
**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): **February 2, 2020**

KOHL'S CORPORATION

(Exact name of registrant as specified in its charter)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

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

On February 2, 2020, the Board of Directors of Kohl's Corporation (the "Company") increased the size of the Board to twelve members and appointed Yael Cosset to fill the new Board seat effective on that date. Mr. Cosset will initially serve on the Board of Directors' Governance and Nominating Committee. A copy of the February 3, 2020 press release announcing the appointment is attached as Exhibit 99.1 and incorporated herein by reference.

As a non-employee director of the Company, Mr. Cosset will participate in the Company's Non-Employee Director Compensation Program, as described in Exhibit 10.17 of the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2019. Pursuant to the Non-Employee Director Compensation Program, Mr. Cosset is expected to receive an equity award on March 15, 2020. This award, which will be comprised of restricted shares, will have a "grant date fair value" of approximately \$125,000, calculated in accordance with FASB ASC Topic 718. The restricted shares will vest on the first anniversary of the date of grant.

Mr. Cosset does not have any arrangement or understanding with any persons pursuant to which he was selected as a director, except as described herein. Mr. Cosset does not have any family relationship with any officer or director of the Company. Further, Mr. Cosset has not been involved in any related transactions or relationships with the Company as defined in Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated February 3, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: February 3, 2020

KOHL'S CORPORATION

By: /s/ Jason J. Kelroy
Jason J. Kelroy
Executive Vice President,
General Counsel and Secretary

FOR IMMEDIATE RELEASE

Yael Cosset Appointed to Kohl's Corporation Board of Directors

MENOMONEE FALLS, Wis., February 3, 2020 – Kohl's Corporation (NYSE: KSS) today announced that its Board of Directors increased the size of the Board to twelve members and appointed Yael Cosset to fill the new Board seat effective February 2, 2020. Cosset has been appointed to a term expiring at Kohl's 2020 annual shareholders meeting and will be standing for election by Kohl's shareholders at that time. He will initially serve on the Board of Directors' Governance and Nominating Committee.

"Yael is a seasoned executive leader who brings technology and digital expertise with notable retail and consumer brands," said Frank Sica, Kohl's chairman. "This digital experience and his deep understanding of customer analytics, innovation and transformation in the retail sector will be valuable assets to Kohl's, and we look forward to his contributions to the board."

Cosset is Senior Vice President, Chief Information Officer of The Kroger Co. He previously served as Global Vice President and Chief Digital Officer of Kroger from January 2017 to February 2019 and as Chief Information Officer / Chief Commercial Officer of 84.51° LLC, a wholly-owned subsidiary of Kroger from April 2015 to January 2017. Prior to joining Kroger, Cosset held senior management positions at dunnhumby Ltd., a customer data science and consulting services firm, having most recently served as Global Chief Information Officer from 2010 to April 2015. Prior to dunnhumby Ltd., Cosset held senior management positions at MicroStrategy Incorporated, a business intelligence and analytics enterprise software company.

About Kohl's

Kohl's (NYSE: KSS) is a leading omnichannel retailer with more than 1,100 stores in 49 states. With a commitment to inspiring and empowering families to lead fulfilled lives, Kohl's offers amazing national and exclusive brands, incredible savings and an easy shopping experience in our stores, online at Kohls.com and on Kohl's mobile app. Since its founding, Kohl's has given more than \$700 million to support communities nationwide, with a focus on family health and wellness. For a list of store locations or to shop online, visit Kohls.com. For more information about Kohl's impact in the community or how to join our winning team, visit [Corporate.Kohls.com](https://www.kohls.com/corporate) or follow [@KohlsNews](https://twitter.com/KohlsNews) on Twitter.

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