

TOYS R US INC  
Form DEFA14A  
March 24, 2005

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**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): March 23, 2005

**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)

**22-3260693**  
(I.R.S. Employer  
Identification Number)

One Geoffrey Way  
Wayne, New Jersey 07470  
(Address of principal executive offices)

Registrant's telephone number, including area of service (973) 617-3500

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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 (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))
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**ITEM 8.01. OTHER EVENTS**

On March 23, 2005, Toys R Us, Inc., (the Company ) issued a press release announcing that it currently has no plans to make a tender offer for any of its outstanding debt securities, a copy of which is furnished as Exhibit 99.1.

In connection with the proposed transaction, the Company will prepare a proxy statement for the stockholders of the Company to be filed with the SEC. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, THE COMPANY S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT REGARDING THE MERGER CAREFULLY IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The proxy will be available free of charge at the SEC s website, [www.sec.gov](http://www.sec.gov) and stockholders of the Company will also be able to obtain the proxy statement free of charge by directing their requests to Toys R Us, Inc., One Geoffrey Way, Wayne, New Jersey 07470, Attention: Investor Relations.

**Item 9.01 Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	Press Release dated March 23, 2005

**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: March 23, 2005

By: /s/ Raymond L. Arthur  
Raymond L. Arthur  
Executive Vice President    Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 23, 2005