

KOHLS Corp
Form 8-K
May 16, 2014

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): May 15, 2014

KOHLS CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 001-11084

Wisconsin
(State or other jurisdiction
of incorporation)

39-1630919
(IRS Employer
Identification No.)

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N56 W17000 Ridgewood Drive
Menomonee Falls, Wisconsin 53051

(Address of principal executive offices)

(262) 703-7000

Registrant's telephone number, including area code:

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))

Item 5.07.**Submission of Matters to a Vote of Security Holders**

Kohl's Corporation (the Company) held its 2014 Annual Meeting of Shareholders (the 2014 Annual Meeting) on May 15, 2014. The following matters were voted upon at the 2014 Annual Meeting:

(1)

Proposal to elect the 10 individuals nominated by the Board of Directors to serve as directors for a one year term and until their successors are duly elected and qualified.

The results of the voting on this proposal were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------------|-------------|------------|---------|---------------------|
| Peter Boneparth | 169,287,905 | 988,146 | 291,738 | 13,599,772 |
| Steven A. Burd | 168,689,706 | 1,585,443 | 292,640 | 13,599,772 |
| Dale E. Jones | 169,262,711 | 1,013,434 | 291,644 | 13,599,772 |
| Kevin Mansell | 166,673,927 | 3,009,648 | 884,214 | 13,599,772 |
| John E. Schlifske | 167,989,512 | 2,284,791 | 293,486 | 13,599,772 |
| Frank V. Sica | 167,010,989 | 3,265,518 | 291,282 | 13,599,772 |
| Peter M. Sommerhauser | 146,020,456 | 24,253,593 | 293,740 | 13,599,772 |
| Stephanie A. Streeter | 165,651,871 | 4,629,053 | 286,865 | 13,599,772 |
| Nina G. Vaca | 167,808,046 | 2,472,131 | 287,612 | 13,599,772 |
| Stephen E. Watson | 167,982,645 | 2,292,180 | 292,964 | 13,599,772 |

(2)

Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2015.

The results of the voting on this proposal are as follows:

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| | | | | |
|-------------|-----------|---------|------------------|---|
| For | Against | Abstain | Broker Non-Votes | |
| 177,344,928 | 6,518,561 | 304,072 | | 0 |

(3)

Non-Binding Advisory Vote on the Compensation of the Company's Named Executive Officers.

The results of the voting on this proposal are as follows:

| | | | |
|-------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 166,485,688 | 3,440,510 | 641,591 | 13,599,772 |

(4)

A shareholder proposal urging Kohl's executive pay committee to adopt a policy requiring senior executives to retain a significant percentage of shares acquired through equity pay programs until reaching normal retirement age.

The results of the voting on this proposal are as follows:

| | | | |
|------------|-------------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 33,474,178 | 136,286,028 | 807,583 | 13,599,772 |

(5)

Shareholder proposal encouraging the Company's board of directors to authorize an annual report on the estimated costs, benefits and scientific support for sustainability initiatives.

The results of the voting on this proposal are as follows:

| | | | |
|-----------|-------------|-----------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 2,251,084 | 158,539,994 | 9,776,711 | 13,599,772 |

Item 8.01

Other Events

On May 15, 2014, the Company issued a press release announcing events which took place in connection with the 2014 Annual Meeting. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits

Exhibit No.

Description

99.1

Press Release dated May 15, 2014

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.

Dated: May 16, 2014

KOHL S CORPORATION

By /s/ Richard D. Schepp

Richard D. Schepp

Senior Executive Vice President,

Human Resources, General Counsel

and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|----------------------------------|
| 99.1 | Press Release dated May 15, 2014 |