

TJX COMPANIES INC /DE/  
Form FWP  
September 08, 2016

Filed pursuant to Rule 433

Registration Statement No. 333-213521

September 7, 2016

**THE TJX COMPANIES, INC.**

**Pricing Term Sheet**

**2.250% Notes due 2026**

|                                       |   |
|---------------------------------------|---|
| <b>Issuer:</b>                        | The TJX Companies, Inc.                               |
| <b>Security:</b>                      | 2.250% Notes due 2026                                 |
| <b>Principal Amount:</b>              | \$1,000,000,000                                       |
| <b>Maturity:</b>                      | September 15, 2026                                    |
| <b>Coupon:</b>                        | 2.250%  |
| <b>Interest Payment Dates:</b>        | March 15 and September 15, beginning March 15, 2017   |
| <b>Benchmark Treasury:</b>            | 1.500% due August 15, 2026                            |
| <b>Benchmark Treasury Yield:</b>      | 1.534%  |
| <b>Spread to Benchmark Treasury:</b>  | +80 basis points                                      |
| <b>Yield to Maturity:</b>             | 2.334%  |
| <b>Price to Public:</b>               | 99.254% of face amount                                |
| <b>Net Proceeds, Before Expenses:</b> | \$986,040,000   |
| <b>Redemption Provisions:</b>         |   |
| <b>Make-Whole Call</b>                | Prior to June 15, 2026, Treasury plus 15 basis points |
| <b>Par Call</b>                       | On or after June 15, 2026 at 100.000%                 |
| <b>Trade Date:</b>                    | September 7, 2016                                     |
| <b>Settlement:</b>                    | T+3; September 12, 2016                               |
| <b>CUSIP:</b>                         | 872540 AQ2  |
| <b>Ratings:</b>                       | A2 (Moody s) / A+ (S&P)                               |

**Joint Book-Running Managers:**

Deutsche Bank Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

J.P. Morgan Securities LLC

Wells Fargo Securities, LLC

**Co-Managers:**

HSBC Securities (USA) Inc.

U.S. Bancorp Investments, Inc.

BNY Mellon Capital Markets, LLC

KeyBanc Capital Markets Inc.

RBS Securities Inc.

Scotia Capital (USA) Inc.

SunTrust Robinson Humphrey, Inc.

TD Securities (USA) LLC

Barclays Capital Inc.

Citizens Capital Markets, Inc.

Commerz Markets LLC

Fifth Third Securities, Inc.

PNC Capital Markets LLC

Santander Investment Securities Inc.

**Note: A securities rating is not a recommendation to buy, sell or hold these notes. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.**

**The issuer has filed a registration statement, including the preliminary prospectus supplement and accompanying prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the registration statement, including the preliminary prospectus supplement and accompanying prospectus, and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and accompanying prospectus if you request it by calling Deutsche Bank Securities Inc. at 1-800-503-4611; Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322; J.P. Morgan Securities LLC at 1-212-834-4533; or Wells Fargo Securities, LLC at 1-800-645-3751.**

**This pricing term sheet supplements and updates the information contained in the preliminary prospectus supplement issued by The TJX Companies, Inc. on September 7, 2016 relating to its prospectus dated September 7, 2016.**