

TOYS R US INC  
Form 8-K  
January 28, 2011

**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): January 28, 2011 (January 27, 2011)

**Toys R Us, Inc.**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other Jurisdiction of  
Incorporation or Organization)

**1-11609**  
(Commission  
File Number)

**22-3260693**  
(IRS Employer  
Identification Number)

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**One Geoffrey Way, Wayne, New Jersey 07470**

**(Address of Principal Executive Offices, including Zip Code)**

**(973) 617-3500**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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 (see General Instruction A.2. below):

- .. 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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(d) Election of a Director. Effective as of January 27, 2011, the Board of Directors of Toys R Us, Inc. (the Company) elected Nathaniel H. Taylor to the Board of Directors in order to fill a vacancy on the Board. Mr. Taylor was a nominee of an affiliate of Kohlberg, Kravis, Roberts & Co. (KKR), which pursuant to its rights under a stockholders' agreement by and among the Company and its stockholders, had the right to nominate a replacement to fill the vacancy. Mr. Taylor, 34, has served as a Director at KKR since December 2008. From November 2005 to December 2008, Mr. Taylor served as a Principal at KKR. Effective as of January 27, 2011, Mr. Taylor replaced Michael M. Calbert on the Company's Audit Committee.

**Signature**

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.

**Toys R Us, Inc.**

(Registrant)

Date: January 28, 2011

By: /s/ F. Clay Creasey, Jr.

Name: F. Clay Creasey, Jr.

Title: Executive Vice President - Chief Financial Officer