SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<u>Mizzi Douglas W.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 02/04/2018		3. Issuer Name and Ticker or Trading Symbol <u>TJX COMPANIES INC /DE/</u> [ TJX ]				
(Last) (First) (Middle) 770 COCHITUATE ROAD			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)	
			X Officer (give title below)	Other (spe below)		idividual or Joint licable Line)	/Group Filing (Check
(Street)			SEVP - Group Pro	esident	2	-	y One Reporting Person
FRAMINGHAM MA 01701						Form filed b Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	ct (D) (Instr. 5)		Beneficial Ownership
Common Stock <sup>(1)</sup>			58,914	D			
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4		4. Conversion	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Underlying Derivative Securit	y (Instr. 4)	or Exercise	Form:	Beneficial Ownership
				Amount or Number of Shares			Beneficial Ownership
Option <sup>(2)</sup>	(Month/Day/Y	ear) Expiration	Title	Amount or Number of	or Exercise Price of Derivative	Form: Direct (D) or Indirect	Beneficial Ownership
Option <sup>(2)</sup> Option <sup>(2)</sup>	(Month/Day/Y	ear) Expiratior Date	Title Common Stock	Amount or Number of Shares	or Exercise Price of Derivative Security	Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
	(Month/Day/Y/ Date Exercisable 09/07/2012 <sup>(3)</sup>	ear) Expiration Date 09/07/2021	Title Common Stock Common Stock	Amount or Number of Shares 26,380	or Exercise Price of Derivative Security 26.555	Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Option <sup>(2)</sup>	(Month/Day/Y/ Date Exercisable 09/07/2012 <sup>(3)</sup> 09/20/2013 <sup>(3)</sup>	ear) Expiration Date 09/07/2021 09/20/2022	Title       Common Stock       Common Stock       Common Stock	Amount or Number of Shares 26,380 15,500	or Exercise Price of Derivative Security 26.555 45.17	Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Option <sup>(2)</sup> Option <sup>(2)</sup>	(Month/Day/Y/ Date Exercisable 09/07/2012 <sup>(3)</sup> 09/20/2013 <sup>(3)</sup> 09/19/2014 <sup>(3)</sup>	ear) Expiration Date 09/07/2021 09/20/2022 09/19/2023	Title       Common Stock       Common Stock       Common Stock       Common Stock       Common Stock	Amount or Number of Shares           26,380           15,500           12,350	or Exercise Price of Derivative Security 26.555 45.17 56.72	Form: Direct (D) or Indirect (I) (Instr. 5) D D D	Beneficial Ownership
Option <sup>(2)</sup> Option <sup>(2)</sup> Option <sup>(2)</sup>	(Month/Day/Y/ Date Exercisable 09/07/2012 <sup>(3)</sup> 09/20/2013 <sup>(3)</sup> 09/19/2014 <sup>(3)</sup> 09/19/2014 <sup>(4)</sup>	ear) Expiration Date 09/07/2021 09/20/2022 09/19/2023 09/19/2023	Title       Common Stock	Amount or Number of Shares           26,380           15,500           12,350           1,235	or Exercise Price of Derivative Security 26.555 45.17 56.72 56.72	Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D	Beneficial Ownership
Option <sup>(2)</sup> Option <sup>(2)</sup> Option <sup>(2)</sup> Option <sup>(2)</sup>	(Month/Day/Y/ Date Exercisable 09/07/2012 <sup>(3)</sup> 09/20/2013 <sup>(3)</sup> 09/19/2014 <sup>(4)</sup> 09/10/2015 <sup>(3)</sup>	ear) Expiration Date 09/07/2021 09/20/2022 09/19/2023 09/19/2023	Title       Common Stock       Common Stock	Amount or Number of Shares           26,380           15,500           12,350           1,235           12,900	or Exercise Price of Derivative Security 26.555 45.17 56.72 56.72 59.7	Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D	Beneficial Ownership

## **Explanation of Responses:**

1. Includes shares of deferred stock awarded under the Company's Stock Incentive Plan with performance-based vesting criteria. Shares are issued and delivered following vesting of the award. Includes the right to have shares withheld to satisfy tax withholding obligations upon vesting.

2. Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.

3. Granted pursuant to Stock Incentive Plan and exercisable in annual installments of 33.3% per year beginning on exercisable date.

4. Granted pursuant to Stock Incentive Plan and exercisable in full on exercisable date.

**Remarks:** 

## /s/ Douglas W. Mizzi

02/05/2018

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY For Forms 3, 4 and 5

I hereby constitute and appoint each of Alicia Kelly, Scott Goldenberg and Mary B. Reynolds, acting singly, with full power of substitution to each, my true and lawful attorney-in-fact to:

1. prepare, execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority for and on my behalf Forms 3, 4 and 5 pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder with respect to securities of The TJX Companies, Inc. (the "Company") and any amendments thereto; and

2. prepare, execute and file such other documents and take such other action that I could take and which, in the opinion of the attorney-in-fact so acting, may be necessary or desirable in connection with the foregoing.

I acknowledge that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion but that I remain responsible for the content of such forms. I further acknowledge that neither the foregoing attorneys-in-fact in serving in such capacity at my request nor the Company is assuming any responsibilities for my compliance with Section 16 of the Securities Exchange Act of 1934, as amended, and shall have no liability for any action taken or failed to be taken pursuant to this Power of Attorney or with respect to such compliance.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to securities of the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of authority granted herein.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 1 day of February 2018.

/s/ Douglas W. Mizzi Signature

Douglas W. Mizzi Print Name