

TARGET CORP
Form 8-K
July 14, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (date of earliest event reported): **July 14, 2006**

TARGET CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

1-6049
(Commission File
Number)

No. 41-0215170
(IRS Employer
Identification No.)

1000 Nicollet Mall, Minneapolis, Minnesota 55403
(Address of principal executive offices) (Zip Code)

(612) 304-6073
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-82500) filed by Target Corporation with the Securities and Exchange Commission. On July 14, 2006, Target Corporation issued \$750,000,000 aggregate principal amount of 5.875% Notes due 2016 (the Notes). This Current Report is being filed in connection with the offer and sale of the Notes and to file with the Securities and Exchange Commission the documents and instruments attached hereto as exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement dated July 11, 2006 among Target Corporation and the Underwriters named therein, relating to the offer and sale of the 5.875% Notes due 2016.
- 4.1 Form of 5.875% Notes due 2016.
- 5.1 Opinion of Faegre & Benson LLP.
- 23.1 Consent of Faegre & Benson LLP.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 14, 2006.

TARGET CORPORATION

By

/s/ Timothy R. Baer
Timothy R. Baer
Senior Vice President, General Counsel and
Corporate Secretary

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Index to Exhibits

| Exhibit No. | Description | Method of Filing |
|--------------------|--|-------------------------|
| 1.1 | Underwriting Agreement dated July 11, 2006 among Target Corporation and the Underwriters named therein, relating to the offer and sale of the 5.875% Notes due 2016. | Electronic Transmission |
| 4.1 | Form of 5.875% Notes due 2016. | Electronic Transmission |
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