

TARGET CORP  
Form S-8  
December 21, 2001

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File No. 333-

As filed with the Securities and Exchange Commission on December 21, 2001

# 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.)

**777 Nicollet Mall**  
**Minneapolis, Minnesota**  
(Address of Principal Executive Offices)

**55402-2055**  
(Zip Code)

**DAYTON HUDSON CORPORATION HIGHLY COMPENSATED CAPITAL ACCUMULATION PLAN**  
**TARGET CORPORATION DIRECTOR DEFERRED COMPENSATION PLAN**  
**TARGET CORPORATION EXECUTIVE DEFERRED COMPENSATION PLAN**  
**TARGET CORPORATION SMG EXECUTIVE DEFERRED COMPENSATION PLAN**  
(Full title of the plan)

**Douglas A. Scovanner,**  
**Executive Vice President,**  
**Chief Financial Officer and Chief Accounting Officer**  
**Target Corporation**  
**777 Nicollet Mall**  
**Minneapolis, MN 55402**  
(Name and address of agent for service)

**(612) 370-6948**  
(Telephone number, including area code, of agent for service)

#### CALCULATION OF REGISTRATION FEE

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Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price(3)	Amount of registration fee
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Deferred Compensation Obligations(1)(2)	\$80,000,000	100%	\$80,000,000	\$19,120
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- (1) The Deferred Compensation Obligations are unsecured obligations of Target Corporation to pay deferred compensation in the future in accordance with the terms and conditions of the Dayton Hudson Corporation Highly Compensated Capital Accumulation Plan, the Target Corporation Director Deferred Compensation Plan, the Target Corporation Executive Deferred Compensation Plan, and the Target Corporation SMG Executive Deferred Compensation Plan (the "Plans"). The Deferred Compensation Obligations being registered represent the maximum amount of compensation deferrals which, it is anticipated, may be made by participants in the Plans during the approximate 24 month period following the initial offering date under this registration statement.
- (2) The Deferred Compensation Obligations being registered relate to an additional \$80,000,000 of Deferred Compensation Obligations, for which \$52,000,000 of Deferred Compensation Obligations have previously been registered pursuant to Registration Statement No. 333-30311.
- (3) Computed in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee.

**PART II**

**INFORMATION REQUIRED BY GENERAL INSTRUCTION E OF FORM S-8 REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of the registrant's Registration Statement No. 333-30311 are hereby incorporated by reference.

**Item 8. Exhibits.**

Exhibit Number	Exhibit Description
4.1	Amendment and Restatement of the Dayton Hudson Corporation Highly Compensated Capital Accumulation Plan, dated November 1, 1998.
4.2	Target Corporation Director Deferred Compensation Plan, as amended and restated February 1, 2000.
4.3	Target Corporation Executive Deferred Compensation Plan, as amended and restated September 15, 2001.
4.4	Target Corporation SMG Executive Deferred Compensation Plan, as amended and restated January 1, 2001.
5	Opinion of James T. Hale, Esq., Executive Vice President, General Counsel and Corporate Secretary of Target Corporation.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of James T. Hale, Esq. (included in Exhibit 5).
24	Powers of Attorney.

**SIGNATURES**

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-8, and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on this 21st day of December, 2001.



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<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form of Filing</b>
4.2	Target Corporation Director Deferred Compensation Plan, as amended and restated February 1, 2000.	Electronic Transmission
4.3	Target Corporation Executive Deferred Compensation Plan, as amended and restated September 15, 2001.	Electronic Transmission
4.4	Target Corporation SMG Executive Deferred Compensation Plan, as amended and restated January 1, 2001.	Electronic Transmission
5	Opinion of James T. Hale, Esq., Executive Vice President, General Counsel and Corporate Secretary of Target Corporation.	Electronic Transmission
23.1	Consent of Ernst & Young LLP.	Electronic Transmission
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SIGNATURES

EXHIBIT INDEX