

TOYS R US INC  
Form 8-K  
November 26, 2014

**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): November 26, 2014**

**Toys R Us, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other Jurisdiction of**

**1-11609**  
**(Commission**

**22-3260693**  
**(IRS Employer**

**Incorporation or Organization)**

**File Number)**

**Identification Number)**

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

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**(Address of Principal Executive Offices, including Zip Code)**

**(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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On December 2, 2014, Toys R Us, Inc. (the Company), in connection with a presentation to be made at an analyst conference, plans to disclose preliminary estimates of: (i) net sales (ii) comparable store net sales (iii) gross margin and (iv) adjusted EBITDA, among other items for the third quarter of fiscal 2014 for both Toys R Us, Inc. and Toys R Us Delaware, Inc. (Toys Delaware) as set forth on Exhibit 99.1 (which information is incorporated by reference in this Item 2.02).

The third quarter of fiscal 2014 refers to August 3, 2014 to November 1, 2014 and the third quarter of fiscal 2013 refers to August 4, 2013 to November 2, 2013. Refer to Exhibit 99.1 for the financial information described above and a reconciliation of certain Non-GAAP financial measures included in such financial information. The preliminary estimates for the third quarter of fiscal 2014 are derived from preliminary internal financial reports and are subject to revision based on the completion of quarter-end accounting and financial reporting processes. Accordingly, our actual results may differ from these estimates and such differences may be material.

The foregoing financial information, which has been furnished solely for this Item 2.02 and Exhibit 99.1, shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

## **ITEM 7.01 REGULATION FD DISCLOSURE**

Attached as Exhibit 99.1 is a presentation that the Company intends to use at an analyst conference on December 2, 2014.

The foregoing information, which has been furnished solely for this Item 7.01 and Exhibit 99.1, shall not be deemed filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

Exhibit No.	Exhibit Description
99.1	Presentation labeled: Toys R Us Bank of America Merrill Lynch Leveraged Finance Conference 2014

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Toys R Us, Inc.**

(Registrant)

Date: November 26, 2014

By: /s/ Michael J. Short  
Name: **Michael J. Short**  
Title: **Executive Vice President - Chief Financial Officer**

**Exhibit Index**

Exhibit No.	Description
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