

KOHLS Corp  
Form DEFA14A  
March 21, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**KOHL S CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice** Regarding the Availability of Proxy Materials for the  
**Shareholder Meeting to Be Held on May 12, 2011.**

**KOHL S CORPORATION**

*KOHL S CORPORATION*

*N56 W17000 RIDGEWOOD DRIVE*

*MENOMONEE FALLS, WI 53051*

**Meeting Information**

<b>Meeting Type:</b>	Annual
<b>For holders as of:</b>	March 9, 2011
<b>Date:</b>	May 12, 2011
<b>Time:</b>	1:00 p.m., Local Time
<b>Location:</b>	The Pilot House at Pier Wisconsin

500 N. Harbor Drive

Milwaukee, WI 53202

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials, which contain important information, that are available to you on the Internet or by mail. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

***See the reverse side of this notice to obtain proxy materials and voting instructions.***

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## Before You Vote

How to Access the Proxy Materials

### Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT AND FORM OF PROXY      FORM 10-K

### How to View Online:

Have the information that is printed in the box marked by the arrow gXXXX XXXX XXXX (located on the following page) and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. You will not otherwise receive a paper or email copy. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*      1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow gXXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 28, 2011 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow gXXXX XXXX XXXX available and follow the instructions.

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**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.  
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**Voting Items**

**ITEM 1.** Election of Directors

**The Board of Directors recommends that you vote FOR the following nominees:**

**Nominees:**

- 1a. Peter Boneparth
- 1b. Steven A. Burd
- 1c. John F. Herma
- 1d. Dale E. Jones
- 1e. William S. Kellogg
- 1f. Kevin Mansell
- 1g. Frank V. Sica
- 1h. Peter M. Sommerhauser
- 1i. Stephanie A. Streeter
- 1j. Nina G. Vaca
- 1k. Stephen E. Watson

**ITEM 2.** Ratify Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm.

**The Board of Directors Recommends a Vote FOR Item 2.**

**ITEM 3.** Management Proposals to Amend Articles of Incorporation:

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3a. Approval of elimination of supermajority vote requirement in Article V.

**The Board of Directors recommends a vote FOR Item 3a.**

3b. Approval of elimination of supermajority vote requirement in Article VI.

**The Board of Directors recommends a vote FOR Item 3b.**

**ITEM 4.** Re-Approval of Annual Incentive Plan.

**The Board of Directors recommends a vote FOR Item 4.**

**ITEM 5.** Advisory Vote on Executive Compensation.

**The Board of Directors recommends a vote FOR Item 5.**

**ITEM 6.** Advisory Vote on the Frequency of Future Shareholder Advisory Votes on Executive Compensation.

**The Board of Directors recommends you vote for ONE YEAR.**

**ITEM 7.** Shareholder Proposal: Shareholder Action By Written Consent.

**The Board of Directors recommends a vote AGAINST Item 7.**

**ITEM 8.** Shareholder Proposal: Succession Planning And Reporting.

**The Board of Directors recommends a vote AGAINST Item 8.**

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