

Targa Resources Corp.  
Form S-1MEF  
December 06, 2010

As filed with the Securities and Exchange Commission on December 6, 2010  
Registration No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form S-1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**TARGA RESOURCES CORP.**

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

**Delaware**

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

**4922**

*(Primary Standard Industrial  
Classification Code Number)*

**20-3701075**

*(I.R.S. Employer  
Identification No.)*

**1000 Louisiana, Suite 4300**  
**Houston, Texas 77002**  
**(713) 584-1000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Rene R. Joyce**  
**Chief Executive Officer**  
**1000 Louisiana, Suite 4300**  
**Houston, Texas 77002**  
**(713) 584-1000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

**Copies to:**

**David P. Oelman**  
**Christopher S. Collins**  
**Vinson & Elkins L.L.P.**  
**1001 Fannin Street, Suite 2500**  
**Houston, Texas 77002-6760**  
**(713) 758-2222**

**Douglass M. Rayburn**  
**Baker Botts L.L.P.**  
**2001 Ross Avenue**  
**Dallas, Texas 75201**  
**(214) 953-6500**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-169277

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 Exchange Act. (Check one):

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer  Smaller reporting company  
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities To Be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$0.001 per share	3,018,750	\$22.00	\$66,412,500	\$4,735.21

(1) Includes shares of common stock issuable upon exercise of the underwriters option to purchase additional shares of common stock.

(2) Based upon the public offering price.

(3) The registrant has previously paid \$23,676.06 in connection with its Registration Statement on Form S-1 (File No. 333-169277).

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Targa Resources Corp., a Delaware corporation, is filing this registration statement with respect to the registration of additional shares of common stock, par value \$0.001 per share, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the Securities Act ). The contents of the registration statement on Form S-1 (Registration No. 333-169277), initially filed with the Securities and Exchange Commission on September 9, 2010, as amended by Amendment No. 1 thereto filed on October 15, 2010, Amendment No. 2 thereto filed on November 8, 2010, Amendment No. 3 thereto filed on November 12, 2010, Amendment No. 4 thereto filed on November 16, 2010 and Amendment No. 5 thereto filed on November 22, 2010 which was declared effective on December 6, 2010, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

---

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 16. Exhibits and Financial Statement Schedules**

(a) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1 hereto)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-169277) initially filed with the Commission on September 9, 2010 and incorporated by reference herein)

\* Filed herewith

(b) Financial Statement Schedules

None.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 December 6, 2010.

**TARGA RESOURCES CORP.**

By: /s/ Matthew J. Meloy  
 Name: Matthew J. Meloy  
 Title: Senior Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Chief Executive Officer and Director (Principal Executive Officer)	December 6, 2010
Rene R. Joyce /s/ Matthew J. Meloy	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 6, 2010
Matthew J. Meloy *	Senior Vice President and Chief Accounting Officer (Principal Financial Officer)	December 6, 2010
John Robert Sparger *	Director	December 6, 2010
James W. Whalen *	Director	December 6, 2010
Peter R. Kagan *	Director	December 6, 2010
Chansoo Joung *	Director	December 6, 2010
Charles R. Crisp *	Director	December 6, 2010
Chris Tong *	Director	December 6, 2010
In Seon Hwang *By: /s/ Jeffrey J. McParland		
Jeffrey J. McParland Attorney-in-fact		



**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1*	Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
23.1*	Consent of PricewaterhouseCoopers LLP
23.2*	Consent of Vinson & Elkins L.L.P. (included as part of Exhibit 5.1 hereto)
24.1	Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-169277) initially filed with the Commission on September 9, 2010 and incorporated by reference herein)

\* Filed herewith