

KOHL'S CORPORATION  
Form 8-K  
May 18, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): 05/13/2010**

**Kohl's Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-11084**

**Wisconsin**  
(State or other jurisdiction of  
incorporation)

**39-1630919**  
(IRS Employer  
Identification No.)

**N56 W17000 Ridgewood Drive**  
Menomonee Falls, Wisconsin  
53051

(Address of principal executive offices, including zip code)

**262-703-7000**

(Registrant's telephone number, including area code)

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At the 2010 Annual Meeting of Shareholders (the "2010 Annual Meeting") of Kohl's Corporation (the "Company") held on May 13, 2010, the Company's shareholders approved the Kohl's Corporation 2010 Long-Term Compensation Plan (the "2010 Plan"). The Plan provides for the following types of awards to our current and former employees and non-employee members of the Company's Board of Directors:

- options to purchase shares of the Company's \$0.01 par value common shares Common Stock ("Common Stock"),
- stock appreciation rights,
- stock awards,
- performance units, and
- performance shares.

The aggregate number of shares of Common Stock authorized under the Plan is 18,500,000, which will be reduced by one (1) share for every share of Common Stock subject to a stock option or stock appreciation rights award granted under the Plan and 1.5 shares for every share of Common Stock subject to a "Full Value Award" granted under the Plan. "Full Value Awards" mean awards that are not stock options or stock appreciation rights and are settled by the issuance of Common Stock.

The foregoing description of the 2010 Plan is qualified in its entirety by reference to the 2010 Plan attached as Annex A to the Proxy Statement on Schedule 14A filed on March 26, 2010 in connection with the 2010 Annual Meeting, which is incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The following matters were voted upon at the 2010 Annual Meeting:

(1) Proposal to elect the 11 individuals nominated by the Board of Directors to serve as directors for a one year term and until their successors are duly elected and qualified. The results of the voting on this proposal were as follows:

|                       | For         | Against    | Broker Abstain | Non-Votes  |  |
|-----------------------|-------------|------------|----------------|------------|--|
| Peter Boneparth       | 247,505,280 | 4,150,881  | 60,163         | 12,898,694 |  |
| Steven A. Burd        | 241,240,247 | 10,401,702 | 74,375         | 12,898,694 |  |
| John F. Herma         | 246,901,185 | 4,755,948  | 59,191         | 12,898,694 |  |
| Dale E. Jones         | 246,648,462 | 5,007,551  | 60,311         | 12,898,694 |  |
| William S. Kellogg    | 248,119,285 | 3,540,664  | 56,375         | 12,898,694 |  |
| Kevin Mansell         | 245,609,317 | 6,048,306  | 58,701         | 12,898,694 |  |
| Frank V. Sica         | 239,773,079 | 11,884,939 | 58,306         | 12,898,694 |  |
| Peter M. Sommerhauser | 230,783,931 | 20,873,970 | 58,423         | 12,898,694 |  |
| Stephanie A. Streeter | 250,329,275 | 1,328,815  | 58,234         | 12,898,694 |  |
| Nina G. Vaca          | 250,408,619 | 1,248,766  | 58,939         | 12,898,694 |  |
| Stephen E. Watson     | 250,120,343 | 1,534,305  | 61,676         | 12,898,694 |  |

(2) Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 29, 2011. The results of the voting on this proposal are as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

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260,490,169      4,069,271      55,578      0

(3) Proposal to approve the Kohl's Corporation 2010 Long Term Compensation Plan. The results of the voting on this proposal are as follows:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 220,508,338 | 30,825,332 | 382,654 | 12,898,694       |

(4) Shareholder proposal on simple majority vote requirements. The results of the voting on this proposal are as follows:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 186,940,199 | 64,393,466 | 382,659 | 12,898,694       |

(5) Shareholder proposal on an independent chairman of the Board of Directors. The results of the voting on this proposal are as follows:

| For        | Against     | Abstain   | Broker Non-Votes |
|------------|-------------|-----------|------------------|
| 42,325,440 | 207,960,013 | 1,430,871 | 12,898,694       |

**Item 8.01. Other Events**

On May 13, 2010, the Company issued a press release announcing events which took place in connection with the 2010 Annual Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit

| No.  | Description   |
|------|---|
| 10.1 | Kohl's Corporation 2010 Long Term Compensation Plan, incorporated by reference to Annex A to the Proxy Statement on Schedule 14A filed on March 26, 2010 in connection with the Corporation's 2010 Annual Meeting |
| 99.1 | Press Release dated May 13, 2010  |

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**SIGNATURES**

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.

Kohl's Corporation

Date: May 18, 2010

By: /s/ Richard D. Schepp

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Richard D. Schepp  
Executive Vice President, General Counsel and Secretary



**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>        |
|---------------------------|----------------------------------|
| EX-99.1                   | Press Release dated May 13, 2010 |