

Targa Resources Corp.  
Form 8-K  
February 20, 2015

**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): February 20, 2015**

**TARGA RESOURCES CORP.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-34991**  
**(Commission**  
**File Number)**  
**1000 Louisiana, Suite 4300**

**20-3701075**  
**(IRS Employer**  
**Identification No.)**

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**Houston, TX 77002**

**(Address of principal executive office and Zip Code)**

**(713) 584-1000**

**(Registrants telephone number, including area code)**

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Targa Resources Corp. (the Company) held a Special Meeting of Stockholders (the Special Meeting) on February 20, 2015. At the Special Meeting, the Company's stockholders were requested to consider and vote upon: (1) a proposal to approve the issuance of shares of common stock of the Company in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of October 13, 2014, by and among the Company, Trident GP Merger Sub LLC, Atlas Energy, L.P. (ATLS) and Atlas Energy GP, LLC (the stock issuance proposal); and (2) a proposal to approve the adjournment of the Special Meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve the stock issuance proposal at the time of the Special Meeting (the adjournment proposal). The following are the final voting results on proposals considered and voted upon at the Special Meeting, each of which is more fully described in the Company's definitive proxy statement filed on January 22, 2015:

1. The stock issuance proposal was approved by the following vote:

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>VOTES ABSTAINED</b>	<b>BROKER NON-VOTES</b>
32,094,698	2,965,703	15,317	0

2. The adjournment proposal was approved by the following vote:

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>VOTES ABSTAINED</b>	<b>BROKER NON-VOTES</b>
33,089,622	1,964,153	21,943	0

**Item 8.01 Other Events.**

On February 20, 2015, the Company issued a press release announcing the voting results of the Special Meeting. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated February 20, 2015, issued by Targa Resources Corp.

**SIGNATURES**

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 thereunto duly authorized.

**TARGA RESOURCES CORP.**

By: /s/ Matthew J. Meloy  
Matthew J. Meloy  
Senior Vice President, Chief Financial  
Officer and Treasurer

Dated: February 20, 2015

**INDEX TO EXHIBITS**

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