

TJX COMPANIES INC /DE/
Form 8-K
July 21, 2009

**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): July 20, 2009

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)

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))
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Item 8.01. Other Events.

On July 20, 2009, The TJX Companies, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Banc of America Securities LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and RBS Securities Inc., as representatives of the several underwriters named in Schedule 1 thereto (collectively, the Underwriters), pursuant to which the Company agreed to sell and the Underwriters agreed to purchase, upon the terms and subject to the conditions set forth therein, \$400 million aggregate principal amount of 4.200% notes due 2015. The notes will be issued under a supplemental indenture with U.S. Bank National Association, as trustee. The offering of the notes is expected to close on July 23, 2009.

In order to furnish certain exhibits for incorporation by reference into the Company s Registration Statement on Form S-3 (File No. 333-158360), previously filed with Securities and Exchange Commission, the Company is filing the Underwriting Agreement as Exhibit 1.1 and filing the Computation of Ratio of Earnings to Fixed Charges as Exhibit 12.1 to such Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement dated as of July 20, 2009 by and among The TJX Companies, Inc. and Banc of America Securities LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities, Inc. and RBS Securities Inc., as representatives of the several underwriters named in Schedule 1 thereto.

12.1 Computation of Ratio of Earnings to Fixed Charges.

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.

By: /s/ Jeffrey G. Naylor

Name: Jeffrey G. Naylor

Title: Senior Executive Vice President,
Chief Financial and Administrative
Officer

Date: July 20, 2009

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement dated as of July 20, 2009 by and among The TJX Companies, Inc. and Banc of America Securities LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities, Inc. and RBS Securities Inc., as representatives of the several underwriters named in Schedule 1 thereto.
12.1	Computation of Ratio of Earnings to Fixed Charges.