

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): October 15, 2012

THE CHILDREN'S PLACE RETAIL STORES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-23071

(Commission File Number)

31-1241495

(IRS Employer Identification No.)

500 Plaza Drive, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 15, 2012, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of The Children’s Place Retail Stores, Inc. (the “Company”), the Board increased the number of directors constituting the entire Board from eight (8) to nine (9) and appointed Susan Patricia Griffith as an “independent” director of the Company within the meaning of the Marketplace Rules of the Nasdaq Stock Market LLC, to fill the vacancy created by such increase. Ms. Griffith will serve as a Class I director, holding office for the remainder of the full term of the Class I directors expiring at the annual meeting of stockholders of the Company to be held in 2013. Ms. Griffith has also been appointed as a member of the Compensation Committee of the Board.

Ms. Griffith, age 48, currently holds the position of Claims Group President of Progressive Corporation, a property and casualty insurance company listed on the New York Stock Exchange. As Claims Group President, Ms. Griffith has responsibility for the direct management of the claims organization, overseeing more than 12,000 employees across the United States. Ms. Griffith joined Progressive in 1988 and held positions of increasing responsibility, including six years as Chief Human Resources Officer, prior to her appointment in 2008 as Claims Group President.

There is no arrangement or understanding between Ms. Griffith and any other person pursuant to which Ms. Griffith was appointed as a director of the Company. Ms. Griffith will be eligible to participate in all non-management director compensation plans and arrangements available to the Company’s other independent directors. Accordingly, on the date of her appointment as a director, Ms. Griffith was granted a time-based restricted stock unit under the Company’s 2011 Equity Incentive Plan (the “Plan”) representing 488 shares of the Company’s common stock, par value \$0.10 per share, which shares are deliverable to Ms. Griffith on the first anniversary of the date of grant, subject to the terms and conditions of the Plan.

A copy of the press release announcing the appointment of Ms. Griffith as a Class I director of the Company is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 99.1 Press Release, dated October 15, 2012 issued by the Company regarding the Company’s appointment of Ms. Griffith as a member of the Board.

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: October 16, 2012

THE CHILDREN'S PLACE RETAIL STORES, INC.

By: /s/ Jane Elfers

Name: Jane Elfers

Title: President and Chief Executive Officer

THE CHILDREN'S
PLACE

FOR IMMEDIATE RELEASE

**THE CHILDREN'S PLACE APPOINTS TRICIA GRIFFITH
TO BOARD OF DIRECTORS**

Secaucus, New Jersey – October 15, 2012 – The Children's Place Retail Stores, Inc. (Nasdaq: PLCE), the largest pure-play children's specialty apparel retailer in North America, today announced the appointment of Ms. Tricia Griffith, 48, to the Company's Board of Directors.

Ms. Griffith currently holds the position of Claims Group President, Progressive Insurance, where she has responsibility for the direct management of the Claims organization, overseeing 12,000 employees across the United States. Ms. Griffith joined Progressive Insurance in 1988 and held positions of increasing responsibility, including six years as Chief Human Resources Officer, prior to her appointment in 2008 as Claims Group President. She received her bachelor degree from Illinois State University.

The addition of Ms. Griffith will expand the Company's Board of Directors from eight to nine.

"Tricia has broad-based managerial, human resources and corporate governance experience," commented Norman Matthews, Chairman of the Board. "We are pleased to welcome her to The Children's Place Board."

Ms. Griffith qualifies as an independent director within the meaning of the Marketplace Rules of the Nasdaq Stock Market LLC. Ms. Griffith will serve as a Class I Director, and will stand for election at the 2013 Annual Meeting of Stockholders.

About The Children's Place Retail Stores, Inc.

The Children's Place is the largest pure-play children's specialty apparel retailer in North America. The Company designs, contracts to manufacture and sells fashionable, high-quality merchandise at value prices, primarily under the proprietary "The Children's Place" brand name. As of July 28, 2012, the Company operated 1,080 stores and an online store at www.childrensplace.com.

Forward Looking Statements

This press release 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 and performance 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 28, 2012. Included among the risks and uncertainties that could cause actual results and performance to differ materially are the risk that the Company will be unsuccessful in gauging fashion trends and changing consumer preferences, 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 continued weakness in the economy or by other factors such as increases in the cost of gasoline and food, and the uncertainty of weather patterns.

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