

MANSELL KEVIN
Form 4
February 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MANSELL KEVIN

2. Issuer Name and Ticker or Trading Symbol
KOHLS Corp [KSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
N56 W17000 RIDGEWOOD DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President, CEO

(Street)
MENOMONEE FALLS, WI 53051-5660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/24/2012		F	(A) or (D) V Amount Price 5,517 \$ 49.11 (1) (2)	241,200.32 (2)	D	
Common Stock					138,000	I	By family trust (3)
Common Stock					55,759	I	By Trust
Common Stock					55,759	I	By Trust for Benefit of Spouse (4)

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Common Stock	6,666	I	By Spouse <u>(4)</u>
Common Stock	4,628	I	By children <u>(5)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANSELL KEVIN N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660	X		Chairman, President, CEO	

Signatures

(By: Richard D. Schepp
P.O.A.) 02/27/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares used to satisfy tax withholding obligation upon vesting of performance shares under the 2003 Long Term Compensation Plan.

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- (2) Includes 152,419.32 unvested restricted shares. In accordance with SEC rules, this number does not include other forms of securities held, such as vested stock options.
- (3) Mr. Mansell is not the trustee or beneficiary of the family trust. He disclaims ownership of the trust's shares for purposes of Section 16 of the Exchange Act and, accordingly, disclaims any obligation to report its transactions.
- (4) This report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or any other purpose.
- (5) This report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. rit;font-size:10pt;">

EXPLANATORY NOTE / REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is being filed by the Corporation pursuant to General Instruction E of Form S-8 under the Securities Act to register an additional 1,800,000 shares of Common Stock (the “Shares”) pursuant to the 2016 Plan. The Board of Directors of the Corporation approved the First Amendment to the 2016 Plan (the “First Amendment”) on March 22, 2018, and the First Amendment was adopted by the Corporation’s stockholders on May 23, 2018. The First Amendment amends the 2016 Plan to increase the number of Shares available for issuance under the Plan from 1,550,000 Shares to 3,350,000 Shares (plus any issued but unvested shares of Common Stock that have been or may be canceled, terminated, forfeited, or expired unexercised under the Kraton Performance Polymers, Inc. 2009 Equity Incentive Plan (the “2009 Plan”).

As of the date of filing this Registration Statement on Form S-8, there are 3,210,110 shares of Common Stock that remain available for issuance under the terms of the 2016 Plan, and an additional 452,835 shares of Common Stock are subject to awards that remain outstanding under the 2009 Plan but may become available under the terms of the 2016 Plan if such awards are canceled, terminated, forfeited or expire unexercised in the future. The number of shares of Common Stock available for issuance under the terms of the 2016 Plan excludes 37,674 shares that were previously counted for inclusion in the 2016 Plan due to an inadvertent bookkeeping error for shares issued under a prior plan.

These Shares are additional securities of the same class as other securities for which Registration Statements on Form S-8 (Reg. Nos. 333-211817 and 333-216223) were previously filed with the U.S. Securities and Exchange Commission (the “Commission”) on June 3, 2016 and February 24, 2017, respectively (the “Prior Registration Statements”). The information contained in the Prior Registration Statements is incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Further, on February 12, 2018, the Corporation filed Post-Effective Amendment No. 3 (Reg. No. 333-163893) to the Registration Statement on Form S-8 that previously registered shares under the 2009 Plan (the “2009 Plan Registration Statement”) for the purpose of including the 2016 Plan under the 2009 Plan Registration Statement to register the offer of certain shares under the 2016 Plan to the extent and at the time such shares would no longer be issuable under the 2009 Plan. The information contained in the 2009 Plan Registration Statement with respect to the 2016 Plan is also incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Further registration statements on Form S-8 will be filed with respect to any additional securities that may be offered or issued pursuant to the 2016 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following are filed as exhibits to this Registration Statement:

Exhibit Number	Description of Exhibit
<u>3.1</u>	Certificate of Incorporation of the Corporation (incorporated by reference to Exhibit 3.1 to the Corporation's Form S-3 filed with the Commission on August 25, 2015).
<u>3.2</u>	Certificate of Amendment to the Certificate of Incorporation of the Corporation (incorporated by reference to Exhibit 3.1 to the Corporation's Current Report on Form 8-K filed with the Commission on September 14, 2016).
<u>3.3</u>	First Amended and Restated Bylaws of the Corporation (incorporated by reference to Exhibit 3.2 to the Corporation's Current Report on Form 8-K filed with the Commission on September 14, 2016).
<u>4.1</u>	Specimen Stock Certificate of the Corporation's Common Stock, par value \$0.01 per share (incorporated by reference to Exhibit 4.1 to the Corporation's Current Report on Form 8-K filed with the Commission on September 14, 2016).
<u>4.2</u>	Kraton Corporation 2016 Equity and Cash Incentive Plan (incorporated by reference to Exhibit 10.2 to the Corporation's Quarterly Report on Form 10-Q filed with the Commission on April 4, 2017).
<u>4.3</u>	First Amendment to the Kraton Corporation 2016 Equity and Cash Incentive Plan (incorporated by reference to Exhibit 10.1 to the Corporation's Current Report on Form 8-K filed with the Commission on May 25, 2018).
<u>5.1</u>	*Opinion of Jennie Howard as to the legality of the securities.
<u>15.1</u>	*Awareness Letter of KPMG LLP.
<u>23.1</u>	*Consent of KPMG LLP.
<u>23.2</u>	*Consent of Jennie Howard (included in Exhibit 5.1).
<u>24.1</u>	*Power of Attorney (included on signature pages).

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on June 15, 2018.

Kraton Corporation

By: /s/ Kevin M. Fogarty

Name: Kevin M. Fogarty

Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below appoints Kevin M. Fogarty, Stephen E. Tremblay and James L. Simmons, and each of them, severally, as his or her true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in his or her capacity as a director or officer or both, as the case may be, of Kraton Corporation, to sign any and all amendments or supplements (including any and all prospectus supplements, stickers and post-effective amendments) to this registration statement, and all documents or instruments necessary or appropriate to enable Kraton Corporation to comply with the Securities Act of 1933 and to file the same, with all exhibits thereto, and any other documentation in connection therewith, with the Securities and Exchange Commission, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of each such director or officer, or both, as the case may be, each and every act whatsoever that is necessary, appropriate or advisable in connection with any or all of the above-described matters and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on June 15, 2018.

Signature	Title
/s/ Kevin M. Fogarty	
Kevin M. Fogarty	Chief Executive Officer, President and Director (Principal Executive Officer)
/s/ Stephen E. Tremblay	
Stephen E. Tremblay	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Chris H. Russell	
Chris H. Russell	Chief Accounting Officer (Principal Accounting Officer)

/s/ Dan F. Smith	
Dan F. Smith	Chairman and Director
/s/ Shelley J. Bausch	
Shelley J. Bausch	Director
/s/ Mark A. Blinn	
Mark A. Blinn	Director
/s/ Anna C. Catalano	
Anna C. Catalano	Director
/s/ Dominique Fournier	
Dominique Fournier	Director
/s/ John J. Gallagher, III	
John J. Gallagher, III	Director
/s/ Barry J. Goldstein	
Barry J. Goldstein	Director
/s/ Karen A. Twitchell	
Karen A. Twitchell	Director