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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 10-Q**

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(mark one)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended July 30, 2016

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4908

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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)

**770 Cochituate Road Framingham, Massachusetts**  
(Address of principal executive offices)

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

**01701**  
(Zip Code)

**(508) 390-1000**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of shares of registrant's common stock outstanding as of July 30, 2016: 656,644,919

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)  
IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirteen Weeks Ended	
	July 30, 2016	August 1, 2015
Net sales	<u>\$ 7,882,053</u>	<u>\$ 7,363,731</u>
Cost of sales, including buying and occupancy costs	5,562,961	5,219,191
Selling, general and administrative expenses	1,393,248	1,247,538
Interest expense, net	11,262	10,808
Income before provision for income taxes	914,582	886,194
Provision for income taxes	352,408	336,859
Net income	<u>\$ 562,174</u>	<u>\$ 549,335</u>
Basic earnings per share:		
Net income	\$ 0.85	\$ 0.81
Weighted average common shares – basic	658,117	676,082
Diluted earnings per share:		
Net income	\$ 0.84	\$ 0.80
Weighted average common shares – diluted	666,606	685,322
Cash dividends declared per share	\$ 0.26	\$ 0.21

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)  
IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015
Net sales	\$15,424,409	\$14,229,368
Cost of sales, including buying and occupancy costs	10,935,104	10,139,432
Selling, general and administrative expenses	2,728,298	2,416,195
Interest expense, net	21,456	22,432
Income before provision for income taxes	1,739,551	1,651,309
Provision for income taxes	669,031	627,373
Net income	<u>\$ 1,070,520</u>	<u>\$ 1,023,936</u>
Basic earnings per share:		
Net income	\$ 1.62	\$ 1.51
Weighted average common shares – basic	659,825	678,735
Diluted earnings per share:		
Net income	\$ 1.60	\$ 1.49
Weighted average common shares – diluted	668,754	688,579
Cash dividends declared per share	\$ 0.52	\$ 0.42

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)  
IN THOUSANDS

	Thirteen Weeks Ended	
	July 30, 2016	August 1, 2015
Net income	\$ 562,174	\$ 549,335
Additions to other comprehensive income:		
Foreign currency translation adjustments, net of related tax benefits of \$19,883 in fiscal 2017 and \$32,188 in fiscal 2016	(128,308)	(35,289)
Reclassifications from other comprehensive income to net income:		
Amortization of prior service cost and deferred gains/losses, net of related tax provisions of \$3,204 in fiscal 2017 and \$3,660 in fiscal 2016	4,870	5,565
Amortization of loss on cash flow hedge, net of related tax provisions of \$112 in fiscal 2017 and \$113 in fiscal 2016	171	171
Other comprehensive income (loss), net of tax	(123,267)	(29,553)
Total comprehensive income	\$ 438,907	\$ 519,782
	Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015
Net income	\$1,070,520	\$1,023,936
Additions to other comprehensive income:		
Foreign currency translation adjustments, net of related tax provision of \$31,364 in fiscal 2017 and benefit of \$13,033 in fiscal 2016	1,286	6,164
Reclassifications from other comprehensive income to net income:		
Amortization of prior service cost and deferred gains/losses, net of related tax provisions of \$4,054 in fiscal 2017 and \$7,191 in fiscal 2016	6,163	10,932
Amortization of loss on cash flow hedge, net of related tax provisions of \$225 in fiscal 2017 and \$225 in fiscal 2016	342	342
Other comprehensive income (loss), net of tax	7,791	17,438
Total comprehensive income	\$1,078,311	\$1,041,374

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)  
IN THOUSANDS, EXCEPT SHARE DATA

	July 30, 2016	January 30, 2016	August 1, 2015
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 1,803,648	\$ 2,095,473	\$ 1,910,770
Short-term investments	421,153	352,313	327,506
Accounts receivable, net	288,777	238,072	260,952
Merchandise inventories	3,870,605	3,695,113	3,749,636
Prepaid expenses and other current assets	412,528	380,530	405,032
Federal, state, and foreign income taxes recoverable	13,963	11,059	14,743
Total current assets	<u>6,810,674</u>	<u>6,772,560</u>	<u>6,668,639</u>
Property at cost:			
Land and buildings	1,077,567	1,013,247	905,386
Leasehold costs and improvements	2,936,106	2,943,191	2,886,571
Furniture, fixtures and equipment	5,382,649	5,112,229	4,936,611
Total property at cost	9,396,322	9,068,667	8,728,568
Less accumulated depreciation and amortization	5,132,942	4,931,092	4,732,590
Net property at cost	<u>4,263,380</u>	<u>4,137,575</u>	<u>3,995,978</u>
Non-current deferred income taxes, net	6,861	13,831	19,055
Other assets	244,890	222,669	208,335
Goodwill and tradename, net of amortization	344,848	343,796	308,539
<b>TOTAL ASSETS</b>	<u><u>\$11,670,653</u></u>	<u><u>\$11,490,431</u></u>	<u><u>\$11,200,546</u></u>
<b>LIABILITIES</b>			
Current liabilities:			
Accounts payable	\$ 2,258,251	\$ 2,203,050	\$ 2,258,997
Accrued expenses and other current liabilities	1,985,249	2,069,659	1,834,153
Federal, state and foreign income taxes payable	70,705	129,521	67,711
Total current liabilities	<u>4,314,205</u>	<u>4,402,230</u>	<u>4,160,861</u>
Other long-term liabilities	928,962	881,021	888,281
Non-current deferred income taxes, net	360,178	285,102	261,282
Long-term debt	1,615,952	1,615,003	1,614,055
Commitments and contingencies			
<b>SHAREHOLDERS' EQUITY</b>			
Preferred stock, authorized 5,000,000 shares, par value \$1, no shares issued	—	—	—
Common stock, authorized 1,200,000,000 shares, par value \$1, issued and outstanding 656,644,919; 663,495,715 and 674,370,829, respectively	656,645	663,496	674,370
Additional paid-in capital	—	—	—
Accumulated other comprehensive income (loss)	(659,681)	(667,472)	(536,947)
Retained earnings	4,454,392	4,311,051	4,138,644
Total shareholders' equity	<u>4,451,356</u>	<u>4,307,075</u>	<u>4,276,067</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<u><u>\$11,670,653</u></u>	<u><u>\$11,490,431</u></u>	<u><u>\$11,200,546</u></u>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
IN THOUSANDS

	Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015
<b>Cash flows from operating activities:</b>		
Net income	\$ 1,070,520	\$ 1,023,936
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	324,767	298,458
Loss on property disposals and impairment charges	1,239	1,366
Deferred income tax provision (benefit)	47,057	(14,902)
Share-based compensation	49,886	43,767
Excess tax benefits from share-based compensation	(49,836)	(33,977)
Changes in assets and liabilities:		
(Increase) in accounts receivable	(51,194)	(46,922)
(Increase) in merchandise inventories	(190,884)	(525,327)
(Increase) in taxes recoverable	(2,904)	(2,268)
(Increase) in prepaid expenses and other current assets	(38,398)	(59,869)
Increase in accounts payable	62,180	249,627
(Decrease) increase in accrued expenses and other liabilities	(27,150)	8,297
(Decrease) in income taxes payable	(10,431)	(23,761)
Other	(26,233)	10,155
Net cash provided by operating activities	<u>1,158,619</u>	<u>928,580</u>
<b>Cash flows from investing activities:</b>		
Property additions	(508,435)	(404,875)
Purchase of investments	(380,295)	(225,687)
Sales and maturities of investments	323,478	159,729
Acquisition of Trade Secret	(2,324)	—
Net cash (used in) investing activities	<u>(567,576)</u>	<u>(470,833)</u>
<b>Cash flows from financing activities:</b>		
Cash payments for repurchase of common stock	(756,162)	(851,081)
Proceeds from issuance of common stock	89,976	47,992
Excess tax benefits from share-based compensation	49,836	33,977
Cash dividends paid	(311,508)	(262,882)
Net cash (used in) financing activities	<u>(927,858)</u>	<u>(1,031,994)</u>
Effect of exchange rate changes on cash	44,990	(8,758)
Net (decrease) in cash and cash equivalents	(291,825)	(583,005)
Cash and cash equivalents at beginning of year	2,095,473	2,493,775
Cash and cash equivalents at end of period	<u>\$ 1,803,648</u>	<u>\$ 1,910,770</u>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY  
(UNAUDITED)  
IN THOUSANDS

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Par Value \$1				
Balance, January 30, 2016	663,496	\$663,496	\$ —	\$ (667,472)	\$4,311,051	\$4,307,075
Net income	—	—	—	—	1,070,520	1,070,520
Other comprehensive income (loss), net of tax	—	—	—	7,791	—	7,791
Cash dividends declared on common stock	—	—	—	—	(342,601)	(342,601)
Recognition of share-based compensation	—	—	49,886	—	—	49,886
Issuance of common stock under Stock Incentive Plan and related tax effect	3,079	3,079	111,768	—	—	114,847
Common stock repurchased and retired	(9,930)	(9,930)	(161,654)	—	(584,578)	(756,162)
Balance, July 30, 2016	<u>656,645</u>	<u>\$656,645</u>	<u>\$ —</u>	<u>\$ (659,681)</u>	<u>\$4,454,392</u>	<u>\$4,451,356</u>

The accompanying notes are an integral part of the unaudited consolidated financial statements.



**Note A. Summary of Significant Accounting Policies**

*Basis of Presentation:* The consolidated interim financial statements are unaudited and, in the opinion of management, reflect all normal recurring adjustments, accruals and deferrals among periods required to match costs properly with the related revenue or activity, considered necessary by The TJX Companies, Inc. (together with its subsidiaries, "TJX") for a fair statement of its financial statements for the periods reported, all in conformity with accounting principles generally accepted in the United States of America ("GAAP") consistently applied. The consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements, including the related notes, contained in TJX's Annual Report on Form 10-K for the fiscal year ended January 30, 2016 ("fiscal 2016").

These interim results are not necessarily indicative of results for the full fiscal year, because TJX's business, in common with the businesses of retailers generally, is subject to seasonal influences, with higher levels of sales and income generally realized in the second half of the year.

The January 30, 2016 balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

*Fiscal Year:* TJX's fiscal year ends on the Saturday nearest to the last day of January of each year. The current fiscal year ends January 28, 2017 ("fiscal 2017") and is a 52-week fiscal year. Fiscal 2016 was also a 52-week fiscal year.

*Share-Based Compensation:* TJX accounts for share-based compensation by estimating the fair value of each award on the date of grant. TJX uses the Black-Scholes option pricing model for stock options awarded and uses the market price on the grant date for performance-based restricted stock awards. Total share-based compensation expense was \$24.9 million for the quarter ended July 30, 2016 and \$22.6 million for the quarter ended August 1, 2015. Total share-based compensation expense was \$49.9 million for the six months ended July 30, 2016 and \$43.8 million for the six months ended August 1, 2015. These amounts include stock option expense as well as restricted and deferred stock amortization. There were options to purchase 1.0 million shares of common stock exercised during the quarter ended July 30, 2016 and options to purchase 3.3 million shares of common stock exercised during the six months ended July 30, 2016. There were options outstanding to purchase 25.3 million shares of common stock as of July 30, 2016. As of July 30, 2016, there was \$123.1 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under TJX's stock incentive plan.

*Cash and Cash Equivalents:* TJX generally considers highly liquid investments with a maturity of 90 days or less at the date of purchase to be cash equivalents. As of July 30, 2016, TJX's cash and cash equivalents held by its foreign subsidiaries were \$1,150.2 million, of which \$264.3 million was held in countries where TJX has the intention to reinvest any undistributed earnings indefinitely.

*Investments:* Investments with maturities greater than 90 days but less than one year at the date of purchase are included in short-term investments. These investments are classified as trading securities and are stated at fair value. Investments are classified as either short- or long-term based on their original maturities. TJX's investments are primarily high-grade commercial paper, institutional money market funds and time deposits with major banks.

*Merchandise Inventories:* Inventories are stated at the lower of cost or market. TJX uses the retail method for valuing inventories at all of its businesses, except at Sierra Trading Post ("STP") and Trade Secret. The businesses that utilize the retail method have some inventory that is initially valued at cost before the retail method is applied as it has not been fully processed for sale (e.g. inventory in transit and unprocessed inventory in our distribution centers). Under the retail method, TJX utilizes a permanent markdown strategy and lowers the cost value of the inventory that is subject to markdown at the time the retail prices are lowered in the stores. TJX accrues for inventory obligations at the time title transfers, which is typically at the time when inventory is shipped. As a result, merchandise inventories on TJX's balance sheet include an accrual for in-transit inventory of \$678.3 million at July 30, 2016, \$690.3 million at January 30, 2016 and \$638.2 million at August 1, 2015. Comparable amounts were reflected in accounts payable at those dates.

*Leases:* TJX begins to record rent expense when it takes possession of a store, which is typically 30 to 60 days prior to the opening of the store and generally occurs before the commencement of the lease term, as specified in the lease. Lease agreements involving property built to our specifications are reviewed to determine if our involvement in the construction project requires that we account for the project costs as if we were the owner for accounting purposes. We have entered into several lease agreements where we are deemed the owner of a construction project for accounting purposes. Thus, during construction of the facility the construction costs incurred by the lessor are included as a construction in progress asset along with a related liability of the same amount on our balance sheet. Upon completion of the project, a sale-leaseback analysis is performed to determine if the Company should record a sale to remove the related asset and related obligation and record the lease as either an operating or capital lease obligation. If the Company is precluded from derecognizing the asset when construction is complete, due to continuing involvement beyond a normal leaseback, the lease is accounted for as a financing transaction and the recorded asset and related financing obligation remain on the Consolidated Balance Sheets. Accordingly, the asset is depreciated over its estimated useful life in accordance with the Company's policy and a portion of the lease payments is allocated to ground rent and treated as an operating lease. The portion of the lease payment allocated to ground rental expense is based on the fair value of the land at the commencement of construction. Lease payments allocated to the non-land asset are recognized as reductions to the financing obligation and interest expense.

*New Accounting Standards:* In March 2016, a pronouncement was issued that aims to simplify several aspects of accounting and reporting for share-based payment transactions. One provision requires that excess income tax benefits and tax deficiencies related to share-based payments be recognized within income tax expense in the statement of income, rather than within additional paid-in capital on the balance sheet. The Company is currently evaluating the potential impact that this provision, which is to be applied prospectively, will have on its financial statements. The Company does not expect the other provisions within the pronouncement will have a material impact on its financial statements. The guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods, with early adoption permitted.

In May 2014, a pronouncement was issued that creates common revenue recognition guidance for U.S. GAAP. The new guidance supersedes most preexisting revenue recognition guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new standard was originally scheduled to be effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. In April 2015, the Financial Accounting Standards Board proposed an update to this rule which deferred its effective date for one year. The proposed update stipulates the new standard would be effective for annual reporting periods beginning after December 15, 2017, and interim periods therein, with an option to adopt the standard on the originally scheduled effective date. The standard shall be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. For TJX, the standard will be effective in the first quarter of the fiscal year ending January 26, 2019. TJX is currently evaluating the impact of the new pronouncement on its consolidated financial statements.

In February 2016, a pronouncement was issued that aims to increase transparency and comparability among organizations by requiring lessees to recognize lease assets and lease liabilities on the balance sheet and requiring disclosure of key information about leasing arrangements. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, and interim periods within those annual periods; early adoption is permitted and modified retrospective application is required. TJX is in the process of evaluating this guidance to determine the impact it will have on our financial statements.

In April 2015, a pronouncement was issued that requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The guidance was effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. For TJX, the standard was effective in the first quarter of fiscal 2017. As a result, we have recast the January 30, 2016 consolidated balance sheet to conform to the current period presentation. The adoption of this standard reduced previously-presented other assets by \$9.1 million and reduced long-term debt by \$9.1 million as of January 30, 2016. In addition, we have also recast the August 1, 2015 consolidated balance sheet to conform to the current period presentation. The adoption of this standard reduced previously-presented other assets by \$9.9 million and reduced long-term debt by \$9.9 million as of August 1, 2015.

In November 2015, a pronouncement was issued that requires entities to present deferred tax assets (DTAs) and deferred tax liabilities (DTLs) as noncurrent in a classified balance sheet. It simplified then existing guidance, which required entities to separately present DTAs and DTLs as current or noncurrent in a classified balance sheet. TJX adopted this guidance as of January 30, 2016, and applied it retrospectively. The impact on the August 1, 2015 consolidated balance sheet was to reduce previously-presented current DTAs by \$128.2 million, decreased long-term DTAs by \$2.4 million and reduced long-term DTLs by \$130.6 million as of August 1, 2015.

#### **Note B. Acquisition of Trade Secret**

On October 24, 2015, TJX purchased Trade Secret, an off-price retailer that operates 35 stores in Australia, for AUD\$83.3 million (US\$59.4 million).

The following table presents the allocation of the purchase price (after preliminary adjustment for customary post-closing adjustments) to the assets and liabilities acquired based on their estimated fair values as of October 24, 2015 (in thousands):

Current assets	\$ 25,899
Property and equipment	10,184
Goodwill and intangible assets	37,416
Less liabilities assumed	(14,071)
Net assets acquired	<u>\$ 59,428</u>

As is customary, the amounts above may be further adjusted up to one year after the date of acquisition.

Goodwill and intangible assets include goodwill of \$25 million and identified intangible assets of \$12 million for the value of the tradename "Trade Secret" which is being amortized over 10 years.

The operating results of Trade Secret have been included in TJX's consolidated financial statements from the date of acquisition and Trade Secret is now part of the TJX International segment along with our European operations. Pro forma results of operation assuming the acquisition of Trade Secret occurred as of the beginning of fiscal 2015 have not been presented as the inclusion of the results of operations for the acquired business would not have produced a material impact on TJX's sales, net income or earnings per share as reported.

**Note C. Accumulated Other Comprehensive Income (Loss)**

Amounts included in accumulated other comprehensive income (loss) are recorded net of the related income tax effects. The following table details the changes in accumulated other comprehensive income (loss) for the related periods:

<u>In thousands</u>	<u>Foreign Currency Translation</u>	<u>Deferred Benefit Costs</u>	<u>Cash Flow Hedge on Debt</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>
<b>Balance, January 30, 2016</b>	\$(439,192)	\$ (224,654)	\$ (3,626)	\$ (667,472)
Additions to other comprehensive income:				
Foreign currency translation adjustments (net of taxes of \$31,364)	1,286	—	—	1,286
Reclassifications from other comprehensive income to net income:				
Amortization of prior service cost and deferred gains/losses (net of taxes of \$4,054)	—	6,163	—	6,163
Amortization of loss on cash flow hedge (net of taxes of \$225)	—	—	342	342
<b>Balance, July 30, 2016</b>	<u>\$(437,906)</u>	<u>\$ (218,491)</u>	<u>\$ (3,284)</u>	<u>\$ (659,681)</u>

**Note D. Capital Stock and Earnings per Share**

*Capital Stock:* TJX repurchased and retired 5.2 million shares of its common stock at a cost of \$400.0 million during the quarter ended July 30, 2016, on a “trade date” basis. During the six months ended July 30, 2016, TJX repurchased and retired 10.2 million shares of its common stock at a cost of \$775.0 million, on a “trade date” basis. TJX reflects stock repurchases in its financial statements on a “settlement date” or cash basis. TJX had cash expenditures under repurchase programs of \$756.2 million for the six months ended July 30, 2016 and \$851.1 million for the six months ended August 1, 2015.

In February 2015, TJX announced that its Board of Directors had approved a stock repurchase program that authorized the repurchase of up to an additional \$2.0 billion of TJX common stock from time to time. Under this program, on a “trade date” basis through July 30, 2016, TJX repurchased 17.5 million shares of common stock at a cost of \$1.3 billion. At July 30, 2016, \$715.8 million remained available for purchase under this program.

In February 2016, TJX announced that its Board of Directors had approved another stock repurchase program that authorized the repurchase of up to an additional \$2.0 billion of TJX common stock from time to time, all of which remained available at July 30, 2016.

All shares repurchased under the stock repurchase programs have been retired.

TJX has five million shares of authorized but unissued preferred stock, \$1 par value.

*Earnings per share:* The following schedule presents the calculation of basic and diluted earnings per share (“EPS”) for net income:

<u>In thousands, except per share data</u>	<u>Thirteen Weeks Ended</u>	
	<u>July 30, 2016</u>	<u>August 1, 2015</u>
<i>Basic earnings per share</i>		
Net income	\$ 562,174	\$ 549,335
Weighted average common shares outstanding for basic EPS	658,117	676,082
Basic earnings per share	\$ 0.85	\$ 0.81
<i>Diluted earnings per share</i>		
Net income	\$ 562,174	\$ 549,335
Shares for basic and diluted earnings per share calculations:		
Weighted average common shares outstanding for basic EPS	658,117	676,082
Assumed exercise/vesting of:		
Stock options and awards	8,489	9,240
Weighted average common shares outstanding for diluted EPS	666,606	685,322
Diluted earnings per share	\$ 0.84	\$ 0.80
	<u>Twenty-Six Weeks Ended</u>	
	<u>July 30, 2016</u>	<u>August 1, 2015</u>
<u>In thousands, except per share data</u>		
<i>Basic earnings per share</i>		
Net income	\$1,070,520	\$1,023,936
Weighted average common shares outstanding for basic EPS	659,825	678,735
Basic earnings per share	\$ 1.62	\$ 1.51
<i>Diluted earnings per share</i>		
Net income	\$1,070,520	\$1,023,936
Shares for basic and diluted earnings per share calculations:		
Weighted average common shares outstanding for basic EPS	659,825	678,735
Assumed exercise/vesting of:		
Stock options and awards	8,929	9,844
Weighted average common shares outstanding for diluted EPS	668,754	688,579
Diluted earnings per share	\$ 1.60	\$ 1.49

The weighted average common shares for the diluted earnings per share calculation exclude the impact of outstanding stock options if the assumed proceeds per share of the option is in excess of the related fiscal period’s average price of TJX’s common stock. Such options are excluded because they would have an antidilutive effect. There were 4.0 million such options excluded for the thirteen weeks and twenty-six weeks ended July 30, 2016. There were no such options excluded for either the thirteen weeks or the twenty-six weeks ended August 1, 2015.

## Note E. Financial Instruments

As a result of its operating and financing activities, TJX is exposed to market risks from changes in interest and foreign currency exchange rates and fuel costs. These market risks may adversely affect TJX's operating results and financial position. When and to the extent deemed appropriate, TJX seeks to minimize risk from changes in interest and foreign currency exchange rates and fuel costs through the use of derivative financial instruments. TJX does not use derivative financial instruments for trading or other speculative purposes and does not use any leveraged derivative financial instruments. TJX recognizes all derivative instruments as either assets or liabilities in the statements of financial position and measures those instruments at fair value. The fair values of the derivatives are classified as assets or liabilities, current or non-current, based upon valuation results and settlement dates of the individual contracts. Changes to the fair value of derivative contracts that do not qualify for hedge accounting are reported in earnings in the period of the change. For derivatives that qualify for hedge accounting, changes in the fair value of the derivatives are either recorded in shareholders' equity as a component of other comprehensive income or are recognized currently in earnings, along with an offsetting adjustment against the basis of the item being hedged. TJX does not hedge its net investments in foreign subsidiaries.

*Diesel Fuel Contracts:* When and to the extent deemed appropriate, TJX hedges portions of its estimated notional diesel requirements based on the diesel fuel expected to be consumed by independent freight carriers transporting TJX's inventory. Independent freight carriers transporting TJX's inventory charge TJX a mileage surcharge based on the price of diesel fuel. The hedge agreements are designed to mitigate the volatility of diesel fuel pricing (and the resulting per mile surcharges payable by TJX) by setting a fixed price per gallon for the period being hedged. During fiscal 2016 and fiscal 2017, TJX entered into agreements to hedge a portion of its estimated notional diesel requirements for fiscal 2017. In addition, during fiscal 2017, TJX entered into agreements to hedge a portion of its estimated notional diesel requirements for the first half of fiscal 2018. The hedge agreements outstanding at July 30, 2016 relate to approximately 54% of TJX's estimated notional diesel requirements for the remainder of fiscal 2017 and approximately 48% of TJX's estimated notional diesel requirements for the first six months of fiscal year 2018. These diesel fuel hedge agreements will settle throughout the remainder of fiscal 2017 and the first six months of fiscal 2018. TJX elected not to apply hedge accounting rules to these contracts.

*Foreign Currency Contracts:* When and to the extent deemed appropriate, TJX enters into forward foreign currency exchange contracts to obtain economic hedges on portions of merchandise purchases made and anticipated to be made by the Company's operations in Europe (United Kingdom, Ireland, Germany, Poland, Austria and The Netherlands), TJX Canada (Canada), Marmaxx (U.S.) and HomeGoods (U.S.) in currencies other than their respective functional currencies. These contracts typically have a term of twelve months or less. The contracts outstanding at July 30, 2016 cover a portion of such actual and anticipated merchandise purchases throughout the remainder of fiscal 2017 and the first quarter of fiscal 2018. Additionally, TJX's operations in Europe are subject to foreign currency exposure as a result of their buying function being centralized in the United Kingdom. All merchandise is purchased centrally in the U.K. and then shipped and billed to the retail entities in other countries. This intercompany billing to TJX's European businesses' Euro denominated operations creates exposure to the buying entity for changes in the exchange rate between the Euro and British Pound. The inflow of Euros to the central buying entity provides a natural hedge for merchandise purchased from third-party vendors that is denominated in Euros. However, with the growth of TJX's Euro denominated retail operations, the intercompany billings committed to the Euro denominated operations is generating Euros in excess of those needed to meet merchandise commitments to outside vendors. TJX calculates this excess Euro exposure each month and enters into forward contracts of approximately 30 days duration to mitigate the exposure. TJX elected not to apply hedge accounting rules to these contracts.

When and to the extent deemed appropriate, TJX also enters into derivative contracts, generally designated as fair value hedges, to hedge intercompany debt and intercompany interest payable. The changes in fair value of these contracts are recorded in selling, general and administrative expenses and are offset by marking the underlying item to fair value in the same period. Upon settlement, the realized gains and losses on these contracts are offset by the realized gains and losses of the underlying item in selling, general and administrative expenses.

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at July 30, 2016:

In thousands	Pay	Receive	Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at July 30, 2016
<b>Fair value hedges:</b>							
Intercompany balances, primarily debt and related interest							
	zł	57,073	C\$	19,606	0.3435	Prepaid Exp	\$ 448 \$ — \$ 448
	zł	45,000	£	7,403	0.1645	(Accrued Exp)	— (1,696) (1,696)
	€	61,000	£	47,211	0.7740	(Accrued Exp)	— (6,079) (6,079)
	U.S.\$	77,957	£	55,000	0.7055	(Accrued Exp)	— (4,969) (4,969)
<b>Economic hedges for which hedge accounting was not elected:</b>							
Diesel contracts	Fixed on 1.8M – 2.2M gal per month		Float on 1.8M – 2.2M gal per month		N/A	(Accrued Exp)	— (4,832) (4,832)
Intercompany billings in Europe, primarily merchandise related							
	€	75,000	£	64,031	0.8537	Prepaid Exp	816 — 816
Merchandise purchase commitments							
	C\$	518,629	U.S.\$	396,300	0.7641	Prepaid Exp / (Accrued Exp)	2,192 (4,070) (1,878)
	C\$	25,108	€	17,250	0.6870	Prepaid Exp / (Accrued Exp)	57 (42) 15
	£	223,671	U.S.\$	317,750	1.4206	Prepaid Exp / (Accrued Exp)	21,716 (252) 21,464
	U.S.\$	1,556	£	1,079	0.6934	(Accrued Exp)	— (127) (127)
	zł	278,776	£	50,509	0.1812	(Accrued Exp)	— (4,474) (4,474)
	U.S.\$	55,093	€	48,792	0.8856	Prepaid Exp / (Accrued Exp)	154 (577) (423)
<b>Total fair value of financial instruments</b>							<b>\$ 25,383 \$ (27,118) \$ (1,735)</b>

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at August 1, 2015:

In thousands	Pay		Receive		Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at August 1, 2015
<b>Fair value hedges:</b>									
Intercompany balances, primarily debt and related interest									
	zł	87,073	C\$	29,560	0.3395	(Accrued Exp)	\$ —	\$ (440)	\$ (440)
	zł	25,000	£	4,547	0.1819	Prepaid Exp	496	—	496
	€	39,000	£	28,873	0.7403	Prepaid Exp	2,075	—	2,075
	€	19,850	U.S.\$	22,647	1.1409	Prepaid Exp	777	—	777
	U.S.\$	83,400	£	55,000	0.6595	Prepaid Exp	2,423	—	2,423
Economic hedges for which hedge accounting was not elected:									
Diesel contracts		Fixed on 1.2M – 3.0M gal per month		Float on 1.2M – 3.0M gal per month	N/A	(Accrued Exp)	—	(12,414)	(12,414)
Merchandise purchase commitments									
	C\$	454,974	U.S.\$	364,410	0.8009	Prepaid Exp	16,976	—	16,976
	C\$	18,935	€	13,700	0.7235	Prepaid Exp	592	—	592
	£	192,482	U.S.\$	297,000	1.5430	Prepaid Exp / (Accrued Exp)	493	(4,087)	(3,594)
	U.S.\$	929	£	605	0.6512	Prepaid Exp	16	—	16
	zł	230,328	£	40,405	0.1754	Prepaid Exp	2,170	—	2,170
	U.S.\$	30,473	€	27,486	0.9020	Prepaid Exp / (Accrued Exp)	185	(448)	(263)
<b>Total fair value of financial instruments</b>							<b>\$ 26,203</b>	<b>\$ (17,389)</b>	<b>\$ 8,814</b>



Presented below is the impact of derivative financial instruments on the statements of income for the periods shown:

In thousands	Location of Gain (Loss) Recognized in Income by Derivative	Amount of Gain (Loss) Recognized in Income by Derivative	
		Thirteen Weeks Ended July 30, 2016	August 1, 2015
<b>Fair value hedges:</b>			
Intercompany balances, primarily debt and related interest	Selling, general and administrative expenses	\$ (14,163)	\$ 5,664
<b>Economic hedges for which hedge accounting was not elected:</b>			
Diesel fuel contracts	Cost of sales, including buying and occupancy costs	(3,516)	(11,491)
Intercompany billings in Europe, primarily merchandise related	Cost of sales, including buying and occupancy costs	(6,968)	—
Merchandise purchase commitments	Cost of sales, including buying and occupancy costs	37,709	21,195
<b>Gain / (loss) recognized in income</b>		<b>\$ 13,062</b>	<b>\$ 15,368</b>

In thousands	Location of Gain (Loss) Recognized in Income by Derivative	Amount of Gain (Loss) Recognized in Income by Derivative	
		Twenty-Six Weeks Ended July 30, 2016	August 1, 2015
<b>Fair value hedges:</b>			
Intercompany balances, primarily debt and related interest	Selling, general and administrative expenses	\$ (13,286)	\$ 7,708
<b>Economic hedges for which hedge accounting was not elected:</b>			
Diesel fuel contracts	Cost of sales, including buying and occupancy costs	(1,229)	(9,291)
Intercompany billings in Europe, primarily merchandise related	Cost of sales, including buying and occupancy costs	(9,076)	—
Merchandise purchase commitments	Cost of sales, including buying and occupancy costs	(7,279)	7,543
<b>Gain / (loss) recognized in income</b>		<b>\$ (30,870)</b>	<b>\$ 5,960</b>

## Note F. Disclosures about Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date or “exit price.” The inputs used to measure fair value are generally classified into the following hierarchy:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability
- Level 3: Unobservable inputs for the asset or liability

The following table sets forth TJX’s financial assets and liabilities that are accounted for at fair value on a recurring basis:

<u>In thousands</u>	<u>July 30,</u> <u>2016</u>	<u>January 30,</u> <u>2016</u>	<u>August 1,</u> <u>2015</u>
<b>Level 1</b>			
Assets:			
Executive Savings Plan investments	\$ 184,770	\$ 155,847	\$ 167,669
<b>Level 2</b>			
Assets:			
Short-term investments	\$ 421,153	\$ 352,313	\$ 327,506
Foreign currency exchange contracts	25,383	28,643	26,203
Liabilities:			
Foreign currency exchange contracts	\$ 22,286	\$ 3,455	\$ 4,975
Diesel fuel contracts	4,832	13,952	12,414

Investments designed to meet obligations under the Executive Savings Plan are invested in registered investment companies traded in active markets and are recorded at unadjusted quoted prices.

Short-term investments, foreign currency exchange contracts and diesel fuel contracts are valued using broker quotations which include observable market information. TJX’s investments are primarily high-grade commercial paper, institutional money market funds and time deposits with major banks. TJX does not make adjustments to quotes or prices obtained from brokers or pricing services but does assess the credit risk of counterparties and will adjust final valuations when appropriate. Where independent pricing services provide fair values, TJX obtains an understanding of the methods used in pricing. As such, these instruments are classified within Level 2.

The fair value of TJX’s general corporate debt was estimated by obtaining market quotes given the trading levels of other bonds of the same general issuer type and market perceived credit quality. These inputs are considered to be Level 2. The fair value of long-term debt as of July 30, 2016 was \$1.7 billion compared to a carrying value of \$1.6 billion. The fair value of long-term debt as of January 30, 2016 was \$1.7 billion compared to a carrying value of \$1.6 billion. The fair value of long-term debt as of August 1, 2015 was \$1.7 billion compared to a carrying value of \$1.6 billion. These estimates do not necessarily reflect provisions or restrictions in the various debt agreements that might affect TJX’s ability to settle these obligations.

TJX’s cash equivalents are stated at cost, which approximates fair value due to the short maturities of these instruments.

## Note G. Segment Information

TJX operates four main business segments. The Marmaxx segment (T.J. Maxx, Marshalls and tjmaxx.com) and the HomeGoods segment both operate in the United States, the TJX Canada segment operates Winners, HomeSense and Marshalls in Canada, and the TJX International segment operates T.K. Maxx, HomeSense and tkmaxx.com in Europe and Trade Secret in Australia. TJX also operates Sierra Trading Post (STP), an off-price Internet retailer that operates sierratradingpost.com and a small number of stores in the U.S. The results of STP are included in the Marmaxx segment. The former TJX Europe segment was renamed TJX International in the fourth quarter of fiscal 2016 to reflect the acquisition of Trade Secret in Australia.

All of TJX's stores, with the exception of HomeGoods and HomeSense, sell family apparel and home fashions. HomeGoods and HomeSense offer home fashions.

TJX evaluates the performance of its segments based on "segment profit or loss," which it defines as pre-tax income or loss before general corporate expense and interest expense, net. "Segment profit or loss," as defined by TJX, may not be comparable to similarly titled measures used by other entities. The terms "segment margin" or "segment profit margin" are used to describe segment profit or loss as a percentage of net sales. These measures of performance should not be considered alternatives to net income or cash flows from operating activities as an indicator of TJX's performance or as a measure of liquidity.

Presented below is financial information with respect to TJX's business segments:

In thousands	Thirteen Weeks Ended	
	July 30, 2016	August 1, 2015
Net sales:		
In the United States:		
Marmaxx	\$5,098,998	\$4,805,883
HomeGoods	986,663	895,378
TJX Canada	756,781	699,347
TJX International	1,039,611	963,123
	<u>\$7,882,053</u>	<u>\$7,363,731</u>
Segment profit:		
In the United States:		
Marmaxx	\$ 742,289	\$ 715,546
HomeGoods	128,047	112,135
TJX Canada	121,979	119,681
TJX International	42,879	50,874
	1,035,194	998,236
General corporate expense	109,350	101,234
Interest expense, net	11,262	10,808
Income before provision for income taxes	<u>\$ 914,582</u>	<u>\$ 886,194</u>

In thousands	Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015
Net sales:		
In the United States:		
Marmaxx	\$ 9,964,373	\$ 9,301,293
HomeGoods	1,997,099	1,775,571
TJX Canada	1,442,358	1,319,559
TJX International	2,020,579	1,832,945
	<u>\$15,424,409</u>	<u>\$14,229,368</u>
Segment profit:		
In the United States:		
Marmaxx	\$ 1,451,146	\$ 1,367,849
HomeGoods	266,257	233,434
TJX Canada	179,451	164,853
TJX International	57,226	77,229
	1,954,080	1,843,365
General corporate expense	193,073	169,624
Interest expense, net	21,456	22,432
Income before provision for income taxes	<u>\$ 1,739,551</u>	<u>\$ 1,651,309</u>

#### Note H. Pension Plans and Other Retirement Benefits

Presented below is financial information relating to TJX's funded defined benefit pension plan (qualified pension plan or funded plan) and its unfunded supplemental pension plan (unfunded plan) for the periods shown:

In thousands	Funded Plan		Unfunded Plan	
	Thirteen Weeks Ended		Thirteen Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Service cost	\$ 11,209	\$ 13,053	\$ 542	\$ 694
Interest cost	14,362	12,949	875	871
Expected return on plan assets	(17,935)	(19,493)	—	—
Recognized actuarial losses	7,210	8,547	864	1,379
Total expense	<u>\$ 14,846</u>	<u>\$ 15,056</u>	<u>\$ 2,281</u>	<u>\$ 2,944</u>

In thousands	Funded Plan		Unfunded Plan	
	Twenty-Six Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Service cost	\$ 22,418	\$ 26,108	\$ 1,083	\$ 1,387
Interest cost	28,724	25,898	1,750	1,742
Expected return on plan assets	(35,870)	(38,986)	—	—
Recognized actuarial losses	14,419	17,094	1,729	2,758
Total expense	<u>\$ 29,691</u>	<u>\$ 30,114</u>	<u>\$ 4,562</u>	<u>\$ 5,887</u>

TJX's policy with respect to the funded plan is to fund, at a minimum, the amount required to maintain a funded status of 80% of the applicable pension liability (the funding target pursuant to the Internal Revenue Code section 430) or such other amount sufficient to avoid restrictions with respect to the funding of TJX's nonqualified plans under the Internal Revenue Code. TJX does not anticipate any required funding in fiscal 2017 for the funded plan. TJX anticipates making payments of \$3.3 million to provide current benefits coming due under the unfunded plan in fiscal 2017.

The amounts included in recognized actuarial losses in the table above have been reclassified in their entirety from other comprehensive income to the statements of income, net of related tax effects, for the periods presented.

On August 8, 2016 TJX amended its qualified pension plan and began notifying eligible terminated vested participants of an opportunity to receive a lump sum payout of their vested pension benefit. TJX is offering the voluntary lump sum payout option in an effort to reduce its future pension obligations and associated administrative costs. Any payments would be made from pension plan assets but TJX may incur a pre-tax non-cash settlement charge that could be in the range of \$35 million to \$45 million. The final settlement charge could be higher or lower depending on participation rates and other factors.

TJX also has an unfunded postretirement medical plan which was closed to new benefits in fiscal 2006. The amendment to the plan benefits in fiscal 2006 resulted in a negative plan amendment which was being amortized to income over the estimated average remaining life of the eligible plan participants.

During the first quarter of fiscal 2017, TJX terminated the unfunded postretirement medical plan and made a discretionary lump sum payment to participants. The settlement of the liability and the recognition of the remaining negative plan amendment resulted in a pre-tax benefit of \$5.5 million in the first quarter of fiscal 2017. Amortization from other comprehensive income to net income was \$864,000 for the quarter ended May 2, 2015.

### Note I. Long-Term Debt and Credit Lines

The table below presents long-term debt, exclusive of current installments, as of July 30, 2016, January 30, 2016 and August 1, 2015. All amounts are net of unamortized debt discounts.

<u>In thousands</u>	<u>July 30, 2016</u>	<u>January 30, 2016</u>	<u>August 1, 2015</u>
<b>General corporate debt:</b>			
6.95% senior unsecured notes, maturing April 15, 2019 (effective interest rate of 6.98% after reduction of unamortized debt discount of \$188 at July 30, 2016, \$223 at January 30, 2016 and \$258 at August 1, 2015)	\$ 374,812	\$ 374,777	\$ 374,742
2.50% senior unsecured notes, maturing May 15, 2023 (effective interest rate of 2.51% after reduction of unamortized debt discount of \$300 at July 30, 2016, \$323 at January 30, 2016 and \$346 at August 1, 2015)	499,700	499,677	499,654
2.75% senior unsecured notes, maturing June 15, 2021 (effective interest rate of 2.76% after reduction of unamortized debt discount of \$362 at July 30, 2016, \$400 at January 30, 2016 and \$437 at August 1, 2015)	749,638	749,600	749,563
Debt issuance cost	(8,198)	(9,051)	(9,904)
Long-term debt	<u>\$1,615,952</u>	<u>\$1,615,003</u>	<u>\$1,614,055</u>

At July 30, 2016, TJX had outstanding \$500 million aggregate principal amount of 2.50% ten-year notes due May 2023 and \$375 million aggregate principal amount of 6.95% ten-year notes due April 2019. TJX entered into rate-lock agreements to hedge the underlying treasury rate of \$250 million of the 2.50% notes and all of the 6.95% notes. The costs of these agreements are being amortized to interest expense over the term of the respective notes, resulting in an effective fixed interest rate of 2.57% for the 2.50% notes and 7.00% for the 6.95% notes.

At July 30, 2016, TJX also had outstanding \$750 million aggregate principal amount of 2.75% seven-year notes, due June 2021. TJX entered into rate-lock agreements to hedge the underlying treasury rate of all of the 2.75% notes prior to their issuance. The agreements were accounted for as cash flow hedges and the pre-tax realized loss of \$7.9 million was recorded as a component of other comprehensive income and is being amortized to interest expense over the term of the notes, resulting in an effective fixed interest rate of 2.91%.

At July 30, 2016, TJX had two \$500 million revolving credit facilities, one which matures in March 2020 and one which matures in March 2021. At January 30, 2016 and August 1, 2015, TJX had two \$500 million revolving credit facilities, one which was scheduled to mature in May 2016 and one which was scheduled to mature in June 2017. In March 2016, the \$500 million revolving credit facility scheduled to mature in May 2016 was replaced with a new five-year \$500 million revolving credit facility maturing in March 2021 and the \$500 million revolving credit facility scheduled to mature in June 2017 was replaced with a new four-year \$500 million revolving credit facility maturing in March 2020. The terms and covenants under the new revolving credit facilities are similar to those in the terminated facilities and require quarterly payments of 6.0 basis points per annum on the committed amounts for both agreements. This rate is based on the credit ratings of TJX's long-term debt and would vary with specified changes in the credit ratings. These agreements had no compensating balance requirements and had various covenants. Each of these facilities required TJX to maintain a ratio of funded debt and four-times consolidated rentals to consolidated earnings before interest, taxes, depreciation and amortization, and consolidated rentals ("EBITDAR") of not more than 2.75 to 1.00 on a rolling four-quarter basis. TJX was in compliance with all covenants related to its credit facilities at July 30, 2016, January 30, 2016 and August 1, 2015. As of July 30, 2016, January 30, 2016 and August 1, 2015, and during the quarters and year then ended, there were no amounts outstanding under any of these facilities.

As of July 30, 2016, January 30, 2016 and August 1, 2015, TJX Canada had two uncommitted credit lines, a C\$10 million facility for operating expenses and a C\$10 million letter of credit facility. As of July 30, 2016, January 30, 2016 and August 1, 2015, there were no amounts outstanding on the Canadian credit line for operating expenses. As of July 30, 2016 and January 30, 2016, our European business at TJX International had an uncommitted credit line of £5 million. As of August 1, 2015, our European business at TJX International had an uncommitted credit line of £20 million. As of July 30, 2016, January 30, 2016, and August 1, 2015, and during the quarters and year then ended, there were no amounts outstanding on the European credit line.

#### **Note J. Income Taxes**

The effective income tax rate was 38.5% for the fiscal 2017 second quarter and 38.0% for the fiscal 2016 second quarter. The effective income tax rate for the six months ended July 30, 2016 was 38.5% as compared to 38.0% for last year's comparable period. The increase in the effective income tax rate was primarily due to the jurisdictional mix of income and the increase in valuation allowance on foreign net operating losses.

TJX had net unrecognized tax benefits of \$36.2 million as of July 30, 2016, \$34.1 million as of January 30, 2016 and \$34.8 million as of August 1, 2015.

TJX is subject to U.S. federal income tax as well as income tax in multiple state, local and foreign jurisdictions. In the U.S., fiscal years through 2010 are no longer subject to examination. In Canada, fiscal years through 2007 are no longer subject to examination. In all other jurisdictions, fiscal years through 2009 are no longer subject to examination.

TJX's accounting policy classifies interest and penalties related to income tax matters as part of income tax expense. The total accrued amount on the balance sheets for interest and penalties was \$7.5 million as of July 30, 2016, \$7.0 million as of January 30, 2016 and \$10.9 million as of August 1, 2015.

Based on the outcome of tax examinations or judicial or administrative proceedings, or as a result of the expiration of statute of limitations in specific jurisdictions, it is reasonably possible that unrecognized tax benefits for certain tax positions taken on previously filed tax returns may change materially from those presented in the financial statements. During the next 12 months, it is reasonably possible that tax examinations of prior years' tax returns or judicial or administrative proceedings that reflect such positions taken by TJX may be finalized. As a result, the total net amount of unrecognized tax benefits may decrease, which would reduce the provision for taxes on earnings, by a range of zero to \$11 million.

## Note K. Contingent Obligations and Contingencies

**Contingent Obligations:** TJX has contingent obligations on leases, for which it was a lessee or guarantor, which were assigned to third parties without TJX being released by the landlords. Over many years, TJX has assigned numerous leases that we originally leased or guaranteed to a significant number of third parties. With the exception of leases of former businesses for which TJX has reserved, we have rarely had a claim with respect to assigned leases, and accordingly, we do not expect that such leases will have a material adverse impact on our financial condition, results of operations or cash flows. TJX does not generally have sufficient information about these leases to estimate our potential contingent obligations under them, which could be triggered in the event that one or more of the current tenants does not fulfill their obligations related to one or more of these leases. TJX may also be contingently liable on up to nine leases of former TJX businesses, for which we believe the likelihood of future liability to TJX is remote.

TJX also has contingent obligations in connection with certain assigned or sublet properties that TJX is able to estimate. We estimate that the undiscounted obligations of (i) leases of former operations not included in our reserve for former operations and (ii) properties of our former operations if the subtenants do not fulfill their obligations, are approximately \$43 million as of July 30, 2016. We believe that most or all of these contingent obligations will not revert to us and, to the extent they do, will be resolved for substantially less due to mitigating factors including our expectation to further sublet.

TJX is a party to various agreements under which it may be obligated to indemnify the other party with respect to breach of warranty or losses related to such matters as title to assets sold, specified environmental matters or certain income taxes. These obligations are typically limited in time and amount. There are no amounts reflected in our balance sheets with respect to these contingent obligations.

**Contingencies:** TJX is subject to certain legal proceedings, lawsuits, disputes and claims that arise from time to time in the ordinary course of our business. In addition, TJX is a defendant in several lawsuits filed in federal and state courts brought as putative class or collective actions on behalf of various groups of current and former salaried and hourly associates in the U.S. The lawsuits allege violations of the Fair Labor Standards Act and of state wage and hour and other labor statutes, including alleged misclassification of positions as exempt from overtime, alleged entitlement to additional wages for alleged off-the-clock work by hourly employees and alleged failure to pay all wages due upon termination. TJX is also a defendant in lawsuits filed in federal courts brought as putative class actions on behalf of customers relating to TJX's compare at pricing. The lawsuits are in various procedural stages and seek unspecified monetary damages, injunctive relief and attorneys' fees.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Thirteen Weeks (second quarter) and Twenty-Six Weeks (six months) Ended July 30, 2016

Compared to

The Thirteen Weeks (second quarter) and Twenty-Six Weeks (six months) Ended August 1, 2015

### Overview

We are the leading off-price apparel and home fashions retailer in the U.S. and worldwide. We sell a rapidly changing assortment of apparel, home fashions and other merchandise at prices generally 20% to 60% below department and specialty store regular prices on comparable merchandise, every day. We operate over 3,600 stores through our four main segments: in the U.S., Marmaxx (which operates T.J. Maxx, Marshalls and tjmaxx.com) and HomeGoods; TJX Canada (which operates Winners, HomeSense and Marshalls in Canada); and TJX International (which operates T.K. Maxx, HomeSense and tkmaxx.com in Europe, and Trade Secret in Australia). In the U.S., we also operate Sierra Trading Post (STP), a leading off-price Internet retailer with a small number of stores. The results of STP are reported in our Marmaxx segment.

### Results of Operations

Highlights of our financial performance for the second quarter ended July 30, 2016 include the following:

- Same store sales increased 4% in the second quarter of fiscal 2017 over an increase of 6% in the second quarter of fiscal 2016. The increase in same store sales was primarily driven by an increase in customer traffic. We also had an increase in units sold, largely offset by a reduction in the average ticket.
- Net sales increased 7% to \$7.9 billion for the fiscal 2017 second quarter and increased 8% to \$15.4 billion for the six-month period over last year's comparable periods. At July 30, 2016, stores in operation increased 6% and selling square footage increased 5% compared to the end of the fiscal 2016 second quarter. Overall, we saw strong growth in sales for home fashions and apparel in the second quarter and the first six months of fiscal 2017.
- Diluted earnings per share for the second quarter of fiscal 2017 were \$0.84, a 5% increase over \$0.80 per share in the second quarter of fiscal 2016.
- Our pre-tax margin (the ratio of pre-tax income to net sales) for the second quarter of fiscal 2017 was 11.6%, a 0.4 percentage point decrease from 12.0% for the same period last year.
- Our cost of sales ratio for the second quarter of fiscal 2017 was 70.6%, a 0.3 percentage point decrease compared to the second quarter last year. This improvement was driven by improved merchandise margins and foreign currency gains related to our inventory hedges.
- Our selling, general and administrative expense ratio for the second quarter of fiscal 2017 was 17.7%, up 0.8 percentage points compared to the prior year's second quarter ratio. The increase in this ratio was primarily due to higher employee payroll costs as a result of wage increases along with investments to support our growth.
- Our consolidated average per store inventories, including inventory on hand at our distribution centers (which excludes inventory in transit) and excluding our e-commerce businesses, decreased 2% on a reported basis and were flat on a constant currency basis at the end of the second quarter of fiscal 2017 as compared to the prior year.
- During the second quarter of fiscal 2017, we repurchased 5.2 million shares of our common stock at a cost of \$400 million under our buyback program.



The following is a discussion of our consolidated operating results, followed by a discussion of our segment operating results.

**Net sales:** Consolidated net sales for the second quarter ended July 30, 2016 totaled \$7.9 billion, a 7% increase over consolidated net sales of \$7.4 billion for the second quarter ended August 1, 2015. The increase reflected a 4% increase in same store sales and a 5% increase from new store sales, offset by a 2% negative impact from foreign currency exchange rates. This increase compares to sales growth of 6% in last year's second quarter, which reflected a 6% increase from same store sales, a 4% increase in new store sales, and a 4% negative impact from foreign currency exchange rates.

Consolidated net sales for the six months ended July 30, 2016 totaled \$15.4 billion, an 8% increase over \$14.2 billion in last year's comparable period. The increase reflected a 6% increase in same store sales and a 4% increase from new store sales, offset by a 2% negative impact from foreign currency exchange rates. This compares to sales growth of 6% in the six-month period of fiscal 2016, which reflected a 5% increase in same store sales, a 4% increase from new store sales, and a 3% negative impact from foreign currency exchange rates.

As of July 30, 2016, our consolidated store count increased 6% and selling square footage increased 5% compared to the end of the second quarter last year.

The consolidated same store sales increase for the second quarter and six months ended July 30, 2016 was driven by an increase in customer traffic. We also had a strong increase in units sold which was largely offset by a decrease in the average ticket. On a consolidated basis, home fashions outperformed apparel categories and both categories posted strong same store sales growth. In the U.S., virtually all regions posted strong same store sales increases. The Southeast posted the strongest same store sales gains for the second quarter and six months ended July 30, 2016. In Canada, same store sales were well above the consolidated average for the second quarter and six months ended July 30, 2016.

We define same store sales to be sales of those stores that we have operated for all or a portion of two consecutive fiscal years, or in other words, stores that are starting their third fiscal year of operation. The sales of Sierra Trading Post (including stores), tjmaxx.com and tkmaxx.com (our e-commerce businesses) are not included in same store sales. We classify a store as a new store until it meets the same store sales criteria. The newly acquired Trade Secret stores will be included in same store sales when they meet the above definition. We determine which stores are included in the same store sales calculation at the beginning of a fiscal year and the classification remains constant throughout that year unless a store is closed. We calculate same store sales results by comparing the current and prior year weekly periods that are most closely aligned. Relocated stores and stores that have increased in size are generally classified in the same way as the original store, and we believe that the impact of these stores on the consolidated same store percentage is immaterial. Same store sales of our foreign segments are calculated on a constant currency basis, meaning we translate the current year's same store sales of our foreign segments at the same exchange rates used in the prior year. This removes the effect of changes in currency exchange rates, which we believe is a more accurate measure of segment operating performance. We define customer traffic to be the number of transactions in stores included in the same store sales calculation and define average ticket to be the average retail price of the units sold. We define average transaction to be the average dollar value of transactions included in the same store sales calculation.

The following table sets forth certain information about our consolidated operating results from continued operations as a percentage of net sales:

	Percentage of Net Sales Thirteen Weeks Ended July 30, 2016	Percentage of Net Sales Thirteen Weeks Ended August 1, 2015
Net sales	100.0%	100.0%
Cost of sales, including buying and occupancy costs	70.6	70.9
Selling, general and administrative expenses	17.7	16.9
Interest expense, net	0.1	0.1
Income before provision for income taxes*	11.6%	12.0%

\* Figures may not foot due to rounding

	Percentage of Net Sales Twenty-Six Weeks Ended July 30, 2016	Percentage of Net Sales Twenty-Six Weeks Ended August 1, 2015
Net sales	100.0%	100.0%
Cost of sales, including buying and occupancy costs	70.9	71.3
Selling, general and administrative expenses	17.7	17.0
Interest expense, net	0.1	0.2
Income before provision for income taxes*	11.3%	11.6%

\* Figures may not foot due to rounding

**Impact of foreign currency exchange rates:** Our operating results are affected by foreign currency exchange rates as a result of changes in the value of the U.S. dollar or a division's local currency in relation to other currencies. Two ways in which foreign currency exchange rates affect our reported results are as follows:

- *Translation of foreign operating results into U.S. dollars:* In our financial statements, we translate the operations of TJX Canada and TJX International from local currencies into U.S. dollars using currency rates in effect at different points in time. Significant changes in foreign exchange rates between comparable prior periods can result in meaningful variations in consolidated net sales, net income and earnings per share growth as well as the net sales and operating results of these segments. Currency translation generally does not affect operating margins, or affects them only slightly, as sales and expenses of the foreign operations are translated at approximately the same rates within a given period.
- *Inventory-related derivatives:* We routinely enter into inventory-related hedging instruments to mitigate the impact on earnings of changes in foreign currency exchange rates on merchandise purchases denominated in currencies other than the local currencies of our divisions, principally TJX Canada and TJX International. As we have not elected "hedge accounting" for these instruments, as defined by U.S. generally accepted accounting principles (GAAP), we record a mark-to-market gain or loss on the derivative instruments in our results of operations at the end of each reporting period. In subsequent periods, the income statement impact of the mark-to-market adjustment is effectively offset when the inventory being hedged is received and paid for. While these effects occur every reporting period, they are of much greater magnitude when there are sudden and significant changes in currency exchange rates during a short period of time. The mark-to-market adjustment on these derivatives does not affect net sales, but it does affect the cost of sales, operating margins and earnings we report.

We refer to the impact of the above two items throughout our discussion as "foreign currency." This does not include the impact currency exchange rates can have on various transactions that are denominated in a currency other than an operating division's local currency. When discussing the impact on our results of the effect of currency exchange rates on such transactions we refer to it as "transactional foreign exchange."

**Cost of sales, including buying and occupancy costs:** Cost of sales, including buying and occupancy costs, as a percentage of net sales improved by 0.3 percentage points to 70.6% for the second quarter of fiscal 2017 and improved by 0.4 percentage points to 70.9% for the six months ended July 30, 2016 compared to the same periods last year. The improvement for the second quarter was driven by an increase in consolidated merchandise margin of 0.3 percentage points and the favorable impact of the mark-to-market of our inventory derivatives of 0.2 percentage points. This ratio also reflects a favorable impact of buying and occupancy expense leverage. These improvements were partially offset by an increase in distribution center costs as a percentage of net sales due to the impact of processing more units as well as additional investments in the supply chain network. The improvement for the six-month period was driven by buying and expense leverage on the strong same store sales growth of approximately 0.4 percentage points, as well as an improvement in consolidated merchandise margin partially offset by an increase in the distribution costs as a percentage of net sales for the same reasons described above. The improvement in consolidated merchandise margin for both the second quarter and six-month period was due to merchandise margin improvement at Marmaxx and HomeGoods.

**Selling, general and administrative expenses:** Selling, general and administrative expenses, as a percentage of net sales, were 17.7% in the second quarter of fiscal 2017, up 0.8 percentage points over last year's ratio and increased by 0.7 percentage points to 17.7% for the six months ended July 30, 2016 as compared to the same period last year. The increase for both the second quarter and six month period was due to a combination of higher employee payroll costs resulting from our wage increases, investments to support our growth, and incremental credit card chargeback costs.

**Interest expense, net:** Interest expense, net increased \$0.5 million for the second quarter ended July 30, 2016 and decreased \$1.0 million for the fiscal 2017 year-to-date period as compared to last year. The components of interest expense, net are summarized below:

Dollars in thousands	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Interest expense	\$16,947	\$17,228	\$33,945	\$34,127
Capitalized interest	(2,391)	(2,963)	(4,403)	(4,894)
Interest (income)	(3,294)	(3,457)	(8,086)	(6,801)
Interest expense, net	<u>\$11,262</u>	<u>\$10,808</u>	<u>\$21,456</u>	<u>\$22,432</u>

**Income taxes:** The effective income tax rate was 38.5% for the second quarter and six months ended July 30, 2016 compared to 38.0% for comparable periods last year. The increase in the effective income tax rate was primarily due to the jurisdictional mix of income and the increase in valuation allowance on foreign net operating losses.

**Net income and net income per share:** Net income for the second quarter of fiscal 2017 was \$562.2 million, or \$0.84 per diluted share, versus \$549.3 million, or \$0.80 per diluted share, in last year's second quarter. Foreign currency had a \$0.03 positive impact on earnings per share in the second quarter of fiscal 2017 compared to a positive impact of \$0.02 on earnings per share in the second quarter of fiscal 2016. Net income for the six months ended July 30, 2016 was \$1.1 billion, or \$1.60 per diluted share, compared to \$1.0 billion, or \$1.49 per diluted share, in last year's comparable period. Foreign currency had a \$0.02 negative impact on earnings per share in the first six months of fiscal 2017 compared to a \$0.01 negative impact on earnings per share in the prior year.

Our stock repurchase programs, which reduce our weighted average diluted shares outstanding, benefited our earnings per share growth by approximately three percent in both the second quarter and first six months of fiscal 2017. During the second quarter of fiscal 2017, we repurchased 5.2 million shares of our common stock at a cost of \$400.0 million. For the first six months of fiscal 2017, we repurchased 10.2 million shares of our common stock at a cost of \$775.0 million.

**Segment information:** We operate four main business segments. The Marmaxx segment (T.J. Maxx, Marshalls and tjmaxx.com) and the HomeGoods segment both operate in the United States. Our TJX Canada segment operates Winners, HomeSense and Marshalls in Canada, and our TJX International segment operates T.K. Maxx, HomeSense and tkmaxx.com in Europe and Trade Secret in Australia. We also operate STP, an off-price Internet retailer that operates a small number of stores in the U.S. The results of STP have been included in our Marmaxx segment. The former TJX Europe segment was renamed TJX International in the fourth quarter of fiscal 2016 to reflect the acquisition of Trade Secret in Australia.

We evaluate the performance of our segments based on "segment profit or loss," which we define as pre-tax income or loss before general corporate expense and interest expense. "Segment profit or loss," as we define the term, may not be comparable to similarly titled measures used by other entities. The terms "segment margin" or "segment profit margin" are used to describe segment profit or loss as a percentage of net sales. These measures of performance should not be considered an alternative to net income or cash flows from operating activities as an indicator of our performance or as a measure of liquidity.

Presented below is selected financial information related to our business segments:

## U.S. Segments:

### Marmaxx

Dollars in millions	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Net sales	\$5,099.0	\$4,805.9	\$9,964.4	\$9,301.3
Segment profit	\$ 742.3	\$ 715.5	\$1,451.1	\$1,367.8
Segment profit as a percentage of net sales	14.6%	14.9%	14.6%	14.7%
Increase in same store sales	4%	4%	5%	4%
Stores in operation at end of period				
T.J. Maxx			1,165	1,130
Marshalls			1,013	990
Sierra Trading Post			9	6
Total			<u>2,187</u>	<u>2,126</u>
Selling square footage at end of period (in thousands)				
T.J. Maxx			26,289	25,651
Marshalls			24,390	23,994
Sierra Trading Post			176	122
Total			<u>50,855</u>	<u>49,767</u>

Net sales for Marmaxx increased 6% for the second quarter and 7% for the first six months of fiscal 2017 as compared to the same periods last year. Same store sales increased 4% for the second quarter and 5% for the six month period. New store sales drove the remaining 2% increase for both the second quarter and six month period. Same store sales growth at Marmaxx for the second quarter and six months ended July 30, 2016 was mainly driven by an increase in customer traffic. Marmaxx sales for both periods also reflected an increase in units sold which was largely offset by a decrease in the average ticket. Geographically, same store sales growth in both the quarter and the six month period was widespread as most regions were near the divisional average, with the Southeast particularly strong. Home fashions outperformed apparel in both periods with both categories posting strong same store sales growth.

Segment profit margin decreased to 14.6% for the second quarter of fiscal 2017 compared to 14.9% for the same period last year, and for the six months ended July 30, 2016 segment profit margin decreased to 14.6% compared to 14.7% in the same period last year. Marmaxx results reflected an increase in merchandise margins of 0.5 percentage points for the second quarter and 0.4 percentage points for the six-month period. Segment profit margin also benefitted from buying and occupancy expense leverage on strong same store sales growth. These gains were more than offset by numerous factors, including higher store payroll due to wage increases and handling an increase in units, higher distribution costs primarily due to processing the increased units as well as incremental credit card chargeback costs. Our e-commerce businesses, which represent less than 2% of Marmaxx's net sales, did not have a significant impact on year-over-year segment margin comparisons for the second quarter or first six months of fiscal 2017.

### HomeGoods

Dollars in millions	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Net sales	\$986.7	\$ 895.4	\$1,997.1	\$1,775.6
Segment profit	\$128.0	\$ 112.1	\$ 266.3	\$ 233.4
Segment profit as a percentage of net sales	13.0%	12.5%	13.3%	13.1%
Increase in same store sales	5%	9%	7%	9%
Stores in operation at end of period			538	503
Selling square footage at end of period (in thousands)			10,417	9,828

HomeGoods net sales increased 10% in the second quarter and 12% in the first six months of fiscal 2017 compared to the same periods last year. The sales increase for the second quarter reflects a 5% increase in same store sales and a 5% increase from new store sales. The sales increase for the six-month period reflects a 7% increase in same store sales and a 5% increase from new store sales. The increases in same store sales for both the second quarter and six-month period were largely driven by an increase in customer traffic along with an increase in units sold.

Segment profit margin increased to 13.0% for the second quarter of fiscal 2017 compared to 12.5% for the same period last year. Segment profit margin increased to 13.3% for the six months ended July 30, 2016 compared to 13.1% for the six months ended August 1, 2015. Segment margin for the fiscal 2017 second quarter and six month period was favorably impacted by an increase in merchandise margin as well as occupancy expense leverage on strong same store sales growth. These gains were partially offset by higher store payroll costs due to wage increases, an increase in distribution center costs as HomeGoods invests in its supply chain as well as an increase in credit card chargeback costs.

## International Segments:

### TJX Canada

U.S. Dollars in millions	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Net sales	\$756.8	\$ 699.3	\$1,442.4	\$1,319.6
Segment profit	\$122.0	\$ 119.7	\$ 179.5	\$ 164.9
Segment profit as a percentage of net sales	16.1%	17.1%	12.4%	12.5%
Increase in same store sales	9%	12%	11%	11%
Stores in operation at end of period				
Winners			250	240
HomeSense			104	97
Marshalls			45	39
Total			399	376
Selling square footage at end of period (in thousands)				
Winners			5,538	5,399
HomeSense			1,953	1,844
Marshalls			1,054	936
Total			8,545	8,179

Net sales for TJX Canada increased 8% during the second quarter and increased 9% over the six months ended July 30, 2016 compared to the same periods last year. The quarterly increase reflects a 9% increase in same store sales growth on a constant currency basis and 3% from new store sales, which was offset by currency translation which negatively impacted sales growth by 4%. The six-month increase in net sales included same store sales growth of 11% on a constant currency basis and 4% from new store sales, which was offset by a negative 6% impact due to currency translation. The increase in same store sales for both periods was driven primarily by an increase in customer traffic as well as in increase in the value of the average transaction.

Segment profit margin decreased to 16.1% for the second quarter and 12.4% for the six months ended July 30, 2016 compared to 17.1% and 12.5% for the comparable periods last year, respectively. Segment margin for the quarter reflects a 1.2 percentage point decrease due to a decline in merchandise margin, partially offset by the favorable impact of the mark-to-market adjustment for inventory derivatives. Second quarter segment margin also reflects an increase in distribution center costs as a percentage of sales due to the impact of cost associated with opening a new distribution center. These declines were partially offset by buying and occupancy expense leverage due to strong same store sales growth. The decrease in segment margin for the six month period is primarily driven by a decrease in merchandise margin largely offset by buying and occupancy expense leverage on strong same store sales growth. The decrease in merchandise margin for both periods was driven by transactional foreign exchange as the change in currency exchange rates increased TJX Canada's cost of merchandise purchased in U.S. dollars as compared to the same periods last year.

U.S. Dollars in millions	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
Net sales	\$1,039.6	\$ 963.1	\$2,020.6	\$1,832.9
Segment profit	\$ 42.9	\$ 50.9	\$ 57.2	\$ 77.2
Segment profit as a percentage of net sales	4.1%	5.3%	2.8%	4.2%
Increase in same store sales	2%	5%	3%	4%
Stores in operation at end of period				
T.K. Maxx			473	423
HomeSense			43	33
Trade Secret			35	—
Total			551	456
Selling square footage at end of period (in thousands)				
T.K. Maxx			10,298	9,370
HomeSense			698	545
Trade Secret			667	—
Total			11,663	9,915

Net sales for TJX International increased 8% for the second quarter and 10% for the six months ended July 30, 2016 compared to the same periods last year. The growth in sales for the quarter included an increase of 14% from new stores, including Trade Secret in Australia, and 2% from same store sales, offset by foreign currency translation which negatively impacted second quarter sales growth by 8%. The increase in sales for the six-month period reflected an increase of 14% from new stores, including Trade Secret in Australia, and 3% from same store sales, which was offset by foreign currency translation which negatively impacted year-to-date sales growth by 7%. The increase in same store sales for both periods was driven by an increase in customer traffic. We believe the outcome of the Brexit vote in the U.K. may have negatively impacted customer traffic and comparable store sales at our U.K. stores during the second quarter for a period following the vote.

Segment profit margin for the second quarter of fiscal 2017 decreased 1.2 percentage points to 4.1%. For the six months ended July 30, 2016, segment profit margin decreased 1.4 percentage points to 2.8%. Foreign currency favorably impacted year-over-year comparisons by 1.4 percentage points for the second quarter and 0.2 percentage points for the six months ended July 30, 2016. These improvements in segment margin were more than offset by a combination of factors, most notably the integration of Trade Secret into this segment as well as investments to support our growth and expansion in Europe and higher payroll costs.

#### General corporate expense

Dollars in millions	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 30, 2016	August 1, 2015	July 30, 2016	August 1, 2015
General corporate expense	\$109.4	\$ 101.2	\$ 193.1	\$ 169.6

General corporate expense for segment reporting purposes represents those costs not specifically related to the operations of our business segments. Virtually all general corporate expenses are included in selling, general and administrative expenses.

The increase in general corporate expense for the second quarter and first six months of fiscal 2017, as compared to the prior year, is primarily due to higher systems and technology costs along with incremental incentive compensation and stock based compensation costs.

## **Analysis of Financial Condition**

### *Liquidity and Capital Resources*

Net cash provided by operating activities was \$1.159 billion for the six months ended July 30, 2016, an increase of \$230 million from the \$929 million provided in the six months ended August 1, 2015. Net income, adjusted for the non-cash impact of depreciation and the deferred income tax provision, provided cash of \$1.442 billion in the first six months of fiscal 2017, an increase of approximately \$135 million compared to the same period last year. The change in merchandise inventory, net of the related change in accounts payable, which resulted in a use of cash of \$129 million in the first six months of fiscal 2017 compared to a use of cash of \$276 million in the first six months of fiscal 2016 favorably impacted year over year cash flows by \$147 million. This favorable impact in cash flows for the first six months of fiscal 2017 is attributable in part to additional cash outflows during last year's second quarter as inventory levels were increased to meet demand. In addition this year's operating cash flows as compared to last year were unfavorably impacted by the timing of the Company's funding of medical claims. The reserve for medical claims at the beginning of last year was prefunded as of January 2015 while the reserve requirement at the beginning of this fiscal year was funded during the first six months of fiscal 2017. In addition last year's cash flows included the return of rent deposits previously required for some store leases in Europe.

Investing activities in the first six months of fiscal 2017 primarily reflected property additions for new stores, store improvements and renovations and investment in our home offices and our distribution network (including buying and merchandising systems and information systems). Cash outflows for property additions amounted to \$508 million in the six months ended July 30, 2016 compared to \$405 million in the comparable period last year. We anticipate that capital spending for fiscal 2017 will be approximately \$1.1 billion. We also purchased \$380 million of investments in the first six months of fiscal 2017 versus \$226 million in the comparable prior year period. \$323 million of investments were sold or matured in the first half of fiscal 2017 versus \$160 million in the prior year. This activity primarily related to short-term investments which had initial maturities in excess of 90 days and, per our policy, are not classified as cash on the consolidated balance sheets presented.

Cash flows from financing activities resulted in a net cash outflow of \$928 million in the first six months of fiscal 2017 compared to a net cash outflow of \$1.0 billion in the same period last year. Financing activities include the cash flows relating to our repurchases of our common stock, the exercise of options under our stock incentive plan and the payment of dividends to holders of our common stock. We spent \$756 million to repurchase 9.9 million shares of our stock in the first six months of fiscal 2017 compared to \$851 million to repurchase 12.7 million shares in the same period last year. See Note D to our unaudited consolidated financial statements for more information. In February 2016, we announced an additional repurchase program authorizing the repurchase of up to an additional \$2.0 billion of TJX stock from time to time. We currently plan to repurchase approximately \$1.5 billion to \$2.0 billion of stock under our stock repurchase programs in fiscal 2017. We determine the timing and amount of repurchases based on our assessment of various factors including excess cash flow, liquidity, economic and market conditions, our assessment of prospects for our business, legal requirements and other factors. The timing and amount of these purchases may change. Financing activities also included \$140 million of proceeds, including excess tax benefits, related to the exercise of stock options in the first six months of fiscal 2017 versus \$82 million in proceeds in the same period last year. Dividends paid on common stock in the first six months of fiscal 2017 were \$312 million versus \$263 million in the same period last year.

We traditionally have funded our working capital requirements, including for seasonal merchandise, primarily through cash generated from operations, supplemented, as needed, by short-term bank borrowings and the issuance of commercial paper. As of July 30, 2016, approximately 64% of our cash was held by our foreign subsidiaries with \$264 million held in countries where we have the intention to reinvest any undistributed earnings indefinitely. We have provided for deferred U.S. taxes on all undistributed earnings of our subsidiaries in Canada, Puerto Rico, Italy, India, Hong Kong, and Australia. If we repatriate cash from these subsidiaries, we should not incur additional tax expense, but our cash would be reduced by the amount of taxes paid. For all other foreign subsidiaries, no income taxes have been provided on the undistributed earnings because such earnings are considered to be indefinitely reinvested in the business. We have no current plans to repatriate cash balances held by such foreign subsidiaries. We believe our existing cash and cash equivalents, internally generated funds and our credit facilities, described in Note I to the unaudited consolidated financial statements, are more than adequate to meet our operating needs over the next fiscal year.

### **Recently Issued Accounting Pronouncements**

See Note A to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q, for recently issued accounting standards, including the dates of adoption and estimated effects on our results of operations, financial position or cash flows.

### **Forward-looking Statements**

Various statements made in this Quarterly Report on Form 10-Q are forward-looking and involve a number of risks and uncertainties. All statements that address activities, events or developments that we intend, expect or believe may occur in the future are forward-looking statements. The following are some of the factors that could cause actual results to differ materially from the forward-looking statements: execution of buying strategy and inventory management; operational and business expansion and management of large size and scale; customer trends and preferences; various marketing efforts; competition; personnel recruitment and retention; labor costs and workforce challenges; data security; information systems and new technology; economic conditions and consumer spending; adverse or unseasonable weather; serious disruptions or catastrophic events; disruptions in the second half of the fiscal year; corporate and retail banner reputation; quality, safety and other issues with merchandise; expanding international operations; merchandise importing; commodity availability and pricing; fluctuations in foreign currency exchange rates; fluctuations in quarterly operating results and market expectations; mergers, acquisitions, or business investments, divestitures, closings or business consolidations; compliance with laws, regulations and orders and changes in laws, regulations and applicable accounting standards; outcomes of litigation, legal matters and other legal or regulatory matters; tax matters; real estate activities; cash flow and other factors that may be described in our filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission. We do not undertake to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized.



**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

There have been no material changes in our primary risk exposures or management of market risks from those disclosed in our Form 10-K for the fiscal year ended January 30, 2016.

**Item 4. Controls and Procedures.**

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of July 30, 2016 pursuant to Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the "Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level in ensuring that information required to be disclosed by us in the reports that we file or submit under the Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms; and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of implementing controls and procedures.

There were no changes in our internal control over financial reporting, (as defined in Rules 13a-15(f) and 15d-15(f) under the Act) during the fiscal quarter ended July 30, 2016 identified in connection with the evaluation by our management, including our Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

Not applicable

**Item 1A. Risk Factors.**

There have been no material changes to the risk factors disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended January 30, 2016, as filed with the Securities Exchange Commission on March 29, 2016.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

*Information on Share Repurchases*

The number of shares of common stock repurchased by TJX during the second quarter of fiscal 2017 and the average price paid per share are as follows:

	Total Number of Shares Repurchased (1)	Average Price Paid Per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(3)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
May 1, 2016 through May 28, 2016	1,257,485	\$ 75.55	1,257,485	\$ 3,020,760,285
May 29, 2016 through July 2, 2016	2,250,946	\$ 75.97	2,250,946	\$ 2,849,760,335
July 3, 2016 through July 30, 2016	1,694,408	\$ 79.08	1,694,408	\$ 2,715,760,383
Total:	5,202,839		5,202,839	

(1) Consists of shares repurchased under publicly announced stock repurchase programs.

(2) Includes commissions for the shares repurchased under stock repurchase programs.

(3) In February 2015, TJX announced a \$2.0 billion stock repurchase program, under which \$716 million remained available as of July 30, 2016. Additionally, in February 2016, TJX announced its 17<sup>th</sup> stock repurchase program authorizing an additional \$2.0 billion in repurchases from time to time.

**Item 6. Exhibits.**

- 10.1 The First Amendment to the Stock Incentive Plan (2013 Restatement) effective as of June 7, 2016.\*
- 10.2 The Form of Deferred Stock Award for Directors granted under the Stock Incentive Plan as of June 7, 2016.\*
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from The TJX Companies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended July 30, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statement of Shareholders' Equity, and (vi) Notes to Consolidated Financial Statements.

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\* Management contract or compensatory plan or arrangement.

**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 thereunto duly authorized.

THE TJX COMPANIES, INC.  
(Registrant)

Date: August 26, 2016

/s/ Scott Goldenberg  
Scott Goldenberg, Chief Financial Officer  
(Principal Financial and Accounting Officer)

## Exhibit Index

- 10.1 The First Amendment to the Stock Incentive Plan (2013 Restatement) effective as of June 7, 2016.\*
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\* Management contract or compensatory plan or arrangement.

THE TJX COMPANIES, INC.  
STOCK INCENTIVE PLAN  
(2013 Restatement)

First Amendment

Pursuant to Section 10 of The TJX Companies, Inc. Stock Incentive Plan (2013 Restatement) (the “Plan”), The TJX Companies, Inc. (the “Company”) by authorization of the Executive Compensation Committee of the Company’s Board of Directors hereby amends the Plan effective as of June 7, 2016 by replacing Section 7(e) of the Plan in its entirety with the following text:

“(e) *Annual Deferred Stock Awards, Additional Deferred Stock Awards and Dividend Awards for Eligible Directors.*

- (i) *Accounts.* The Company shall establish and maintain an Account in the name of each Eligible Director to which the Annual Deferred Stock Awards, Additional Deferred Stock Awards and Dividend Awards shall be credited.
- (ii) *Annual Awards.* On the date of each Annual Meeting, each Eligible Director who is elected a Director at such Annual Meeting shall automatically and without further action by the Board or Committee be granted an Annual Deferred Stock Award as provided in subsection (iv) and an Additional Deferred Stock Award as provided in subsection (v). On each date other than the date of an Annual Meeting on which an Eligible Director is first elected a Director by the Board, the Eligible Director then so elected shall automatically and without further action by the Board or Committee be granted a prorated Annual Deferred Stock Award as provided in subsection (iv) and a prorated Additional Deferred Stock Award as provided in subsection (v). The grant of each Annual Deferred Stock Award and Additional Deferred Stock Award shall entitle each recipient, automatically and without further action by the Board or the Committee, to Dividend Awards as provided in subsection (vi).
- (iii) *Nature of Awards.* Each Annual Deferred Stock Award, Additional Deferred Stock Award and Dividend Award shall be an Other Stock-based Award subject to the terms of this Plan and shall constitute an unfunded and unsecured promise of the Company to deliver in the future to such Eligible Director, without payment, the number of shares of Stock in the amounts and at the times hereinafter provided. The shares of Stock notionally credited to the Accounts of Eligible Directors shall be notional shares only and shall not entitle the Eligible Director to any voting rights, dividend or distribution or other rights except as expressly set forth herein. Nothing herein shall obligate the Company to issue or set aside shares of Stock, in trust or otherwise, to meet its contractual obligations hereunder.

- (iv) *Annual Deferred Stock Award.* In respect of each Annual Deferred Stock Award granted on the date of an Annual Meeting, the Company shall credit to each Eligible Director's Account, effective as of the date of such Annual Meeting, the number of notional shares of Stock, including any fractional share, equal to \$125,000 or such lesser dollar amount as may be determined by the Board divided by the Fair Market Value of a share of Stock on the date of such Annual Meeting. In respect of each Annual Deferred Stock Award granted on a date other than the date of an Annual Meeting, the Company shall credit to the Account of the Eligible Director first elected on such date the number of notional shares of Stock, including any fractional share, equal to (i) \$125,000 or such lesser dollar amount as may be determined by the Board divided by the Fair Market Value of a share of Stock on the date of such first election multiplied by (ii) the quotient (not greater than one) obtained by dividing (A) the number of days starting with the date of such first election and ending on the day first preceding the anticipated date of the next Annual Meeting, by (B) 365.
- (v) *Additional Deferred Stock Award.* In addition to the Annual Deferred Stock Award, the Company shall credit to the Account of each Eligible Director, effective as of the date that any Annual Deferred Stock Award is credited to such Account, an Additional Deferred Stock Award covering the same number of shares as are covered by such Annual Deferred Stock Award determined in the same manner prescribed in subsection (iv) above.
- (vi) *Dividend Awards.* The Company shall credit (each such credit, a "Dividend Award") the Account of each Eligible Director on the date of each Annual Meeting and on the date on which an Eligible Director ceases to be a Director if not the date of an Annual Meeting with a number of notional shares of Stock, including any fractional share, equal to (i) plus (ii), divided by (iii), where:
- (i) is the product obtained by multiplying the number of shares then allocated to such Eligible Director's Account (disregarding, for purposes of this clause (i), any shares credited to such Account since the date of the immediately preceding Annual Meeting) by the aggregate per-share amount of regular cash dividends for which the record date occurred since the date of the immediately preceding Annual Meeting;
  - (ii) is the product obtained by multiplying the number of shares first credited to such Eligible Director's Account since the date of the immediately preceding Annual Meeting but prior to the date of such Dividend Award by the aggregate per-share amount of regular cash dividends for which the record date occurred since the date that such shares were credited to such Account; and

- (iii) is the Fair Market Value of one share of Stock on the date of such Dividend Award.
- (vii) *Vesting.* Each Annual Deferred Stock Award, and any Dividend Awards in respect of Annual Deferred Stock Awards and/or vested Additional Deferred Stock Awards, shall vest immediately upon grant and be non-forfeitable. Unless earlier vested pursuant to Section 12, each Additional Deferred Stock Award shall vest and become non-forfeitable on the date immediately preceding the date of the Annual Meeting next succeeding the date of grant of such Award, *provided*, that the recipient is still a Director on such date. Upon termination of an Eligible Director's service as a Director for any reason, the Eligible Director shall forfeit any then unvested Additional Deferred Stock Award (determined after taking into account any acceleration of vesting pursuant to Section 12).
- (viii) *Delivery.* The Company shall deliver to an Eligible Director (or a former Eligible Director) the number of shares of Stock, rounded up to the next full share, represented by notional shares of Stock credited to the Account of such Eligible Director in respect of Annual Deferred Stock Awards (including any Dividend Awards made in respect of such Annual Deferred Stock Awards) at the earlier of the following: (x) immediately prior to a Change of Control or (y) not later than sixty (60) days following the Eligible Director's death or earlier separation from service (as determined under the regulations under Section 409A of the Code). With respect to any Additional Deferred Stock Award, absent an election to defer delivery of the shares of Stock subject to such Award pursuant to subsection (ix) below, the Company shall deliver to an Eligible Director the number of shares of Stock, rounded up to the next full share, represented by notional shares of Stock credited to the Account of such Eligible Director in respect of such Additional Deferred Stock Award (including any Dividend Awards made in respect of such Additional Deferred Stock Award) within sixty (60) days following the date of vesting pursuant to subsection (vii) above or, if earlier and if so provided in accordance with the terms of the applicable Award pursuant to Section 12, immediately prior to a Change of Control. In the event of a termination by reason of death, such shares of Stock shall be delivered to such beneficiary or beneficiaries designated by the Eligible Director in writing in such form, and delivered prior to his or her death to such person at the Company, as specified by the Company or, in the absence of such a designation, to the legal representative of Eligible Director's estate.
- (ix) *Deferral of Delivery of Additional Deferred Stock Awards.* By filing a written notice to the Company in such form, and delivered to such person



at the Company, as specified by the Company, an Eligible Director may irrevocably elect to defer receipt of the delivery of shares of Stock representing all or a portion of the notional shares of Stock subject to any Additional Deferred Stock Award (including any Dividend Awards made in respect of such notional shares) such that those shares are delivered as soon as practicable and in all events within sixty (60) days following the Eligible Director's death or earlier separation from service (as determined under the regulations under Section 409A of the Code); except that if so provided in accordance with the terms of the applicable Award, such shares shall instead be delivered immediately prior to any earlier occurrence of a Change of Control . Any election made pursuant to this subsection (ix) must be submitted with respect to any Additional Deferred Stock Award (A) in the case of the Additional Deferred Stock Award granted on the date an Eligible Director is first elected as a Director, no later than 30 days after the date of such Eligible Director's election to the Board or (B) in the case of any other Additional Deferred Stock Award, no later than December 31 of the calendar year preceding the calendar year in which such Award is granted, or (C) at such other time as is necessary to satisfy the requirements of Section 409A of the Code, as determined by the Committee.”

**THE TJX COMPANIES, INC.  
STOCK INCENTIVE PLAN**

**DEFERRED STOCK AWARD FOR DIRECTORS**

This certificate evidences the award (the "Award") made automatically to the non-employee director named below (the "Director") on [ ] (the "Grant Date") under Section 7(e) of the Stock Incentive Plan (the "Plan") of The TJX Companies, Inc. (the "Company"). The Award is subject to the terms and conditions of the Plan as from time to time amended, the provisions of which are incorporated by reference in this certificate. Terms defined in the Plan are used in this certificate as so defined.

1. AWARD RECIPIENT: [ ]

2. NATURE OF AWARD: The Award consists of two parts: an "Annual Deferred Stock Award" and an "Additional Deferred Stock Award" as those terms are defined in the Plan (hereinafter, the "Annual Award" and "Additional Award," respectively). The Company agrees to credit to an unfunded account maintained on the books of the Company (the "Account"), in respect of each such portion of the Award, the number of shares of Stock specified in Section 3 plus such additional number of shares as may be determined under Section 4. The number of shares credited to the Account and not forfeited, rounded up to the nearest whole share, shall be transferred to the Director (or, in the event of the Director's death, to the Director's beneficiary designated prior to death in a manner acceptable to the Company, or, if no such beneficiary has been so designated, to the Director's estate) (such designated beneficiary or the estate, as the case may be, being herein referred to as the Director's "Beneficiary") in accordance with and subject to the terms and conditions of the Plan and the Award. The Award is unfunded and unsecured, and the Director's rights to any Stock hereunder shall be no greater than those of an unsecured general creditor of the Company. The Award may not be assigned, transferred, pledged, hypothecated or otherwise disposed of, except for disposition at death as provided above. The Award does not entitle the Director to any rights as a shareholder with respect to any shares of Stock subject to the Award, unless and until such shares of Stock have been transferred to the Director. The Award is intended to constitute a "non-qualified deferred compensation" arrangement that satisfies the requirements of Section 409A of the Code, and shall be construed accordingly.

3. INITIAL CREDITS TO ACCOUNT: The number of shares of Stock to be credited to the Account, subject in each case to the terms and conditions of the Plan and the Award, is as follows:

(a) Under the Annual Award portion of the Award, [ ] shares shall be credited to the Account on the Grant Date. The portion of the Account reflecting this Annual Award credit is hereinafter referred to as the "Annual Award Sub-Account."

(b) Under the Additional Award portion of the Award, [ ] shares shall also be credited to the Account. The portion of the Account reflecting this Additional Award credit is hereinafter referred to as the "Additional Award Sub-Account."

4. DIVIDEND AWARDS: As of (a) the date of each annual meeting of the shareholders of the Company (if immediately prior thereto the Director was a member of the Board) and (b) the date (if other than the date of an annual meeting) on which the Director ceases to be a member of the Board, (each such relevant date, a "dividend crediting date") there shall be credited to each of the Annual Award Sub-Account and the Additional Award Sub-Account the number of additional shares of Stock equal to (x) plus (y), divided by (z), where:

(x) is the product obtained by multiplying (i) the number of shares then allocated to the Annual Award Sub-Account or the Additional Award Sub-Account, as the case may be, (disregarding in each case, for purposes of this clause (x), any shares credited to such Sub-Account since the date of the immediately preceding annual meeting) by (ii) the aggregate per-share amount of dividends for which the record date occurred since the date of the immediately preceding annual meeting;

(y) is the product obtained by multiplying (i) the number of shares first credited to the Annual Award Sub-Account or the Additional Award Sub-Account, as the case may be, since the date of the immediately preceding annual meeting but prior to such dividend crediting date by (ii) the aggregate per-share amount of dividends for which the record date occurred since the date that such shares were credited to such Account; and

(z) is the Fair Market Value of one share of Stock on such dividend crediting date.

5. VESTING: The Director's Annual Award Sub-Account shall be fully vested at all times. The Director's Additional Award Sub-Account shall vest on the date immediately preceding the date of the annual meeting next succeeding the Grant Date (if the Director is then a member of the Board) or, if earlier and if Section 6 is relevant in the circumstances, the date specified in Section 6. Immediately upon the Director's ceasing to be a member of the Board for any reason, any portion of the Director's Account that was not then vested (determined after taking into account any accelerated vesting pursuant to Section 6 but otherwise before taking into account any amounts credited under Section 4(b) above as of such date) shall be forfeited.

6. CHANGE OF CONTROL. Upon the occurrence of a Change of Control, the provisions of this Section 6 shall apply to any portion of the Director's Additional Award Sub-Account not then vested and not previously forfeited, notwithstanding any other provision of the Award to the contrary:

(a) Upon consummation of the Change of Control whenever occurring, if the Committee does not provide for a rollover award as described in 6(b) below, any unvested portion of the Director's Additional Award Sub-Account shall automatically and immediately vest in full.

(b) The Committee may, but shall not be required to, provide in connection with the Change of Control that, in lieu of the acceleration described in Section 6(a) above, the service-based vesting condition described in Section 5 above applicable to the Director's Additional Award Sub-Account immediately prior to consummation of the Change of Control shall continue to apply (with such appropriate adjustments as the Committee may determine) from and after the Change of Control to such Additional Award Sub-Account or to any stock, cash or other property into which such Additional Award is converted or for which it is exchanged in connection with the Change of Control (the Additional Award Sub-Account or any such stock, cash or other property, a "rollover award"); *provided*, that vesting of the Director's unvested rollover award shall accelerate fully in the event the director is involuntarily terminated for any reason (other than cause) prior to satisfaction of such service-based vesting condition. In any case where this Section 6(b) applies, all references in this award to "Additional Award Sub-Account" shall be construed, where appropriate, by reference to any rollover award as defined above. In any case where this Section 6(b) applies, references in the Award to "Stock" shall be deemed to include the stock, cash or other property that is subject to the applicable rollover award.

(c) Subject to the continuing vesting condition provisions of Section 6(b) above, the provisions of this Section 6 shall be applied on a basis that enables the Director to participate, as applicable, as a shareholder (with respect to any portion of the Additional Award held by the Director immediately prior to the Change of Control) on the same basis as other holders of Stock.

All references to the Committee in this Section 6 shall be construed to refer to the Committee as constituted and acting prior to consummation of the Change of Control. For the avoidance of doubt, no Committee action permitted by this Section 6 will be treated as an action requiring the Director's consent under Section 10 of the Plan.

7. ANNUAL AWARD SUB-ACCOUNT – DATE OF DELIVERY: Shares of Stock equal in number to the shares credited to the Director's Annual Award Sub-Account (rounded up to the nearest whole share) shall be transferred by the Company to the Director (or, in the event of the Director's death, to the Director's Beneficiary) as soon as practicable after and in all events within [ ] business days after the date on which the Director ceases for any reason to be a member of the Board; *provided*, that in the event of an earlier Change of Control, such shares of Stock shall instead be delivered to the Director (or, in the event of the Director's death, to the Director's Beneficiary), immediately prior to the Change of Control.

8. ADDITIONAL AWARD SUB-ACCOUNT – DATE OF DELIVERY: Shares of Stock equal in number to the shares credited to the Director's Additional Award Sub-Account (rounded up to the nearest whole share) shall be transferred by the Company to the Director (or, in the event of the Director's death, to the Director's beneficiary) as

soon as practicable after and in all events within [ ] business days after the date of vesting determined pursuant to Sections 5 and 6 above; *provided*, that if the Director has timely elected a deferral of any portion of his Additional Award Sub-Account, such portion (if vested) shall instead be paid in accordance with Section 9.

9. ELECTION TO DEFER: The Director may elect to have payment of the vested balance, if any, of his Additional Award Sub-Account made at the same time as payment of his Annual Award Sub-Account pursuant to Section 7 in lieu of the payment terms described in Section 8. Any such election must be made no later than December 31 of the calendar year preceding the calendar year in which such Award is granted or at such other time as is necessary to satisfy the requirements of Section 409A, as determined by the Administrator. Each such election shall be in a form acceptable to the Administrator.

10. ADJUSTMENTS: The Award and the shares of Stock subject to the Award are subject to adjustment as provided in Section 3 of the Plan.

11. WITHHOLDING: The Director or Beneficiary shall, no later than the date on which any share of Stock is transferred to the Director or Beneficiary and as a condition to such transfer, pay to the Company in cash, or make arrangements satisfactory to the Committee regarding payment of, any Federal, state, or local taxes of any kind required by law to be withheld with respect to such income. If any taxes are required to be withheld prior to such transfer of such share of Stock (for example, upon the vesting of the right to receive such share), the Company may require the Director or Beneficiary to pay such taxes timely in cash by separate payment, may withhold the required taxes from other amounts payable to Grantee or Beneficiary, or may agree with the Director or Beneficiary on other arrangements for the payment of such taxes, all as the Company determines in its discretion.

12. SECTION 83(b) NOT APPLICABLE: Because the Award does not give to the Directors a present ownership right in any Stock, but only a conditional right to acquire shares of Stock in the future, the Director shall not be entitled to make a so-called "83(b) election" with respect to the shares of Stock subject to the Award.

**THE TJX COMPANIES, INC.**

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## Section 302 Certification

CERTIFICATION

I, Ernie Herrman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 26, 2016

/s/ Ernie Herrman

Name: Ernie Herrman

Title: Chief Executive Officer

## Section 302 Certification

CERTIFICATION

I, Scott Goldenberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 26, 2016

/s/ Scott Goldenberg

Name: Scott Goldenberg

Title: Chief Financial Officer

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's Form 10-Q for the fiscal quarter ended July 30, 2016 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Company's Form 10-Q for the fiscal quarter ended July 30, 2016 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ernie Herrman

Name: Ernie Herrman

Title: Chief Executive Officer

Dated: August 26, 2016

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's Form 10-Q for the fiscal quarter ended July 30, 2016 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Company's Form 10-Q for the fiscal quarter ended July 30, 2016 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott Goldenberg

Name: Scott Goldenberg

Title: Chief Financial Officer

Dated: August 26, 2016