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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 hereunto duly authorized.

THE TJX COMPANIES, INC.

By: /s/ Donald G. Campbell
Name: Donald G. Campbell
Title: Executive Vice President-Finance

Date: June 5, 1996

EXHIBIT INDEX

Exhibit No.	Description of Exhibits
99.1	Press Release issued by TJX on May 24, 1996

THE TJX COMPANIES, INC.
PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

On May 24, 1996, Chadwick's of Boston, Ltd. ("Chadwick's"), a holding company formed to own the off-price catalog operation of The TJX Companies, Inc. (the "Company"), filed a Registration Statement with the Securities and Exchange Commission pursuant to which the Company intends to sell to the public 9,260,000 shares of common stock of Chadwick's. An additional 1,389,000 shares of common stock are subject to an over-allotment option granted to the

underwriters. After the offering, the Company will own approximately 30%-39% (depending on the amount of the underwriters' over-allotment option exercised) of the outstanding shares of common stock of Chadwick's. It is currently anticipated that the initial offering price will be between \$14.00 and \$16.00 per share.

The pro forma condensed consolidated financial statements of the Company assume that the offering takes place at a price of \$15.00 per share and that no underwriters' over-allotment option is exercised. The pro forma condensed consolidated balance sheet as of January 27, 1996 assumes the sale of 61% of the Company's investment in Chadwick's on that date and is based on the audited historical balance sheet of the Company as of January 27, 1996. The pro forma adjustments eliminate the assets and liabilities of Chadwick's included in the consolidated results of the Company, record a gain on the sale of the Company's 61% interest in Chadwick's, record the Company's remaining equity investment in Chadwick's, assume conversion of the Company's Series D preferred stock into common stock following a call for redemption and assume the net proceeds from the offering along with Chadwick's repayment of intercompany indebtedness are used to repay outstanding debt incurred to acquire Marshalls.

The pro forma condensed consolidated statement of income for the twelve months ended January 27, 1996 is based on the audited historical statement of income of the Company as reported on Form 10-K for the year ended January 27, 1996 which include Marshalls operating results since its acquisition by the Company on November 17, 1995. (See the Company's filing on Form 8-K dated as of November 17, 1995 and subsequent amendment.) The historical results for the Company have first been adjusted to reflect the acquisition of Marshalls as if it had occurred on the first day of the fiscal year. The pro forma adjustments include the historical results of Marshalls from January 29, 1995 through the acquisition date as well as adjustments for the impact of the purchase accounting method and the impact of the preferred stock issued and debt incurred as a result of the acquisition.

The pro forma results reflecting the acquisition of Marshalls are further adjusted to reflect the sale of Chadwick's stock by the Company as if it also occurred on the first day of the fiscal year. The pro forma adjustments eliminate the operating results for Chadwick's included in the Company's consolidated results, record 39% of Chadwick's net income and reflect a reduction in interest expense due to the repayment of debt. The pro forma statement of income excludes the non-recurring gain of approximately \$65 million the Company will recognize upon the sale of its investment in Chadwick's and excludes a non-recurring charge of approximately \$2 million the Company may incur for the prepayment of debt.

These pro forma condensed consolidated financial statements have been prepared for information purposes only and do not necessarily indicate what would have occurred had the acquisition of Marshalls and public offering taken place on the dates indicated. Specifically, the pro forma condensed consolidated statement of income includes the historical results of Marshalls and Chadwick's, which are not necessarily indicative of current results. Thus, the pro forma statement of income does not fully reflect the impact that Marshalls has had on the Company's results, nor is it necessarily indicative of the impact that Marshalls and Chadwick's may have on future results of the Company. The accompanying pro forma condensed consolidated financial statements should be read in conjunction with the historical financial statements of the Company, the Company's Form 8-K dated November 17, 1995 (and subsequent amendment) relating to the Marshalls acquisition and the Form S-1 Registration Statement filed by Chadwick's of Boston, Ltd.

THE TJX COMPANIES, INC.
 PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
 FOR FISCAL YEAR ENDED JANUARY 27, 1996
 (UNAUDITED)
 (IN THOUSANDS)

	BALANCE AS REPORTED	PRO FORMA ADJUSTMENTS	PRO FORMA BALANCE
Assets			
Current assets:			
Cash and cash equivalents	\$ 209,226	{ 50,769 (1b) { 125,700 (1c) { (166,500) (1e)	\$ 219,195
Accounts receivable	98,409	(43,265) (1a)	55,144

Merchandise inventories	1,343,852	(85,364) (1a)	1,258,488
Prepaid expenses	35,235	(18,829) (1a)	16,406
Total current assets	1,686,722		1,549,233
Property, net	785,492	(52,299) (1a)	733,193
Investment in Chadwick's of Boston, Ltd.	-	{ 126,631 (1a) { (50,769) (1b) { (46,276) (1c)	29,586
Other assets	37,325		37,325
Goodwill and tradename, net of amortization	236,043		236,043
Total Assets	\$2,745,582		\$2,585,380
Liabilities			
Current liabilities:			
Short-term debt	\$ -		\$ -
Current installments of long-term debt	78,670	(22,200) (1e)	56,470
Accounts payable	473,523	(36,889) (1a)	436,634
Accrued expenses and other current liabilities	725,378	{ (34,282) (1a) { 10,000 (1c)	701,096
Total current liabilities	1,277,571		1,194,200
Long-term debt, exclusive of current installments	690,713	(144,300) (1e)	546,413
Deferred income taxes	12,664	(1,955) (1a)	10,709
Shareholders' Equity			
Preferred stock at face value	282,500	(25,000) (1d)	257,500
Common stock	72,486	1,349 (1d)	73,835
Additional paid-in capital	269,159	23,651 (1d)	292,810
Retained earnings	140,489	69,424 (1c)	209,913
Total shareholders' equity	764,634		834,058
Total Liabilities and Shareholders' Equity	\$2,745,582		\$2,585,380

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated balance sheet.

THE TJX COMPANIES, INC.						
PRO FORMA CONDENSED CONSOLIDATED STATEMENT						
OF INCOME						
FOR THE FISCAL YEAR ENDED						
JANUARY 27, 1996						
(UNAUDITED)						
	BALANCE AS REPORTED	PRO FORMA ADJUSTMENTS FOR MARSHALLS ACQUISITION Dollars In Thousands	PRO FORMA SUBTOTAL Except Per	PRO FORMA ADJUSTMENTS FOR CHADWICK'S STOCK SALE Share	PRO FORMA BALANCE	
Net sales	\$4,447,549	\$2,110,394 (2a)	\$6,557,943	\$(472,434) (3a)	\$6,085,509	
Cost of sales, including buying and occupancy costs	3,429,401	{ (10,500) (2c) { 1,768,636 (2a)	5,187,537	(286,144) (3a)	4,901,393	
Selling, general and administrative expenses	830,019	{ 2,264 (2d) { 377,205 (2a)	1,209,488	(160,143) (3a)	1,049,345	
Store closing costs	35,000	-	35,000		35,000	
Interest expense, net	44,226	{ 6,258 (2a) { 22,088 (2b)	72,572	{ (6,040) (3a) { (11,500) (3b)	55,032	
Income from continuing consolidated operations before income taxes	108,903		53,346		44,739	
Provision for income taxes	45,304	{ (16,637) (2a) { (5,541) (2e)	23,126	{ (8,110) (3a) { 4,600 (3b)	19,616	
	63,599		30,220		25,123	
Equity in net income of Chadwick's	-		-	3,251 (3c)	3,251	
Income from continuing operations	63,599		30,220		28,374	

Preferred stock dividends	9,314	8,342 (2f)	17,656	17,656
Income from continuing operations for earnings per share computations	\$ 54,285		\$ 12,564	\$ 10,718
Number of common shares for earnings per share computations	73,133,349	1,625,057 (2g)	74,758,406	74,758,406
Income from continuing operations per common share	\$.74		\$.17	\$.14

The accompanying notes are an integral part of the unaudited pro forma condensed consolidated statement of income.

THE TJX COMPANIES, INC.
NOTES TO PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
IN THOUSANDS

Note 1

The pro forma condensed consolidated balance sheet reflects the following adjustments:

- (a) To eliminate the assets and liabilities of Chadwick's included in the consolidated results of the Company and reflect the net assets of Chadwick's as investment in Chadwick's of Boston, Ltd.
- (b) To reflect payment to the Company by Chadwick's of the balance of its inter-company indebtedness, after a \$20 million forgiveness of debt via capital contribution by TJX.
- (c) To record net proceeds of \$125.7 million (based on \$15.00 per share) received from TJX's sale of 61% of its investment in Chadwick's, after the repayment of inter-company debt described above, and to record a gain of \$69.4 million, after estimated taxes of \$10 million, on this transaction as of January 27, 1996.
- (d) The Company is required to redeem its outstanding Series D preferred stock from the proceeds of certain asset sales. It is assumed the Company calls the Series D for redemption and that the holders of the Series D preferred stock elect their conversion rights and convert into common stock.
- (e) To record repayment of long-term debt (including current installments) of \$166.5 million. The net proceeds used to repay the debt include cash received from Chadwick's in repayment of its inter-company debt and the net proceeds from the stock offering, less taxes to be paid.

Note 2

The pro forma condensed consolidated statement of income reflects the following adjustments relating to the acquisition of Marshalls:

- (a) To record Marshalls historical results for the period January 29, 1995 through November 17, 1995, the period prior to the Company's acquisition of Marshalls.

Net sales	\$2,110,394
Cost of sales including buying and occupancy costs	1,768,636
Selling, general and administrative expenses	377,205
Interest expense, net	6,258
Provision (benefit) for income taxes	(16,637)
- (b) To record additional interest expense and amortization of deferred financing costs for the period January 29, 1995 through November 17, 1995.
- (c) To reflect a reduction in depreciation expense due to the net write down of property to fair value for the period January 29, 1995 through November 17, 1995.
- (d) To record amortization of "Marshalls" trade name, net of reduction in amortization due to elimination of goodwill from prior acquisitions, for period January 29, 1995 through November 17, 1995.
- (e) To record the income tax (benefit) associated with pro forma adjustments b, c and d at a marginal tax rate of 40%.

- (f) To adjust preferred stock dividends for dilutive effect of additional dividends on preferred stock issued for acquisition of Marshalls.
- (g) To adjust weighted average shares outstanding for earnings per share calculations shares for dilutive effect of preferred stock issued for acquisition of Marshalls.

Note 3

The pro forma condensed consolidated statement of income reflects the following adjustments for the initial public offering of Chadwick's stock.

- (a) To eliminate the net sales, expenses and tax provision relating to Chadwick's operating results as included in the consolidated results of the Company.
- (b) To reflect a reduction in interest expense as a result of the repayment of a portion of the term loan incurred from the acquisition of Marshalls, along with the related impact on the income tax provision.
- (c) To record 39% of Chadwick's net income as equity in the net earnings of minority owned subsidiary. Chadwick's net income for the fiscal year ended January 27, 1996 was \$8.3 million which includes an after-tax extraordinary charge of \$3.3 million for early retirement of debt.

NEWS RELEASE

CONTACTS:

Steven Wishner
Vice President
Treasurer

Sherry Lang
Assistant Vice President
Investor Relations Director

FOR IMMEDIATE RELEASE
(Friday, May 24, 1996)

THE TJX COMPANIES, INC. ANNOUNCES FILING OF REGISTRATION TO SELL
MAJORITY OF CHADWICK'S OF BOSTON IN PUBLIC OFFERING

Framingham, MA -- The TJX Companies, Inc. (NYSE:TJX), announced that Chadwick's of Boston, Ltd., a Delaware holding company which has been formed to own TJX's women's fashion off-price catalog subsidiary of the same name, today filed a registration statement with the Securities and Exchange Commission for an initial public offering of 9,260,000 shares of Chadwick's to be sold by TJX (which does not include an underwriters' over-allotment option of 1,389,000 shares). The intent to file this registration was previously announced by TJX. The offering will be made through underwriters led by Salomon Brothers Inc. and Goldman, Sachs & Co.

It is currently estimated that the initial public offering price will range from \$14.00 to \$16.00 per share. After the offering, TJX will continue to own approximately 39% of the outstanding shares of common stock of Chadwick's (exclusive of the underwriters' over-allotment option).

The TJX Companies, Inc. is the largest off-price apparel retailer, with 590 T.J. Maxx stores, 494 Marshalls stores, the nation's largest women's fashion off-price catalog Chadwick's of Boston, 57 Winners Apparel Ltd. off-price family apparel stores in Canada, and 23 HomeGoods off-price home fashions stores. TJX is also developing T.K. Maxx, an off-price apparel concept operating 9 stores in the United Kingdom.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. A prospectus relating to the shares of Chadwick's to be offered by TJX may be obtained from Investor Relations, The TJX Companies, Inc., 770 Cochrane Road, Framingham, MA, 01701.

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