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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)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

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

**770 Cochituate Road, Framingham, MA 01701**  
**(508) 390-1000**  
(Address or Principal Executive Offices) (Zip Code)

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

**Alicia C. Kelly**  
**Executive Vice President, Secretary and General Counsel**  
**The TJX Companies, Inc.**  
**770 Cochituate Road**  
**Framingham, MA 01701**  
**(508) 390-1000**  
(Name and address of agent for service)  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Jane D. Goldstein**  
**Tara Fisher**  
**Ropes & Gray LLP**  
**800 Boylston Street**  
**Prudential Tower**  
**Boston, MA 02199**  
**(617) 951-7000**

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(b) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register an additional 27,000,000 shares of common stock, par value \$1.00 (“Common Stock”), to be offered pursuant to the Stock Incentive Plan (the “SIP”) of The TJX Companies, Inc. (the “Company”) as restated effective January 31, 2022, and to register \$200,000,000 of additional deferred compensation obligations (“Deferred Compensation Obligations”) to be offered pursuant to the Executive Savings Plan (the “ESP”) of the Company, as amended and restated effective January 1, 2022.

A registration statement on Form S-8 (333-189511) filed with the Securities and Exchange Commission (the “Commission”) on [June 21, 2013](#) to register an additional 26,000,000 shares of Common Stock offered pursuant to the SIP, 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 SIP, and 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 SIP are currently effective and are each hereby incorporated herein by reference.

A registration statement on Form S-8 (333-169297) filed with the Commission on [September 10, 2010](#) to register \$125,000,000 additional Deferred Compensation Obligations offered pursuant to the ESP and a registration statement on Form S-8 (333-63293) filed with the Commission on [September 11, 1998](#) to register \$40,000,000 Deferred Compensation Obligations offered pursuant to the ESP 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	<a href="#">Opinion of Alicia C. Kelly, Executive Vice President, Secretary, and General Counsel of The TJX Companies, Inc.</a>
10.1	<a href="#">The TJX Companies, Inc. Stock Incentive Plan (2022 Restatement) is incorporated by reference to Exhibit 10.1 to the Form 10-Q filed for the quarter ended July 30, 2022.</a>
10.2	<a href="#">The TJX Companies, Inc. Executive Savings Plan, as amended and restated, effective as of January 1, 2022, is incorporated by reference to Exhibit 10.46 to the Form 10-K filed for the fiscal year ended January 29, 2022.</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of General Counsel (included in Exhibit 5).</a>
24	<a href="#">Powers of Attorney (included under Signatures and Power of Attorney).</a>
107	<a href="#">Filing Fee Table</a>

**SIGNATURES AND POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 August 26, 2022.

**THE TJX COMPANIES, INC**

By: /s/ Alicia C. Kelly

Name: Alicia C. Kelly

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 August 26, 2022.

Further, we, the undersigned officers and directors of The TJX Companies, Inc. (the "Corporation") hereby severally constitute and appoint Ernie Herrman, Scott Goldenberg and Alicia C. Kelly, 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/ Ernie Herrman</u> <b>ERNIE HERRMAN</b>	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Scott Goldenberg</u> <b>SCOTT GOLDENBERG</b>	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ José B. Alvarez</u> <b>JOSÉ B. ALVAREZ</b>	Director
<u>/s/ Alan M. Bennett</u> <b>ALAN M. BENNETT</b>	Director
<u>/s/ Rosemary Berkery</u> <b>ROSEMARY T. BERKERY</b>	Director
<u>/s/ David Ching</u> <b>DAVID T. CHING</b>	Director
<u>/s/ C. Kim Goodwin</u> <b>C. KIM GOODWIN</b>	Director
<u>/s/ Michael F. Hines</u> <b>MICHAEL F. HINES</b>	Director
<u>/s/ Amy B. Lane</u> <b>AMY B. LANE</b>	Director
<u>/s/ Carol Meyrowitz</u> <b>CAROL MEYROWITZ</b>	Director, Executive Chairman of the Board of Directors
<u>/s/ Jackwyn L. Nemerov</u> <b>JACKWYN L. NEMEROV</b>	Director
<u>/s/ John F. O'Brien</u> <b>JOHN F. O'BRIEN</b>	Director



August 26, 2022

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 27,000,000 shares of Common Stock, \$1.00 par value (the "Shares") of The TJX Companies, Inc., a Delaware corporation (the "Company") and for the registration of \$200,000,000 in general deferred compensation obligations (the "Obligations") of the Company. The Shares are issuable under the Stock Incentive Plan of the Company, as restated effective January 31, 2022 (the "SIP") and the Obligations are issuable under the Executive Savings Plan of the Company, as amended and restated effective January 1, 2022 (the "ESP," and together with the SIP, the "Plans").

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 adoption of the Plans. 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, it is my opinion that:

1. the Shares have been duly authorized, and, when the Shares have been issued and sold in accordance with the terms of the SIP, the Shares will be validly issued, fully paid and nonassessable;
2. the Obligations, when established in the manner contemplated by the ESP, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, except as the same may be limited by bankruptcy, insolvency, reorganization or other similar laws relating to or affecting the enforcement of creditors' rights generally and by general principles of equity; and

3. the provisions of the ESP comply with the requirements of the Employee Retirement Income Security Act of 1974, as amended, to the extent applicable, pertaining to such provisions.

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/ Alicia C. Kelly

Alicia C. Kelly, 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 The TJX Companies, Inc. of our report dated March 30, 2022 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 January 29, 2022.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
August 26, 2022

**Calculation of filing Fee Tables**  
**Form S-8**  
(Form Type)

**The TJX Companies, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

**Table 1—Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Debt	Deferred Compensation Obligations (1)	Other	\$200,000,000	100%	\$200,000,000(2)	0.0000927	\$18,540
Equity	Common Stock, par value \$1.00 per share	Rule 457(h)	27,000,000(3)	\$64.11(4)	\$1,730,835,000(4)	0.0000927	\$160,449
<b>Total Offering Amounts</b>							\$178,989
<b>Total Fee Offsets</b>						—	—
<b>Net Fees Due</b>							\$178,989

- (1) The Deferred Compensation Obligations include general unsecured obligations of The TJX Companies, Inc. (the “Company”) to pay up to \$200,000,000 of deferred compensation from time to time in the future in accordance with the terms of The TJX Companies, Inc. Executive Savings Plan (the “ESP”).
- (2) Solely for the purposes of computing the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), the amount of deferred compensation obligations registered is based on an estimate of the amount of compensation participants may defer under the ESP.
- (3) Represents shares of the Company’s common stock, par value \$1.00 per share (the “Common Stock”), issuable under The TJX Companies, Inc. Stock Incentive Plan, as amended and restated. In addition, pursuant to Rule 416(a) promulgated under 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.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 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 Company’s Common Stock, as reported on the New York Stock Exchange on August 24, 2022.