

KOHLS Corp
Form 8-K
May 22, 2018

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): May 22, 2018

KOHL'S CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------|--------------|---------------------|
| Wisconsin | 001-11084 | 39-1630919 |
| (State or other jurisdiction | (Commission | (IRS Employer |
| of incorporation) | File Number) | Identification No.) |
| N56 W17000 Ridgewood | | |
| Drive | | |
| Menomonee Falls, | | |
| Wisconsin | 53051 | |
| (Address of principal executive | | |
| offices) | (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))

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

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 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 2.02. Results of Operations and Financial Condition.

On May 22, 2018, Kohl's Corporation issued a press release reporting its earnings for the quarter ended May 5, 2018 and updated its fiscal 2018 guidance. A copy of the press release is attached as Exhibit 99.1 and incorporated by reference herein.

The information in this Item 2.02, including the exhibit attached hereto, is furnished solely pursuant to Item 2.02 of Form 8-K. Consequently, such information is not deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Further, the information in this Item 2.02, including the exhibit, shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act of 1933.

Item 7.01. Regulation FD Disclosure.

See Item 2.02.

The Company has adopted Revenue from Contracts with Customers (ASC Topic 606) . The new standard eliminated the transaction- and industry-specific revenue recognition guidance under prior U.S. GAAP and replaced it with a principles-based approach for revenue recognition and disclosures. Under the standard, revenue is recognized when a customer obtains control of promised goods or services in an amount that reflects the consideration the entity expects to receive in exchange for those goods or services.

The new standard has an immaterial impact on the Company's accounting for returns and rewards program such as Kohl's Cash and our loyalty program. Revenues from the Company's credit card operations, which were previously recorded as a reduction of SG&A expenses, are now included in "Other Revenue" which is a new line on the income statement. This change in presentation had no impact on net income.

The standard was adopted on a retrospective basis. On May 22, 2018, the Company issued a presentation entitled "ASC 606, Revenue from Contracts with Customers," which contains restated quarterly and annual financial information for 2017. The presentation is attached as 99.2 and incorporated by reference herein.

Item 8.01. Other Events.

On May 16, 2018 the Kohl's Board of Directors declared a quarterly dividend of \$0.61 per common share. The dividend will be paid on June 27, 2018 to shareholders of record at the close of business on June 13, 2018.

Cautionary Statement Regarding Forward-Looking Information

This current report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including 2018 earnings guidance. The Company intends forward-looking terminology such as "believes," "expects," "may," "will," "should," "anticipates," "plans," or similar expressions to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause the Company's actual results to differ materially from those anticipated by the forward-looking statements. These risks and uncertainties include, but are not limited to, risks described more fully in Item 1A in the Company's Annual Report on Form 10-K, which is expressly incorporated herein by reference, and other factors as may periodically be described in the Company's filings with the SEC.

Item 9.01. Financial Statements and Exhibits.

Exhibit No. Description

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99.1 Press Release dated May 22, 2018

99.2 Presentation ("ASC 606, Revenue from Contracts with Customers") dated May 22, 2018

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: May 22, 2018 KOHL'S
CORPORATION

By: /s/ Jason J.
Kelroy
Jason J.
Kelroy
Executive
Vice
President,
General
Counsel
and
Secretary