

TOYS R US INC  
Form 8-K  
September 07, 2010

**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): September 7, 2010 (August 31, 2010)

**Toys R Us, Inc.**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other Jurisdiction of  
Incorporation or Organization)

**1-11609**  
(Commission File Number)

**22-3260693**  
(IRS Employer

**One Geoffrey Way, Wayne, New Jersey 07470**

Identification Number)

(Address of Principal Executive Offices, including Zip Code)

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(973) 617-3500

(Registrant's telephone number, including area code)

**Not Applicable**

(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 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(b) Removal of a Director. Effective as of August 31, 2010, pursuant to the terms of the stockholders agreement among the stockholders of Toys R Us, Inc. (the Company), Sanjay Morey has been removed as a member of the Board of Directors of the Company. The removal of Mr. Morey did not involve any disagreement with the Company. Effective as of August 31, 2010, Michael M. Calbert replaced Mr. Morey on the Company's Audit Committee.

**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.

Date: September 7, 2010

**Toys R Us, Inc.**  
 (Registrant)  
 By: /s/ F. Clay Creasey, Jr.  
 Name: F. Clay Creasey, Jr.  
 Title: Executive Vice President - Chief Financial Officer

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(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)  
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)  
 (Instr. 4)11. Nature of Indirect Beneficial Ownership  
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McConnell Sarah H 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176			SVP/GEN. COUNSEL/CORP. SECTY.	

**Signatures**

By: Barbara L. Smithers, by power of attorney  
 Date: 02/09/2011

\_\_Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan. DERs vest in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock. Includes 12,529 unvested RSUs, 2,881 vested RSUs, the receipt of which has been deferred and DERS relating to the RSUs, adjusted to
- (2) reflect the cumulative effect of fractional shares, and 3,754 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and 1/11/2010, and DERs related thereto.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.