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TOYS R US INC  
Form POS AM  
May 29, 2002

As filed with the Securities and Exchange Commission on May 28, 2002  
File No. 333-84258

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TOYS "R" US, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 22-3260693  
(State or Other Jurisdiction of (I.R.S. Employer Identification Number)  
Incorporation or Organization)

461 From Road  
Paramus, New Jersey 07652  
(201) 262-7800  
(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

Louis Lipschitz  
Executive Vice President and Chief Financial Officer  
Toys "R" Us, Inc.  
461 From Road  
Paramus, New Jersey 07652  
(201) 262-7800  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent for Service)

Copies to:

Glenn M. Reiter, Esq.  
Simpson Thacher & Bartlett  
425 Lexington Avenue  
New York, New York 10017-3954  
(212) 455-2000

Abigail Arms, Esq.  
Shearman & Sterling  
599 Lexington Avenue  
New York, New York 10022-6069  
(212) 848-4000

Approximate date of commencement of proposed sale to public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be

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offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |\_ |

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |\_ |

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |\_ |

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |\_ |

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EXPLANATORY NOTE

This post-effective amendment to the registration statement is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended, solely to file the definitive versions of the agreements and other instruments, the forms of which were previously filed. This post-effective amendment consists of the registration statement facing page, this page, the signature page, an exhibit index and such exhibits.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Toys "R" Us, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment (this "Post-Effective Amendment") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Paramus, State of New Jersey, on this 28th day of May, 2002.

TOYS "R" US, INC.

By: \_\_\_\_\_ \*

John H. Eyler, Jr.  
Chairman, Chief Executive Officer  
and President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed below by the following persons in the capacities and on the dates indicated.

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| Signature                                       | Title   | Date         |
|---|---|--------------|
| -----<br>*<br>John H. Eyler, Jr.                | Chairman, Chief Executive Officer and President<br>(Principal Executive Officer)      | May 28, 20   |
| -----<br>/s/ Louis Lipschitz<br>Louis Lipschitz | Executive Vice-President and Chief Financial<br>Officer (Principal Financial Officer) | May 28, 2000 |
| -----<br>*<br>Dorvin D. Lively                  | Senior Vice President and Corporate Controller<br>(Principal Accounting Officer)      | May 28, 20   |
| -----<br>*<br>Charles Lazarus                   | Director, Chairman Emeritus   | May 28, 20   |
| -----<br>*<br>RoAnn Costin                      | Director  | May 28, 20   |
| -----<br>*<br>Roger Farah                       | Director  | May 28, 20   |
| -----<br>*<br>Peter A. Georgescu                | Director  | May 28, 20   |

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| Signature                       | Title    | Date       |
|---------------------------------|----------|------------|
| -----<br>*<br>Michael Goldstein | Director | May 28, 20 |

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|                     |          |            |
|---------------------|----------|------------|
| *                   | Director | May 28, 20 |
| -----               |          |            |
| Calvin Hill         |          |            |
| *                   | Director | May 28, 20 |
| -----               |          |            |
| Nancy Karch         |          |            |
| *                   | Director | May 28, 20 |
| -----               |          |            |
| Shirley Strum Kenny |          |            |
| *                   | Director | May 28, 20 |
| -----               |          |            |
| Norman S. Matthews  |          |            |
| *                   | Director | May 28, 20 |
| -----               |          |            |
| Arthur B. Newman    |          |            |

\* Signed by Louis Lipschitz as attorney-in-fact.

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EXHIBIT INDEX

| Exhibit<br>No.<br>----- | Description<br>-----   |
|-------------------------|--|
| 1.1                     | Underwriting Agreement, dated May 21, 2002, between the Registrant and the Underwriters listed therein relating to the Registrant's Common Stock.  |
| 4.1                     | Purchase Contract Agreement dated as of May 28, 2002 between the Registrant and The Bank of New York, as purchase contract agent (filed as Exhibit 4.11 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference). |
| 4.2                     | Certificate representing the Registrant's Equity Security Units (filed as Exhibit 4.12 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference).  |
| 4.3                     | Indenture dated as of May 28, 2002 between the Registrant and The Bank of New York, as trustee (filed as Exhibit 4.13 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference).                                   |

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- 4.4 First Supplemental Indenture relating to the Senior Notes to be issued in connection with the Registrant's Equity Security Units dated as of May 28, 2002 between the Registrant and The Bank of New York, as trustee (filed as Exhibit 4.14 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference).
- 4.5 Certificate representing the Registrant's Senior Note issued in connection with Registrant's Equity Security Units (filed as Exhibit 4.15 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference).
- 4.6 Pledge Agreement dated as of May 28, 2002 among the Registrant, JPMorgan Chase Bank, as collateral agent, custodial agent and securities intermediary, and The Bank of New York, as purchase contract agent (filed as Exhibit 4.16 to the Post-Effective Amendment to the Registrant's Registration Statement on Form S-3 (File No. 333-84254) filed on May 28, 2002 and incorporated herein by reference).