

KOHLS Corp  
Form FWP  
September 18, 2012

Filed Pursuant to Rule 433

Registration No. 333-177252

**Kohl's Corporation**

**Final Term Sheet**

**September 18, 2012**

**\$350,000,000 3.250% Notes due 2023**

Issuer:	Kohl's Corporation
Expected Ratings (Moody's/S&P/Fitch)*:	Baa1/BBB+/BBB+
Security:	3.250% Notes due 2023
Size:	\$350,000,000
Trade Date:	September 18, 2012
Settlement Date:	September 25, 2012 (T+5**)
Interest Payment Dates:	February 1 and August 1 of each year, beginning February 1, 2013
Maturity Date:	February 1, 2023
Coupon (Interest Rate):	3.250%
Price to Public:	99.994%
Yield to Maturity:	3.251%
Spread to Benchmark Treasury:	+ 145 bps
Benchmark Treasury:	UST 1.625% due August 15, 2022
Benchmark Treasury Price and Yield:	98-13; 1.801%
Make-Whole Call:	Prior to November 1, 2022; T+25bps
Par Call:	On or after November 1, 2022
CUSIP/ISIN:	500255 AS3/US500255AS33
Joint Book-Running Managers:	Goldman, Sachs & Co.

UBS Securities LLC

U.S. Bancorp Investments, Inc.

Co-Managers: J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Morgan Stanley & Co. LLC

Wells Fargo Securities, LLC

\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

\*\* T+5 Settlement: Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days (such settlement being referred to as T+3 ), unless the parties to any such trade expressly agree otherwise.

## Edgar Filing: KOHLS Corp - Form FWP

Accordingly, purchasers who wish to trade these securities on the date of this issuer free writing prospectus or the next succeeding business day will be required, by virtue of the fact that these securities initially will settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of these securities who wish to trade these securities on the date of this issuer free writing prospectus or the next succeeding business day should consult their advisors.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll-free at (866) 471-2526, UBS Securities LLC toll-free at (877) 827-6444 ext. 561-3884 or U.S. Bancorp Investments, Inc. toll-free at (877) 558-2607.**

**Any disclaimers or other notices that may appear below are not applicable to this communication and should be disregarded. Such disclaimers were automatically generated as a result of this communication being sent via Bloomberg or another email system.**