

TJX COMPANIES INC /DE/
Form 8-K
June 20, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 14, 2011
THE TJX COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

1-4908

04-2207613

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

770 Cochituate Road, Framingham, MA 01701
(Address of principal executive offices) (Zip Code)
(508) 390-1000

Registrant's telephone number, including area code
N/A

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of The TJX Companies, Inc. (the Company) was held on June 14, 2011, at which the stockholders voted on the following:

Proposal 1: Each nominee for director was elected by a majority vote:

| Nominee | Shares For | Shares | | Broker Non-Votes |
|-------------------|-------------|-----------|---------|------------------|
| | | Against | Abstain | |
| José B. Alvarez | 326,383,377 | 619,139 | 327,026 | 18,670,225 |
| Alan M. Bennett | 319,363,094 | 7,884,427 | 82,021 | 18,670,225 |
| Bernard Cammarata | 322,935,667 | 3,813,808 | 580,067 | 18,670,225 |
| David T. Ching | 326,953,762 | 293,765 | 82,015 | 18,670,225 |
| Michael F. Hines | 326,965,902 | 283,555 | 80,085 | 18,670,225 |
| Amy B. Lane | 326,915,763 | 337,322 | 76,457 | 18,670,225 |
| Carol Meyrowitz | 324,666,903 | 2,561,183 | 101,456 | 18,670,225 |
| John F. O'Brien | 320,933,046 | 6,042,609 | 353,887 | 18,670,225 |
| Willow B. Shire | 320,925,090 | 6,052,999 | 351,453 | 18,670,225 |

Proposal 2: The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2012 was ratified:

| | |
|------------------|-------------|
| For | 340,878,300 |
| Against | 4,986,626 |
| Abstain | 134,841 |
| Broker Non-Votes | 0 |

Proposal 3: The stockholders adopted a non-binding advisory resolution indicating their approval of the compensation paid to the Company's named executive officers for fiscal 2011:

| | |
|------------------|-------------|
| For | 316,701,169 |
| Against | 9,701,851 |
| Abstain | 926,522 |
| Broker Non-Votes | 18,670,225 |

Proposal 4: The stockholders cast an advisory vote in favor of an annual advisory vote on the compensation paid to the Company's named executive officers:

| | |
|------------------|-------------|
| 1 year | 306,242,741 |
| 2 years | 1,562,740 |
| 3 years | 19,308,009 |
| Abstain | 216,052 |
| Broker Non-Votes | 18,670,225 |

The Board of Directors of the Company has considered the recommendation of the stockholders and intends to conduct an annual advisory stockholder vote on the Company's executive compensation each year until the next vote on the frequency of such votes is held, which will be no later than the annual meeting of the stockholders in 2017.

SIGNATURES

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

THE TJX COMPANIES, INC.

/s/ Ann McCauley
Ann McCauley
Executive Vice President, Secretary and
General Counsel

Dated: June 20, 2011