

TARGET CORP  
Form DEFA14A  
May 11, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Target Corporation  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

On the evening of May 8, 2009, Target Corporation posted the following text and link on a page on its web site:

5/7/09

**Letter to Team Members**

You may receive more than one WHITE voting card. Please vote ALL the WHITE cards you receive and discard the gold card(s) received from Pershing Square.

[Link to letter filed on May 8, 2009]

On May 11, 2009, Target Corporation posted the following text and links on a page on its web site:

5/11/09

**Letter to Team Members**

In a message to Target team members, Gregg Steinhafel, chairman, president and chief executive officer of Target Corporation, states, "In the lead up to this year's Annual Meeting of Shareholders, there have been several letters and press releases from both Target and Pershing Square, which has launched a proxy contest in an attempt to place its own slate of candidates on Target's Board of Directors."

[Link to letter filed on May 11, 2009]

5/11/09

**Pershing Square Applauded Target until it Launched its Proxy Contest**

From the time of Pershing Square's disclosure of its first investment in Target until it launched its proxy contest, Pershing Square has regularly praised Target leadership, strategy and shareholder engagement.

[Link to advertisement filed on May 11, 2009]

5/11/09

**Presentation to RiskMetrics Group**

In its presentation to RiskMetrics Group, Target illustrates why it is recognized as a best-in-class retailer with a longstanding record of delivering superior shareholder value; outlines its clear strategy that we believe will continue to create value over time; and provides further information on our Board members who represent an array of substantial experience and senior leadership.

[Link to slides filed on May 11, 2009]

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