Childrens Place, Inc. Form 4 March 27, 2017

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 Expired: January 31,

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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response...

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COST BRADLEY P	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)	Childrens Place, Inc. [PLCE] 3. Date of Earliest Transaction	(Check all applicable)				
C/O THE CHILDREN'S PLACE, INC., 500 PLAZA DRIVE	(Month/Day/Year) 03/23/2017	Director 10% Owner Selow) Other (specify below) See Remarks				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
SECAUCUS, NJ 07094		Person				

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.10 per share	03/23/2017		Code V	Amount 22,500 (1)	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4) 40,149	(Instr. 4)	
Common Stock, par value \$0.10 per share	03/24/2017		S	7,304 (<u>2)</u>	D	\$ 118.48 (3)	32,845	D	

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

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SEC 1474 (9-02)

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	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		r Expiration Date		Amou	ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11116	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

COST BRADLEY P C/O THE CHILDREN'S PLACE, INC. 500 PLAZA DRIVE SECAUCUS, NJ 07094

See Remarks

Signatures

/s/ James E. Myers, as Attorney-In-Fact for Bradley P. Cost

03/27/2017

Date

**Signature of Reporting Person

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 a performance stock award granted under the Company's 2011 Equity Incentive Plan (the "Plan") on May 5, 2014. Such shares vest and are deliverable
- on or within 10 days following May 5, 2017, provided Mr. Cost is employed by the Company on such date, as further subject to the terms and conditions of the Plan.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, **(2)**
- (3) The price reported in Column 4 is a weighted average price. These share were sold in multiple transactions at prices ranging from \$118.05 to \$119, inclusive. The reporting persons undertakes to provide to the Company, any 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 prie

Reporting Owners 2

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within the reanges set forth in this footnote.

Remarks:

Senior VP, Gen Counsel and Secretary

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.