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CHILDRENS PLACE RETAIL STORES INC
Form SC 13D/A
October 20, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 12)*

The Children's Place Retail Stores, Inc.

(Name of Issuer)

Common Stock, \$0.10 par value

(Title of Class of Securities)

168905107

(CUSIP Number)

Dennis J. Block, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
(212) 504-5555

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 14, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO.: 168905107

1 NAMES OF REPORTING PERSONS

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Ezra Dabah

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES 343,415

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER

EACH 855,073

REPORTING PERSON 9 SOLE DISPOSITIVE POWER

343,415

10 SHARED DISPOSITIVE POWER

855,073

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,198,488

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO.: 168905107

1 NAMES OF REPORTING PERSONS

Renee Dabah

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF SHARES 0

BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER
1,198,488

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,198,488

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,198,488

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.4%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 12 amends and supplements the statement on Schedule 13D (the "Schedule 13D") originally filed with the Securities and Exchange Commission on October 15, 2007, as amended by Amendment No. 1 filed on February 7, 2008, Amendment No. 2 filed on February 21, 2008, Amendment No. 3 filed on May 15, 2008, Amendment No. 4 filed on April 24, 2009, Amendment No. 5 filed on

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May 6, 2009, Amendment No. 6 filed on May 15, 2009, Amendment No. 7 filed on June 5, 2009, Amendment No. 8 filed on July 30, 2009, Amendment No. 9 filed on August 5, 2009, Amendment No. 10 filed on September 25, 2009 and Amendment No. 11 filed on October 9, 2009 by Ezra Dabah and Renee Dabah (the "Reporting Persons") with respect to the shares of Common Stock, \$0.10 par value per share (the "Common Stock"), of The Children's Place Retail Stores, Inc., a Delaware corporation (the "Company"). Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D. From and after the date hereof, all references in the Schedule 13D to the Schedule 13D or terms of similar import shall be deemed to refer to the Schedule 13D as amended and supplemented hereby.

The Reporting Persons have entered into a Fourth Amended and Restated Joint Filing Agreement, dated as of July 29, 2009, a copy of which is filed as Exhibit L to Amendment No. 8 to the Schedule 13D filed on July 30, 2009, and which is incorporated herein by reference. Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that they constitute a "group" as such term is used in Section 13(d)(1)(k) of the rules and regulations under the Securities Exchange Act of 1934, as amended.

Item 5 is hereby amended and supplemented as follows:

Item 5. Interest in Securities of the Issuer.

(a) - (b)

Based upon the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on September 3, 2009, there were 27,355,204 shares of Common Stock outstanding as of August 31, 2009. Ezra Dabah is the beneficial owner of 1,198,488 shares of Common Stock of the Company, representing 4.4% of the total number of shares outstanding as of August 31, 2009. Mr. Dabah (i) has the sole power to vote or to direct the vote and to dispose or direct the disposition of 343,415 of such shares (which includes 85,000 shares that are issuable upon the exercise of outstanding vested options), (ii) has shared power to vote or to direct the vote and to dispose or direct the disposition of 479,073 of such shares held by Mr. Dabah and others, as custodians or trustees for Mr. Dabah's children and certain other family members and (iii) has shared power to vote or to direct the vote and to dispose or direct the disposition of 376,000 of such shares held by Mr. Dabah and his wife as joint tenants with right of survivorship.

Renee Dabah, wife of Ezra Dabah, is the beneficial owner of 1,198,488 shares of Common Stock of the Company, representing 4.4% of the total number of shares outstanding as of August 31, 2009. Mrs. Dabah (i) does not have sole power to vote or to direct the vote or to dispose or direct the disposition of any of such shares, (ii) has shared power to vote or to direct the vote and to dispose or direct the disposition of 479,073 of such shares held by Mrs. Dabah and others, as custodians or trustees for Mrs. Dabah's children and certain other family members, (iii) has shared power to vote or to direct the vote and to dispose or direct the disposition of

376,000 of such shares held by Mrs. Dabah and her husband as joint tenants with right of survivorship and (iv) may be deemed to have shared power to vote or to direct the vote and to dispose or direct the disposition of 343,415 of such shares (which includes 85,000 shares that are issuable to Mrs. Dabah's husband upon the exercise of vested stock options) owned by Mrs. Dabah's husband.

(c) On October 12, 2009, Ezra Dabah sold 37,500 shares of Common Stock on the open market at an average price of \$34.37 per share. On October 13, 2009, Ezra Dabah sold 112,500 shares of Common Stock on the open market at an average price

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of \$34.07 per share. On October 14, 2009, Mrs. Dabah and a co-trustee, acting as trustees on behalf of certain trusts established for the benefit of Mr. and Mrs. Dabah's children and certain other family members, sold 100,000 shares of Common Stock on the open market at an average price of \$35.18 per share. On October 15, 2009, Ezra Dabah sold 50,000 shares of Common Stock on the open market at an average price of \$35.52 per share. On October 16, 2009, Ezra Dabah sold 31,403 shares of Common Stock on the open market at an average price of \$36 per share.

(d) N/A.

(e) As of October 14, 2009, the Reporting Persons ceased to be the beneficial owners of more than five percent of Common Stock.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EZRA DABAH

By: /s/ Ezra Dabah

Name: Ezra Dabah

RENEE DABAH

By: /s/ Renee Dabah

Name: Renee Dabah

Dated: October 20, 2009