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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

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**TARGA RESOURCES CORP.**  
(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-3701075**  
(I.R.S. Employer  
Identification No.)

**1000 Louisiana, Suite 4300**  
**Houston, Texas 77002**  
(Address of Principal Executive Offices, Including Zip Code)

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**TARGA RESOURCES CORP. EQUITY COMPENSATION PLAN**  
(Full Title of the Plan)

**Joe Bob Perkins**  
**Targa Resources Corp.**  
**1000 Louisiana**  
**Suite 4300**  
**Houston, Texas 77002**  
**(713) 584-1000**  
(Name, Address and Telephone Number of Agent for Service)

*copy to:*

**Christopher S. Collins**  
**Vinson & Elkins LLP**  
**1001 Fannin Street, Suite 2500**  
**Houston, Texas 77002**  
**(713) 758-4788**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

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**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001 per share	300,000 shares	\$42.18 (2)	\$12,654,000 (2)	\$1,274.26

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover such additional shares of the common stock, par value \$0.001 per share ("Common Stock"), of Targa Resources Corp. (the "Company" or the "Registrant") as may become issuable pursuant to adjustment provisions of the Targa Resources Equity Compensation Plan (the "Plan").
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act. The price for 300,000 shares of Common Stock being registered hereby is based on a price of \$42.18, the average of the high and low trading prices per share of the Common Stock as reported by the New York Stock Exchange on May 19, 2016.
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## EXPLANATORY NOTE

On March 2, 2016, the Registrant filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") to register 800,000 shares of Common Stock for issuance pursuant to the Plan. This Registration Statement registers 300,000 additional shares of Common Stock for issuance pursuant to the Plan. Accordingly, and pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 filed on March 2, 2016 (File No. 333-209873) are incorporated by reference herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

The Registrant has filed the exhibits listed on the accompanying Exhibit List of this Registration Statement (unless otherwise indicated therein as being incorporated by reference to another filing of the Registrant).

## 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 May 26, 2016.

### TARGA RESOURCES CORP.

By: /s/ Matthew J. Meloy

Name: Matthew J. Meloy

Title: *Executive Vice President and Chief Financial Officer*

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Joe Bob Perkins and Matthew J. Meloy, and each of them, any one of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this Registration Statement (including any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons, in the capacities and on this 26th day of May, 2016.

#### Signature

/s/ Joe Bob Perkins

**Joe Bob Perkins**

/s/ Matthew J. Meloy

**Matthew J. Meloy**

/s/ John Robert Sparger

**John Robert Sparger**

#### Capacity

Director and Chief Executive Officer  
(Principal Executive Officer)

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)

/s/ James W. Whalen  
**James W. Whalen**

Executive Chairman and Director

/s/ Michael A. Heim  
**Michael A. Heim**

Vice Chairman and Director

/s/ Rene R. Joyce  
**Rene R. Joyce**

Director

/s/ Charles R. Crisp  
**Charles R. Crisp**

Director

/s/ Chris Tong  
**Chris Tong**

Director

/s/ Ershel C. Redd, Jr.  
**Ershel C. Redd, Jr.**

Director

/s/ Laura C. Fulton  
**Laura C. Fulton**

Director

/s/ Waters S. Davis, IV  
**Waters S. Davis, IV**

Director

/s/ Robert B. Evans  
**Robert B. Evans**

Director

## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Targa Resources Corp. Equity Compensation Plan (f/k/a Targa Resources Partners Long-Term Incentive Plan), as amended and restated effective February 17, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed May 10, 2016 (File No. 001-34991)).
5.1*	Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.
23.1*	Consent of PricewaterhouseCoopers L.L.P.
23.2*	Consent of Vinson & Elkins LLP (included in the opinion filed as Exhibit 5.1 hereto).
24.1*	Power of Attorney (included on the signature page of this registration statement).

\* Filed herewith.

May 26, 2016

Targa Resources Corp.  
1000 Louisiana, Suite 4300  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel for Targa Resources Corp., a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 300,000 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on May 26, 2016, which Shares may be issued from time to time in accordance with the terms of the Targa Resources Corp. Equity Compensation Plan, as amended from time to time (the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any Share relates, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof, and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

**Vinson & Elkins LLP Attorneys at Law**

Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London  
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700  
Dallas, TX 75201-2975

**Tel** +1.214.220.7700 **Fax** +1.214.220.7716 **www.velaw.com**

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

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VINSON & ELKINS L.L.P.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 29, 2016 except with respect to our opinion on the consolidated financial statements insofar as it relates to the change in the composition of reportable segments discussed in Note 24, and the adoption of a new accounting standard that resulted in a change in the classification of debt issuance costs discussed in Note 3, which are as of May 23, 2016 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Targa Resources Corp.'s Current Report on Form 8-K dated May 23, 2016.

/s/ PricewaterhouseCoopers LLP

Houston, Texas  
May 26, 2016