

TARGET CORP  
Form 8-K  
January 17, 2008

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 17, 2008

TARGET CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction  
of incorporation)

1-6049  
(Commission File  
Number)

No. 41-0215170  
(IRS Employer  
Identification No.)

1000 Nicollet Mall, Minneapolis, Minnesota 55403

(Address of principal executive offices) (Zip Code)

(612) 304-6073

Edgar Filing: TARGET CORP - Form 8-K

(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:

- 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 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-139870) filed by Target Corporation with the Securities and Exchange Commission. On January 17, 2008, Target Corporation issued \$500,000,000 aggregate principal amount of 5.125% Notes due 2013 (the 2013 Notes ), \$1,250,000,000 aggregate principal amount of 6.000% Notes due 2018 (the 2018 Notes ) and \$2,250,000,000 aggregate principal amount of 7.000% Notes due 2038 (the 2038 Notes and, together with the 2013 Notes and 2018 Notes, 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

4.1 Form of 5.125% Notes due 2013.

4.2 Form of 6.000% Notes due 2018.

4.3 Form of 7.000% Notes due 2038.

5.1 Opinion of Faegre & Benson LLP.

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, thereunto duly authorized, on January 17, 2008.

TARGET CORPORATION

By */s/ Timothy R. Baer*  
Timothy R. Baer  
Executive Vice President, General Counsel  
and  
Corporate Secretary

**Index to Exhibits**

| Exhibit No. | Description                     | Method of Filing           |
|-------------|---------------------------------|----------------------------|
| 4.1         | Form of 5.125% Notes due 2013.  | Electronic<br>Transmission |
| 4.2         | Form of 6.000% Notes due 2018.  | Electronic<br>Transmission |
| 4.3         | Form of 7.000% Notes due 2038.  | Electronic<br>Transmission |
| 5.1         | Opinion of Faegre & Benson LLP. | Electronic<br>Transmission |