

TARGET CORP  
Form S-8  
June 17, 2015

As filed with the Securities and Exchange Commission on June 17, 2015

Registration File No. 333-

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**TARGET CORPORATION**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0215170**  
(I.R.S. Employer Identification No.)

**1000 Nicollet Mall**  
**Minneapolis, Minnesota**

**55403-2467**

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(Address of Principal Executive Offices)

(Zip Code)

**Amended and Restated Target Corporation 2011 Long-Term Incentive Plan**

(Full title of the plan)

**John J. Mulligan,  
Executive Vice President,  
Chief Financial Officer and Chief Accounting Officer**

**Target Corporation**

**1000 Nicollet Mall**

**Minneapolis, Minnesota 55403-2467**

**(612) 304-6073**

(Name, address and telephone number,  
including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered</b>	<b>Amount to Be Registered</b>	<b>Proposed Maximum Offering Price Per Share(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Common stock, par value \$.0833 per share	20,000,000 shares	\$ 79.425	\$ 1,588,500,000	\$ 184,583.70

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based on the average of the high and low sales prices per share of the Registrant's Common Stock as reported on the New York Stock Exchange on June 10, 2015.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 20,000,000 shares of the Registrant's Common Stock to be issued pursuant to the Amended and Restated 2011 Target Corporation Long-Term Incentive Plan (formerly known as the Target Corporation 2011 Long-Term Incentive Plan) (the Plan). Previously, 40,000,000 shares were registered under the Plan pursuant to Registration Statement No. 333-174921. In accordance with Section E of the General Instructions to Form S-8, Registration Statement No. 333-174921 is incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the Commission) by Target Corporation (the Registrant) pursuant to the Securities Exchange Act of 1934 (the Exchange Act), are incorporated in this Registration Statement by reference:

- (1) the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2015 filed with the Commission on March 13, 2015;
- (2) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since January 31, 2015 (other than information deemed to have been furnished rather than filed in accordance with the Commission's rules); and
- (3) the description of the Registrant's common stock contained in a registration statement filed pursuant to the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment (other than information deemed to have been furnished rather than filed in accordance with the Commission's rules) which indicates that all of the securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in and a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or incorporated herein by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

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Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### Item 8. Exhibits.

<b>Exhibit Number</b>	<b>Document Description</b>
(4)A	Amended and Restated Articles of Incorporation (as amended through June 9, 2010) (1)
(4)B	By-Laws (as amended through September 9, 2009) (2)
(4)C	Form of Common Stock Certificate (3)
(5)	Opinion of the Chief Legal Officer of the Registrant
(23)A	Consent of the Chief Legal Officer of the Registrant (included with Exhibit 5)

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- (23)B Consent of Ernst & Young LLP
- (24) Powers of Attorney

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- (1) Incorporated by reference to Exhibit (3)A to the Registrant's Current Report on Form 8-K filed June 10, 2010 (File No. 1-6049)
  - (2) Incorporated by reference to Exhibit (3)B to the Registrant's Current Report on Form 8-K filed September 10, 2009 (File No. 1-6049)
  - (3) Incorporated by reference to Exhibit 4(p) to the Registrant's Registration Statement on Form S-3 filed September 27, 1996 (File No. 333-12915)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and the State of Minnesota, on the 17th day of June, 2015.

TARGET CORPORATION

By

/s/ John J. Mulligan  
John J. Mulligan, *Executive Vice  
President, Chief Financial Officer and Chief  
Accounting Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on the 17th day of June, 2015, by the following persons in the capacities indicated:

/s/ Brian C. Cornell  
Brian C. Cornell

Chairman of the Board and Chief Executive Officer (Principal  
Executive Officer)

/s/ John J. Mulligan  
John J. Mulligan

Executive Vice President, Chief Financial Officer and Chief  
Accounting Officer (Principal Financial and Accounting Officer)

Roxanne S. Austin )  
Douglas M. Baker, Jr. )  
Calvin Darden )  
Henrique De Castro )  
Mary E. Minnick )  
Anne M. Mulcahy )  
Derica W. Rice )  
Kenneth L. Salazar )  
John G. Stumpf )

Directors\*

\* John J. Mulligan, by signing his name hereto on the 17th day of June, 2015, does hereby sign this document pursuant to powers of attorney duly executed by the Directors named, filed with the Securities and Exchange Commission on behalf of such Directors, all in the capacities and on the date stated, such persons being the majority of the Directors of the Registrant.

/s/ John J. Mulligan  
John J. Mulligan, *Attorney-in-Fact*

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document Description</b>	<b>Form of Filing</b>
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(4)B	By-Laws (as amended through September 9, 2009)	Incorporated by Reference
(4)C	Form of Common Stock Certificate	Incorporated by Reference
(5)	Opinion of the Chief Legal Officer of the Registrant	Electronic Transmission
(23)A	Consent of the Chief Legal Officer of the Registrant (included with Exhibit 5)	Electronic Transmission
(23)B	Consent of Ernst & Young LLP	Electronic Transmission
(24)	Powers of Attorney	Electronic Transmission