

KOHLS Corp  
Form DEFA14A  
March 24, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

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

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 Pursuant to §240.14a-12

# KOHL S CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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.
  - (1) Title of each class of securities to which transaction applies:
  
  
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(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 11, 2016.**

**KOHL S CORPORATION**

*KOHL S CORPORATION*

*N56 W17000 RIDGEWOOD DRIVE*

*MENOMONEE FALLS, WI 53051*

**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** March 9, 2016  
**Date:** May 11, 2016    **Time:** 8:00 A.M., Local Time  
**Location:** Kohl s Innovation Center

W165 N5830 Ridgewood Drive

Menomonee Falls, Wisconsin 53051

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy  
materials and voting instructions.**

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT          FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*            [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*        1-800-579-1639
- 3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 27, 2016 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

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**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**ITEM 1.** Election of Directors

**The Board of Directors recommends that you vote FOR**

**the following nominees:**

**Nominees:**

1a. Peter Boneparth

1b. Steven A. Burd

1c. Dale E. Jones

1d. Kevin Mansell

1e. Jonas Prising

1f. John E. Schlifske

1g. Frank V. Sica

1h. Stephanie A. Streeter

1i. Nina G. Vaca

1j. Stephen E. Watson

**ITEM 2.** Ratify Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm.

**The Board of Directors Recommends a Vote FOR Item 2.**

**ITEM 3.** Advisory Vote on Approval of Named Executive Officer Compensation.

**The Board of Directors Recommends a Vote FOR Item 3.**

**ITEM 4.** Re-Approve the Material Terms of the Performance Goals under the Kohl's Annual Incentive Plan.

**The Board of Directors recommends a vote FOR Item 4.**

**ITEM 5.** Re-Approve the Material Terms of the Performance Goals under the Kohl's Corporation 2010 Long-Term Compensation Plan.

**The Board of Directors recommends a vote FOR Item 5.**

**ITEM 6.** Shareholder Proposal: Recovery of Unearned Management Bonuses.

**The Board of Directors recommends a vote AGAINST Item 6.**

**NOTE:** In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

