

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 12, 2004

THE CHILDREN'S PLACE RETAIL STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23071
(Commission
File Number)

31-1241495
(IRS Employer ID
Number)

915 Secaucus Road, Secaucus, New Jersey

07094

(Address of principal executive offices)

(Zip Code)

Registrant's Telephone Number, including area code:

(201) 558-2400

(Former name or former address, if changed since last report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99	Press release dated August 12, 2004.

Item 12. Results of Operations and Financial Condition.

On August 12, 2004, The Children's Place Retail Stores, Inc. issued a press release announcing financial information for the fiscal quarter ended July 31, 2004. A copy of this press release is included as Exhibit 99 hereto.

[Remainder of page intentionally left blank;
signature on following page.]

SIGNATURES

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

THE CHILDREN'S PLACE RETAIL STORES, INC.

By /s/ Seth L. Udasin

Dated: August 12, 2004

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated August 12, 2004

The Children's Place Retail Stores, Inc.

Exhibit
Number

Description

99

Press Release issued by the Company on August 12, 2004

PRESS RELEASE

FOR IMMEDIATE RELEASE**THE CHILDREN'S PLACE REPORTS 2004 SECOND QUARTER
FINANCIAL RESULTS**

Secaucus, New Jersey - August 12, 2004 - The Children's Place Retail Stores, Inc. (Nasdaq: PLCE) today reported financial results for the second quarter and six months ended July 31, 2004.

Second Quarter

- Net sales for the second quarter increased 19% to \$189.2 million, compared with \$159.1 million a year earlier.
- Comparable store sales increased 10% in the quarter, versus a 3% increase for the same period last year.
- Net loss was \$9.9 million, compared to a net loss of \$9.4 million last year.
- Loss per share was \$0.37 compared to a loss per share of \$0.35 in the fiscal 2003 period.
- The Company opened 16 new stores and closed one store during the second quarter.

Six-Month Period

- Net sales for the six-month period increased 22% to \$414.9 million, from \$340.1 million for the same period in 2003.
- Comparable store sales increased 13% for the period, compared to a 6% decrease for the same period last year.
- Net income was \$1.6 million, compared to a \$3.8 million net loss in the year-ago period.
- Diluted earnings per share were \$0.06 compared to a loss per share of \$0.14 in the 2003 period.
- The Company opened 26 new stores during the six-month period, and closed two.

“Increases in second quarter key performance indicators, including comparable store sales transactions, traffic and conversion, highlight our continued sales momentum,” said Ezra Dabah, Chairman and Chief Executive Officer of The Children's Place. “In addition, a continued gain in market share, increased customer acceptance and growth in store productivity position us for long-term profitable growth.”

“We are pleased with the overall tone of business, as initial customer response to our Back-to-School merchandise has been favorable. Our customer depends on us for key items, making The Children's Place a top Back-to-School destination. Importantly, we are very clean of old season merchandise, and our inventory investment in key items positions us to meet demand and ensure a strong in-stock position throughout the season.”

For fiscal 2004, the Company continues to anticipate full year earnings growth of approximately 40% over fiscal 2003.

The Children's Place will host a webcast of its second quarter conference call today at 10:00 a.m., Eastern Time. Interested parties are invited to listen to the call at the Company's web site, www.childrensplace.com. An archive of the webcast will be available on the site through Thursday, August 19, 2004.

The Children's Place Retail Stores, Inc. is a leading specialty retailer of high quality, value-priced apparel and accessories for children, newborn to age ten. The Company designs, contracts to manufacture and sells its products under the “The Children's Place” brand name. As of July 31, 2004, the Company operated 715 stores, including 667 stores in the United States, 47 stores in Canada and one store in Puerto Rico. The Company also sells its merchandise through its virtual store located at www.childrensplace.com.

This press release and above referenced call 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 from those contemplated in such forward-looking statements including, in particular, the risks and uncertainties described in the Company's filings with the Securities and Exchange Commission. Actual results, events, and performance may differ. Readers or listeners (on the call) are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We undertake 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 Children's Place or any other person that the events or circumstances described in such statement are material.

Contact: The Children's Place
 Seth Udasin, Chief Financial Officer, 201/558-2409
 Heather Anthony, Director, Investor Relations, 201/558-2865

(Tables Follow)

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

	13 Weeks Ended:		26 Weeks Ended:	
	July 31, 2004	August 2, 2003	July 31, 2004	August 2, 2003
Net sales	\$ 189,165	\$ 159,082	\$ 414,945	\$ 340,092
Cost of sales	130,866	108,612	264,787	219,732
Gross profit	58,299	50,470	150,158	120,360
Selling, general and administrative expenses	64,231	55,988	126,904	107,379
Depreciation and amortization	10,397	9,875	20,702	19,403
Operating (loss) income	(16,329)	(15,393)	2,552	(6,422)
Interest income, net	81	52	107	145
(Loss) income before income taxes	(16,248)	(15,341)	2,659	(6,277)
(Benefit) provision for income taxes	(6,337)	(5,982)	1,037	(2,447)
Net (loss) income	\$ (9,911)	\$ (9,359)	\$ 1,622	\$ (3,830)
Basic (loss) income per share	\$ (0.37)	\$ (0.35)	\$ 0.06	\$ (0.14)
Basic weighted average number of shares outstanding	26,860	26,620	26,837	26,609
Diluted (loss) income per share	\$ (0.37)	\$ (0.35)	\$ 0.06	\$ (0.14)
Diluted weighted average number of shares outstanding	26,860	26,620	27,516	26,609

THE CHILDREN'S PLACE RETAIL STORES, INC.
CONDENSED BALANCE SHEETS
(In thousands)

	July 31, 2004	January 31, 2004	August 2, 2003
	(Unaudited)	(Unaudited)	(Unaudited)
Current assets:			
Cash and cash equivalents	\$ 31,333	\$ 74,772	\$ 25,194
Accounts receivable	12,974	8,462	15,412
Inventories	136,563	96,128	87,321
Other current assets	26,631	20,070	26,042
Total current assets	207,501	199,432	153,969
Property and equipment, net	146,016	146,707	154,617
Other assets, net	14,337	13,527	9,326
Total assets	\$ 367,854	\$ 359,666	\$ 317,912
Current liabilities:			
Revolving credit facility	\$ 0	\$ 0	\$ 426
Accounts payable	46,401	35,173	35,488
Accrued expenses and other current liabilities	42,417	49,984	40,818
Total current liabilities	88,818	85,157	76,732
Other liabilities	18,404	17,504	15,189
Total liabilities	107,222	102,661	91,921
Stockholders' equity	260,632	257,005	225,991
Total liabilities and stockholders' equity	\$ 367,854	\$ 359,666	\$ 317,912

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