

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): August 4, 2009

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))
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Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

Effective as of August 4, 2009, the employment of Richard Flaks, Senior Vice President, Planning, Allocation and Information Technology of The Children's Place Retail Stores, Inc. (the "Company"), has been terminated. While the terms of Mr. Flaks' separation from the Company have not yet been finalized, the Company expects that Mr. Flaks will continue to receive salary payments for one year following the effective date of his termination. Accordingly, the Company expects to incur expenses in connection with such termination of approximately \$500,000.

Item 7.01 **Regulation FD Disclosure.**

On August 6, 2009, the Company issued a press release containing the Company's sales results for the four-week period and the second fiscal quarter ended August 1, 2009. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instructions B.2 of Form 8-K, the information under this Item 7.01 of 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.

Item 8.01 **Other Events.**

On August 5, 2009, certain current and former members of the Board of Directors and senior executives of the Company were served with a stockholder derivative action filed in the Superior Court of New Jersey, Hudson County, Chancery Division. The Company has been named as a nominal defendant. The Complaint alleges, among other things, that certain of the Company's current and former officers and directors breached their fiduciary duties to the Company and its stockholders and engaged in corporate waste in connection with the Disney Store transaction and resignation of the Company's former Chief Executive Officer. The complaint seeks money damages, the costs and disbursements of the lawsuit, as well as equitable relief. The Company's Board of Directors and management intend to vigorously contest these allegations and the claims made.

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 August 6, 2009, issued by the Company.

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: August 6, 2009

THE CHILDREN'S PLACE RETAIL STORES, INC.

By: /s/ Susan J. Riley

Name: Susan J. Riley

Title: Executive Vice President, Finance
and Administration

THE CHILDREN'S
PLACE

FOR IMMEDIATE RELEASE

THE CHILDREN'S PLACE REPORTS JULY AND SECOND QUARTER 2009 SALES

Secaucus, New Jersey – August 6, 2009 – The Children's Place Retail Stores, Inc. (Nasdaq: PLCE) today announced net sales of \$102.1 million for the four-week period ended August 1, 2009, a 3% decline compared to net sales of \$105.6 million for the four-week period ended August 2, 2008. Comparable retail sales, which include online sales, declined 4% in July 2009 following a 2% increase for the same period last year. During July 2009, comparable store sales declined 7% in the U.S. and declined 11% in Canada, while online sales increased 62%.

For the second quarter ended August 1, 2009, net sales declined 7% to \$315.6 million. Comparable retail sales, which include online sales, declined 9% in the second quarter of 2009 following a 10% increase for the same period last year. During the second quarter of 2009, comparable store sales declined 11% in the U.S. and declined 8% in Canada, while online sales increased 24%.

The Company opened one store during July and 15 stores during the second quarter of 2009. Year-to-date, the Company has opened 21 stores and closed one.

| | July | | 2 nd Quarter | | Year-to-Date | |
|-------------------------|---------|---------|-------------------------|---------|--------------|---------|
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| Total Sales: | | | | | | |
| - In Millions | \$102.1 | \$105.6 | \$315.6 | \$338.0 | \$717.6 | \$738.2 |
| - Change vs. Year Ago | -3% | +7% | -7% | +16% | -3% | +14% |
| Comparable Store Sales: | | | | | | |
| - Change vs. Year Ago | -4% | +2% | -9% | +10% | -3% | +8% |

Outlook

In a press release issued on July 29, 2009, the Company announced that it estimates its loss per share from continuing operations for the second quarter of 2009 will be in the range of \$(0.25)-\$(0.30), including a net gain of approximately \$0.18 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 estimates its adjusted loss per share from continuing operations for the second quarter of 2009 will be in the range of \$(0.43)-\$(0.48). Adjusted loss per share is a non-GAAP measure which the Company believes will facilitate comparisons of the past and future performance of its core business. Items which the Company considers to be unusual or one time in nature are income generated by the repatriation of foreign cash of approximately \$4.8 million after tax and the favorable settlement of an IRS employment tax audit related to stock options of \$4.7 million pre-tax, partially offset by \$2.0 million pre-tax for expenses incurred in connection with the proxy contest, \$1.6 million pre-tax for expenses associated with the pre-payment of its term loan, and \$0.3 million pre-tax of expense for previously announced restructuring programs.

In conjunction with today's July 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, August 13, 2009. To access the recording, please visit the Investor Relations section of the Company's website at www.childrensplace.com.

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The Company will discuss details on the quarter when it reports second quarter earnings results on Thursday, August 20, 2009. The Company will host a conference call that day at 10:00 a.m. Eastern Time which will be broadcast live and can be accessed through the Investor Relations section of the Company's website. An audio archive will be available approximately one hour after the conclusion of the call, until midnight on August 27, 2009.

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 August 1, 2009, the Company owned and operated 937 The Children's Place stores and an online store at www.childrensplace.com.

Forward-Looking Statements

This press release may contain certain forward-looking statements regarding future circumstances, including statements regarding loss per share from continuing operations for the second quarter of 2009. 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 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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