Childrens Place, Inc. Form 4 August 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES 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.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person
MATTHEWS NODMANS

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Childrens Place, Inc. [PLCE]

(Last)

(City)

Common

Stock, par

per share

value \$0.10

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

08/04/2016

_X__ Director 10% Owner Officer (give title __X_ Other (specify below) below)

C/O THE CHILDREN'S PLACE, INC.., 500 PLAZA DRIVE

(Street)

(State)

08/04/2016

4. If Amendment, Date Original

Chairman of The Board 6. Individual or Joint/Group Filing(Check

(Check all applicable)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(Zip)

SECAUCUS, NJ 07094

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(Instr. 3 and 4) Code V Amount (D) Price \$ 543 (1) A 78.51 90,119 D (2)

(A)

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

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Transaction(s)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(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)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MATTHEWS NORMAN S C/O THE CHILDREN'S PLACE, INC., 500 PLAZA DRIVE SECAUCUS, NJ 07094

X

Chairman of The Board

Signatures

/s/ James E. Myers, as Attorney-In-Fact for Norman S. Matthews

08/08/2016

**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).
- Shares acquired pursuant to deferral elections made by the reporting person on December 2, 2015 pursuant to The Children's **(1)** Place, Inc. Nonqualified Deferred Compensation Plan.
- The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$78.41 to \$78.56, inclusive. The reporting person undertakes to provide to The Children's Place, Inc. (the "Company"), any **(2)** security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.

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