

TOYS R US INC
Form 8-K
December 30, 2008

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**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): December 30, 2008
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 (IRS Employer Identification Number) |
| One Geoffrey Way, Wayne, New Jersey 07470 (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))
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EX-99.1: UNAUDITED QUARTERLY FINANCIAL STATEMENTS

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ITEM 7.01 REGULATION FD DISCLOSURE

On December 30, 2008, Toys R Us-Delaware, Inc. (Toys Delaware), a subsidiary of Toys R Us, Inc., provided unaudited Condensed Consolidated Balance Sheets as of November 1, 2008, February 2, 2008 and November 3, 2007, Condensed Consolidated Statements of Operations and Condensed Consolidated Statements of Cash Flows for the thirteen and thirty-nine weeks ended November 1, 2008 and November 3, 2007 (the Toys Delaware Unaudited Quarterly Financial Statements) to the administrative agents under certain credit agreements. The Toys Delaware unaudited Condensed Consolidated Balance Sheet as of November 3, 2007, Condensed Consolidated Statement of Operations and Condensed Consolidated Statement of Cash Flows for the thirty-nine weeks ended November 3, 2007 have been restated. A copy of the Toys Delaware Unaudited Quarterly Financial Statements is attached as Exhibit 99.1 to this report and is incorporated herein by reference in this Item 7.01.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 Toys Delaware Unaudited Quarterly Financial Statements.

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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: December 30, 2008

By: /s/ Charles Knight
Name: Charles Knight
Title: Vice President - Corporate
Controller

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Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Toys Delaware Unaudited Quarterly Financial Statements. |