

TARGET CORP
Form 8-K
July 18, 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): July 18, 2011

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)

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(612) 304-6073

(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))
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Item 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-163489) filed by Target Corporation with the Securities and Exchange Commission. On July 18, 2011, Target Corporation issued \$350,000,000 aggregate principal amount of 1.125% Notes due 2014 (the 1.125% Notes) and \$650,000,000 aggregate principal amount of Floating Rate Notes due 2014 (together with the 1.125% 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 1.125% Notes due 2014.

4.2 Form of Floating Rate Notes due 2014.

5.1 Opinion of Faegre & Benson LLP.

23.1 Consent of Faegre & Benson LLP (included as part of Exhibit 5.1).

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.

TARGET CORPORATION

Date: July 18, 2011

By

/s/ John J. Mulligan
John J. Mulligan
Senior Vice President, Treasury and
Accounting

Index to Exhibits

| Exhibit No. | Description | Method of Filing |
|-------------|---|-------------------------|
| 4.1 | Form of 1.125% Notes due 2014. | Electronic Transmission |
| 4.2 | Form of Floating Rate Notes due 2014. | Electronic Transmission |
| 5.1 | Opinion of Faegre & Benson LLP. | Electronic Transmission |
| 23.1 | Consent of Faegre & Benson LLP (included as part of Exhibit 5.1). | |