

TOYS R US INC  
Form 8-K  
June 29, 2005

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

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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 29, 2005 (June 28, 2005)

**TOYS "R" US, INC.**

(Exact name of registrant as specified in its charter)

<b><u>Delaware</u></b> (State or other jurisdiction of incorporation)	<b><u>1-11609</u></b> (Commission File Number)	<b><u>22-3260693</u></b> (IRS Employer Identification Number)
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<b><u>One Geoffrey Way, Wayne, New Jersey</u></b> (Address of Principal Executive Offices)	<b><u>07470</u></b> (Zip Code)
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Registrant's Telephone Number, including area code	<b><u>(973) 617-3500</u></b>
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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:

- 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))
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**Item 8.01 – Other Events**

On June 29, 2005, Toys “R” Us, Inc. (the “Company”) issued a press release announcing that as of the expiration time of 5:00 p.m., New York City time, on June 28, 2005, the minimum tender condition in its previously announced tender offer and consent solicitation for the 8¾% Debentures due September 1, 2021 (the “Debentures”) had not been satisfied, and the Company will not accept any tendered Debentures for payment. A copy of the press release is filed as Exhibit 99.1.

**Item 9.01 – Exhibits**

<u>(c)</u> <u>Exhibit</u>	<u>Exhibits</u> <u>Description</u>
99.1	Press Release dated June 29, 2005, of Toys “R” Us, Inc.

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**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 29, 2005**

**BY /s/ Raymond L. Arthur**  
Raymond L. Arthur  
Executive Vice President -  
Chief Financial Officer

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**Exhibit Index**

**Exhibit Number**      **Description**

