UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

February 22, 2018

Elizabeth A. Ising
Gibson, Dunn & Crutcher LLP
shareholderproposals@gibsondunn.com

Re: The TJX Companies, Inc.

Dear Ms. Ising:

This letter is in regard to your correspondence dated February 22, 2018 concerning the shareholder proposal (the "Proposal") submitted to The TJX Companies, Inc. (the "Company") by the William A. Mims Trust (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its February 5, 2018 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Kasey L. Robinson
Attorney-Adviser

cc: Larisa Ruoff
The Sustainability Group
lruoff@lwcotrust.com

GIBSON DUNN

Gibson, Dunn & Crutcher LLP

1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306
Tel 202.955.8500
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Elizabeth Ising
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Fax: 202.530.9631
EIsing@gibsondunn.com

February 22, 2018

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The TJX Companies, Inc.*
Shareholder Proposal of The Williams A. Mims Trust
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

In a letter dated February 5, 2018, we requested that the staff of the Division of Corporation Finance concur that our client, The TJX Companies, Inc. (the "Company"), could exclude from its proxy statement and form of proxy for its 2018 Annual Meeting of Shareholders a shareholder proposal (the "Proposal") and statements in support thereof received from The Sustainability Group on behalf of the William A. Mims Trust (the "Proponent").

Enclosed as Exhibit A is a letter countersigned by the Proponent verifying that the Proponent has withdrawn the Proposal. In reliance on this communication, we hereby withdraw the February 5, 2018 no-action request.

Please do not hesitate to call me at (202) 955-8287 or Alicia C. Kelly, the Company's Executive Vice President, General Counsel and Secretary at (508) 390-6527.

Sincerely,

Elizabeth Ising

Elizabeth A. Ising

Enclosures

cc: Alicia C. Kelly, The TJX Companies, Inc.
Larisa Ruoff, The Sustainability Group

GIBSON DUNN

EXHIBIT A

THE TJX COMPANIES, INC.

February 15, 2018

Ms. Larisa Ruoff
Director of Shareholder Advocacy & Corporate Engagement
The Sustainability Group
Loring, Wolcott & Coolidge Trust, LLC
230 Congress Street
Boston, MA 02110

Dear Larisa:

On behalf of The TJX Companies, Inc. (the "Company"), thank you for speaking with my colleagues and me regarding the shareholder proposal submitted to the Company by The Sustainability Group on behalf of the William A. Mims Trust (the "Proposal"). This letter confirms that the Company will withdraw the no-action request to exclude the Proposal that the Company submitted to the staff of the U.S. Securities and Exchange Commission on February 5, 2018, if the Proposal is withdrawn. In order to withdraw the Proposal, please sign below and return this letter to me at your earliest convenience.

Sincerely,

Alicia C. Kelly
Executive Vice President
General Counsel and Secretary

* * *

On behalf of the William A. Mims Trust (the "Proponent"), I hereby withdraw the proposal submitted to The TJX Companies, Inc. regarding integrating sustainability metrics into the performance-based component of the Chief Executive Officer's compensation. I confirm that I am authorized by the Proponent to withdraw this proposal.

Sincerely,

Larisa Ruoff
The Sustainability Group
Loring, Wolcott & Coolidge Trust, LLC

2/21/18
Date

GIBSON DUNN

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Client: 93721-00001

February 5, 2018

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The TJX Companies, Inc.*
Shareholder Proposal of the William A. Mims Trust
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, The TJX Companies, Inc. (the "Company"), intends to omit from its proxy statement and form of proxy for its 2018 Annual Meeting of Shareholders (collectively, the "2018 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof received from The Sustainability Group on behalf of the William A. Mims Trust (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than eighty (80) calendar days before the Company intends to file its definitive 2018 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states, in relevant part:

> **RESOLVED:** Shareholders request the TJX Companies Inc. ("TJX") Board Compensation Committee publish a report by November 2018, and update it annually thereafter . . . assessing the feasibility of integrating sustainability metrics into the performance-based component of the Chief Executive Officer's ("CEO") compensation. It should document whether sustainability metrics are currently integrated into performance-based CEO compensation, assess the feasibility of structuring specific sustainability metrics into future pay, and describe any appropriate next steps toward implementation.

A copy of the Proposal, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We believe that the Proposal may properly be excluded from the 2018 Proxy Materials pursuant to Rule 14a-8(i)(12)(ii) because the Proposal deals with substantially the same subject matter as two previously submitted shareholder proposals that were included in the Company's 2017 and 2016 proxy materials, and the most recently submitted of those proposals did not receive the support necessary for resubmission.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(12)(ii) Because It Deals With Substantially The Same Subject Matter As Two Previously Submitted Proposals, And The Most Recently Submitted Of Those Proposals Did Not Receive The Support Necessary For Resubmission.

Under Rule 14a-8(i)(12)(ii), a shareholder proposal dealing with "substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years" may be excluded from the proxy materials "for any meeting held within 3 calendar years of the last time it was included if the proposal received . . . [l]ess than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years."

A. Overview Of Rule 14a-8(i)(12).

The Commission has indicated that the provision in Rule 14a-8(i)(12) that the shareholder proposals deal with "substantially the same subject matter" does not mean that the previous proposal and the current proposal must be exactly the same. Although the predecessor to Rule 14a-8(i)(12) required a proposal to be "substantially the same proposal" as prior proposals, the Commission amended this rule in 1983 to permit exclusion of a proposal that "deals with substantially the same subject matter." The Commission explained the reason for and meaning of the revision, stating:

> The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

Exchange Act Release No. 20091 (Aug. 16, 1983).

Accordingly, the Staff has confirmed numerous times that Rule 14a-8(i)(12) does not require that the shareholder proposals or their subject matters be identical in order for a company to exclude the later-submitted proposal. When considering whether proposals deal with substantially the same subject matter, the Staff has focused on the "substantive concerns" raised by the proposals rather than on the specific language or corporate action proposed to be taken.

Thus, the Staff has concurred with the exclusion of proposals under Rule 14a-8(i)(12) when the proposal in question addresses similar underlying issues as a prior proposal, even if the proposals recommended that the company take different actions. *See Medtronic Inc.* (avail. June 2, 2005) and *Bank of America Corp*. (avail. Feb. 25, 2005) (in each case, concurring that a proposal requesting that the company list all political and charitable contributions on its website was excludable as it dealt with substantially the same subject matter as prior proposals requesting that the company cease making charitable contributions); *Saks Inc*. (avail. Mar. 1, 2004) (concurring that a proposal requesting that the board of directors implement a code of conduct based on International Labor Organization standards, establish an independent monitoring process, and annually report on adherence to such code was excludable as it dealt with substantially the same subject matter as a prior proposal requesting a report on the company's vendor labor standards and compliance mechanism).

Similarly, in *Apple Inc. (Plenk)* (avail. Dec. 15, 2017), the Staff permitted exclusion of a proposal, like the Proposal, requesting a "report assessing the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into the performance measures of the CEO" because the proposal dealt with substantially the same subject matter as previous proposals regarding diversity of senior management and the company's board of directors. The specific actions requested by the proposals in *Apple* were different—adoption of an accelerated recruitment policy to increase diversity of senior management and the company's board of directors and a report on integrating sustainability metrics—including diversity among senior executives—but in concurring with the exclusion, the Staff agreed with the company that the substantive concern underlying all of the proposals was diversity. *See also General Electric Co.* (avail. Feb. 6, 2014) (concurring with exclusion of proposal seeking to amend the company's nuclear energy policy to make specific safety improvements as dealing with the same substantive concern as an earlier proposal that sought the company's phase out of all nuclear activities); *Pfizer Inc.* (avail. Feb. 25, 2008) (proposal requesting a report on the rationale for increasingly exporting the company's animal experimentation to countries that have substandard animal welfare regulations was excludable as involving substantially the same subject matter as previous proposals on animal care and testing); *Ford Motor Co.* (avail. Feb. 28, 2007) (proposal requesting that the board institute an executive compensation program that tracks progress in improving fuel efficiency of the company's new vehicles was excludable as involving substantially the same subject matter as a prior proposal on linking a significant portion of executive compensation to progress in reducing greenhouse gas emissions from the company's new vehicles); *Bristol-Myers Squibb Co.* (avail. Feb. 11, 2004) (proposal requesting that the board review pricing and marketing policies and prepare a report on how the company will respond to pressure to increase access to prescription drugs was excludable as involving substantially the same subject matter as prior proposals requesting the creation and implementation of a policy of price restraint on pharmaceutical products); *Eastman Chemical Co.* (avail. Feb. 28, 1997) (proposal requesting a report on the legal issues related to the supply of raw materials to tobacco companies was excludable as involving substantially the same subject matter as a prior proposal requesting that the company divest a product line that produced materials used to manufacture cigarette filters).

In addition, the Staff has concurred in the exclusion of proposals under Rule 14a-8(i)(12) even where they differ in scope from the prior proposals to which they are compared. *See Exxon Mobil Corp.* (avail. Mar. 23, 2012) (concurring with exclusion of proposal requesting a policy on the company's commitment to the human right to water as dealing with the same substantive concern as a proposal that requested a report on, among other things, emissions and environmental impacts on "land, water and soil"); *Dow Jones & Co., Inc*. (avail. Dec. 17, 2004) (concurring that a proposal requesting that the company publish information relating to its process for donating to a particular non-profit organization was excludable as it dealt with substantially the same subject matter as a prior proposal requesting an explanation of the procedures governing all charitable donations); *General Motors Corp.* (avail. Mar. 18, 1999) (concurring that a proposal regarding goods or services that utilize slave or forced labor in China was excludable because it dealt with the same subject matter as previous proposals that would have applied to the Soviet Union as well as China).

B. The Proposal Deals With Substantially The Same Subject Matter As At Least Two Proposals That Were Previously Included In The Company's Proxy Materials Within The Preceding Five Calendar Years.

The Company has, within the past five years, included in its proxy materials two shareholder proposals regarding determining CEO compensation using a metric based on executive officer diversity.

- The Company included a shareholder proposal in its 2017 proxy materials, filed with the Commission on April 27, 2017 (the "2017 Proposal," attached as Exhibit B), that requested the "Board's Compensation committee, when setting CEO compensation, include metrics regarding diversity among senior executives as one of the performance measures for the CEO under the Company's annual and/or long-term incentive plans."

- The Company included a shareholder proposal in its 2016 proxy materials, filed with the Commission on April 29, 2016 (the "2016 Proposal," attached as Exhibit C), which made a request identical to that in the 2017 Proposal.

The Proposal deals with substantially the same substantive concern—adding a performance metric related to sustainability, a concept encompassing social and environmental considerations and which is commonly viewed as including diversity, to the CEO's performance-based compensation—as each of the 2017 Proposal and the 2016 Proposal (collectively, the "Previous Proposals"). This shared principal focus on the same substantive concern is evidenced by the text of each of the Proposal and the Previous Proposals: the Previous Proposals asked that "when setting CEO compensation, [the Committee] include metrics regarding diversity among senior executives as one of the performance measures for the CEO under the Company's annual and/or long-term incentive plans," and the Proposal seeks a report on "integrating sustainability metrics into the performance-based component of the [CEO's] compensation." In this regard, the Proposal overlaps with the specific sustainability metric set forth in the Previous Proposals. The overlap is evident by additional text in the Proposal, which demonstrates that the references to "sustainability" are far-reaching and include social and financial concerns and would therefore be broad enough to include diversity among senior executives. Specifically, the Proposal defines sustainability broadly such that it includes consideration of diversity in senior level management: "how environmental and social considerations, and related financial impacts, are integrated into corporate strategy over the long-term." The Proposal also states that the Company "relies on . . . significant human capital as the employer of over 235,000 workers. Therefore, it faces numerous material ESG risks that threaten long-term financial performance." The references to "social considerations" and "human capital" as part of sustainability are commonly understood to include, among other things, diversity matters. Moreover, as a result of the "Corporate Responsibility and Sustainability" section of the Company's 2017 proxy statement (the general themes and contents of which we expect will be repeated in the 2018 proxy statement), shareholders are on notice that the Company considers diversity as part of its sustainability initiatives: "We categorize our global corporate responsibility efforts under four pillars: [including] . . . Our Workplace, which reflects our commitment to our Associates worldwide, including *fostering a diverse and inclusive work environment* and creating opportunities through training and development" (emphasis added). *Available at* https://www.sec.gov/Archives/edgar/data/109198/000119312517142785/d233676ddef14a.htm.

The Proposal and the Previous Proposals also overlap because they emphasize that the incorporation of sustainability performance metrics like diversity into CEO compensation is critical to enhancing shareholder value. For instance, the supporting statements in the Previous Proposals stated that a "dearth of senior management diversity may be adversely affecting shareholder value and [] that adding diversity in senior level management as a clear metric in [the Company]'s CEO's compensation package creates an incentive to strive for excellence." Likewise, the Proposal states that "effective management of material . . . ESG risks and opportunities . . . adds value, improves financial performance, improves employee morale, and increases transparency for investors."

Although the Proposal and the Previous Proposals differ in their language and in the precise corporate action proposed to be taken, the substantive concern of each relates to sustainability, including diversity, as a metric for determining CEO compensation. Therefore, the Proposal raises the same substantive concern as the Previous Proposals and thus the Proposal deals with substantially the same subject matter as the Previous Proposals.

C. The Proposal Included In The Company's 2017 Proxy Materials Did Not Receive The Shareholder Support Necessary To Permit Resubmission.

In addition to requiring that the proposals address the same substantive concern, Rule 14a-8(i)(12) sets thresholds with respect to the percentage of shareholder votes cast in favor of the last proposal submitted and included in the Company's proxy materials. As described above, the Proposals were included in the Company's proxy materials twice in the previous five years, and the 2017 Proposal was most recently included in the Company's proxy materials. As evidenced in the Company's Form 8-K filed on June 6, 2017, which states the voting results for the Company's 2017 Annual Meeting of Shareholders and is attached as Exhibit D, the 2017 Proposal received 4.71% of the vote at the Company's 2017 Annual Meeting of Shareholders.[1] Thus, the 2017 Proposal failed to receive support in excess of the 6% threshold under Rule 14a-8(i)(12)(ii) at the 2017 meeting.

For the foregoing reasons, the Company may exclude the Proposal from its 2018 Proxy Materials under Rule 14a-8(i)(12)(ii).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2018 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or Alicia C. Kelly, Executive Vice President, General Counsel and Secretary at the Company, at (508) 390-6527.

Sincerely,

Elizabeth Ising

Elizabeth A. Ising

Enclosures

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[1] The 2017 Proposal received 485,670,301 "against" votes and 23,995,592 "for" votes. Abstentions and broker non-votes were not included for purposes of this calculation. *See* Staff Legal Bulletin No. 14, Question F.4 (July 13, 2001).

cc: Alicia C. Kelly, The TJX Companies, Inc.
Larisa Ruoff, The Sustainability Group

GIBSON DUNN

EXHIBIT A

From: Larisa Ruoff [mailto:lruoff@lwcotrust.com]
Sent: Thursday, December 21, 2017 4:29 PM
To: Alicia Kelly
Cc: Andy Mims
Subject: [External] Shareholder Proposal

Hi Alicia,

Attached is a shareholder proposal we are filing with the Company. We appreciate your team's willingness to engage in dialogue, but as we've expressed in the past, we believe it is important for TJX to take more concrete steps to address its sustainability-related risks. Toward this end, we believe the Company should link CEO pay to sustainability performance.

I hope we will have the opportunity to continue these discussions in the New Year.

Happy holidays,

Larisa

the SUSTAINABILITY GROUP

Larisa Ruoff | Director of Shareholder Advocacy & Corporate Engagement
Loring, Wolcott & Coolidge Trust, LLC
230 Congress Street
Boston, MA 02110
(617) 622-2213 (t)
(617) 523-6535 (f)
lruoff@sustainabilitygroup.com
www.sustainabilitygroup.com

December 21, 2018

Via Federal Express

Ms. Alicia Kelly
Secretary, Executive Vice President, & General Counsel
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701

RE: Shareholder Proposal for 2018 Annual Meeting

Dear Ms. Kelly,

I am writing to file a shareholder proposal on behalf of the William A. Mims Trust ("WAM Trust"). Loring, Wolcott & Coolidge Fiduciary Advisors, LLP maintains all stock holdings of the WAM Trust through the Loring, Wolcott and Coolidge Trust, LLC. The Sustainability Group is a part of Loring, Wolcott & Coolidge Fiduciary Advisors, LLP and believes that corporations should integrate environmental, social, and governance factors into their business strategy and that they can enhance long-term performance by doing so.

The Sustainability Group is hereby filing the enclosed shareholder resolution on behalf of the WAM Trust pursuant to Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934 for inclusion in The TJX Companies, Inc. ("TJX" or "the Company") Proxy Statement for the 2018 Annual Meeting of Shareholders. We have been authorized and requested to file the proposal by William A. Mims, the sole original and current Trustee of the WAM Trust, who has the sole, current authority to act on behalf of the Trust to buy, sell, and vote shares of stock held in the Trust and to authorize the filing of shareholder proposals on behalf of the Trust.

The WAM Trust is the beneficial owner of at least $2,000 worth of TJX stock, has held the requisite number of shares for over one year, and plans to continue to hold sufficient shares in the Company through the date of the annual shareholders' meeting. In accordance with Rule 14a-8 of the Securities Exchange Act of 1934, verification of ownership is attached. A representative will attend the shareholders' meeting to move the resolution as required by SEC rules.

Because of the impending deadline for proposals, we are filing our proposal today in order to protect our rights as shareholders. It is our preference to resolve our concerns through dialogue rather than the formal resolution process, and we look forward to continuing our discussions with the Company on this important issue. If we are able to come to common ground in this process, we would be happy to remove the proposal from the Company's proxy ballot. If you would like to discuss this proposal, please feel free to contact me.

Sincerely,

Larisa Ruoff
Director of Shareholder Advocacy and Corporate Engagement
The Sustainability Group

617-622-2213 | lruoff@lwcotrust.com

Enclosures

RESOLVED: Shareholders request the TJX Companies Inc. ("TJX") Board Compensation Committee publish a report by November 2018, and update it annually thereafter, omitting confidential and propriety information, assessing the feasibility of integrating sustainability metrics into the performance-based component of the Chief Executive Officer's ("CEO") compensation. It should document whether sustainability metrics are currently integrated into performance-based CEO compensation, assess the feasibility of structuring specific sustainability metrics into future pay, and describe any appropriate next steps toward implementation.

The proponent recommends that in order to assess feasibility, the Committee should consider and report out on, at a minimum, whether:

- TJX currently measures or monitors sustainability metrics appropriate for linkage to CEO compensation;
- It is feasible or appropriate to weigh metrics differently based on their relevance to TJX's short or long-term performance; and
- There are additional sustainability metrics that TJX does not yet track that could be more suited to executive compensation considerations.

SUPPORTING STATEMENT

The proponent believes the CEO is best-positioned to oversee a unified corporate sustainability program and should be incentivized accordingly. "Sustainability" is defined as how environmental and social considerations, and related financial impacts, are integrated into corporate strategy over the long-term.

A company's overall health depends on many factors, including the effective management of material environmental, social, and governance ("ESG") risks and opportunities. In many cases, incorporating a specific strategy of disclosure, preparedness, and successful management of such risks and opportunities adds value, improves financial performance, improves employee morale, and increases transparency for investors.

Recent studies support this view. In 2017, Deutsche Bank reported that S&P 500 companies tying ESG performance targets to executive compensation outperformed peers on a 5-year basis. Further, it found companies in the IT and consumer staples sectors that linked CEO pay to ESG outcomes outperformed the industry average by 27% and 26%, respectively.

In a 2017 study, Flammer, Hong, and Minor analyzed S&P 500 data from 2004-2013 and found that—controlling for all other effects—linking executive compensation to sustainability performance increased:

- Firm value;
- Organizational time horizons;
- Sustainability performance; and
- Green innovations.

Increasingly, CEOs are expected to be accountable for sustainability by linking compensation to ESG factors. In 2016, the Conference Board reported a fivefold increase from the previous year among companies in the S&P 1200 adopting this practice.

TJX relies on an interconnected global supply chain of 18,000 vendors, a large physical presence with 3,800 stores, and significant human capital as the employer of 235,000 workers. Therefore, it faces numerous material ESG risks that threaten long-term financial performance. These firm-wide challenges inherent to TJX must be comprehensively managed at the highest level.

Finally, TJX's executive compensation package received 84.8% support last year. Compensation Advisory Partners reported in 2017 that "a result below 90% is bottom quartile, indicating material shareholder pushback." Proponents believe this proposal would improve corporate governance and operational sustainability and oversight, while positioning the firm for resilient long-term growth. We encourage all shareholders to vote in support.

the
SUSTAINABILITY
GROUP

December 21, 2017

Via Federal Express

Ms. Alicia Kelly
Secretary, Executive Vice President, & General Counsel
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701

RE: Shareholder Proposal for 2018 Annual Meeting

Dear Ms. Kelly,

I am writing to confirm that I have requested and authorized the Sustainability Group to file a shareholder proposal on behalf of the William A. Mims Trust at TJX Companies, Inc. for the 2018 Annual Meeting of Shareholders on the subject of linking sustainability metrics with executive compensation. I am the sole original and current Trustee of the William A. Mims Trust and have the sole, current authority to act on behalf of the Trust to buy, sell, and vote shares of stock held in the Trust and to authorize the filing of shareholder proposals on behalf of the Trust. In addition, please be advised that I intend to hold in the Trust the requisite shares in The TJX Companies, Inc. through the date of the annual meeting and to ensure that a representative of the Trust attends the shareholders' meeting to present the proposal.

If you have any questions or require any additional information, please contact my associate Larisa Ruoff at 617-622-2213 or lruoff@lwcotrust.com.

Sincerely,

William A. Mims
Trustee
The Sustainability Group

Loring, Wolcott & Coolidge Office

Loring, Wolcott & Coolidge Fiduciary Advisors, LLP
Investment Management

Loring, Wolcott & Coolidge Trust, LLC
Fiduciary Services

230 Congress Street
Boston, MA 02110-2437

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December 21, 2017

Via Federal Express

Ms. Alicia Kelly
Secretary, Executive Vice President, & General Counsel
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701

RE: Shareholder Proposal for 2018 Annual Meeting

Dear Ms. Kelly,

Loring, Wolcott & Coolidge Trust, LLC is the custodian to the William A. Mims Trust ("WAM Trust") and holds shares on behalf of the Trust in our account at Bank of America. With this letter, we confirm that the WAM Trust is the beneficial owner of at least $2000 in The TJX Companies, Inc. and has held this position for at least one year prior to, and including, December 21, 2017.

Sincerely,

Amy L Domini

Amy L. Domini
Manager
Loring, Wolcott & Coolidge Trust, LLC

Bank of America Merrill Lynch

December 21st, 2017

Ms. Alicia Kelly
Secretary, Executive Vice President & General Counsel
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701

RE: Loring, Wolcott & Coolidge Ownership of TJX Companies, Inc. ("TJX") (Cusip: 872540109, Ticker: TJX)

Dear Ms. Kelly,

Loring, Wolcott & Coolidge Trust, LLC is the beneficial owner of at least $2,000 in market value of TJX stock and held this position continuously for the one year period up to and including December 21st, 2017. Loring, Wolcott & Coolidge continues to be the beneficial owner of at least $2,000 in market value of TJX stock as of today's date. This letter also serves to confirm that Bank of America Merrill Lynch is a participant in DTC.

If you need any additional information or have any questions, please feel free to contact me at (312)992-5771 or by email at shanette.williams@baml.com.

Sincerely,

Shanette Williams

Assistant Vice President
Global Custody and Agency Services

Bank of America Merrill Lynch
IL4-135-18-51, 135 South LaSalle Street, Chicago, IL 60603
T 312-992-5771| F 312-453-4443
shanette.williams@baml.com

The power of global connections™

EXHIBIT B

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770 Cochituate Road
Framingham, Massachusetts 01701

April 27, 2017

Dear Fellow Shareholder:

We cordially invite you to attend our 2017 Annual Meeting on Tuesday, June 6, 2017, at 8:00 a.m. (local time), to be held at the Courtyard Marriott, 342 Speen Street, Natick, Massachusetts 01760.

The proxy statement accompanying this letter describes the business we will consider at the meeting. Your vote is important regardless of the number of shares you own. Please read the proxy statement and vote your shares. Instructions for Internet and telephone voting are attached to your proxy card. If you prefer, you can vote by mail by completing and signing your proxy card and returning it in the enclosed pre-paid return envelope.

We hope that you will be able to join us on June 6th.

Sincerely,

Carol Meyrowitz
Executive Chairman of the Board

Ernie Herrman
Chief Executive Officer and President

Printed on Recycled Paper

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PROPOSAL 7
SHAREHOLDER PROPOSAL FOR INCLUSION OF DIVERSITY AS A CEO PERFORMANCE MEASURE

We received the following proposal from NorthStar Asset Management, Inc. Funded Pension Plan, P.O. Box 301840, Boston, Massachusetts 02130, a beneficial owner of 566 shares of our common stock.

In accordance with SEC rules, we are reprinting the proposal and supporting statement in this proxy statement as they were submitted to us. The shareholder proposal is required to be voted upon at the Annual Meeting only if properly presented at the Annual Meeting. As explained below, our Board unanimously recommends that you vote AGAINST the shareholder proposal.

Shareholder Proposal

Executive Compensation & Diversity in Senior Level Management

Whereas: In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to a company's success;

McKinsey & Company research shows that gender diverse companies are 15% more likely to outperform while ethnically diverse companies were 35% more likely to outperform non-diverse firms;

McKinsey also showed that women are less likely to receive the first critical promotion to manager – so far fewer end up on the path to leadership – and they are less likely to be hired into more senior positions. In 2015, 90% of new CEOs were promoted or hired from CEO-pipeline roles, and 100% of them were men;

In December 2016, a group of 27 major companies joined the newly-launched Paradigm for Parity coalition, an organization committed to achieving gender parity across all levels of corporate leadership. Corporations that have joined are committed to having 50% women in top management roles by 2030;

Shareholders believe that it is crucial for the Company's senior management to reflect the diversity of its employees and customers. According to Forbes, TJX's customer profile is a 25 to 44 year old female customer with middle to upper-middle income, while labor force statistics indicate that 49.8% of retail employees are female and 33.1% are minorities;

Unfortunately in the past 5 years, TJX's senior management team has remained 0% minority and at most 16% female. Of the six executive officers listed on TJX's website, the one female (former CEO Carol Meyrowitz) left her full-time position with the company in 2016, leaving the executive offices filled entirely with white men. Given the primarily female customer base, this shift in the executive team is particularly alarming;

An article published on the Harvard Law School Forum on Corporate Governance and Financial Regulation indicated that management-level diversity "signals that women's and minorities' perspectives are important to the organization, and that the organization is committed to inclusion not only in principle but also in practice. Further, corporations with a commitment to diversity have access to a wider pool of talent and a broader mix of leadership skills than corporations that lack such a commitment";

Shareholders are concerned that TJX's dearth of senior management diversity may be adversely affecting shareholder value and believe that adding diversity in senior level management as a clear metric in our CEO's compensation package creates an incentive to strive for excellence in this area just as our financial metrics incent performance.

Resolved: Shareholders request that the Board's Compensation Committee, when setting CEO compensation, include metrics regarding diversity among senior executives as one of the performance measures for the CEO under the Company's annual and/or long-term incentive plans. For the purposes of this proposal, "diversity" is defined as gender, racial, and ethnic diversity.

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Statement of the Board of Directors in Opposition to Proposal 7

The Board of Directors unanimously recommends a vote AGAINST this Shareholder Proposal.

The Board of Directors opposes this proposal because it believes our independent Board committee, the Executive Compensation Committee, or ECC, is in the best position to evaluate changes to our executive compensation practices.

At TJX, we are committed to our culture, which is honest, integrity-driven and focused on Associate development. We work to cultivate an inclusive environment, and we value the benefits of leveraging differences. We publish an annual corporate responsibility report, which speaks, among other things, to our approach regarding diversity and inclusion, and which is available on our website, www.tjx.com, in the Responsibility section.

We believe that diversity throughout our organization, including within our executive team and our Board of Directors, is an important component of our success. Our company was led by Ms. Meyrowitz as Chief Executive Officer from January 2007 until January 2016, and she continues to be an active and integral member of our six person executive team in her current role as Executive Chairman. Our company has been recognized for our efforts to promote diversity and inclusion, as we discuss in our corporate responsibility report, including by the Human Rights Campaign, the Black EOE Journal, Hispanic Network Magazine and Professional Woman's Magazine, and we have broad non-discrimination policies.

We believe that it is most appropriate for the ECC to continue to determine the CEO's performance measures that are part of our compensation program. Each year, the ECC carefully considers the design and overall level and mix of compensation for our CEO, including the performance metrics and other details of our incentive compensation programs. The ECC considers various quantitative and qualitative factors in establishing performance goals under our incentive plans, as further described in the Compensation Discussion and Analysis included in this proxy statement. We continue to believe the ECC, which is advised by an independent compensation consultant, is in the best position to weigh these factors and evaluate changes to our compensation program that will best promote our objectives and align the interests of our Associates and shareholders. We believe that the decisions the ECC has made in recent years, including those more fully described in the Compensation Discussion and Analysis included in this proxy statement, have promoted the best interests of our shareholders through an incentive compensation program that, by using a profit-based metric as the key performance indicator, is objective, transparent and aligned with our core business goals and an overall compensation program that emphasizes pay for performance. For several years, our shareholders have expressed strong support for our executive compensation practices in the annual say-on-pay vote, and we believe our program continues to be effective.

Your Board of Directors unanimously recommends a vote AGAINST Proposal 7.

EXHIBIT C

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770 Cochituate Road
Framingham, Massachusetts 01701

April 29, 2016

Dear Fellow Stockholder:

We cordially invite you to attend our 2016 Annual Meeting on Tuesday, June 7, 2016, at 9:00 a.m. (local time), to be held at the Four Seasons Hotel Denver, 1111 14th Street, Denver, Colorado 80202.

The proxy statement accompanying this letter describes the business we will consider at the meeting. Your vote is important regardless of the number of shares you own. Please read the proxy statement and vote your shares. Instructions for Internet and telephone voting are attached to your proxy card. If you prefer, you can vote by mail by completing and signing your proxy card and returning it in the enclosed pre-paid return envelope.

We hope that you will be able to join us on June 7th.

Sincerely,

Carol Meyrowitz
Executive Chairman of the Board

Ernie Herrman
Chief Executive Officer
and President

Printed on Recycled Paper

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arrangements for our named executive officers. Our Board of Directors currently intends to conduct an annual advisory stockholder vote on executive compensation each year until the next advisory vote on the frequency of our say-on-pay advisory votes is held, which we expect will be at the annual meeting of stockholders in 2017.

Your Board of Directors unanimously recommends a vote FOR Proposal 3.

PROPOSAL 4 - STOCKHOLDER PROPOSAL FOR INCLUSION OF DIVERSITY AS A CEO PERFORMANCE MEASURE

We received the following proposal from NorthStar Asset Management, Inc., P.O. Box 301840, Boston, Massachusetts 02130, a beneficial owner of approximately 519 shares of our common stock.

In accordance with SEC rules, we are reprinting the proposal and supporting statement in this proxy statement as they were submitted to us. The stockholder proposal is required to be voted upon at the Annual Meeting only if properly presented at the Annual Meeting. As explained below, our Board unanimously recommends that you vote AGAINST the stockholder proposal.

Stockholder Proposal

Executive Compensation & Diversity in Senior Level Management

Whereas: In an increasingly complex global marketplace, the ability to draw on a wide range of viewpoints, backgrounds, skills, and experience is critical to a company's success;

The Proponent believes that diversity in senior management helps ensure that different perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be nuanced and comprehensive;

In early 2015, McKinsey Research found that companies in the top quartile for ethnic diversity were 35% more likely to outperform those in the bottom quartile;

Furthermore, research indicates that companies in the MSCI World Index with strong female leadership generated a Return on Equity of 10.1% per year versus 7.4% for those without, as of September 9, 2015;

Shareholders believe that it is crucial for the Company's senior management to reflect the diversity of its employees and customers. According to Forbes, TJX's customer profile is a 25 to 44 year old female customer with middle to upper-middle income, while labor force statistics indicate that 49.8% of retail employees are female and 33.1% are minorities;

Unfortunately in the past 5 years, TJX's senior management team has remained 0% minority and merely 16% female. Of the six executive officers currently comprising senior management, the one female (current CEO Carol Meyrowitz) will leave her position in 2016, leaving the executive offices filled entirely with white men. Given the primarily female customer base, this shift in the executive team is particularly alarming;

A recent article published on the Harvard Law School Forum on Corporate Governance and Financial Regulation indicated that management-level diversity "signals that women's and minorities' perspectives are important to the organization, and that the organization is committed to inclusion not only in principle but also in practice. Further, corporations with a commitment to diversity have access to a wider pool of talent and a broader mix of leadership skills than corporations that lack such a commitment";

McKinsey Research (2015) reinforces the need for diversity in management, noting that "in the United States, there is a linear relationship between racial and ethnic diversity and better financial performance: for every 10 percent increase in racial and ethnic diversity on the senior-executive team, earnings before interest and taxes (EBIT) rise 0.8 percent";

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Shareholders are concerned that TJX's dearth of senior management diversity may be adversely affecting shareholder value and believe that adding diversity in senior level management as a clear metric in our CEO's compensation package creates an incentive to strive for excellence in this area just as our financial metrics incent performance.

Resolved: Shareholders request that the Board's Compensation Committee, when setting CEO compensation, include metrics regarding diversity among senior executives as one of the performance measures for the CEO under the Company's annual and/or long-term incentive plans. For the purposes of this proposal, "diversity" is defined as gender, racial, and ethnic diversity.

Statement of the Board of Directors in Opposition to Proposal 4

The Board of Directors unanimously recommends a vote AGAINST this Stockholder Proposal.

The Board of Directors opposes this proposal because it believes our independent Board committee, the Executive Compensation Committee, or ECC, is in the best position to evaluate changes to our executive compensation practices.

At TJX, we are committed to our culture, which is honest, integrity-driven, and focused on Associate development. We work to cultivate an inclusive environment, and we value the benefits of leveraging differences. We publish a Corporate Responsibility Report, which speaks, among other things, to our approach regarding diversity and inclusion, and which is available on our website, www.tjx.com, in the Corporate Responsibility section.

We believe that diversity throughout our organization, including within our executive team, is an important component of our success. Our Company was led by Ms. Meyrowitz as Chief Executive Officer from January 2007 until January 2016, and she continues to be an active and integral member of the six person executive team in her current role as Executive Chairman. We have been recognized for our efforts to promote diversity and inclusion, as we discuss in our Corporate Responsibility report, and we have broad non-discrimination policies.

We believe that it is most appropriate for the ECC to continue to determine the CEO's performance measures that are part of our compensation program. Consistent with best practices of governance, each year, the ECC carefully considers the design, overall level and mix of compensation for our CEO, including the performance metrics and other details of our incentive compensation programs and is advised by an independent compensation consultant. We believe the ECC is in the best position to evaluate changes to our compensation program that will best promote our objectives and align the interests of our Associates and stockholders. We believe that the decisions the ECC has made in recent years, including those more fully described in the Compensation Discussion and Analysis included in this Proxy Statement, have promoted the best interest of our stockholders through an incentive compensation program that, by using a profit-based metric as the key performance indicator, is objective, transparent and aligned with our core business goals and an overall compensation program that emphasizes pay for performance. For several years, our stockholders have expressed strong support for our executive compensation policies and practices in the annual advisory vote on executive compensation, and we believe our program continues to be effective.

Your Board of Directors unanimously recommends a vote AGAINST Proposal 4.

EXHIBIT D

8-K 1 d292831d8k.htm FORM 8-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 6, 2017

THE TJX COMPANIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	1-4908	04-2207613
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

770 Cochituate Road, Framingham, MA 01701
(Address of principal executive offices) (Zip Code)

(508) 390-1000
Registrant's telephone number, including area code

N/A
(Former name or former address, if changed since last report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.45 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a V ote of Security Holders

The annual meeting of shareholders of The TJX Companies, Inc. (the "Company") was held on June 6, 2017. The final voting results of the annual meeting are as follows:

Pr oposal 1 : Each nominee for director was elected, each to serve until the next annual meeting of shareholders and until his or her successor is duly elected and qualified.

Nominee	For	Against	Abstaining	Broker Non-Votes
Zein Abdalla	520,491,704	691,007	479,971	37,907,439
José B. Alvarez	507,298,521	13,909,923	454,238	37,907,439
Alan M. Bennett	505,617,591	15,580,112	464,979	37,907,439
David T. Ching	519,773,028	1,431,362	458,196	37,907,439
Ernie Herrman	519,392,043	1,821,030	449,609	37,907,439
Michael F. Hines	517,182,683	4,023,263	456,736	37,907,439
Amy B. Lane	513,896,375	6,253,011	1,513,296	37,907,439
Carol Meyrowitz	515,183,409	4,112,893	2,366,380	37,907,439
Jackwyn L. Nemerov	511,526,792	9,694,423	441,467	37,907,439
John F. O'Brien	504,717,819	15,411,616	1,533,151	37,907,439
Willow B. Shire	495,217,862	24,854,483	1,590,337	37,907,439

Pr oposal 2 : The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2018 was ratified.

For	Against	Abstaining
548,335,561	10,951,814	282,634

Pr oposal 3 : The material terms of performance goals under the Company's stock incentive plan were reapproved.

For	Against	Abstaining	Broker Non-Votes
493,642,954	27,415,581	603,284	37,908,302

Pr oposal 4 : The material terms of performance goals under the Company's cash incentive plans were reapproved.

For	Against	Abstaining	Broker Non-Votes
506,951,490	14,040,299	669,918	37,908,302

Proposal 5: On an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion (the say-on-pay vote) was approved.

For	Against	Abstaining	Broker Non-Votes
301,864,497	217,852,532	1,945,653	37,907,439

Proposal 6: On an advisory basis, the shareholders voted that the Company hold say-on-pay votes each year.

1 year	507,667,018
2 years	899,625
3 years	12,549,073
Abstain	546,055
Broker Non-Votes	37,908,302

The Board of Directors of the Company considered the recommendation of shareholders and intends to conduct an annual advisory shareholder vote on the Company's executive compensation each year until the next vote on the frequency of such votes is held, which will be no later than the annual meeting of the shareholders in 2023.

Proposal 7: A shareholder proposal for the inclusion of diversity as a CEO performance measure was rejected.

For	Against	Abstaining	Broker Non-Votes
23,995,592	485,670,301	11,995,926	37,908,302

Proposal 8: A shareholder proposal for a review and summary report on executive compensation policies was rejected.

For	Against	Abstaining	Broker Non-Votes
22,744,269	487,742,036	11,175,514	37,908,302

Proposal 9: A shareholder proposal for a report on compensation disparities based on race, gender, or ethnicity was rejected.

For	Against	Abstaining	Broker Non-Votes
80,966,804	426,520,033	14,174,918	37,908,302

Proposal 10: A shareholder proposal for a report on net-zero greenhouse gas emissions was rejected.

For	Against	Abstaining	Broker Non-Votes
43,649,673	467,489,449	10,522,697	37,908,302

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.

THE TJX COMPANIES, INC.

/s Alicia C. Kelly
Alicia C. Kelly
Executive Vice President, Secretary and General Counsel

Dated: June 7, 2017