

TJX COMPANIES INC /DE/

FORM 8-K (Current report filing)

Filed 10/22/18 for the Period Ending 10/22/18

Address	770 COCHITUATE RD FRAMINGHAM, MA, 01701
Telephone	508-390-2662
CIK	0000109198
Symbol	TJX
SIC Code	5651 - Retail-Family Clothing Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/01

**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): October 22, 2018

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 01701
(Address of principal executive offices) (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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.45 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 22, 2018, The TJX Companies, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Fourth Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to increase the number of authorized shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), from 1,200,000,000 shares to 1,800,000,000 shares. As discussed below, earlier that day, the Company’s shareholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at a special meeting of shareholders of the Company (the “Special Meeting”). The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Following the Special Meeting, the Board of Directors declared the previously announced 2-for-1 split of the Common Stock. One additional share of the Common Stock is expected to be distributed on November 6, 2018 for each share held by shareholders of record on October 30, 2018.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Special Meeting was held on October 22, 2018. The final voting results of the Special Meeting are as follows:

Proposal 1 : Approval of the Certificate of Amendment to the Certificate of Incorporation to increase the number of authorized shares of the Common Stock.

In accordance with the results below, Proposal 1 was approved.

For	Against	Abstaining	Broker Non-Votes
543,771,721	5,373,221	485,749	0

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 [Certificate of Amendment of Fourth Restated Certificate of Incorporation of The TJX Companies, Inc.](#)

SIGNATURES

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.

/s/ Alicia C. Kelly

Alicia C. Kelly

Executive Vice President, Secretary and General Counsel

Dated: October 22, 2018

**CERTIFICATE OF AMENDMENT
OF
FOURTH RESTATED
CERTIFICATE OF INCORPORATION
OF
THE TJX COMPANIES, INC.**

The TJX Companies, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: This Certificate of Amendment (the "Certificate of Amendment") amends the provisions of the Fourth Restated Certificate of Incorporation of The TJX Companies, Inc. (the "Certificate of Incorporation"), filed with the Secretary of State of the State of Delaware.

SECOND: The first paragraph of Article Fourth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"FOURTH: The total number of shares of capital stock of all classes which this Corporation shall have authority to issue shall be one billion eight hundred five million (1,805,000,000) shares, consisting of one billion eight hundred million (1,800,000,000) shares of Common Stock of the par value of one dollar (\$1.00) per share, amounting in the aggregate to one billion eight hundred million dollars (\$1,800,000,000), and five million (5,000,000) shares of Preferred Stock of the par value of one dollar (\$1.00) per share, amounting in the aggregate to five million dollars (\$5,000,000)."

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Scott Goldenberg, its Senior Executive Vice President and Chief Financial Officer, and attested to by Alicia C. Kelly, its Executive Vice President, General Counsel and Secretary, this 22nd day of October, 2018.

THE TJX COMPANIES, INC.

By: /s/ Scott Goldenberg
Name: Scott Goldenberg
Title: Senior Executive Vice President and Chief Financial Officer

ATTEST:

By: /s/ Alicia C. Kelly
Name: Alicia C. Kelly
Title: Executive Vice President, General Counsel and Secretary