

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

KOHL'S CORPORATION

(Name of Registrant as Specified in Its Charter)

MACELLUM BADGER FUND, LP  
MACELLUM BADGER FUND II, LP  
MACELLUM ADVISORS, LP  
MACELLUM ADVISORS GP, LLC  
JONATHAN DUSKIN  
LEGION PARTNERS HOLDINGS, LLC  
LEGION PARTNERS, L.P. I  
LEGION PARTNERS, L.P. II  
LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. XV  
LEGION PARTNERS, LLC  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
CHRISTOPHER S. KIPER  
RAYMOND T. WHITE  
ANCORA CATALYST INSTITUTIONAL, LP  
ANCORA CATALYST, LP  
ANCORA MERLIN, LP  
ANCORA MERLIN INSTITUTIONAL, LP  
ANCORA CATALYST SPV I LP SERIES M  
ANCORA CATALYST SPV I LP SERIES N  
ANCORA CATALYST SPV I LP SERIES O  
ANCORA CATALYST SPV I LP SERIES P  
ANCORA CATALYST SPV I SPC LTD SEGREGATED PORTFOLIO G  
ANCORA ADVISORS, LLC  
ANCORA HOLDINGS, INC.  
ANCORA FAMILY WEALTH ADVISORS, LLC  
THE ANCORA GROUP INC.  
INVERNESS HOLDINGS, LLC  
ANCORA ALTERNATIVES, LLC  
FREDERICK DISANTO  
4010 PARTNERS, LP  
4010 CAPITAL, LLC  
4010 GENERAL PARTNER, LLC  
STEVEN E. LITT  
MARJORIE L. BOWEN  
JAMES T. CORCORAN  
DAVID A. DUPLANTIS  
MARGARET L. JENKINS  
JEFFREY A. KANTOR  
THOMAS A. KINGSBURY  
MARGENETT MOORE-ROBERTS  
CYNTHIA S. MURRAY

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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(1) Amount previously paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Macellum Badger Fund, LLC, a Delaware limited partnership (“Macellum Badger”), Legion Partners Holdings, LLC, a Delaware limited liability company (“Legion Partners Holdings”), Ancora Holdings, Inc., an Ohio corporation (“Ancora Holdings”) and 4010 Capital, LLC, a Delaware limited liability company (“4010 Capital”), together with the other participants named herein (collectively, the “Investor Group”), have filed a preliminary proxy statement and accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2021 annual meeting of shareholders of Kohl’s Corporation, a Wisconsin corporation (the “Company”).

On March 5, 2021, the Investor Group issued a press release and letter, which is attached hereto as Exhibit 99.1.