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February 9, 2024

VIA STAFF ONLINE FORM

SEC Division of Corporation Finance
Office of Chief Counsel
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**Re: Target Corporation – Notice of Intent to Exclude from 2024 Proxy Materials
Shareholder Proposal of BNP Paribas Asset Management**

Ladies and Gentlemen:

This letter is submitted on behalf of Target Corporation, a Minnesota corporation (“Target” or the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from its proxy materials for its 2024 Annual Meeting of Shareholders (the “2024 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof from BNP Paribas Asset Management (the “Proponent”). The Company requests confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend an enforcement action to the Commission if the Company excludes the Proposal from its 2024 Proxy Materials in reliance on Rule 14a-8.

Pursuant to Rule 14a-8(j) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”), we have (i) submitted this letter and its exhibit to the Commission within the time period required under Rule 14a-8(j) and (ii) concurrently sent copies of this correspondence to the Proponent as notification of the Company’s intention to exclude the Proposal from its 2024 Proxy Materials.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

The Proposal

The Company received the Proposal on December 28, 2023. A full copy of the Proposal, including the accompanying supporting statement (the “Supporting Statement”), is attached hereto as Exhibit A. The resolution of the Proposal reads as follows:

Resolved: Shareholders request that the Board of Directors oversee an investigation and a public report within the next year (at reasonable cost, omitting proprietary information) addressing allegations that Target suppliers may be contributing to illegal deforestation, and, if true, outlining steps Target is taking to address the root causes of these violations.

Basis for Exclusion

We hereby respectfully request the Staff concur in our view that the Proposal may be excluded from the Company’s 2024 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company’s ordinary business.

Analysis

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Relates To The Company’s Ordinary Business.

A. Background of Rule 14a-8(i)(7)

Rule 14a-8(i)(7) permits a company to exclude a shareholder proposal if it “deals with a matter relating to the company’s ordinary business operations.” According to the Commission, the term “ordinary business” refers to matters that are not necessarily “ordinary” in the common meaning of the word, but instead the term “is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 34-40018 (May 21, 1998) (the “1998 Release”). The underlying policy of the ordinary business exclusion is “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” *See* 1998 Release. The Commission has provided two central considerations for determining whether the ordinary business exclusion applies. The first consideration, related to the subject matter of the proposal, recognizes that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that [it] could not, as a practical matter, be subject to direct shareholder oversight.” The second consideration “relates to the degree to which the proposal seeks to ‘micromanage’ the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.” 1998 Release.

Framing a shareholder proposal in the form of a request for a report, including requesting a report about certain risks, does not change the nature of the proposal. The Commission has stated

that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983). Similarly, a proposal’s request for a review of certain risks also does not preclude exclusion if the underlying subject matter of the proposal to which the risk pertains or that gives rise to the risk is ordinary business. *See* Legal Bulletin No. 14E (Oct. 27, 2009). As discussed below, the Proposal relates to the Company’s relationships with its suppliers, an issue fundamental to management’s ability to run the Company and which involves a consideration of multiple and complex factors that would be impracticable for shareholders to decide. As such, the Proposal may be omitted under Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations.

B. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Relates To The Company’s Relationships With Its Suppliers.

The Staff has consistently concurred with the exclusion under Rule 14a-8(i)(7) of proposals relating to a company’s supplier relationships, noting that those relationships comprise part of the company’s ordinary business. For example, in *The Home Depot, Inc.* (Mar. 20, 2020), the Staff permitted exclusion of a shareholder proposal requesting an annual report “summarizing the extent of known usage of prison labor in the company’s supply chain.” Specifically, the report requested, in part, “an evaluation of any risks to finances, operations, and reputation related to prison labor in the company’s supply chain including from undetected uses of prison labor in the supply chain.” The company argued that the proposal sought to “influence the manner in which the [c]ompany monitors its supplier relationships.” *See also The TJX Companies, Inc.* (Mar. 20, 2020) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report assessing the effectiveness of current company policies for preventing prison labor in the company’s supply chain); *Walmart Inc.* (Mar. 8, 2018) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal seeking a report outlining the requirements suppliers must follow regarding engineering ownership and liability); *Foot Locker* (Mar. 3, 2017) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting a report that “outlin[ed] the steps that the company [was] taking, or [could] take, to monitor the use of subcontractors by the company’s overseas apparel suppliers,” because the proposal “relate[d] broadly to the manner in which the company monitor[ed] the conduct of its suppliers and their subcontractors”); *Kraft Foods Inc.* (Feb. 23, 2012) (permitting exclusion of a proposal requesting a report detailing the ways the company would assess and mitigate water risk to its agricultural supply chain as “relat[ing] to decisions relating to supplier relationships”); and *Duke Energy Corp.* (Jan. 24, 2011) (concurring with the exclusion of a proposal to strive to purchase a very high percentage of “Made in USA” goods and services and noting that “the proposal relate[d] to decisions relating to supplier relationships”). Moreover, in the 1998 Release, the Commission highlighted the “retention of suppliers” as an area “fundamental to management’s ability to run a company on a day-to-day basis.”

By requesting that the Company’s Board oversee the preparation of a report “addressing allegations that [the Company] suppliers may be contributing to illegal deforestation, and, if true, outlining steps [the Company] is taking to address the root causes of these violations,” the Proposal implicates the Company’s decisions related to its suppliers. Notably, the Proposal addresses allegations of illegal deforestation by the Company’s suppliers, rather than by the Company itself. In this way, the Proposal is concerned with the Company’s selection and oversight of its suppliers,

an issue that is fundamental to the Company's day-to-day operations and entails a variety of ordinary business operations and decisions. Accordingly, consistent with the precedent discussed above, the Proposal is properly excludable under Rule 14a-8(i)(7) because it seeks a report concerning matters which relate to the Company's ordinary business operations.

C. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Relates To The Company's General Legal Compliance.

The Proposal may be properly excluded because it relates to legal compliance by the Company's suppliers, which is even more attenuated than the Company's own compliance, a topic that falls squarely within a Company's ordinary business. The Proposal's primary concern is the allegation¹ that certain Company suppliers operating in Cambodia are implicated in illegal deforestation. The Supporting Statement notes that such allegations may present "legal, operational and reputational risks to [the Company]." Such statements evidence the Proposal's focus on compliance with laws regarding illegal deforestation by the Company's suppliers.

The Staff has consistently permitted exclusion of proposals concerning a company's legal compliance program as relating to ordinary business. For example, in *Comcast Corporation* (Apr. 9, 2020), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal requesting "an independent investigation into and prepar[ation of] a report . . . on risks posed by the [c]ompany's failures to prevent workplace sexual harassment," where the company successfully argued that compliance with law and regulations is a matter falling squarely within the ordinary business of the company. In *The Chemours Company* (Jan. 17, 2017), the proposal requested a report "on the steps the [c]ompany has taken to reduce the risk of accidents." The company successfully contended that the proposal was excludable because the requested report concerned the company's legal compliance practices. The company noted that its operations were "regulated by several agencies within and outside the United States," and that the company "continually monitor[ed] and review[ed] changes in requirements of the codes and regulations that govern[ed] the operation of its facilities." See also *Navient Corp.* (Mar. 26, 2015) (permitting exclusion of a proposal seeking "a report on the company's internal controls over student loan servicing operations, including a discussion of the actions taken to ensure compliance with applicable federal and state laws," and noting that "[p]roposals that concern a company's legal compliance program are generally excludable under [R]ule 14a-8(i)(7)").

Here, like the above cited precedent, the Proposal is concerned with risks related to legal noncompliance. Notably, however, the Proposal focuses on alleged legal noncompliance by the Company's *suppliers* – an issue that is even more intricate than the Company's own legal compliance. Such matters are multifaceted, complex, and based on factors that are not appropriate for shareholder voting or reporting to shareholders. The Proposal's requested report on the Company's suppliers' compliance with respect to laws regarding deforestation in Cambodia is properly excludable under Rule 14a-8(i)(7) because it relates to the general legal compliance of the Company's suppliers and thus, its ordinary business operations.

¹ Despite the Company's engagement with the Proponent and the Proponent's outreach to one of the authors of the "Forests of the furnace" article published by Mongabay and cited in the Supporting Statement (as such outreach was reported to the Company), the Company has not received any information indicating that wood provided to and used by the Company's suppliers is illegally forested.

D. The Proposal Does Not Raise A Significant Social Policy Issue For Purposes Of Rule 14a-8(i)(7).

In the past, the Staff has made limited exceptions to the ordinary business exclusion rule for proposals that “focus[ed] on sufficiently significant social policy issues” that “transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.” *See* 1998 Release.

However, in Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“SLB 14L”), the Staff provided clarity on its process for evaluating proposals that raise significant social policy issues. Whereas previously it would focus on the determination of a “nexus between a policy issue and the company,” the Staff stated that, going forward, it will consider whether the policy issues raised in a proposal have “a broad societal impact, such that they transcend the ordinary business of the company.” SLB 14L. The Staff has consistently indicated that the mere mention of an issue with a broad societal impact cannot transform a proposal that is otherwise excludable as relating to ordinary business. For example, in *McDonald’s Corporation* (Apr. 3, 2023), the Staff permitted exclusion under Rule 14a-8(i)(7) of a shareholder proposal asking the company to prepare a report “listing and analyzing policy endorsements made in recent years.” The proposal requested that the report include “public endorsements, including press statements...and signing of public statements associated with activist groups and statements of threat or warning against particular statements in response to policy proposals [,]” an analysis of whether the policies advocated are of pecuniary benefit to the company and a description of possible risks to the company arising from such statements, endorsements or warnings. In reaching its decision, the Staff noted that the proposal “relates to, and does not transcend, ordinary business matters.” *See also Johnson & Johnson* (March 2, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report explaining the business rationale for the company’s participation in corporate and executive membership organizations and how such involvement by the company and its corporate leaders fulfills its fiduciary duty to shareholders as relating to, but not transcending, ordinary business matters).

The Supporting Statement notes that “[i]llegal deforestation presents legal, operational and reputational risks to [the Company], and compromises its ability to meet its Scope 3 climate targets.” While the Supporting Statement discusses the harms of deforestation generally, the Proposal itself is focused solely on “illegal” deforestation, ultimately requesting that the Company’s report “outline steps Target is taking to address the root causes of these violations.” The Supporting Statement similarly references a concern that “[s]uppliers that are willing to engage in illegal deforestation may also be engaging in other violations of Target’s policies,” again indicating the primary purpose of the requested report is to evaluate the legal compliance of the Company’s suppliers and the operational and reputational risks to the Company arising from such allegations against the Company’s suppliers. Accordingly, the Proposal may be excluded under Rule 14a-8(i)(7) because the subject matter of the Proposal relates to the ordinary business of the Company and does not implicate a significant social policy issue which transcends the Company’s ordinary business matters.

Conclusion

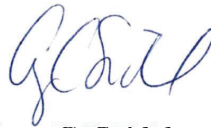
Based upon the foregoing analysis, the Company respectfully requests that the Staff confirm that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its 2024 Proxy Materials pursuant to Rule 14a-8. We would be happy to provide any additional information and answer any questions regarding this matter.

Should you have any questions, please contact me at Amy.Seidel@FaegreDrinker.com or (612) 766-7769.

Thank you for your consideration.

Regards,

FAEGRE DRINKER BIDDLE & REATH LLP



Amy C. Seidel
Partner

cc: Minette Loula
Assistant General Counsel
Target Corporation
Email: [REDACTED]

Adam M. Kanzer
Head of Stewardship – Americas
BNP Paribas Asset Management
Email: [REDACTED]

EXHIBIT A

Proposal
[See Attached]



BNP PARIBAS

ASSET MANAGEMENT

December 27, 2023

Mr. Don H. Liu
Corporate Secretary
Target Corporation
1000 Nicollet Mall, Mail Stop TPS-2670
Minneapolis, Minnesota 55403

Re: Shareholder Proposal Submission

Dear Mr. Liu:

I am writing on behalf of BNP Paribas Asset Management (BNPP AM), a global asset manager with more than \$560 billion in assets under management, to submit the attached shareholder proposal requesting a report on Target's exposure to illegal deforestation. We are long-term investors in Target, holding more than 400,000 shares across multiple portfolios.

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of Target (the "Company") for its 2024 annual meeting of shareholders. We have continuously beneficially owned, for at least three years as of the date hereof, at least \$2,000 worth of the Company's common stock in our BNP PARIBAS EASY ECPI Circular Economy Leaders portfolio. Verification of this ownership will be sent under separate cover. We intend to continue to hold such shares through the date of the Company's 2024 annual meeting of shareholders and will provide a representative to present the Proposal at Target's annual meeting.

We reached this decision to submit this proposal after attempting dialogue with Target management on the Cambodia issue. After receiving a minimal response, we were informed that the Company had nothing further to share. Given the nature of the allegations described in the Proposal, we felt we had a fiduciary duty to escalate our concerns. We continue to welcome the opportunity to discuss these issues with you and hope that we may be able to reach agreement to allow us to withdraw the Proposal. I am available to speak January 3-5 from 1-5PM Eastern Time. I can be reached at [REDACTED]

Sincerely,

A handwritten signature in black ink, appearing to read 'A. Kanzer', with a long horizontal stroke extending to the right.

Adam M. Kanzer
Head of Stewardship – Americas

Report on Illegal Deforestation

Resolved: Shareholders request that the Board of Directors oversee an investigation and a public report within the next year (at reasonable cost, omitting proprietary information) addressing allegations that Target suppliers may be contributing to illegal deforestation, and, if true, outlining steps Target is taking to address the root causes of these violations.

Supporting Statement

A man-made extinction event threatens 25% of the world's plants and animals by 2050, and 50% or more by 2100.¹ Deforestation is a key contributor to nature loss and climate change.

Target suppliers have recently been implicated in illegal deforestation in Cambodia. Target has not adopted a commitment to end deforestation in its global supply chain, which potentially impacts multiple critical forest ecosystems around the world.

"Forests in the Furnace"², a recent three-part Mongabay investigation supported by the Pulitzer Center's Rainforest Investigations Network and Royal Holloway University of London research,³ detailed how "Cambodia's garment sector is fueled by illegal logging" in protected forests rich in biodiversity. Mongabay documented life-threatening conditions faced by an informal network of loggers, trapped in a cycle of poverty. An estimated one third of Cambodia's roughly 1,200 garment factories are burning wood to boil water for washing, dyeing, and ironing, or to generate electricity. A separate study found that 70% of the wood used by Cambodian garment factories was sourced from natural forests, producing roughly 368,000 metric tons of carbon emissions annually.⁴

Target sources from 73 Cambodian factories.⁵ Mongabay identified five Target suppliers using forest wood, but only Target can accurately determine how many of its factories are engaged in illegal deforestation.

H&M Group partnered with WWF to produce an app to identify wood species arriving at Cambodian factories, and with Geres on the feasibility of switching suppliers to sustainable biomass. Sainsbury's conducted an investigation in response to these allegations and requires garment suppliers to complete the Higg Facility Environmental Module, which includes the energy sources used. These efforts have shortcomings but are steps in the right direction.

Suppliers that are willing to engage in illegal deforestation may also be engaging in other violations of Target's policies.

Illegal deforestation presents legal, operational and reputational risks to Target, and compromises its ability to meet its Scope 3 climate targets. Target's supply chains may also be contributing to the

¹ [Global Assessment Report on Biodiversity and Ecosystem Services | IPBES secretariat](#)

² [Forests in the furnace: Can fashion brands tackle illegal logging in their Cambodian supply chains? \(mongabay.com\)](#)

³ [Publications — Disaster Trade](#)

⁴ [Promotion of sustainable energy practices in the garment sector in Cambodia - Geres](#)

⁵ <https://corporate.target.com/getmedia/07f80eea-2009-4943-8d20-f7e4138c1eba/Target-Global-Factory-List.xlsx>

systemic risks of climate change and biodiversity loss, which impact the portfolios of all diversified investors.