

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 4, 2010

THE CHILDREN'S PLACE RETAIL STORES, INC.  
(Exact Name of Registrants as Specified in Their Charters)

Delaware

(State or Other Jurisdiction of Incorporation)

0-23071

(Commission File Number)

31-1241495

(IRS Employer Identification No.)

915 Secaucus Road, Secaucus, New Jersey

(Address of Principal Executive Offices)

07094

(Zip Code)

(201) 558-2400

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02****Results of Operations and Financial Condition.**

On February 4, 2010, The Children's Place Retail Stores, Inc. (the "Company") issued a press release containing the Company's sales results for the four-week period and the fiscal year ended January 30, 2010 and providing a preliminary estimated range of earnings per share for the quarter and fiscal year ended January 30, 2010. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this report is being furnished pursuant to Item 2.02 of Form 8-K, insofar as it discloses historical information regarding the Company's results of operations and financial condition as of and for the fourth fiscal quarter and fiscal year-to-date ended January 30, 2010. In accordance with General Instructions B.2 of Form 8-K, the information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

**Forward Looking Statements**

This Current Report on Form 8-K, including Exhibit 99.1, 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," "expect," "anticipate," "estimate" and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent the Company's management's judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company's actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including the statements under the heading "Risk Factors" contained in the Company's filings with the Securities and Exchange Commission.

**Item 9.01****Financial Statement and Exhibits.****(d) Exhibits**

Exhibit 99.1 Press release, dated February 4, 2010, issued by the Company (Exhibit 99.1 is furnished as part of this Current Report on Form 8-K).

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

Date: February 4, 2010

**THE CHILDREN'S PLACE RETAIL STORES, INC.**

By: /s/ Susan J. Riley

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Name: Susan J. Riley

Title: Executive Vice President, Finance and  
Administration

# THE CHILDREN'S PLACE

## FOR IMMEDIATE RELEASE

### THE CHILDREN'S PLACE REPORTS JANUARY AND FISCAL YEAR 2009 SALES

#### Provides Preliminary Estimated Range for Fourth Quarter and Fiscal Year 2009 Earnings Per Share

Secaucus, New Jersey – February 4, 2010 – The Children's Place Retail Stores, Inc. (Nasdaq: PLCE) today announced net sales of \$95.1 million for the four-week period ended January 30, 2010, an 18% increase compared to net sales of \$80.3 million for the four-week period ended January 31, 2009. Comparable retail sales, which include online sales, increased 12% in January 2010 as compared to a 4% decline in January 2009. During January 2010, comparable store sales increased 12% in the U.S. and 1% in Canada, while online sales increased 34%.

For the fiscal year ended January 30, 2010, net sales increased 1% to \$1,643.6 million. Comparable retail sales for fiscal 2009 declined 2% following a 5% increase the previous year. For fiscal 2009, comparable store sales declined 4% in the U.S. and 6% in Canada, while online sales increased 34%.

During January, the Company opened one store and closed seven. During fiscal 2009, the Company opened 38 stores and closed eight.

	January		4th Quarter		Fiscal Year	
	2010	2009	2009	2008	2009	2008
<b>Net Sales:</b>						
- In Millions	\$ 95.1	\$ 80.3	\$ 462.8	\$ 441.5	\$ 1,643.6	\$ 1,630.3
- Change vs. Year Ago	+18%	-3%	+5%	0%	+1%	+7%
<b>Comparable Retail Sales:</b>						
- Change vs. Year Ago	+12%	-4%	0%	+1%	-2%	+5%

Commencing with the first quarter of fiscal 2010, and consistent with the practices of many other retail companies, the Company will begin reporting net sales and comparable retail sales on a quarterly basis along with its quarterly earnings releases, and will discontinue reporting net sales and comparable retail sales on a monthly basis. The Company's management conference calls for fiscal 2010 will be held at 8:30 a.m. Eastern Time, beginning with the Company's first quarter 2010 earnings conference call scheduled to be held on or about May 20, 2010.

#### Outlook

The Company is estimating that earnings per share from continuing operations for the fourth quarter of 2009 will be in the range of \$1.15-\$1.20, including an income tax benefit of approximately \$4 million from excess foreign tax credits. Excluding unusual or one-time items, the Company is estimating adjusted earnings per share from continuing operations for the fourth quarter of 2009 will be in the range of \$0.99-\$1.04. Adjusted earnings per share is a non-GAAP measure which the Company believes will facilitate comparisons of the past and future performance of its core business.

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## PLCE – January and Fiscal Year 2009 Sales

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For fiscal year 2009, the Company is estimating that earnings per share from continuing operations will be in the range of \$3.01-\$3.06, including approximately \$0.40 per share for items which the Company deems to be unusual or one-time in nature. Excluding these unusual or one-time items, the Company is estimating adjusted earnings per share from continuing operations for fiscal year 2009 will be in the range of \$2.61-\$2.66.

**Conference Call Information**

In conjunction with today's January sales release, you are invited to listen to the Company's pre-recorded monthly sales call, which will be available beginning at 7:30 a.m. Eastern Time today through Thursday, February 11, 2010. To access the call, please visit <http://investor.childrensplace.com>.

The Company will discuss details on the quarter when it reports fourth quarter earnings results on Wednesday, March 10, 2010. The Company will host a conference call that day at 10:00 a.m. Eastern Time which will be broadcast live at <http://investor.childrensplace.com>. An audio archive will be available approximately one hour after the conclusion of the call.

**About The Children's Place Retail Stores, Inc.**

The Children's Place Retail Stores, Inc. is a leading specialty retailer of children's merchandise. The Company designs, contracts to manufacture and sells high-quality, value-priced merchandise under the proprietary "The Children's Place" brand name. As of January 30, 2010, the Company owned and operated 947 The Children's Place stores and an online store at [www.childrensplace.com](http://www.childrensplace.com).

**Forward-Looking Statements**

*This press release (and above referenced calls) may contain certain forward-looking statements regarding future circumstances. These forward-looking statements are based upon the Company's current expectations and assumptions and are subject to various risks and uncertainties that could cause actual results 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 31, 2009. Included among the risks and uncertainties that could cause actual results, events and performance to differ materially are the risk that the Company will be unsuccessful in gauging fashion trends and changing consumer preferences, and 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 downturn in the economy. Readers (or listeners on the calls) are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. 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 inclusion of any statement in this release does not constitute an admission by the Company or any other person that the events or circumstances described in such statement are material.*

CONTACT: The Children's Place Retail Stores, Inc.

Jane Singer, Vice President, Investor Relations, (201) 453-6955

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