
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

The TJX Companies, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

04-2207613
(I.R.S. Employer
Identification No.)

**770 Cochituate Road
Framingham, MA 01701**
(Address of principal executive offices) (zip code)

STOCK INCENTIVE PLAN
(Full title of the plan)

ANN MCCAULEY, ESQ.
Executive Vice President, General Counsel
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701
(508) 390-1000
(Name and address of agent for service)

Please send copies of all communications to:

**MARY E. WEBER
JOEL F. FREEDMAN
Ropes & Gray LLP
800 Boylston Street
Prudential Tower
Boston, MA 02199
(617) 951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$1.00 par value per share	26,000,000 shares	\$49.32	\$1,282,320,000.00	\$174,908.45
<p>(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act") this registration statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.</p> <p>(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low sale price of The TJX Companies, Inc. common stock, par value \$1.00 per share ("Common Stock"), as reported on the New York Stock Exchange on June 20, 2013.</p>				

EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 26,000,000 additional shares of Common Stock to be offered pursuant to the Stock Incentive Plan (the "Plan") of The TJX Companies, Inc. (the "Company"). A registration statement on Form S-8 (No. 333-116277) filed with the Commission on June 8, 2004 to register an additional 36,000,000 shares of Common Stock offered pursuant to the Plan and a registration statement on Form S-8 (No.

333-162218), filed with the Commission on September 30, 2009, to register an additional 15,590,495 shares of Common Stock offered pursuant to the Plan are currently effective and are each hereby incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit</u>	<u>Description</u>
5	Opinion of Executive Vice President, General Counsel of The TJX Companies, Inc.
10.1	The TJX Companies, Inc. Stock Incentive Plan (2013 Restatement), incorporated by reference to Exhibit 10.1 to the Form 10-Q filed for the fiscal quarter ended May 4, 2013.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of General Counsel (included in Exhibit 5).
24	Powers of Attorney (included under Signatures and Power of Attorney).

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Framingham, The Commonwealth of Massachusetts, on June 21, 2013.

THE TJX COMPANIES, INC

By: /s/ Ann McCauley

Name: Ann McCauley

Title: Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on June 21, 2013.

Further, we, the undersigned officers and directors of The TJX Companies, Inc. (the "Corporation") hereby severally constitute and appoint Carol Meyrowitz, Scott Goldenberg and Ann McCauley, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities as indicated, any and all amendments or supplements to this Registration Statement on Form S-8 of the Corporation, and generally to do all such things in connection therewith in our name and on our behalf in our capacities as indicated to enable the Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys or any of them, to any and all amendments.

<u>Signature</u>	<u>Title</u>
<u>/s/ Carol Meyrowitz</u> CAROL MEYROWITZ	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Scott Goldenberg</u> SCOTT GOLDENBERG	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Zein Abdalla</u> ZEIN ABDALLA	Director
<u>/s/ José B. Alvarez</u> JOSÉ B. ALVAREZ	Director
<u>/s/ Alan M. Bennett</u> ALAN M. BENNETT	Director
<u>/s/ Bernard Cammarata</u> BERNARD CAMMARATA	Director, Chairman of the Board of Directors
<u>/s/ David Ching</u> DAVID T. CHING	Director
<u>/s/ Michael F. Hines</u> MICHAEL F. HINES	Director
<u>/s/ Amy B. Lane</u> AMY B. LANE	Director
<u>/s/ Dawn G. Lepore</u> DAWN LEPORE	Director
<u>/s/ John F. O'Brien</u> JOHN F. O'BRIEN	Director
<u>/s/ Willow B. Shire</u> WILLOW B. SHIRE	Director

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
5	Opinion of Executive Vice President, General Counsel of The TJX Companies, Inc.
10.1	The TJX Companies, Inc. Stock Incentive Plan (2013 Restatement), incorporated by reference to Exhibit 10.1 to the Form 10-Q filed for the fiscal quarter ended May 4, 2013.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of General Counsel (included in Exhibit 5).
24	Powers of Attorney (contained in Part II hereof under Signatures and Power of Attorney).

[TJX letterhead]

June 21, 2013

The TJX Companies, Inc.
770 Cochituate Road
Framingham, Massachusetts 01701

Re: The TJX Companies, Inc.

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 26,000,000 shares of Common Stock, \$1.00 par value (the "Shares"), of The TJX Companies, Inc., a Delaware corporation (the "Company"). The Shares are issuable under the Company's Stock Incentive Plan (the "Plan").

I am General Counsel and Secretary of the Company. In that capacity, I am familiar with the actions taken by the Company in connection with the adoptions of the Plan. For purposes of this opinion, I have examined and relied upon such documents, records, certificates and other instruments as I have deemed necessary and such examination of law as I have deemed appropriate in order to enable me to render the opinions set forth herein. The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, I am of the opinion that the Shares have been duly authorized, and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ann McCauley

Ann McCauley, Esq.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 2, 2013 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in The TJX Companies, Inc.'s Annual Report on Form 10-K for the year ended February 2, 2013.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

June 21, 2013