Childrens Place, Inc. Form 4 May 08, 2015

# FORM 4

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

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** POOLE GREGORY I	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	Childrens Place, Inc. [PLCE]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
C/O THE CHILDREN'S PLACE,	05/06/2015	_X_ Officer (give title Other (specif			
INC, 500 PLAZA DRIVE		below) below) SVP, Global Sourcing			
11 (0,1, 0 0 0 1 21 22 1 2 1 1 1 1 1					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		_X_ Form filed by One Reporting Person			
SECAUCUS, NJ 07094		Form filed by More than One Reporting			
		Person			
(City) (State) (Zin)					

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(A) or		Reported Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(======================================		
Common Stock, par value \$0.10 per share	05/06/2015		A	5,367 (1)	A	\$ 0	62,610	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
					Exercisable	Date	Title	Number			
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

POOLE GREGORY I C/O THE CHILDREN'S PLACE, INC., 500 PLAZA DRIVE SECAUCUS, NJ 07094

SVP, Global Sourcing

## **Signatures**

/s/ James E. Myers, as Attorney-In-Fact for Gregory I. Poole

05/08/2015

\*\*Signature of Reporting Person

Date

### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares of Common Stock, par value \$0.10 per share, of The Children's Place, Inc. (the "Company"), underlying time restricted stock units granted under the Company's 2011 Equity Incentive Plan (the "Plan") on May 6, 2015, one-third of which are deliverable to Mr. Poole on each of the first, second and third anniversaries of the date of grant provided Mr. Poole is employed by the Company on the respective vesting dates, subject to the terms and conditions of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2