

KOHLS Corp  
Form 8-K  
October 18, 2011

**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): **October 12, 2011**

**KOHL S CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

1-11084  
(Commission  
File Number)

39-1630919  
(IRS Employer  
Identification No.)

N56 W17000 Ridgewood Drive  
Menomonee Falls, Wisconsin

(Address of principal executive offices)

53051  
(Zip Code)

Registrant's telephone number, including area code: (262) 703-7000

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))

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- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01. Financial Statements and Exhibits.

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-177252) filed by Kohl's Corporation (the Company) with the Securities and Exchange Commission on October 12, 2011. On October 17, 2011, the Company issued \$650,000,000 in aggregate principal amount of 4.000% Notes due 2021 in the form of two global notes in the principal amounts of \$500,000,000 and \$150,000,000, respectively (together, the Notes). This Current Report is being filed in connection with the offer and sale of the Notes and to file with the Securities and Exchange Commission the documents and instruments attached hereto as exhibits.

(d)

Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 1.1                | Underwriting Agreement dated October 12, 2011, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and Wells Fargo Securities LLC, as representatives of the several underwriters of the Notes |
| 4.1                | Fifth Supplemental Indenture dated October 17, 2011 between the Company and The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A., as successor to The Bank of New York, as Trustee            |
| 4.2                | Form of \$500,000,000 4.000% Notes due 2021  |
| 4.3                | Form of \$150,000,000 4.000% Notes due 2021  |
| 5.1                | Opinion of Godfrey & Kahn, S.C.  |

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.

Dated: October 17, 2011

KOHL S CORPORATION

By:

/s/ Richard D. Schepp

Richard D. Schepp

Senior Executive Vice President

General Counsel and Secretary

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