

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):  
June 22, 2007

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 5.05 Amendment to the Registrant’s Code of Ethics, or Waiver of a Provision of Code of Ethics**

(a) On June 22, 2007, the Board of Directors (the “Board”) of The Children’s Place Retail Stores, Inc. (the “Company”) adopted certain revisions to the Company’s Code of Business Conduct (the “Code”) applicable to the Company’s senior officers, directors and all employees. The revision supplements the Code to explicitly provide for a more formalized policy of the Company with respect to cooperation with governmental and regulatory investigations. In addition and in connection with the prohibitions under the Foreign Corrupt Practices Act, the revisions also provide more detail on the prohibition of giving anything of value to any employee or official of a government or political candidate or to any person performing public duties or state functions in order to secure an improper advantage with respect to any aspect of the Company’s business. This summary is qualified entirely by the full text of the revisions to the Code filed herewith as Exhibit 14.1 to this report.

These amendments to the Code were made by the Company in connection with the previously announced comprehensive review by the Board all of the Company’s governance systems and processes and internal controls.

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits.

14.1 Revisions to Code of Business Conduct

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

Date: June 27, 2007

THE CHILDREN'S PLACE RETAIL STORES, INC.

By: /s/ Susan Riley

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Name: Susan Riley

Title: Executive Vice President, Finance and Administration

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
14.1	Revisions to Code of Business Conduct

**Compliance with Laws, Rules and Regulations (Including, Without Limitation, Insider Trading Laws); Cooperation with Investigations**

It is the Company's policy to cooperate with any governmental or regulatory authority in its conduct of any investigation or inquiry concerning the Company. All subpoenas, document or information requests and other inquiries received from any governmental authority should be immediately referred to the Company's Legal Department. Each associate and officer is expected to cooperate fully with any request by the Legal Department or counsel for the Company for documentation or information (including any in electronic form and whether retained in personal or Company records or equipment) pertaining to any response by the Company for documents or information sought by any governmental authority. In addition, each associate and officer is expected to cooperate with any internal investigation or review conducted by or on behalf of the Company including the Board of Directors or any committee thereof.

**Payments to Government Personnel**

The Company strictly prohibits giving or promising, directly or indirectly, anything of value to any employee or official of a government (including state-owned companies) or a political party, candidate for office, or to any person performing public duties or state functions in order to obtain or retain business or to secure an improper advantage with respect to any aspect of the Company's business. This restriction also applies to persons working for or on behalf of the Company, including agents, consultants, independent contractors or other representatives, none of whom may do indirectly on behalf of the Company what an employee of the Company could not do directly under this Code or applicable law, rules and regulations. Under the Foreign Corrupt Practices Act, improper payments are defined expansively to include gifts, entertainment and certain travel expenses. Although local law may permit gift-giving or the payment of entertainment expenses, the Company's Legal Department must approve any such payments. While the anti-bribery laws permit in narrow circumstances small "facilitation" payments to expedite the routine performance of legitimate duties, this area is not always clear, and any such payments also must be discussed in advance with the Company's Legal Department.