $1.2 million and $1.1 million for the First Quarter 2012 and First Quarter 2011, respectively.

Awards Granted During the First Quarter 2012

Pursuant to an employment agreement and amendments thereto with its Chief Executive Officer and President, the Company granted Deferred Awards of 196,768 shares of its common stock that vest over three years. In addition, the Company granted Performance Awards that provide for the issuance of 100,180 Target Shares if the Company meets its operating income target for fiscal 2012. The Performance Awards have a minimum threshold that would provide 50% of the Target Shares and a maximum target that would provide 200% of the Target Shares. Depending on the final operating income, the percentage earned can be 0%, or any percentage including and between 50% and 200%. Any earned Performance Awards cliff vest in February 2014.

Additionally, during the First Quarter 2012, the Company granted Deferred Awards of 221,830 shares of its common stock to employees, including new hire awards, which vest ratably over three years. The Company also granted Performance Awards to employees that provide for the issuance of 114,560 Target Shares if the Company meets its operating income target for fiscal 2012. The Performance Awards have a minimum threshold that would provide 50% of the Target Shares and a maximum target that would provide 200% of the Target Shares. Depending on the final operating income, the percentage earned can be 0%, or any percentage including and between 50% and 200%. Any earned Performance Awards cliff vest after three years.

On January 29, 2012, the Company made its annual grant of Deferred Awards to the members of its Board of Directors. Total shares of common stock granted were 16,032 and vest after one year.

Changes in the Company's Unvested Stock Awards during the First Quarter 2012

Deferred Awards

	Number of Shares	Weighted Average Grant Date Fair Value
	(in thousands)	
Unvested Deferred Awards beginning of period	406	$ 47.96
Granted	435	48.68
Vested	(99)	49.29
Forfeited	(25)	49.21
Unvested Deferred Awards, end of period	717	$ 48.17

Total unrecognized stock-based compensation expense related to unvested Deferred Awards approximated $31.6 million as of April 28, 2012, which will be recognized over a weighted average period of approximately 2.6 years.

Performance Awards

	Number of Performance Shares (1)		Weighted Average Grant Date Fair Value
	(in thousands)		
Unvested Performance Awards, beginning of period	6	$	46.08
Granted	215		48.72
Vested	(1)		45.38
Forfeited	(1)		47.30
Unvested Performance Awards, end of period	219	$	48.67

(1) For those awards in which the performance period is complete, the number of unvested shares is based on actual shares that will vest upon completion of the service period. For those awards in which the performance period is not yet complete, the number of unvested shares is based on the participants earning their Target Shares at 100%. As of April 28, 2012, the Company estimates that for those awards in which the performance period is not yet complete, participants will earn 100% of their Target Shares. The cumulative expense recognized reflects changes in estimates as they occur.

Based on the current number of Performance Awards expected to be earned, the total unrecognized stock-based compensation expense related to unvested Performance Awards approximated $10.1 million as of April 28, 2012, which will be recognized over a weighted average period of approximately 2.5 years.

Stock Options

At April 28, 2012, there were no unvested stock options.

Outstanding Stock Options

Changes in the Company's outstanding stock options for First Quarter 2012 were as follows:

	Number of Options		Weighted Average Exercise Price	Weighted Average Remaining Contractual Life		Aggregate Intrinsic Value
	(in thousands)			(in years)		(in thousands)
Options outstanding at beginning of period	154	$	30.98	4.2	$	2,943
Granted	—		—	—		—
Exercised	(1)		31.94	N/A		29
Forfeited	(1)		24.60	N/A		13
Options outstanding and exercisable at end of period	152	$	31.00	4.0	$	2,397

4. NET INCOME PER COMMON SHARE

The following table reconciles net income and share amounts utilized to calculate basic and diluted net income per common share (in thousands):

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net income	$ 23,592	$ 29,084
Basic weighted average common shares	24,535	26,120
Dilutive effect of stock awards	156	267
Diluted weighted average common shares	24,691	26,387
Antidilutive stock awards	104	141

Antidilutive stock awards (stock options, Deferred Awards and Performance Awards) represent those awards that are excluded from the earnings per share calculation as a result of their antidilutive effect in the application of the treasury stock method in accordance with the "*Earnings per Share*" topic of the FASB ASC.

5. PROPERTY AND EQUIPMENT

Property and equipment consist of the following (in thousands):

	Asset Life	April 28, 2012	January 28, 2012	April 30, 2011
Property and equipment:				
Land and land improvements	—	$ 3,403	$ 3,403	$ 3,403
Building and improvements	20-25 yrs	35,548	35,548	34,370
Material handling equipment	10-15 yrs	52,772	52,770	50,689
Leasehold improvements	Lease life	414,165	403,080	405,613
Store fixtures and equipment	3-10 yrs	293,897	287,838	288,968
Capitalized software	5 yrs	80,621	78,623	73,251
Construction in progress	—	24,880	23,666	16,284
		905,286	884,928	872,578
Less accumulated depreciation and amortization		(576,228)	(561,065)	(545,561)
Property and equipment, net		$ 329,058	$ 323,863	$ 327,017

During the First Quarter 2012, the Company recorded a $1.3 million impairment charge related to one store whose lease we plan to terminate during the second quarter. During the First Quarter 2011, the Company recorded $0.4 million of impairment charges primarily related to two underperforming stores.

As of April 28, 2012, January 28, 2012 and April 30, 2011, the Company had approximately $8.5 million, $6.1 million and $3.6 million, respectively, in property and equipment for which payment had not been made. These amounts are included in accounts payable and accrued expenses and other current liabilities.

6. CREDIT FACILITY

The Company and certain of its domestic subsidiaries maintain a credit agreement with Wells Fargo Bank, National Association (“Wells Fargo”), Bank of America, N.A., HSBC Business Credit (USA) Inc., and JPMorgan Chase Bank, N.A. as lenders (collectively, the “Lenders”) and Wells Fargo, as Administrative Agent, Collateral Agent and Swing Line Lender (the “Credit Agreement”). The Credit Agreement has been amended from time to time and the provisions below reflect all amendments.

The Credit Agreement, which expires in August 2016, consists of a $150 million asset based revolving credit facility, with a $125 million sublimit for standby and documentary letters of credit and an accordion feature that could provide up to $75 million of additional availability, of which $25 million is committed. Revolving credit loans outstanding under the Credit Agreement bear interest, at the Company’s option, at:

(i) the prime rate plus a margin of 0.75% to 1.00% based on the amount of the Company’s average excess availability under the facility; or
(ii) the London InterBank Offered Rate, or “LIBOR”, for an interest period of one, two, three or six months, as selected by the Company, plus a margin of 1.75% to 2.00% based on the amount of the Company’s average excess availability under the facility.

The Company is charged an unused line fee of 0.375% on the unused portion of the commitments. Letter of credit fees range from 0.875% to 1.00% for commercial letters of credit and range from 1.25% to 1.50% for standby letters of credit. Letter of credit fees are determined based on the amount of the Company's average excess availability under the facility. The amount available for loans and letters of credit under the Credit Agreement is determined by a borrowing base consisting of certain credit card receivables, certain inventory and the fair market value of certain real estate, subject to certain reserves.

The outstanding obligations under the Credit Agreement may be accelerated upon the occurrence of certain events, including, among others, non-payment, breach of covenants, the institution of insolvency proceedings, defaults under other material indebtedness and a change of control, subject, in the case of certain defaults, to the expiration of applicable grace periods. The Company is not subject to any early termination fees.

The Credit Agreement contains covenants, which include limitations on stock buybacks and the payment of cash dividends or similar payments. Credit extended under the Credit Agreement is secured by a first priority security interest in substantially all of the Company's assets.

On August 16, 2011, the Credit Agreement was amended to provide for, among other things, an extension of the term of the Credit Agreement, a reduction in the maximum available borrowings under the facility, a reduction in the sublimit for standby and documentary letters of credit, and a net reduction in various rates charged under the Credit Agreement, each as reflected above. This amendment also provided for the elimination of the maximum capital expenditures covenant. In conjunction with this amendment, the Company paid $0.7 million in additional deferred financing costs.

As of April 28, 2012, the Company has capitalized an aggregate of approximately $3.3 million in deferred financing costs related to the Credit Agreement. The unamortized balance of deferred financing costs at April 28, 2012 was $1.5 million. Unamortized deferred financing costs are amortized on a straight-line basis over the remaining term of the Credit Agreement.

The table below presents the components (in millions) of the Company's credit facility:

	April 28, 2012	January 28, 2012	April 30, 2011
Credit facility maximum	$ 150.0	$ 150.0	$ 200.0
Borrowing base	150.0	150.0	150.6
Outstanding borrowings	—	—	—
Letters of credit outstanding—merchandise	19.7	23.1	17.4
Letters of credit outstanding—standby	12.2	11.2	13.1
Utilization of credit facility at end of period	31.9	34.3	30.5
Availability **(1)**	$ 118.1	$ 115.7	$ 120.1
Interest rate at end of period **(2)**	4.0%	4.0%	3.3%

	First Quarter 2012	Fiscal 2011	First Quarter 2011
Average end of day loan balance during the period	$ —	$ —	$ —
Highest end of day loan balance during the period	—	0.2	—
Average interest rate	4.0%	3.6%	3.3%

(1) The sublimit availability for the letters of credit was $93.1 million, $90.7 million, and $120.1 million at April 28, 2012, January 28, 2012, and April 30, 2011, respectively.

(2) Prior to the amendment on August 16, 2011, the disclosed interest rate at the end of the period was equal to the prime rate. Effective with this amendment, the disclosed interest rate at the end of the period was equal to the prime rate plus a 0.75% fee, as noted above.

Letter of Credit Fees

Letter of credit fees approximated $0.1 million in each of the First Quarter 2012 and First Quarter 2011, and are included in cost of sales.

7. LEGAL AND REGULATORY MATTERS

During the First Quarter 2012, neither the Company nor any of its subsidiaries became a party to, nor did any of their property become the subject of, any material legal proceedings. The Company is also involved in various legal proceedings arising in the normal course of business. In the opinion of management, any ultimate liability arising out of these proceedings will not have a material effect on the Company's financial position, results of operations or cash flows.

8. INCOME TAXES

The Company computes income taxes using the liability method. This method requires recognition of deferred tax assets and liabilities, measured by enacted rates, attributable to temporary differences between the financial statement and income tax bases of assets and liabilities. Deferred tax assets and liabilities are comprised largely of book tax differences relating to depreciation, rent expense, inventory and various accruals and reserves.

The Company’s effective tax rate from continuing operations for the First Quarter 2012 was 33.1% compared to 40.0% during the First Quarter 2011. This reduction primarily relates to the Company's assertion during the fourth quarter of fiscal 2011 that its investment in its Asian subsidiaries is permanent and that the earnings of such subsidiaries will be indefinitely reinvested. Accordingly, the Company stopped providing U.S. deferred taxes on the undistributed earnings of these subsidiaries.

During the First Quarter 2012 and the First Quarter 2011, the Company recognized approximately $0.1 million and $0.2 million, respectively, of additional interest expense related to its unrecognized tax benefits. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense.

The Company is subject to taxation and files income tax returns in the U.S. federal jurisdiction, various states and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax audits for years through fiscal 2006. With limited exception, the Company is no longer subject to state, local or non-U.S. income tax audits by taxing authorities for years before fiscal 2008.

Management believes that an adequate provision has been made for any adjustments that may result from tax examinations; however, the outcome of tax audits cannot be predicted with certainty. If any issues addressed in the Company's tax audits are resolved in a manner not consistent with management's expectations, the Company could be required to adjust its provision for income tax in the period such resolution occurs.

9. INTEREST EXPENSE, NET

The following table presents the components of the Company’s interest expense, net (in thousands):

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Interest income	$ 223	$ 238
Tax-exempt interest income	—	5
Total interest income	223	243
Less:		
Interest expense – credit facilities	37	63
Unused line fee	114	304
Amortization of deferred financing fees	91	145
Other interest and fees	32	2
Total interest expense	274	514
Interest expense, net	$ (51)	$ (271)

10. SEGMENT INFORMATION

In accordance with the “*Segment Reporting*” topic of the FASB ASC, the Company reports segment data based on management responsibility: The Children’s Place U.S. and The Children’s Place Canada. Included in The Children’s Place U.S. segment are the Company’s U.S. and Puerto Rico based stores. Each segment includes an e-commerce business located at *www.childrensplace.com*. The Company measures its segment profitability based on operating income, defined as income before interest and taxes. Net sales and direct costs are recorded by each segment. Certain inventory procurement functions such as production and design as well as corporate overhead, including executive management, finance, real estate, human resources, legal, and information technology services are managed by The Children’s Place U.S. segment. Expenses related to these functions, including depreciation and amortization, are allocated to The Children’s Place Canada segment based primarily on net sales. The assets related to these functions are not allocated. The Company periodically reviews these allocations and adjusts them based upon changes in business circumstances. Net sales from external customers are derived from merchandise sales and the Company has no major customers that account for more than 10% of its net sales. As of April 28, 2012, The Children’s Place U.S. operated 937 stores and The Children’s Place Canada operated 125 stores. As of April 30, 2011, The Children’s Place U.S. operated 922 stores and The Children’s Place Canada operated 110 stores.

The following tables provide segment level financial information for the First Quarter 2012 and the First Quarter 2011 (dollars in thousands):

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net sales (1):		
The Children’s Place U.S.	$ 384,783	$ 380,508
The Children’s Place Canada	53,725	50,298
Total net sales	$ 438,508	$ 430,806
Gross profit:		
The Children’s Place U.S.	$ 154,855	$ 159,419
The Children’s Place Canada	21,932	24,228
Total gross profit	$ 176,787	$ 183,647
Gross Margin:		
The Children’s Place U.S.	40.2%	41.9%
The Children’s Place Canada	40.8%	48.2%
Total gross margin	40.3%	42.6%
Operating income:		
The Children’s Place U.S. **(2)**	$ 32,553	$ 41,255
The Children’s Place Canada **(3)**	2,780	7,521
Total operating income	$ 35,333	$ 48,776
Operating income as a percent of net sales:		
The Children’s Place U.S.	8.5%	10.8%
The Children’s Place Canada	5.2%	15.0%
Total operating income	8.1%	11.3%
Depreciation and amortization:		
The Children’s Place U.S.	$ 14,230	$ 15,704
The Children’s Place Canada **(3)**	2,988	2,047
Total depreciation and amortization	$ 17,218	$ 17,751
Capital expenditures:		
The Children’s Place U.S.	$ 19,160	$ 21,371
The Children’s Place Canada	2,852	3,164
Total capital expenditures	$ 22,012	$ 24,535

(1) All of the Company's foreign revenues are included in The Children's Place Canada segment.

(2) Included in the First Quarter 2012 is approximately $0.8 million of exit costs related to a management approved plan to exit the Company's distribution center in Ontario, California (the "West Coast DC") and move its operations to its distribution center in Fort Payne, Alabama. Total costs of exiting the West Coast DC, which will be completed during the second quarter of fiscal 2012, are expected to be approximately $4.0 million, and will primarily include lease termination costs (net of anticipated sublease income), asset disposal costs, and severance to affected employees.

(3) The First Quarter 2012 includes approximately $0.9 million of accelerated depreciation for seven Canadian stores that will be remodeled earlier than anticipated.

	April 28, 2012	January 28, 2012	April 30, 2011
Total assets:			
The Children’s Place U.S.	$ 698,803	$ 693,489	$ 722,821
The Children’s Place Canada	157,800	157,160	142,141
Total assets	$ 856,603	$ 850,649	$ 864,962

11. SUBSEQUENT EVENTS

Subsequent to April 28, 2012 and through May 29, 2012, the Company repurchased 0.2 million shares for approximately $7.4 million, pursuant to the 2012 Share Repurchase Program.

On May 1, 2012, the Company entered into a letter agreement with Steven Baginski that provides for the Company's employment of Mr. Baginski on an at-will basis as the Company's Chief Financial Officer.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as “may,” “will,” “should,” “plan,” “project,” “expect,” “anticipate,” “estimate” and similar words, although some forward-looking statements are expressed differently. These forward-looking statements of The Children's Place Retail Stores, Inc. (the “Company”) are based upon the Company's current expectations and assumptions and are subject to various risks and uncertainties that could cause actual results and performance to differ materially. Some of these risks and uncertainties are described in the Company's filings with the Securities and Exchange Commission, including in the “Risk Factors” section of its Annual Report on Form 10-K for the fiscal year ended January 28, 2012. Included among the risks and uncertainties that could cause actual results and performance to differ materially are the risk that the Company will be unsuccessful in gauging fashion trends and changing consumer preferences, the risks resulting from the highly competitive nature of the Company's business and its dependence on consumer spending patterns, which may be affected by the continued weakness in the economy or by other factors such as increases in the cost of gasoline and food, and the risk that the cost of raw materials or energy prices will increase beyond current expectations or that the Company is unable to offset cost increases through value engineering or price increases, and the uncertainty of weather patterns. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could prove to be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The Company undertakes no obligation to release publicly any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

The following discussion should be read in conjunction with the Company’s unaudited financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the annual audited financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended January 28, 2012.

Terms that are commonly used in our management’s discussion and analysis of financial condition and results of operations are defined as follows:

- *First Quarter 2012 — The thirteen weeks ended April 28, 2012.*
- *First Quarter 2011 — The thirteen weeks ended April 30, 2011.*
- *Comparable Store Sales — Net sales, in constant currency, from stores that have been open for at least 14 consecutive months. Stores that temporarily close for non- substantial remodeling will be excluded from comparable store sales for only the period that they were closed. A store is considered substantially remodeled if it has been relocated or materially changed in size.*
- *Comparable Retail Sales — Comparable Store Sales plus comparable sales from our e-commerce store.*
- *Gross Margin — Gross profit expressed as a percentage of net sales.*
- *SG&A — Selling, general and administrative expenses.*
- *FASB — Financial Accounting Standards Board.*
- *SEC — U.S. Securities and Exchange Commission.*
- *U.S. GAAP — Generally Accepted Accounting Principles in the United States.*
- *FASB ASC — FASB Accounting Standards Codification, which serves as the source for authoritative U.S. GAAP, except that rules and interpretive releases by the SEC are also sources of authoritative U.S. GAAP for SEC registrants.*

Our Business

We are the largest pure-play children's specialty apparel retailer in North America. We design, contract to manufacture and sell fashionable, high-quality, value-priced merchandise, virtually all of which is under our proprietary “The Children's Place” and “Place” brand names. Our objective is to deliver high-quality merchandise at value prices. As of April 28, 2012, we operated 1,062 stores throughout North America and our e-commerce business at *www.childrensplace.com.*

Segment Reporting

In accordance with the "*Segment Reporting*" topic of the FASB ASC, we report segment data based on management responsibility: The Children's Place U.S. and The Children's Place Canada. Included in The Children's Place U.S. segment are our U.S. and Puerto Rico based stores. Each segment includes an e-commerce business located at *www.childrensplace.com*. We measure our segment profitability based on operating income, defined as income before interest and taxes. Net sales and direct costs are recorded by each segment. Certain inventory procurement functions such as production and design as well as corporate overhead, including executive management, finance, real estate, human resources, legal, and information technology services are managed by The Children's Place U.S. segment. Expenses related to these functions, including depreciation and amortization, are allocated to The Children's Place Canada segment based primarily on net sales. The assets related to these functions are not allocated. We periodically review these allocations and adjust them based upon changes in business circumstances. Net sales from external customers are derived from merchandise sales and we have no major customers that account for more than 10% of our net sales. As of April 28, 2012, The Children's Place U.S. operated 937 stores and The Children's Place Canada operated 125 stores. As of April 30, 2011, The Children's Place U.S. operated 922 stores and The Children's Place Canada operated 110 stores.

Recent Developments

During the First Quarter 2012, management took several actions to reduce our future operating costs, including the following:

- Approved a plan to exit our distribution center in Ontario, California (the "West Coast DC") and move its operations to our distribution center in Fort Payne, Alabama. The lease of the West Coast DC expires in March 2016 and we ceased using the facility in May 2012. Total estimated costs of exiting the West Coast DC are approximately $4.0 million, and primarily include lease termination costs (net of anticipated sublease income), asset disposal costs, and severance to affected employees. Approximately $0.8 million of these costs were recognized during the First Quarter 2012 and are included in other costs in the accompanying condensed consolidated statements of operations;
- We streamlined our field workforce and eliminated certain positions in our corporate headquarters and incurred approximately $2.0 million of severance expense; and
- As part of a continuing store fleet review, we incurred an impairment charge of approximately $1.3 million for an oversized store whose lease we plan to terminate during the second quarter, we incurred approximately $0.9 million of accelerated depreciation for seven Canadian stores that will be remodeled earlier than anticipated, and we identified certain store fixtures and supplies that will no longer be used, which resulted in a write-off charge of approximately $0.7 million.

On March 3, 2011 our Board of Directors authorized a share repurchase program in the amount of $100 million (the "2011 Share Repurchase Program"), and on March 7, 2012, our Board of Director's authorized another share repurchase program in the amount of $50.0 million (the "2012 Share Repurchase Program"). During the First Quarter 2012, we completed the 2011 Share Repurchase Program by utilizing the final $19.2 million of availability. Under the 2012 Share Repurchase Program, we may repurchase shares in the open market at current market prices at the time of purchase or in privately negotiated transactions.

On May 1, 2012, we entered into a letter agreement with Steven Baginski that provides for our employment of Mr. Baginski on an at-will basis as our Chief Financial Officer.

Operating Highlights

Net sales increased by $7.7 million, or 1.8%, to $438.5 million in the First Quarter 2012 from $430.8 million during the First Quarter 2011. Our Comparable Retail Sales decreased 0.7% during the First Quarter 2012 compared to a 3.2% decrease during the First Quarter 2011.

We reported net income of $23.6 million, or $0.96 per diluted share during the First Quarter 2012, compared to $29.1 million, or $1.10 per diluted share, during the First Quarter 2011.

During the First Quarter 2012, we opened 18 The Children's Place stores and closed five. During the First Quarter 2011, we opened 42 The Children's Place stores and closed five.

We have subsidiaries whose operating results are based in foreign currencies and are thus subject to the fluctuations of the corresponding translation rates into U.S. dollars. The below table summarizes those average translation rates most impacting our operating results:

	Thirteen Weeks Ended	
	April 28, 2012	**April 30, 2011**
Average Translation Rates (1)		
Canadian Dollar	1.0069	1.0238
Hong Kong Dollar	0.1289	0.1285
China Yuan Renminbi	0.1588	0.1524

(1) The average translation rates are the average of the monthly translation rates used during each period to translate the respective income statements. The rates represent the U.S. dollar equivalent of a unit of each foreign currency.

For the First Quarter 2012, the effects of these translation rate changes on net sales, gross profit and income before taxes were decreases of $1.1 million, $0.5 million and $0.1 million, respectively. Net sales are affected only by the Canadian dollar translation rates. In addition to the translation rate changes, the gross profit of our Canadian subsidiary is also impacted by its purchases of inventory, which are priced in U.S. dollars. The effect of these purchases on our gross profit was a decrease of approximately $0.3 million during the First Quarter 2012.

CRITICAL ACCOUNTING POLICIES

The preparation of consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues and expenses during the reported period. In many cases, there are alternative policies or estimation techniques that could be used. We continuously review the application of our accounting policies and evaluate the appropriateness of the estimates used in preparing our financial statements; however, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information. Consequently, actual results could differ from our estimates.

The accounting policies and estimates discussed below include those that we believe are the most critical to aid in fully understanding and evaluating our financial results. Senior management has discussed the development and selection of our critical accounting policies and estimates with the Audit Committee of our Board of Directors, which has reviewed our related disclosures herein.

Inventory Valuation

Merchandise inventories are stated at the lower of average cost or market, using the retail inventory method. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a cost-to-retail ratio, for each merchandise department, to the retail value of inventories. An initial markup is applied to inventory at cost to establish a cost-to-retail ratio. Permanent markdowns, when taken, reduce both the retail and cost components of inventory on hand so as to maintain the already established cost-to-retail relationship. At any one time, inventories include items that have been marked down to our best estimate of the lower of their cost or fair market value and an estimate of our inventory shrinkage.

We base our decision to mark down merchandise upon its current rate of sale, the season, and the age and sell-through of the item. We estimate sell-through rates based upon historical and forecasted information. Markdown reserves are assessed and adjusted each quarter based on current sales trends and their resulting impact on forecasts. Our success is largely dependent upon our ability to gauge the fashion taste of our customers, and to provide a well-balanced merchandise assortment that satisfies customer demand. Throughout the year, we review our inventory in order to identify slow moving items and generally use markdowns to clear them. Any inability to provide the proper quantity of appropriate merchandise in a timely manner, or to correctly estimate the sell-through rate, could have a material impact on our consolidated financial statements. Our historical estimates have not differed materially from actual results and a 10% difference in our markdown reserve as of April 28, 2012 would have impacted net income by approximately $0.6 million. Our markdown reserve balance at April 28, 2012 was approximately $10.2 million.

Additionally, we adjust our inventory based upon an annual physical inventory, which is taken during the last quarter of the fiscal year. Based on the results of our historical physical inventories, an estimated shrink rate is used for each successive quarter until the next annual physical inventory, or sooner if facts or circumstances should indicate differently. A 1% difference in our shrinkage rate at retail could impact each quarter's net income by approximately $0.6 million.

Stock-Based Compensation

We account for stock-based compensation according to the provisions of the "*Compensation-Stock Compensation*" topic of the FASB ASC.

Time Vesting and Performance-Based Awards

We generally grant time vesting and performance-based stock awards to employees at management levels and above. We also grant time vesting stock awards to our non-employee directors. Time vesting awards are granted in the form of restricted stock units that require each recipient to complete a service period ("Deferred Awards"). Deferred Awards generally vest ratably over three years except that those granted to non-employee directors generally vest after one year. Performance-based stock awards are granted in the form of restricted stock units which have performance criteria that must be achieved for the awards to vest in addition to a service period requirement ("Performance Awards"). Each Performance Award has a defined number of shares that an employee can earn (the "Target Shares") and based on the performance level achieved, the employee can earn up to 200% of their Target Shares. Performance Awards historically have cliff vested after a three year service period. The fair value of all awards issued prior to May 20, 2011 was based on the average of the high and low selling price of our common stock on the grant date. Effective with the adoption of the 2011 Equity Plan, the fair value of all awards granted on or after May 20, 2011 is based on the closing price of our common stock on the grant date. Compensation expense is recognized ratably over the related service period reduced for estimated forfeitures of those awards not expected to vest due to employee turnover. While actual forfeitures could vary significantly from those estimated, a 10% change in our estimated forfeiture rate would impact our Fiscal 2012 net income by approximately $0.1 million. In addition, the number of performance shares earned is dependent upon our operating results over a specified time period. The expense for performance shares is based on the number of shares we estimate will vest as a result of our earnings-to-date plus our estimate of future earnings for the performance period. The current performance period ends on February 2, 2013. To the extent that actual operating results for the rest of this fiscal year differ from our estimates, future performance share compensation expense could be significantly different. For the First Quarter 2012, a 25% increase or decrease in our projected future earnings would have caused a $0.4 million increase or decrease to stock-based compensation expense.

Stock Options

We have not issued stock options since fiscal 2008; however, certain stock options issued prior to fiscal 2008 remain outstanding. The fair value of all outstanding stock options was estimated using the Black-Scholes option pricing model based on a Monte Carlo simulation, which requires extensive use of accounting judgment and financial estimates, including estimates of how long employees will hold their vested stock options before exercise, the estimated volatility of our common stock over the expected term, and the number of options that will be forfeited prior to the completion of vesting requirements. All exercise prices were based on the average of the high and low of the selling price of our common stock on the grant date. There is no unamortized stock compensation at April 28, 2012.

Insurance and Self-Insurance Liabilities

Based on our assessment of risk and cost efficiency, we self-insure as well as purchase insurance policies to provide for workers' compensation, general liability, and property losses, as well as directors' and officers' liability, vehicle liability and employee medical benefits. We estimate risks and record a liability based upon historical claim experience, insurance deductibles, severity factors and other actuarial assumptions. These estimates include inherent uncertainties due to the variability of the factors involved, including type of injury or claim, required services by the providers, healing time, age of claimant, case management costs, location of the claimant, and governmental regulations. While we believe that our risk assessments are appropriate, these uncertainties or a deviation in future claims trends from recent historical patterns could result in our recording additional or reduced expenses, which may be material to our results of operations. Our historical estimates have not differed materially from actual results and a 10% difference in our insurance reserves as of April 28, 2012 would have impacted net income by approximately $0.6 million.

Impairment of Long-Lived Assets

We periodically review our long-lived assets when events indicate that their carrying value may not be recoverable. Such events include a historical or projected trend of cash flow losses or a future expectation that we will sell or dispose of an asset significantly before the end of its previously estimated useful life. In reviewing for impairment, we group our long-lived assets at the lowest possible level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. In that regard, we group our assets into two categories: corporate-related and store-related. Corporate-related assets consist of those associated with our corporate offices, distribution centers and our information technology systems. Store-related assets consist of leasehold improvements, furniture and fixtures, certain computer equipment and lease related assets associated with individual stores.

For store-related assets, we review all stores that have been open for at least two years, or sooner if circumstances should dictate, on at least an annual basis. For each store that shows indications of operating losses, we project future cash flows over the remaining life of the lease and compare the total undiscounted cash flows to the net book value of the related long-lived assets. If the undiscounted cash flows are less than the related net book value of the long-lived assets, they are written down to their fair market value. We primarily determine fair market value to be the discounted future cash flows associated with those assets. In evaluating future cash flows, we consider external and internal factors. External factors comprise the local environment in which the store resides, including mall traffic, competition, and their effect on sales trends. Internal factors include our ability to gauge the fashion taste of our customers, control variable costs such as cost of sales and payroll, and in certain cases, our ability to renegotiate lease costs. Historically, less than 2% of our stores required impairment charges in any one year. If external factors should change unfavorably, if actual sales should differ from our projections, or if our ability to control costs is insufficient to sustain the necessary cash flows, future impairment charges could be material. At April 28, 2012, the average net book value per store was approximately $0.2 million.

Income Taxes

We utilize the liability method of accounting for income taxes as set forth in the "*Income Taxes*" topic of the FASB ASC. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If, in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would decrease earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

Fair Value Measurement and Financial Instruments

The "*Fair Value Measurements and Disclosure*" topic of the FASB ASC provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities.

This topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-level hierarchy, which encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the hierarchy are defined as follows:

- Level 1 - inputs to the valuation techniques that are quoted prices in active markets for identical assets or liabilities
- Level 2 - inputs to the valuation techniques that are other than quoted prices but are observable for the assets or liabilities, either directly or indirectly
- Level 3 - inputs to the valuation techniques that are unobservable for the assets or liabilities

Our cash and cash equivalents, accounts receivable, accounts payable and credit facility are all short-term in nature. As such, their carrying amounts approximate fair value. The underlying assets and liabilities of our Deferred Compensation Plan fall within Level 1 of the fair value hierarchy.

Recently Adopted Accounting Standards

Effective January 29, 2012, the Company adopted the accounting standard update, "*Comprehensive Income*". Under this update, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The Company has elected to present comprehensive income in two separate but consecutive statements in the accompanying condensed consolidated financial statements.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected income statement data expressed as a percentage of net sales. We primarily evaluate the results of our operations as a percentage of net sales rather than in terms of absolute dollar increases or decreases by analyzing the year over year change in our business expressed as a percentage of net sales (i.e. “basis points”). For example, our SG&A expenses increased approximately 80 basis points to 27.9% of net sales during the First Quarter 2012 from 27.1% during the First Quarter 2011. Accordingly, to the extent that our sales have increased at a faster rate than our costs (i.e. “leveraging”), the more efficiently we have utilized the investments we have made in our business. Conversely, if our sales decrease or if our costs grow at a faster pace than our sales (i.e. “de-leveraging”), we have less efficiently utilized the investments we have made in our business.

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net sales	100.0 %	100.0 %
Cost of sales	59.7	57.4
Gross profit	40.3	42.6
Selling, general and administrative expenses	27.9	27.1
Asset impairment charge	0.3	0.1
Other costs	0.2	—
Depreciation and amortization	3.9	4.1
Operating income	8.1	11.3
Interest (expense), net	—	(0.1)
Income before income taxes	8.0	11.3
Provision for income taxes	2.7	4.5
Net income	5.4 %	6.8 %
Number of stores, end of period	1,062	1,032

Table may not add due to rounding.

The following tables set forth by segment, for the periods indicated, net sales, gross profit and Gross Margin (dollars in thousands).

	Thirteen Weeks Ended	
	April 28, 2012	April 30, 2011
Net sales:		
The Children’s Place U.S.	$ 384,783	$ 380,508
The Children’s Place Canada	53,725	50,298
Total net sales	$ 438,508	$ 430,806
Gross profit:		
The Children’s Place U.S.	$ 154,855	$ 159,419
The Children’s Place Canada	21,932	24,228
Total gross profit	$ 176,787	$ 183,647
Gross Margin:		
The Children’s Place U.S.	40.2%	41.9%
The Children’s Place Canada	40.8%	48.2%
Total gross margin	40.3%	42.6%

The First Quarter 2012 Compared to the First Quarter 2011

Net sales increased by $7.7 million to $438.5 million during the First Quarter 2012 from $430.8 million during the First Quarter 2011. Our net sales increase resulted from an $11.7 million increase in sales from new stores, as well as other sales that did not qualify as comparable sales partially offset by a Comparable Retail Sales decrease of 0.7%, or $2.9 million, and $1.1 million from unfavorable changes in the Canadian exchange rate. Our 0.7% decrease in Comparable Retail Sales was primarily the result of a 3% decline in the number of transactions partially offset by a 2% increase in the average dollar transaction size. By department, Comparable Retail Sales were strongest for Girls. Regionally, Comparable Store Sales were stronger in the Northeast and weaker in the South. Comparable e-commerce sales, which are included in Comparable Retail Sales, increased 21.0% during the First Quarter 2012. Total e-commerce sales, which include postage and handling, increased to 11.2% of sales in the First Quarter 2012 from 9.7% in the First Quarter 2011.

On a segment basis, The Children’s Place U.S. net sales increased $4.3 million, or 1.1%, to $384.8 million in the First Quarter 2012 compared to $380.5 million in the First Quarter 2011. This increase resulted from a $7.1 million increase in sales from new stores and other sales that did not qualify as comparable sales and a $6.2 million increase in e-commerce sales partially offset by a Comparable Store Sales decrease of 2.8%, or $9.0 million. The decrease in Comparable Store Sales was primarily due to a 4% decline in the number of transactions partially offset by a 1% increase in the average dollar transaction size. The Children’s Place Canada net sales increased $3.4 million, or 6.8%, to $53.7 million in the First Quarter 2012 compared to $50.3 million in the First Quarter 2011. This increase resulted primarily from a $4.6 million increase in sales from new stores and other sales that did not qualify as comparable sales and $2.0 million of e-commerce sales partially offset by a decline in Comparable Store Sales of 4.4%, or $2.1 million and a $1.1 million decrease resulting from unfavorable changes in the Canadian exchange rates. The decrease in Comparable Store Sales was primarily the result of a 3% decline in the number of transactions and a 2% decrease in the average dollar transaction size.

During the First Quarter 2012, we opened 18 stores, consisting of 16 in the United States and two in Canada.

Gross profit decreased by $6.8 million to $176.8 million during the First Quarter 2012 from $183.6 million during the First Quarter 2011. Consolidated Gross Margin decreased approximately 230 basis points to 40.3% during the First Quarter 2012 from 42.6% during the First Quarter 2011. The decrease in consolidated Gross Margin was primarily the result of higher product costs on Spring and Summer apparel. We increased retail prices to cover the increased product costs which resulted in a higher initial markup of approximately 20 basis points. Promotional markdowns off the higher list price resulted in a gross margin decline of approximately 200 basis points during the quarter, while distribution and occupancy costs de-leveraged approximately 50 basis points. Gross Margin at The Children's Place U.S. decreased approximately 170 basis points from 41.9% in the First Quarter 2011 to 40.2% in the First Quarter 2012, primarily due to higher product costs. A higher initial markup of approximately 30 basis points was more than offset by promotional markdowns of approximately 190 basis points during the quarter. Distribution and occupancy costs de-leveraged approximately 10 basis points. Gross Margin at The Children's Place Canada decreased approximately 740 basis points from 48.2% in the First Quarter 2011 to 40.8% in the First Quarter 2012. Our initial markup in Canada was approximately 20 basis points lower than last year as we were unable to fully cover the significantly higher product costs in that market. In addition, promotional markdowns during the quarter resulted in approximately 370 basis points of de-leverage, and occupancy and distribution costs de-leveraged approximately 350 basis points.

Selling, general and administrative expenses increased $5.5 million to $122.2 million during the First Quarter 2012 from $116.7 million during the First Quarter 2011. As a percentage of net sales SG&A increased approximately 80 basis points to 27.9% during the First Quarter 2012 from 27.1% during the First Quarter 2011. The comparability of our SG&A was affected by the following items:

- we streamlined our field workforce and eliminated certain positions in our corporate headquarters which resulted in severance expense of approximately $2.0 million; and
- as part of a continuing store fleet review, we identified certain store fixtures and supplies that will no longer be used, which resulted in a write-off charge of approximately $0.7 million.

Excluding the effect of the above, SG&A increased approximately $2.8 million, or 10 basis points, and included the following variances:

- investments in growth initiatives increased our administrative payroll and related expenses by approximately $3.5 million, or 70 basis points;
- pre-opening expenses decreased approximately $1.8 million, or 40 basis points, resulting from opening 24 fewer stores in the First Quarter 2012 compared to the First Quarter 2011; and
- store expenses increased approximately $0.7 million; however, as a percentage of sales it decreased 10 basis points. The dollar increase is primarily due to having an average of 42 more stores during the First Quarter 2012 compared to the First Quarter 2011. The leveraging of store expenses resulted primarily from reduced credit card fees.

Asset impairment charges were $1.3 million during the First Quarter 2012 compared to $0.4 million during the First Quarter 2011. During the First Quarter 2012 we impaired a store whose lease we plan to terminate during the second quarter. During the First Quarter 2011 we impaired two underperforming stores.

Other costs were $0.8 million during the First Quarter 2012 related to management's decision to close our West Coast DC.

Depreciation and amortization was $17.2 million, or 3.9% of net sales, during the First Quarter 2012, compared to $17.8 million, or 4.1% of net sales, during the First Quarter 2011. This decrease resulted from the lower cost of store build-outs over the past several years partially offset by accelerated depreciation associated with early remodels of certain Canadian stores.

Interest expense, net was $0.1 million during the First Quarter 2012, compared to $0.3 million during the First Quarter 2011.

Provision for income taxes was $11.7 million during the First Quarter 2012 compared to $19.4 million during the First Quarter 2011. Our effective tax rate was 33.1% and 40.0% during the First Quarter 2012 and the First Quarter 2011, respectively. This reduction primarily relates to a change in our permanent reinvestment assertion of our Asian subsidiaries during the fourth quarter of 2011.

Net income was $23.6 million during the First Quarter 2012 compared to $29.1 million during the First Quarter 2011, due to the factors discussed above. Diluted earnings per share was $0.96 in the First Quarter 2012 compared to $1.10 in the First Quarter 2011. This decrease in earnings per diluted share is due to lower net income partially offset by a lower diluted weighted average common shares outstanding of approximately 1.7 million, which is primarily related to our share repurchase programs.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Our working capital needs follow a seasonal pattern, peaking during the third quarter when inventory is purchased for the back-to-school and winter selling seasons. Our primary uses of cash are the financing of new store openings, other capital projects, working capital requirements, which are principally inventory purchases, and the repurchases of our common stock.

Our working capital decreased $26.9 million to $346.3 million at April 28, 2012 compared to $373.2 million at April 30, 2011. This decrease is primarily due to cash paid for share repurchases and capital expenditures mostly offset by cash generated from operations. During the First Quarter 2012, under our share repurchase programs, we repurchased approximately 0.4 million shares for approximately $19.2 million. Subsequent to April 28, 2012 and through May 29, 2012, we repurchased an additional 0.2 million shares for approximately $7.4 million.

Our credit facility provides for borrowings up to the lesser of $150.0 million or our borrowing base, as defined by the credit facility agreement (see “Credit Facility” below). At April 28, 2012, our borrowing base was $150.0 million, we had no outstanding borrowings and there were $31.9 million of outstanding letters of credit, with $118.1 million of availability for borrowings and a sublimit availability for letters of credit of $93.1 million.

As of April 28, 2012, we had approximately $204.8 million of cash and cash equivalents, of which $124.1 million of cash and cash equivalents was held in foreign subsidiaries, of which approximately $79.2 million was in our Canadian subsidiaries, $38.7 million was in our Hong Kong subsidiaries, $5.9 million was in our Barbadian subsidiary and $0.3 million was in our other Chinese subsidiaries. Because all of our investments in our foreign subsidiaries are considered permanently reinvested, any repatriation of cash from them would require the accrual and payment of U.S. federal and certain state taxes. We currently do not intend to repatriate cash from these subsidiaries.

We expect to be able to meet our working capital and capital expenditure requirements principally by using our cash on hand, cash flows from operations and availability under our credit facility.

Credit Facility

We and certain of our domestic subsidiaries maintain a credit agreement with Wells Fargo Bank, National Association, (“Wells Fargo”), Bank of America, N.A., HSBC Business Credit (USA) Inc., and JPMorgan Chase Bank, N.A. as lenders (collectively, the “Lenders”) and Wells Fargo, as Administrative Agent, Collateral Agent and Swing Line Lender (the “Credit Agreement”). The Credit Agreement has been amended from time to time and the provisions below reflect all amendments.

The Credit Agreement, which expires in August 2016, consists of a $150 million asset based revolving credit facility, with a $125 million sublimit for standby and documentary letters of credit and an accordion feature that could provide up to $75 million of additional availability, of which $25 million is committed. Revolving credit loans outstanding under the Credit Agreement bear interest, at our option, at:

(i) the prime rate plus a margin of 0.75% to 1.00% based on the amount of our average excess availability under the facility; or
(ii) the London InterBank Offered Rate, or “LIBOR”, for an interest period of one, two, three or six months, as selected by us, plus a margin of 1.75% to 2.00% based on the amount of our average excess availability under the

facility.

We are charged an unused line fee of 0.375% on the unused portion of the commitments. Letter of credit fees range from 0.875% to 1.00% for commercial letters of credit and range from 1.25% to 1.50% for standby letters of credit. Letter of credit fees are determined based on the amount of our average excess availability under the facility. The amount available for loans and letters of credit under the Credit Agreement is determined by a borrowing base consisting of certain credit card receivables, certain inventory and the fair market value of certain real estate, subject to certain reserves.

The outstanding obligations under the Credit Agreement may be accelerated upon the occurrence of certain events, including, among others, non-payment, breach of covenants, the institution of insolvency proceedings, defaults under other material indebtedness and a change of control, subject, in the case of certain defaults, to the expiration of applicable grace periods. We are not subject to any early termination fees.

The Credit Agreement contains covenants, which include limitations on stock buybacks and the payment of cash dividends or similar payments. Credit extended under the Credit Agreement is secured by a first priority security interest in substantially all of our assets.

On August 16, 2011, the Credit Agreement was amended to provide for, among other things, an extension of the term of the Credit Agreement, a reduction in the maximum available borrowings under the facility, a reduction in the sublimit for standby and documentary letters of credit, and a net reduction in various rates charged under the Credit Agreement, each as reflected above. This amendment also provided for the elimination of the maximum capital expenditures covenant. In conjunction with this amendment, we paid $0.7 million in additional deferred financing costs.

As of April 28, 2012, we have capitalized an aggregate of approximately $3.3 million in deferred financing costs related to the Credit Agreement. The unamortized balance of deferred financing costs at April 28, 2012 was $1.5 million. Unamortized deferred financing costs are amortized on a straight-line basis over the remaining term of the Credit Agreement.

Cash Flows/Capital Expenditures

During the First Quarter 2012, cash flows provided by operating activities were $67.9 million compared to $57.2 million during the First Quarter 2011. The net increase of $10.7 million in cash from operating activities resulted primarily from lower cash outflows of $15.3 million related to the timing of payments on accounts payable and other current liabilities, primarily in−transit inventory and payroll costs, partially offset by lower net income, exclusive of non-cash charges, of $4.1 million.

Cash flows used in investing activities were $22.1 million during the First Quarter 2012 compared to $22.3 million during the First Quarter 2011. The decrease primarily resulted from $2.5 million less purchases of property and equipment resulting from less store openings during the First Quarter 2012 mostly offset by the release of $2.4 million of restricted cash during the First Quarter 2011.

During the First Quarter 2012, cash flows used in financing activities were $19.2 million compared to $10.0 million during the First Quarter 2011. The increase primarily resulted from $6.9 million of cash inflows during the First Quarter 2011 related to the utilization of tax benefits associated with our equity awards and a $2.4 million decrease in proceeds from the exercise of stock options. We have not issued stock options since fiscal 2008 and the number of unexercised awards continues to decrease.

We continue to anticipate that total capital expenditures will be in the range of approximately $80 to $85 million in fiscal 2012. During the First Quarter 2012, we opened 18 stores and remodeled 18 at an aggregate cost of approximately $15.1 million, of which approximately $2.9 million relates to our Canadian operations. We have spent approximately $6.1 million on information technology, our corporate offices and other initiatives and approximately $0.8 million on projects in our distribution centers. Over the next three quarters, we anticipate additional capital expenditures of approximately $40 million on store projects and approximately $22 million on information technology, including enterprise resource planning and e-commerce systems, and other initiatives. Of the remaining $62 million for fiscal 2012, approximately $9 million relates to our Canadian operations.

Our ability to continue to meet our capital requirements in fiscal 2012 depends on our ability to generate cash flows from operations and our available borrowings under our credit facility. Cash flow generated from operations depends on our ability to achieve our financial plans. During the First Quarter 2012, we were able to fund our capital expenditures with cash generated from operating activities. We believe that our existing cash on hand, cash generated from operations and funds available to us through our credit facility will be sufficient to fund our capital and other cash requirements over the next 12 months. Further, we do not expect the current economic conditions to preclude us from meeting our cash requirements.

Historically, we have funded our capital expenditures primarily from operations, with occasional seasonal advances on our credit facility, however we have not had outstanding borrowings on our credit facility since fiscal 2008. With a domestic cash balance of $80.7 million and a Canadian cash balance of $79.2 million at April 28, 2012, and approximately $118.1

million of availability on our credit facility, we expect to meet our capital requirements for the remainder of fiscal 2012.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

In the normal course of business, our financial position and results of operations are routinely subject to market risk associated with interest rate movements on borrowings and investments and currency rate movements on non-U.S. dollar denominated assets, liabilities, income and expenses. We utilize cash from operations and short-term borrowings to fund our working capital and investment needs.

Cash and Cash Equivalents

Cash and cash equivalents are normally invested in short-term financial instruments that will be used in operations within 90 days of the balance sheet date. Because of the short-term nature of these instruments, changes in interest rates would not materially affect the fair value of these financial instruments.

Interest Rates

Our credit facility bears interest at a floating rate equal to the prime rate or LIBOR, plus a calculated spread based on our average excess availability. During the First Quarter 2012 we had no borrowings under the credit facility and any change in interest rates would not have had a material impact on our interest expense.

Foreign Assets and Liabilities

Assets and liabilities outside the United States are primarily located in Canada and Hong Kong. Our investments in our Canadian and Hong Kong subsidiaries are considered long-term. We do not hedge these net investments nor are we party to any derivative financial instruments. As of April 28, 2012, net assets in Canada and Hong Kong were $124.8 million and $37.7 million, respectively. A 10% increase or decrease in the Canadian and Hong Kong Dollars would increase or decrease the corresponding net investment by $12.5 million and $3.8 million, respectively. All changes in the net investment of our foreign subsidiaries are recorded in other comprehensive income as unrealized gains or losses.

As of April 28, 2012, we had approximately $118.2 million of our cash and cash equivalents held in foreign countries, of which approximately $79.2 million was in Canada, approximately $38.7 million was in Hong Kong and approximately $0.3 million was in China.

Foreign Operations

Approximately 13% of our consolidated net sales and total costs and expenses are transacted in foreign currencies. As a result, fluctuations in exchange rates impact the amount of our reported sales and expenses. Assuming a 10% change in foreign exchange rates, the First Quarter 2012 net sales could have decreased or increased by approximately $5.3 million and total costs and expenses could have decreased or increased by approximately $5.9 million. Additionally, we have foreign currency denominated receivables and payables that when settled, result in transaction gains or losses. At April 28, 2012, we had foreign currency denominated receivables and payables, including inter-company balances, of $1.8 million and $5.2 million, respectively. To date, we have not used derivatives to manage foreign currency exchange risk.

We import a large percentage of our merchandise from China. Consequently, any significant or sudden change in China's political, foreign trade, financial, banking or currency policies and practices could have a material adverse impact on our financial position, results of operations or cash flows.

Item 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed only to provide "reasonable assurance" that the controls and procedures will meet their objectives. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

Management, including our Chief Executive Officer and President, our Interim Principal Accounting Officer and our Interim Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of April 28, 2012. Based on that evaluation, our Chief Executive Officer and President, Interim Principal Accounting Officer and Interim Principal Financial

Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level, as of April 28, 2012, to ensure that all information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our principal executive, principal accounting and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

Certain legal proceedings in which we are involved are discussed in Note 11 to the consolidated financial statements and Part I, Item 3 of our Annual Report on Form 10-K for the year ended January 28, 2012. See Note 7 to the accompanying condensed consolidated financial statements for a discussion of any recent developments concerning our legal proceedings.

Item 1A. RISK FACTORS.

There were no material changes to the risk factors disclosed in Item 1A of Part I in our Form 10-K for the year ended January 28, 2012.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On March 3, 2011 the Company's Board of Directors authorized a share repurchase program in the amount of $100 million (the "2011 Share Repurchase Program"), and on March 7, 2012, the Company's Board of Director's authorized another share repurchase program in the amount of $50.0 million (the "2012 Share Repurchase Program"). On April 5, 2012, the Company completed its 2011 Share Repurchase Program. Under the 2012 Share Repurchase Program, the Company may repurchase shares in the open market at current market prices at the time of purchase or in privately negotiated transactions.

The following table provides a month-by-month summary of our share repurchase activity during the First Quarter 2012.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value (in thousands) of Shares that May Yet Be Purchased Under the Plans or Programs
1/29/12-2/25/12 **(1)**	131,248	$ 49.36	131,000	$ 12,774
2/26/12-3/31/12	184,500	51.79	184,500	53,223
4/1/12-4/28/12	61,701	52.26	61,701	50,000
Total	377,449	$ 51.02	377,201	$ 50,000

(1) 248 shares were withheld to cover taxes in conjunction with the vesting of a stock award.

Item 6. Exhibits.

The following exhibits are filed with this Quarterly Report on Form 10-Q:

Exhibits:

10.1	Employment Offer Letter, dated as of May 1, 2012, by and between The Children's Place Retail Stores, Inc. and Steven Baginski.
10.2	Ninth Amendment and Consent Letter to the Credit Agreement, dated May 1, 2012, by and among The Children's Place Retail Stores, Inc. and The Children's Place Services Company, LLC, as borrowers, The Children's Place (International), LLC, The Children's Place Canada Holdings, Inc., The Childrensplace.com, Inc., TCP IH I, LLC and TCP IH II, LLC, as guarantors, and Wells Fargo Bank, National Association (successor by merger to Wells Fargo Retail Finance, LLC), as Administrative Agent and Collateral Agent, SwingLine Lender and as a Lender, Bank of America, N.A., HSBC Bank USA, and JPMorgan Chase Bank, N.A., as lenders.
31.1	Certificate of Principal Executive Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.2	Certificate of Principal Accounting Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
31.3	Certificate of Principal Financial Officer pursuant to Section 302 of the Sarbanes Oxley Act of 2002.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document.
101.SCH*	XBRL Taxonomy Extension Schema.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase.
101.LAB*	XBRL Taxonomy Extension Label Linkbase.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase.

---

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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, thereunto duly authorized.

THE CHILDREN'S PLACE RETAIL STORES, INC.

Date: May 31, 2012

By: /S/ JANE T. ELFERS
JANE T. ELFERS
Chief Executive Officer and President
(A Principal Executive Officer)

Date: May 31, 2012

By: /S/ BERNARD L. MCCRACKEN
BERNARD L. MCCRACKEN
Interim Principal Accounting Officer and Vice President, Corporate Controller
(A Principal Accounting Officer)

Date: May 31, 2012

By: /S/ JOHN E. TAYLOR
JOHN E. TAYLOR
Interim Principal Financial Officer, Treasurer and Vice President, Finance
(A Principal Financial Officer)

EXHIBIT 10.1

May 1, 2012

Steven E. Baginski
16320 Wilson Creek Court
Chesterfield, MO 63005

Dear Steve:

On behalf of The Children's Place, it is my pleasure to confirm our offer of employment for the position of Senior Vice President, Chief Financial Officer reporting to Eric Bauer, Chief Operating Officer. Details of our offer are as follows:

- COMMENCEMENT OF EMPLOYMENT: May 8, 2012

- ANNUAL BASE SALARY: $ 450,000

- BONUS: You will be eligible to participate in our annual management incentive bonus plan (the "Bonus Plan"). Your bonus is based on Company and individual performance. Your target bonus will be 40**%** of your annual salary. For fiscal 2012, there is no cap to your potential above Target. There is a Threshold below which no bonus is earned. In addition, for fiscal 2012, there is a bonus modifier based upon comparable retail store sales. Notwithstanding the forgoing, for fiscal 2012, you will receive and annual bonus of no less than $180,000.

- EQUITY AWARD. Based upon your position with the Company, you will receive an equity award for fiscal 2012. All equity awards are subject to the Company's 2011 Equity Incentive Plan ("2011 Equity Plan") and must be awarded in accordance with the Company's Policy Regarding the Award of Equity-Based Incentives to Executives Officers and Other Employees (the "Equity Award Policy").

    1. Number of Shares. An award of 12,000 shares (as defined in the 2011 Equity Plan).

    2. Type of Award. The 12,000 shares will be awarded in the form of 60% Time-Based RSU's and 40% Performance-Based RSU's (as defined in the 2011 Equity Plan). Dependent upon the attainment of the Performance Metric for fiscal year 2012, the total amount of Performance-Based RSU's earned may range from 0% to 200% of your Performance-Based RSU Award.

    3. Grant Date. The grant date for this award will be June 1, 2012 (the "Grant Date"), provided that you execute and deliver to the Company the Time-Based Restricted Stock Unit Award Agreement and your Performance-Based Restricted Stock Unit Agreement within the requisite period of time. (The Award Agreements will be provided to you following your execution and return of this offer letter.)

    4. Vesting. The Time-Based Restricted Stock Units will vest ratably over three years based on continued employment. If earned, the Performance Based RSU's will vest at the end

of three years based on continued employment.

- FUTURE EQUITY AWARDS: Following 2012, you will be eligible to receive an equity award under the 2011 Equity Plan at the same time as other Senior Executives, subject to approval of the Compensation Committee.
- RELOCATION: To help you with your move, we will provide you with relocation assistance consistent with associates at your level, including temporary housing for up to four (4) months.
- 401(k) PLAN: Following 90 days of service, you will be eligible to participate in The Children's Place 401(k) Savings Plan. After one year of service, you will be eligible for Company matching contributions equal to 50% of your own contributions up to 5% of covered compensation. Company matching contributions are subject to graduated vesting over five years.
- OTHER BENEFITS: You will be eligible as of the first of the month following your commencement date for other benefits (long term disability, health and life insurance) available to other associates at your level.
- PAID TIME OFF: You will be eligible for 22 days of Paid Time Off (PTO) in every fiscal year (February through January). You may not carry over PTO days from year to year. The number of days you are eligible to receive during the current fiscal year will be prorated based on your commencement date. Your PTO days do not include nine Company paid holidays. The Company's PTO policy and Company paid holidays are subject to change annually.
- CHANGE IN CONTROL: Subject to your execution and delivery to the Company of an amended and restated Change in Control Severance Agreement (the "Change in Control Severance Agreement"), you will be protected if you should be terminated other than for Cause (as defined in the Change in Control Severance Agreement) or resign for Good Reason (as defined in the Change in Control Severance Agreement) in anticipation of, or subsequent to, a Change in Control (as defined in the Change in Control Severance Agreement). Under the Change in Control Severance Agreement, the severance period is 18 months. During the severance period, you will be paid your salary and target bonus, as well as continue to be covered under the Company's health plan. In addition, pursuant to the 2011 Equity Plan, (i) 100% of your Time-Based RSUs will vest and be delivered immediately prior to a Change in Control and (ii) 50% of your Performance Based RSUs will vest and be delivered immediately prior to a Change in Control if the Change in Control occurs within the first six months of the applicable performance period (100% will vest and be so delivered if the Change in Control occurs within the second six months of the applicable performance period). Unless the Change in Control Severance Agreement is otherwise terminated earlier pursuant to its terms, it will remain in force for two years from the execution thereof and it will renew for additional one year periods unless the Company provides you with notice of nonrenewal at least 90 days prior to the second anniversary date thereof or, if renewed, at least 90 days prior to each subsequent renewal.
- SEVERANCE: You will be eligible to receive a severance payment in the amount available to other associates at your level under the Company's severance guidelines. In the event that you are terminated from the Company without Cause (as defined in the Change in Control Severance Agreement), the amount you will entitled to receive will be the greater of the amount provided

under the severance guidelines in effect at the time of your termination or twelve month’s severance at your then current salary. Further, the Company agrees to waive the applicable premium cost that you would otherwise be required to pay for continued group health benefit coverage under COBRA for a period of not more than twelve months following your date of termination unless otherwise prohibited under applicable law. All such payments are intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the “Code”) and the regulations there under such that no payment made, or benefit provided, to you hereunder shall be subject to an “additional tax” within the meaning of the Code. Receipt of the payments set forth herein are conditioned upon the execution and delivery of a release in such form as the Company shall reasonably determine, which shall, to the extent permitted by law, waive all claims and actions against the Company and its officers, directors, affiliates and such other related parties and entities as the Company chooses to include in the release.

- WITHHOLDING: The Company is authorized to withhold from any payment to be made hereunder to you such amounts for income tax, social security, unemployment compensation, excise taxes and other taxes and penalties as in the Company’s judgment is required to comply with applicable laws and regulations.

- 409A COMPLIANCE: Notwithstanding anything in this offer letter to the contrary, if you are a “specified employee” (determined in accordance with Section 409A of the Code and Treasury Regulation Section 1.409A-3(i)(2)) as of the termination of your employment with the Company, and, if any payment, benefit or entitlement provided for in this offer letter or otherwise both (i) constitutes a “deferral of compensation” within the meaning of Section 409A of the Code and (ii) cannot be paid or provided in a manner otherwise provided herein or otherwise without subjecting you to additional tax, interest, and/or penalties under Section 409A of the Code, then any such payment, benefit or entitlement that is payable during the first six months following the date of your termination of employment shall be paid or provided to you (or your estate, if applicable) in a lump sum cash payment (together with interest on such amount during the period of such restriction at a rate, per annum, equal to the applicable federal short-term rate (compounded monthly) in effect under Section 1274(d) of the Code on the date of termination) on the earlier of (x) your death or (y) the first business day of the seventh calendar month immediately following the month in which your termination of employment occurs.

- CONFIDENTIALITY, ETC.: At the time of the execution and delivery of this offer letter, you will also execute and deliver the Company’s Confidentiality, Work Product and Non-solicitation Agreement delivered herewith.

Unless specifically stated in this offer letter, all terms and conditions of your employment are as provided by the policies and practices of The Children’s Place Retail Stores, Inc. and its affiliates as in effect from time to time.

This offer of employment is not to be construed as an employment contract, expressed or implied, and it is specifically understood that your employment is at-will (this means that either you or the Company may terminate your employment at any time with or without cause) and further that there is no intent on the part of the Company or yourself, for continued employment of any specified period of time.

Please indicate your acceptance of and agreement with the foregoing by executing this offer letter and returning a copy to me.

Steve, please give this offer your utmost consideration. We look forward to your joining our team. We are confident that you will make a strong contribution to our continued growth and success. Should you have any questions concerning the specifics of our offer to you, or the benefit programs, please do not hesitate to call.

Sincerely,

/s/ Jane Elfers
Jane Elfers
President & Chief Executive Officer

Agreed and Accepted:

/s/ Steven Baginski
Steven Baginski

EXHIBIT 10.2

May 1, 2012

The Children's Place Retail Stores, Inc.
The Children's Place Services Company, LLC
500 Plaza Drive
Secaucus, New Jersey 07094

Re: Ninth Amendment and Consent Letter to the Credit Agreement (as defined below)

Ladies and Gentlemen:

Reference is hereby made to that certain Credit Agreement, dated as of July 31, 2008 (as amended, modified, supplemented or restated and in effect from time to time, the "Credit Agreement"), by and among (i) The Children's Place Retail Stores, Inc., a Delaware corporation, for itself and as agent (in such capacity, the "Lead Borrower") for the other Borrowers from time to time party thereto (collectively, with the Lead Borrower, the "Borrowers"), (ii) the other Borrowers, (iii) the Guarantors from time to time party thereto, (iv) the Lenders from time to time party thereto, and (v) Wells Fargo Bank, National Association (successor by merger to Wells Fargo Retail Finance, LLC), as Administrative Agent and Collateral Agent (the "Agent"). Unless otherwise defined herein, capitalized terms used in this letter (the "Ninth Amendment") shall have the meanings set forth in the Credit Agreement.

The Lead Borrower has informed the Agent that it intends to: (i) establish franchises of retail store locations to be doing business as The Children's Place through its wholly owned Subsidiary The Children's Place International, LLC, a Virginia limited liability company (the "Franchisor"), in certain geographic areas to be determined from time to time by the Lead Borrower, by causing the Franchisor to enter into franchise arrangements with certain parties to be selected from time to time by the Franchisor (each a "Developer"), including, without limitation, that certain International Area Development and License Agreement between the Franchisor and certain Developers, in the form attached as Exhibit 1 hereto, and the related Supply Agreement between the Franchisor and the Developer, in the form attached as Exhibit 2 hereto (any agreements containing similar terms and provisions (including, without limitation, similar economic terms) and any other agreements relating to franchising in form and substance reasonably acceptable to the Agent, "Franchise Agreements"), and (ii) enter into (a) that certain Wholesale Distribution Agreement between Lead Borrower and Brand Strategy, LLC, a New Jersey limited liability company, in the form attached as Exhibit 3 hereto to establish a wholesale distribution relationship with Brands Strategy, LLC and (b) such other agreements in similar form to Exhibit 3 and with similar terms and provisions for the sale of Inventory to unaffiliated third-party distributors for resale to third-party retailers or retail customers for not less than cost ((a) and (b), together with any other agreements relating to wholesaling in form and substance reasonably acceptable to the Agent, collectively, "Wholesale Distribution Agreements"). The Lead Borrower has requested that the Agent, with the consent of the Required Lenders, amend certain provisions of the Credit Agreement to permit and consent to the execution of Franchise Agreements and Wholesale Distribution Agreements and the transactions and dispositions related thereto, and the Agent, with the consent of the Required Lenders, is willing to amend the Credit Agreement as set forth herein on the date hereof (the "Ninth Amendment Effective Date").

As of the Ninth Amendment Effective Date, the definitions of "**Developer**", "**Franchise Agreements**", "**Franchisor**", "**Ninth Amendment**", "**Ninth Amendment Effective Date**", and "**Wholesale**

Distribution Agreements" set forth in the preceding paragraphs are hereby inserted in Article I of the Credit Agreement in appropriate alphabetical order.

As of the Ninth Amendment Effective Date, the definition of "Permitted Disposition" set forth in the Credit Agreement is hereby amended by deleting the word "and" at the end of clause (i), replacing the "." at the end of clause (j) with "**;**", and inserting the following new clauses:

"**(k) sales, transfers and Dispositions to Developers in connection with Franchise Agreements; and**

(l) sales, transfers and Dispositions in connection with Wholesale Distribution Agreements."

As of the Ninth Amendment Effective Date, Section 7.08 (Change in Nature of Business) of the Credit Agreement is hereby by amended by deleting the phrase "date hereof" where it appears therein, and replacing it with "**Ninth Amendment Effective Date**".

Except as otherwise expressly provided herein, all terms and conditions of the Credit Agreement and the other Loan Documents remain in full force and effect. The Loan Parties hereby ratify, confirm, and reaffirm that all representations and warranties of the Loan Parties contained in the Credit Agreement or any other Loan Document are true and correct in all material respects on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct in all material respects as of such earlier date.

Each of the Loan Parties hereby acknowledges and agrees that there is no basis or set of facts on the basis of which any amount (or any portion thereof) owed by the Loan Parties under the Loan Documents could be reduced, offset, waived, or forgiven, by rescission or otherwise; nor is there any claim, counterclaim, offset, or defense (or other right, remedy, or basis having a similar effect) available to the Loan Parties with regard thereto; nor is there any basis on which the terms and conditions of any of the Obligations could be claimed to be other than as stated on the written instruments which evidence such Obligations.

Each of the Loan Parties hereby acknowledges and agrees that it has no offsets, defenses, claims, or counterclaims against the Agents or any Lender, or any of their respective affiliates, predecessors, successors, or assigns, or any of their respective officers, directors, employees, attorneys, or representatives, with respect to the Obligations, or otherwise, and that if any Loan Party now has, or ever did have, any offsets, defenses, claims, or counterclaims against the Agents or any Lender, or their respective affiliates, predecessors, successors, or assigns, or their respective officers, directors, employees, attorneys, or representatives, whether known or unknown, at law or in equity, from the beginning of the world through this date and through the time of execution of this Ninth Amendment, all of them are hereby expressly WAIVED, and each of the Loan Parties hereby RELEASES the Agents and each Lender and their respective officers, directors, employees, attorneys, representatives, affiliates, predecessors, successors, and assigns from any liability therefor.

This Ninth Amendment may be executed in several counterparts and by each party on a separate counterpart, each of which when so executed and delivered shall be an original, and all of which together shall constitute one instrument. Delivery of an executed counterpart of a signature page to this Ninth Amendment by telecopy or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Ninth Amendment. This Ninth Amendment expresses the entire understanding of the parties with respect to the transactions contemplated hereby. No prior negotiations or discussions shall limit, modify, or otherwise affect the provisions hereof. Any determination that any provision of this Ninth Amendment or any application hereof is invalid, illegal or unenforceable in any respect and in any instance shall not affect the validity, legality, or enforceability of such provision in any other instance, or the validity, legality, or enforceability of any other provisions of this Ninth Amendment. The Loan Parties represent and warrant that they have consulted with independent legal counsel of their selection in connection with this Ninth Amendment and are not relying on any representations or warranties of the Agents or the Lenders or their counsel in entering into this Ninth Amendment. THIS NINTH AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAWS.

[Signature Pages Follow]

This Ninth Amendment shall not be effective unless (and until) the Borrowers and the other Loan Parties shall have executed and delivered this Ninth Amendment (which shall occur within 2 days of the date hereof), and the consent of the Required Lenders has been obtained.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Agent

By: /s/ Michele L. Ayou
Name: Michele L. Ayou
Title: Authorized Signatory

ACCEPTED AND AGREED TO AS OF
THE DATE FIRST ABOVE WRITTEN:

THE CHILDREN'S PLACE RETAIL STORES, INC., as Lead Borrower and as a Borrower

By: /s/ John Taylor
Name: John Taylor
Title: Vice President, Finance

THE CHILDREN'S PLACE SERVICES COMPANY, LLC, as a Borrower

By: /s/ John Taylor
Name: John Taylor
Title: Vice President, Finance

THE CHILDRENSPLACE.COM, INC., as a Guarantor

By: /s/ John Taylor
Name: John Taylor
Title: Vice President, Finance

THE CHILDREN'S PLACE (VIRGINIA), LLC, as a Guarantor

By: /s/ John Taylor
Name: John Taylor
Title: Vice President, Finance

THE CHILDREN'S PLACE CANADA HOLDINGS, INC., as a Guarantor

By: /s/ John Taylor
Name: John Taylor
Title: Vice President, Finance8

AUTHORIZATION OF NINTH AMENDMENT

The undersigned Lender hereby confirms its approval of the foregoing Ninth Amendment on the terms and conditions set forth therein, and authorizes and consents to the Agent's execution of the Ninth Amendment.

Bank of America, N.A.,as a Lender

By: /s/ J. Becker
Name: Joseph Becker
Title: Managing Director

AUTHORIZATION OF NINTH AMENDMENT

The undersigned Lender hereby confirms its approval of the foregoing Ninth Amendment on the terms and conditions set forth therein, and authorizes and consents to the Agent's execution of the Ninth Amendment.

HSBC Bank USA, National Association, as a Lender

By: /s/ Grace Lee
Name: Grace Lee
Title: Vice President

AUTHORIZATION OF NINTH AMENDMENT

The undersigned Lender hereby confirms its approval of the foregoing Ninth Amendment on the terms and conditions set forth therein, and authorizes and consents to the Agent's execution of the Ninth Amendment.

JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Donna DiForio
Name: Donna DiForio
Title: Authorized Officer

EXHIBIT 31.1

Certificate of Principal Executive Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Jane T. Elfers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Children's Place Retail Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 31, 2012

By: /S/ JANE T. ELFERS
JANE T. ELFERS
Chief Executive Officer and President
(A Principal Executive Officer)

EXHIBIT 31.2

Certificate of Principal Accounting Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Bernard L. McCracken, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Children's Place Retail Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 31, 2012

By: /S/ BERNARD L. MCCRACKEN

BERNARD L. MCCRACKEN
Interim Principal Accounting Officer and Vice President, Corporate Controller
(A Principal Accounting Officer)

EXHIBIT 31.3

Certificate of Principal Financial Officer pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, John E. Taylor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Children's Place Retail Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 31, 2012

By: /S/ JOHN E. TAYLOR

JOHN E. TAYLOR
Interim Principal Financial Officer, Treasurer and Vice President, Finance
(A Principal Financial Officer)

EXHIBIT 32

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Jane T. Elfers, Chief Executive Officer and President of The Children's Place Retail Stores, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify that to my knowledge:

1. The Quarterly Report of the Company on Form 10-Q for the quarter ended April 28, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 31st day of May, 2012.

By: /S/ JANE T. ELFERS

Chief Executive Officer and President
(A Principal Executive Officer)

I, Bernard L. McCracken, Interim Principal Accounting Officer and Corporate Controller of The Children's Place Retail Stores, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify that to my knowledge:

1. The Quarterly Report of the Company on Form 10-Q for the quarter ended April 28, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 31st day of May, 2012.

By: /S/ BERNARD L. MCCRACKEN

Interim Principal Accounting Officer and Vice President, Corporate Controller
(A Principal Accounting Officer)

I, John E. Taylor, Interim Principal Financial Officer, Treasurer and Vice President, Finance of The Children's Place Retail Stores, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify that to my knowledge:

1. The Quarterly Report of the Company on Form 10-Q for the quarter ended April 28, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 31st day of May, 2012.

By: /S/ JOHN E. TAYLOR

Interim Principal Financial Officer, Treasurer and Vice President, Finance
(A Principal Financial Officer)

This certification accompanies the Quarterly Report on Form 10-Q of The Children's Place Retail Stores, Inc. for the quarter ended April 28, 2012 pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original copy of this written statement required by Section 906 of the Sarbanes Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission and its staff upon request.