

KOHLS Corp  
Form 8-K  
March 25, 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): March 24, 2014

**KOHL S CORPORATION**

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

001-11084  
(Commission  
File Number)

39-1630919  
(IRS Employer  
Identification No.)

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N56 W17000 Ridgewood Drive

53051

Menomonee Falls, Wisconsin

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (262) 703-7000

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 24, 2014, Donald A. Brennan resigned from his position as Chief Merchandising Officer of Kohl's Corporation (the Company) effective as of April 1, 2014. In connection with his resignation, Mr. Brennan and the Company entered into an agreement relating to his separation from the Company which provides for severance benefits consistent with those previously disclosed in the Company's 2014 proxy statement, including, among other things, the following:

•  
a one-time severance payment to be paid to Mr. Brennan equal to the sum of 2.9 times his current annual salary plus the average of the three most recent annual incentive compensation plan payments paid to him;

•  
a bonus, payable to Mr. Brennan on or before March 15, 2015, based on the Company's fiscal 2014 financial performance in an amount equal to 17% of the bonus, if any, that he would have received had he been employed by the Company at the end of the Company's fiscal year 2014; and

•  
all equity incentive awards previously granted to Mr. Brennan shall be treated in accordance with the terms of the employment agreement and the various equity award agreements between Mr. Brennan and the Company.

**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: March 25, 2014

KOHL S CORPORATION

By:

/s/ Richard D. Schepp

Richard D. Schepp

Senior Executive Vice President,

Human Resources, General Counsel