



# KOHLS CORP

## FORM 8-K

(Current Report Filing)

Filed 05/24/23 for the Period Ending 05/24/23

Address N56 W17000 RIDGEWOOD DR, MENOMONEE FALLS, WI,  
53051

Telephone (727) 384-2323

CIK 0000885639

Symbol KSS

SIC Code 5311 - Retail-Department Stores

Fiscal Year 01/29

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 24, 2023**

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**KOHL'S CORPORATION**  
(Exact name of registrant as specified in its charter)

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<b>Wisconsin</b> (State or other jurisdiction of incorporation)	<b>001-11084</b> (Commission File Number)	<b>39-1630919</b> (IRS Employer Identification No.)
<b>N56 W17000 Ridgewood Drive</b> <b>Menomonee Falls, Wisconsin</b> (Address of principal executive offices)		<b>53051</b> (Zip Code)

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

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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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$.01 par value	KSS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 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.

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**Item 2.02. Results of Operations and Financial Condition.**

On May 24, 2023, Kohl's Corporation (the "Company") issued a press release reporting its earnings for the quarter ended April 29, 2023 and provided earnings guidance for fiscal 2023. A copy of the press release is attached as Exhibit 99.1 and incorporated by reference herein. A copy of the presentation materials for the May 24, 2023 quarterly earnings conference call is attached as Exhibit 99.2 and incorporated by reference herein.

**Item 7.01. Regulation FD Disclosure.**

See Item 2.02.

The information in Items 2.02 and 7.01, including the exhibits attached hereto, is furnished solely pursuant to Items 2.02 and 7.01 of Form 8-K. Consequently, such information is not deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Further, the information in Items 2.02 and 7.01, including the exhibits, shall not be deemed to be incorporated by reference into the filings of the registrant under the Securities Act of 1933.

**Item 8.01. Other Events.**

As previously announced, on May 10, 2023, the Board of Directors of the Company declared a quarterly cash dividend of \$0.50 per share. The dividend will be paid on June 21, 2023, to all shareholders of record at the close of business on June 7, 2023.

**Cautionary Statement Regarding Forward-Looking Information and Non-GAAP Measures**

*This current report on Form 8-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company intends forward-looking terminology such as "believes," "expects," "may," "will," "should," "intends," "anticipates," "plans," or similar expressions to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause the Company's actual results to differ materially from those anticipated by the forward-looking statements. These risks and uncertainties include, but are not limited to, risks described more fully in Item 1A in the Company's Annual Report on Form 10-K, which is expressly incorporated herein by reference, and other factors as may periodically be described in the Company's filings with the SEC. Forward-looking statements relate to the date initially made, and the Company undertakes no obligation to update them.*

*In the attached presentation materials, the Company provides information regarding free cash flow, which is not a recognized term under U.S. generally accepted accounting principles ("GAAP") and does not purport to be an alternative to net income as a measure of operating performance. A reconciliation of free cash flow is provided in the presentation materials attached hereto as Exhibit 99.2. The Company believes that the use of this non-GAAP financial measure provides investors with enhanced visibility into its results with respect to the impact of certain costs. Because not all companies use identical calculations, this presentation may not be comparable to other similarly titled measures of other companies.*

**Item 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
99.1	<a href="#">Press Release dated May 24, 2023</a>
99.2	<a href="#">Presentation Materials for May 24, 2023 Quarterly Earnings Conference Call</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

KOHL'S CORPORATION

Date: May 24, 2023

By: /s/ Jennifer Kent  
Jennifer Kent  
*Senior Executive Vice President,  
Chief Legal Officer and Corporate Secretary*