

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

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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