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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): January 12, 2016**

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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)

**001-34991**  
(Commission  
File Number)

**20-3701075**  
(IRS Employer  
Identification Number)

**1000 Louisiana, Suite 4300**  
**Houston, Texas 77002**  
(Address of principal executive office) (Zip Code)

**(713) 584-1000**  
(Registrant's telephone number, including area code)

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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:

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective January 12, 2016, the board of directors (the “Board”) of Targa Resources Corp. (the “Company”) approved the First Amendment (the “First Amendment”) to the Amended and Restated Bylaws of the Company (as amended and restated, the “Bylaws”). The First Amendment amends and restates Section 2.9 of the Bylaws to (a) revise the voting standards for director elections from a plurality vote standard for all director elections to (i) a majority vote standard for elections other than “Contested Elections” (as defined in the First Amendment) or (ii) a plurality vote standard for Contested Elections, as applicable; and (b) adopt a director resignation policy such that, in order for any incumbent director to become a nominee of the Board for further service on the Board, such person must submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election and (ii) acceptance of that proffered resignation by the Board.

The foregoing description of the terms of the First Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to, the First Amendment, which is filed herewith as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	First Amendment to the Amended and Restated Bylaws of Targa Resources Corp., dated as of January 12, 2016.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TARGA RESOURCES CORP.**

Date: January 15, 2016

By: /s/ Matthew J. Meloy

Matthew J. Meloy

Executive Vice President and Chief Financial Officer

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**Exhibit Index**

**Exhibit  
Number**

**Description**

3.1	First Amendment to the Amended and Restated Bylaws of Targa Resources Corp., dated as of January 12, 2016.
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**FIRST AMENDMENT TO THE  
AMENDED AND RESTATED BYLAWS  
OF  
TARGA RESOURCES CORP.**

This First Amendment to the Amended and Restated Bylaws (the “Bylaws”) of Targa Resources Corp., a Delaware corporation, hereby amends the Bylaws in the following respects, in accordance with Article IX of the Bylaws:

1. Section 2.9 of Article II of the Bylaws is hereby amended and restated in its entirety as follows:

“SECTION 2.9. Procedure for Election of Directors; Required Vote.

(A) Procedure and Required Vote. Election of directors at all meetings of the stockholders at which directors are to be elected shall be by ballot, and, subject to the rights of the holders of any series of Preferred Stock to elect directors under specified circumstances, each director shall be elected by the vote of a majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, provided that if, as of the tenth (10th) day preceding the date the Corporation first mails its notice of meeting for such meeting to the stockholders of the Corporation, the number of nominees exceeds the number of directors to be elected (a “Contested Election”), the directors shall be elected by the vote of a plurality of the votes cast. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, in all matters other than the election of directors, the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders.

In order for any incumbent director to become a nominee of the Board for further service on the Board, such person must submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance of that proffered resignation by the Board in accordance with the following policies and procedures: In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Nominating and Governance Committee, or such other committee designated by the Board, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board shall act on the proffered resignation, taking into account such committee’s recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within ninety (90) days following certification of the election results. Such committee, in making its recommendation, and the Board, in making its decision, each may consider any factors and other information that they consider appropriate and relevant. The director whose resignation is being

considered shall not participate in the deliberations of such committee or the Board with respect to whether to accept such director's resignation. If the director's resignation is not accepted by the Board, such director shall continue to serve until his or her successor is duly elected, or until his or her earlier resignation or removal.

(B) General. For purposes of this Section 2.9, "a majority of the votes cast" shall mean that the number of the votes cast "for" a director's election exceeds the number of the votes cast "against" that director's election (with "abstentions" and "broker non-votes" not counted as votes cast either "for" or "against" that director's election)."

2. Except as specifically amended above, the Bylaws shall remain the same and in full force and effect.

January 12, 2016