

TARGET CORP
Form S-8
March 19, 2003

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As filed with the Securities and Exchange Commission on March 19, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TARGET CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-0215170
(I.R.S. Employer Identification No.)

1000 Nicollet Mall
Minneapolis, Minnesota
(Address of registrant's principal executive offices)

55403-2467
(Zip code)

Target Corporation 401(k) Plan
(Full title of the plan)

Stephen C. Kowalke
Vice President and Treasurer
Target Corporation
1000 Nicollet Mall
Minneapolis, Minnesota 55403-2467
(612) 304-6073

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common stock, par value \$.0833 per share(2)	60,000,000 shares	\$26.40	\$1,584,000,000	\$128,146

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based on the average of the high and low sales prices per share of the Registrant's Common Stock as reported on the New York Stock Exchange on March 12, 2003.

(2)

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Roxanne S. Austin)
Calvin Darden)
Roger A. Enrico)
William W. George)
Elizabeth Hoffman)
Michele J. Hooper)
James A. Johnson)
Richard M. Kovacevich) Directors*
Anne M. Mulcahy)
Stephen W. Sanger)
Warren R. Staley)
George W. Tamke)
Solomon D. Trujillo)
Robert J. Ulrich)

*Douglas A. Scovanner, by signing his name hereto on the 19th day of March, 2003, does hereby sign this document pursuant to powers of attorney duly executed by the Directors named, filed with the Securities and Exchange Commission on behalf of such Directors, all in the capacities and on the date stated, such persons being the majority of the Directors of the registrant.

/s/ Douglas A. Scovanner

Douglas A. Scovanner, *Attorney-in-Fact*

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis and the State of Minnesota, on the 19th day of March, 2003.

TARGET CORPORATION 401(K) PLAN

By

/s/ Robert J. Ulrich

Robert J. Ulrich

On behalf of Target Corporation as Plan Administrator

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document Description</u>	<u>Form of Filing</u>
5	Opinion of General Counsel of the Registrant.	Electronic Transmission
23(a)	Consent of General Counsel of the Registrant (included as part of Exhibit 5).	
23(b)	Consent of Ernst & Young LLP.	Electronic Transmission
24	Powers of Attorney.	Electronic Transmission

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EXPLANATORY NOTE

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

SIGNATURES

EXHIBIT INDEX