

TARGET CORP  
Form 8-K  
June 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 12, 2013**

**Target Corporation**

(Exact name of registrant as specified in its charter)

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

**1-6049**  
(Commission File Number)

**41-0215170**  
(I.R.S. Employer Identification Shares)

**1000 Nicollet Mall, Minneapolis, Minnesota 55403**

(Address of principal executive offices, including zip code)

**(612) 304-6073**

(Registrant's telephone number, including area code)

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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 Shareholders.**

On June 12, 2013, Target Corporation (the Company) held its 2013 Annual Meeting of Shareholders (the Annual Meeting) to: (1) elect directors for a one-year term; (2) ratify the appointment of Ernst & Young LLP as the Company's independent registered accounting firm; (3) approve, on an advisory basis, the Company's executive compensation; (4) vote on a shareholder proposal to adopt a policy for an independent chairman; and (5) vote on a shareholder proposal on electronics recycling.

At the close of business on April 15, 2013, the record date of the Annual Meeting, the Company had 641,534,501 shares of common stock issued and outstanding. The holders of a total of 552,927,575 shares of common stock were present at the Annual Meeting, either in person or by proxy, which total constituted a majority of the issued and outstanding shares on the record date for the Annual Meeting.

The final voting results and the votes used to determine the results for each proposal (as indicated by the borders) are set forth below:

- The shareholders elected each of the following nominees for a one-year term:

| Nominee               | For         |      | Against    |      | Abstain   | Broker Non-Votes |
|-----------------------|-------------|------|------------|------|-----------|------------------|
|                       | Shares      | %    | Shares     | %    |           |                  |
| Roxanne S. Austin     | 467,741,522 | 95.1 | 24,346,950 | 4.9  | 2,122,119 | 58,716,984       |
| Douglas M. Baker, Jr. | 479,126,194 | 97.4 | 12,836,151 | 2.6  | 2,248,246 | 58,716,984       |
| Henrique De Castro    | 488,538,862 | 99.3 | 3,353,678  | 0.7  | 2,318,051 | 58,716,984       |
| Calvin Darden         | 471,678,152 | 95.9 | 20,214,360 | 4.1  | 2,318,079 | 58,716,984       |
| Mary N. Dillon        | 472,641,785 | 96.0 | 19,452,707 | 4.0  | 2,116,099 | 58,716,984       |
| James A. Johnson      | 428,040,304 | 86.9 | 64,590,405 | 13.1 | 1,579,882 | 58,716,984       |
| Mary E. Minnick       | 485,294,555 | 98.6 | 6,693,642  | 1.4  | 2,222,394 | 58,716,984       |
| Anne M. Mulcahy       | 441,503,261 | 89.7 | 50,471,538 | 10.3 | 2,235,792 | 58,716,984       |
| Derica W. Rice        | 485,705,456 | 98.7 | 6,252,293  | 1.3  | 2,252,842 | 58,716,984       |
| Gregg W. Steinhafel   | 476,884,954 | 97.0 | 14,786,015 | 3.0  | 2,539,622 | 58,716,984       |
| John G. Stumpf        | 468,327,925 | 95.1 | 24,367,425 | 4.9  | 1,515,241 | 58,716,984       |
| Solomon D. Trujillo   | 481,072,358 | 97.8 | 10,741,349 | 2.2  | 2,396,884 | 58,716,984       |

- The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered accounting firm for 2013:

|          |        |             |
|----------|--------|-------------|
| For:     | Shares | 540,186,703 |
|          | %      | 97.7        |
| Against: | Shares | 10,765,575  |
|          | %      | 1.9         |
| Abstain: | Shares | 1,975,297   |

|  |   |  |     |
|--|---|--|-----|
|  | % |  | 0.4 |
|--|---|--|-----|

3. The shareholders approved, on an advisory basis, our executive compensation ( Say-on-Pay ):

|                   |        |             |
|-------------------|--------|-------------|
| For:              | Shares | 255,593,389 |
|                   | %      | 52.1        |
| Against:          | Shares | 235,250,984 |
|                   | %      | 47.9        |
| Abstain:          | Shares | 3,366,218   |
| Broker Non-Votes: | Shares | 58,716,984  |

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4. The shareholders did not approve a shareholder proposal to adopt a policy for an independent chairman:

|                   |        |             |
|-------------------|--------|-------------|
| For:              | Shares | 184,188,572 |
|                   | %      | 37.3        |
| Against:          | Shares | 305,973,018 |
|                   | %      | 61.9        |
| Abstain:          | Shares | 4,049,001   |
|                   | %      | 0.8         |
| Broker Non-Votes: | Shares | 58,716,984  |

5. The shareholders did not approve a shareholder proposal on electronics recycling:

|                   |        |             |
|-------------------|--------|-------------|
| For:              | Shares | 38,783,731  |
|                   | %      | 7.8         |
| Against:          | Shares | 360,519,452 |
|                   | %      | 72.9        |
| Abstain:          | Shares | 94,907,408  |
|                   | %      | 19.2        |
| Broker Non-Votes: | Shares | 58,716,984  |

**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.

TARGET CORPORATION

Date: June 14, 2013

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