

TJX COMPANIES INC /DE/  
Form 8-K  
May 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 2, 2013**

**The TJX Companies, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-4908**  
(Commission  
File Number)

**04-2207613**  
(IRS Employer  
Identification No.)

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**770 Cochituate Road,**

**Framingham, MA**  
(Address of Principal Executive Offices)

**(508) 390-1000**

**01701**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (*see* General Instruction A.2. below):

- .. 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))

**Item 8.01. Other Events.**

On May 2, 2013, The TJX Companies, Inc. (the "Company") completed the issuance and sale of \$500,000,000 aggregate principal amount of 2.500 % Notes due 2023 (the "Notes"). The Notes were issued pursuant to an Indenture dated April 2, 2009 between the Company and U.S. Bank National Association (the "Trustee"), as supplemented by the Third Supplemental Indenture, dated as of May 2, 2013, between the Company and the Trustee (the "Third Supplemental Indenture," and collectively the "Indenture"). The Notes were issued through an underwriting agreement (the "Underwriting Agreement") between the Company and Deutsche Bank Securities Inc., Barclays Capital Inc. and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named in Schedule 1 thereto, dated as of April 29, 2013.

The Notes were registered pursuant to a registration statement on Form S-3 (No. 333-188192) (the "Registration Statement"). In order to furnish certain exhibits for incorporation by reference into the Registration Statement, the Company is filing the Underwriting Agreement, the Third Supplemental Indenture, and the opinion of Ropes & Gray LLP relating to the validity of the Notes as exhibits to this filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

No.	Description
1.1	Underwriting Agreement, dated as of April 29, 2013 by and among The TJX Companies, Inc., as issuer, and Deutsche Bank Securities Inc., Barclays Capital Inc. and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named in Schedule 1 thereto.
4.1	Indenture dated April 2, 2009 between The TJX Companies, Inc. and U.S. Bank National Association, as Trustee, incorporated by reference to Exhibit 4.1 as filed with the Company's Registration Statement on Form S-3, filed April 2, 2009.
4.2	Third Supplemental Indenture, dated as of May 2, 2013 by and between The TJX Companies, Inc. and U.S. Bank National Association, as Trustee, including the form of Global Note attached as Annex A thereto.
5.1	Opinion of Ropes & Gray LLP as to the validity of the Notes.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1).

**SIGNATURE**

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.

THE TJX COMPANIES, INC.

Date: May 2, 2013

By: /s/ Scott Goldenberg  
Name: Scott Goldenberg  
Title: Chief Financial Officer and

Executive Vice President

**EXHIBIT INDEX**

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