

TJX COMPANIES INC /DE/  
Form 8-K  
June 05, 2014

**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): June 5, 2014**

**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.)**

**770 Cochituate Road,**

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

**01701**  
**(Zip Code)**

**(508) 390-1000**

**(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 June 5, 2014, The TJX Companies, Inc. (the Company ) completed the issuance and sale of \$750,000,000 aggregate principal amount of 2.750% Notes due 2021 (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 Fourth Supplemental Indenture, dated as of June 5, 2014, between the Company and the Trustee (the Fourth Supplemental Indenture, and collectively the Indenture ). The Notes were issued through an underwriting agreement (the Underwriting Agreement ) between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule 1 thereto, dated as of June 2, 2014.

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 Fourth 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 June 2, 2014 by and among The TJX Companies, Inc., as issuer, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., and Wells Fargo Securities, LLC, 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	Fourth Supplemental Indenture, dated as of June 5, 2014 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: June 5, 2014

By: /s/ Scott Goldenberg

Name: Scott Goldenberg

Title: Chief Financial Officer and Senior Executive Vice  
President

**EXHIBIT INDEX**

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