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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**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, including zip code)

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**STOCK INCENTIVE PLAN**  
(Full title of the plan)

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**Jeffrey G. Naylor**  
**Senior Executive Vice President and Chief Financial Officer**  
**The TJX Companies, Inc.**  
**770 Cochituate Road**  
**Framingham, MA 01701**  
**(508) 390-1000**  
(Name, address and telephone number, including area code, of agent for service)

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Please send copies of all communications to:

Jay H. Meltzer, Esq.  
The TJX Companies, Inc.  
770 Cochituate Road  
Framingham, MA 01701  
(508) 390-1000

Mary E. Weber, Esq.  
Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
(617) 951-7000

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$1.00 par value per share	36,000,000 shares(2)	\$25.11	\$903,960,000	\$114,532

- (1) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the New York Stock Exchange on June 1, 2004 to be \$25.40 and \$24.82, respectively.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions.

EXPLANATORY NOTE

This Registration Statement registers 36,000,000 additional shares of Common Stock, \$1.00 par value, to be offered pursuant to the Stock Incentive Plan of The TJX Companies, Inc. Registration Statement (No. 33-49747), Registration Statement (No. 333-35073), and Registration Statement (No. 333-86966) are currently effective and the contents of these Registration Statements are incorporated herein by reference.

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SIGNATURES

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 this 8<sup>th</sup> day of June, 2004.

THE TJX COMPANIES, INC.

By: /s/ Jeffrey G. Naylor  
Name: Jeffrey G. Naylor  
Title: Senior Executive Vice President and Chief  
Financial Officer

POWER OF ATTORNEY

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 and on the dates indicated. Each person whose signature appears below constitutes and appoints Edmond J. English, Jeffrey G. Naylor, and Jay H. Meltzer and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by The TJX Companies, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
<u>/s/ Edmond J. English</u>	President and Chief Executive Officer (Principal Executive Officer and Director)	June 1, 2004
<u>EDMOND J. ENGLISH</u> <u>/s/ Jeffrey G. Naylor</u>	Senior Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 1, 2004
<u>JEFFREY G. NAYLOR</u> <u>/s/ David A. Brandon</u>	Director	June 1, 2004
<u>DAVID A. BRANDON</u> <u>/s/ Bernard Cammarata</u>	Director	June 1, 2004
<u>BERNARD CAMMARATA</u> <u>/s/ Gary L. Crittenden</u>	Director	June 1, 2004
<u>GARY L. CRITTENDEN</u>		

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Signature	Title	Date
/s/ Gail Deegan	Director	June 1, 2004
GAIL DEEGAN /s/ Dennis F. Hightower	Director	June 1, 2004
DENNIS F. HIGHTOWER /s/ Richard G. Lesser	Director	June 1, 2004
RICHARD G. LESSER	Director	June , 2004
JOHN F. O'BRIEN /s/ Robert F. Shapiro	Director	June 1, 2004
ROBERT F. SHAPIRO /s/ Willow B. Shire	Director	June 1, 2004
WILLOW B. SHIRE /s/ Fletcher H. Wiley	Director	June 1, 2004
FLETCHER H. WILEY		

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**EXHIBIT INDEX**

<b>Number</b>	<b>Title of Exhibit</b>
5	Opinion of Jay H. Meltzer, Esq., General Counsel and Secretary to The TJX Companies, Inc.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Jay H. Meltzer, Esq., General Counsel and Secretary to The TJX Companies, Inc. (included in the opinion filed as Exhibit 5 hereto).
24	Powers of Attorney (included on the signature page in Part II).

**[The TJX Companies, Inc. Letterhead]**

June 8, 2004

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

Ladies and Gentlemen:

This opinion is furnished in connection with a registration statement on Form S-8, and all exhibits thereto (the “Registration Statement”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 36,000,000 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 Shares. For purposes of this opinion, I have examined and relied upon such documents, records, certificates and other instruments as I have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based on the foregoing, I am of the opinion that, when the Shares have been issued and sold and consideration received therefor by the Company in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. My consent shall not be deemed an admission that I am an expert whose consent is required under Section 7 of the Securities Act of 1933.

It is understood that this opinion is to be used only in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Jay H. Meltzer

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Jay H. Meltzer, Esq.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the registration of 36,000,000 additional shares of common stock offered pursuant to the Stock Incentive Plan, of our report dated February 24, 2004, except as to Note C therein which is as of March 19, 2004, relating to the financial statements of The TJX Companies, Inc. and its subsidiaries, which appears in The TJX Companies, Inc.'s Annual Report on Form 10-K for the year ended January 31, 2004.

PRICEWATERHOUSECOOPERS LLP

/s/ PricewaterhouseCoopers LLP

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Boston, Massachusetts  
June 8th, 2004