

TOYS R US INC  
Form 8-K  
June 26, 2008

**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): June 26, 2008 (June 24, 2008)

**Toys R Us, Inc.**

(Exact name of Registrant as Specified in Charter)

**Delaware**  
(State or other Jurisdiction of

Incorporation or Organization)

**1-11609**  
(Commission File Number)

**One Geoffrey Way, Wayne, New Jersey 07470**

(Address of Principal Executive Offices, including Zip Code)

**22-3260693**  
(IRS Employer

Identification Number)

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(973) 617-3500

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- 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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(a) Resignation of a Director. Effective as of June 24, 2008, Dean Nelson resigned as a member of the Board of Directors of Toys R Us, Inc. (the Company ). The resignation of Mr. Nelson did not involve any disagreement with the Company.

(d) Election of a Director. Effective as of June 25, 2008, the Company s Board of Directors elected Sanjay Morey to the Board of Directors in order to fill the vacancy created by Mr. Nelson s resignation. Mr. Morey was a nominee of an affiliate of Kohlberg, Kravis, Roberts & Co. ( KKR ), which pursuant to its rights under a stockholders agreement by and among the Company and its stockholders, had the right to nominate a replacement for Mr. Nelson. Sanjay Morey, 35, has been a Director at KKR since December 2007 prior to which he was a Principal and has been at KKR since February 2006. Prior to this, he served as a Vice President of Fenway Partners, a private equity firm, from August 2001 until February 2006. Mr. Morey has served as a Director of US Foodservice, a distributor of foods and beverages, since July 2007. Effective as of June 25, 2008, Mr. Morey also replaced Michael M. Calbert on the Company s Audit Committee.

**Signature**

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.

**Toys R Us, Inc.**  
(Registrant)

Date: June 26, 2008

By: /s/ F. Clay Creasey, Jr.  
Name: F. Clay Creasey, Jr.  
Title: Executive Vice President - Chief Financial Officer