

KOHL'S CORPORATION  
Form 8-K  
December 22, 2003

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): December 19, 2003

KOHL S CORPORATION

(Exact name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| <u>Wisconsin</u><br>(State or other jurisdiction<br>of incorporation)  | <u>1-11084</u><br>(Commission<br>File Number) | <u>39-1630919</u><br>(IRS Employer<br>Identification No.) |
| <u>N56 W17000 Ridgewood Drive</u><br><u>Menomonee Falls, Wisconsin</u><br>(Address of principal executive offices) |   | <u>53051</u><br>(Zip Code)                                |

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

Item 9. Regulation FD Disclosure.

On December 19, 2003, Kohl's Corporation (the "Company") issued a press release informing shareholders of an unsolicited mini-tender offer made by TRC Capital Corporation for up to 2,500,000 shares of the Company's common stock, which is approximately 0.74% of the Company's outstanding common shares. The Company strongly recommends that shareholders reject this unsolicited offer. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

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: December 22, 2003

KOHL S CORPORATION

By: /s/ Richard D. Schepp

Richard D. Schepp

Executive Vice President

General Counsel and Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                     |
|--------------------|--|
| 99.1               | Press Release dated December 19, 2003. |