

TJX COMPANIES INC /DE/

Form POS AM

April 18, 2005

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As filed with the Securities and Exchange Commission on April 18, 2005
Registration No. 333-60540

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
Form S-3**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE TJX COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction
of incorporation or organization)*

04-2207613

*(I.R.S. Employer
Identification Number)*

**770 Cochituate Road
Framingham, Massachusetts 01701
(508) 390-1000**

(Address, of principal executive offices, including zip code)

Jeffrey G. Naylor

Senior Executive Vice President, Chief Financial Officer
The TJX Companies, Inc.

770 Cochituate Road
Framingham, Massachusetts 01701
(508) 390-1000

*(Name and address, including zip code, and telephone
number, including area code, of agent for service)*

Please send copies of all communications to:

Mary E. Weber, Esq.
Ropes & Gray LLP
One International Place
Boston, Massachusetts 02110
(617) 951-7000

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SIGNATURES

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The TJX Companies, Inc. registered \$517,500,000 principal amount at maturity of Liquid Yield Option Notes Due 2021 (the LYONs) and 16,905,172 shares of common stock (after giving effect to a stock split) issuable upon conversion of the LYONs (the Shares) to allow selling securityholders to resell their LYONs and the Shares. As of the date of this Post-Effective Amendment, \$510,095,000 in principal amount at maturity of the LYONs and none of the Shares have been resold pursuant to the Registration Statement. This Post-Effective Amendment deregisters \$7,405,000 in principal amount at maturity of the LYONs and 16,905,172 of the Shares that were not sold pursuant to the Registration Statement.

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Framingham, Commonwealth of Massachusetts, on the 18th day of April, 2005.

THE TJX COMPANIES, INC.

By: /s/ Edmond J. English
 Name: Edmond J. English
 Title: President and Chief Executive Officer

Pursuant to the requirement of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Edmond J. English /s/ Jeffrey G. Naylor	President, Chief Executive Officer and Director	April 18, 2005
_____ Jeffrey G. Naylor *	Senior Executive Vice President and Chief Financial Officer	April 18, 2005
_____ Bernard Cammarata	Chairman and Director	April 18, 2005
_____ David A. Brandon *	Director	April 18, 2005
_____ Gary L. Crittenden	Director	April 18, 2005

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Signature *	Title	Date
_____ Gail Deegan *	Director	April 18, 2005
_____ Dennis F. Hightower *	Director	April 18, 2005
_____ Richard G. Lesser *	Director	April 18, 2005
_____ John F. O'Brien *	Director	April 18, 2005
_____ Robert F. Shapiro	Director	April 18, 2005
_____ Willow B. Shire *	Director	April 18, 2005
_____ Fletcher H. Wiley		

*By: /s/ Edmond J. English

Edmond J. English, for himself and as
attorney-in-fact