

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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)

September 29, 2006

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THE CHILDREN'S PLACE RETAIL STORES, INC.

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(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  
(Address of principal executive offices)

07094  
(Zip Code)

Registrant's Telephone Number, including area code:

(201) 558-2400

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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:

- 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 1.01 Entry into a Material Definitive Agreement**

As previously announced, The Children's Place Retail Stores, Inc. (the "Company") has commenced construction of a 700,000 square foot automated distribution center in Fort Payne, Alabama. On September 29, 2006, the Company entered into two purchase agreements (the "Agreements") with Dematic Corp. ("Dematic") whereby the Company had the opportunity to elect to purchase a material handling system from Dematic for the distribution center. On October 29, 2006, the last day for the Company to make such election under the Agreements, the Company determined to purchase the material handling system from Dematic. Depending on final specifications, the system, including installation, is expected to cost the Company approximately \$29 million. Installation is expected to be completed sometime next summer.

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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/ Susan Riley

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Name: Susan Riley

Title: Senior Vice President, Chief Financial Officer

Dated: November 2, 2006

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