

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
<a href="#">0001389170</a>	Targa Resources Investments Inc.		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
Targa Resources Corp.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Targa Resources Corp.			
Street Address 1		Street Address 2	
1000 Louisiana		Suite 4300	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Houston	TEXAS	77002	713-584-1000

3. Related Persons

Last Name	First Name	Middle Name
Meloy	Matthew	J.
Street Address 1	Street Address 2	
1000 Louisiana	Suite 4300	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McParland	Jeffrey	J.
Street Address 1	Street Address 2	
1000 Louisiana	Suite 4300	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77002
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Chung		Paul		W.
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Pryor		D.		Scott
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
McDonie		Patrick		J.
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Middlebrooks		Dan		C.
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
White		Clark		
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002
Relationship: X Executive Officer   Director   Promoter				

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name
Crisp		Charles		R.
Street Address 1		Street Address 2		
1000 Louisiana		Suite 4300		
City		State/Province/Country		ZIP/PostalCode
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Tong		Chris		
<b>Street Address 1</b>		<b>Street Address 2</b>		
1000 Louisiana		Suite 4300		
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Redd Jr.		Ershel		C.
<b>Street Address 1</b>		<b>Street Address 2</b>		
1000 Louisiana		Suite 4300		
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Fulton		Laura		C.
<b>Street Address 1</b>		<b>Street Address 2</b>		
1000 Louisiana		Suite 4300		
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Davis, IV		Waters		S.
<b>Street Address 1</b>		<b>Street Address 2</b>		
1000 Louisiana		Suite 4300		
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Evans		Robert		B.
<b>Street Address 1</b>		<b>Street Address 2</b>		
1000 Louisiana		Suite 4300		
<b>City</b>		<b>State/Province/Country</b>		<b>ZIP/PostalCode</b>
Houston		TEXAS		77002

**Relationship:**    Executive Officer X Director    Promoter

Clarification of Response (if Necessary):

<b>Last Name</b>		<b>First Name</b>		<b>Middle Name</b>
Whalen		James		W.

<b>Street Address 1</b>		<b>Street Address 2</b>	
1000 Louisiana		Suite 4300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>	
Houston	TEXAS	77002	
<b>Relationship:</b> X Executive Officer X Director Promoter			
Clarification of Response (if Necessary):			

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Heim	Michael	A.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1000 Louisiana	Suite 4300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Houston	TEXAS	77002
<b>Relationship:</b> X Executive Officer X Director Promoter		
Clarification of Response (if Necessary):		

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Joyce	Rene	R.
<b>Street Address 1</b>	<b>Street Address 2</b>	
1000 Louisiana	Suite 4300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Houston	TEXAS	77002
<b>Relationship:</b> Executive Officer X Director Promoter		
Clarification of Response (if Necessary):		

<b>Last Name</b>	<b>First Name</b>	<b>Middle Name</b>
Perkins	Joe Bob	
<b>Street Address 1</b>	<b>Street Address 2</b>	
1000 Louisiana	Suite 4300	
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Houston	TEXAS	77002
<b>Relationship:</b> X Executive Officer X Director Promoter		
Clarification of Response (if Necessary):		

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	Airlines & Airports
Yes No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
Business Services	REITS & Finance	Other Travel
Energy	Residential	Other
	Other Real Estate	

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- X Oil & Gas
- Other Energy

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
X Over \$100,000,000		Over \$100,000,000
Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
X Rule 506(b)	Section 3(c)(6)	Section 3(c)(14)
Rule 506(c)	Section 3(c)(7)	
Securities Act Section 4(a)(5)		

7. Type of Filing

X New Notice    Date of First Sale 2016-03-16    First Sale Yet to Occur  
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?    Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
X Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?    Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number		None								
Barclays Capital Inc.			19714								
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None										
None	None										
Street Address 1		Street Address 2									
745 7th Avenue											
City	State/Province/Country	ZIP/Postal Code									
New York	NEW YORK	10019									
State(s) of Solicitation (select all that apply) Check "All States" or check individual States		All States	Foreign/non-US								
<table><tr><td>CALIFORNIA</td></tr><tr><td>CONNECTICUT</td></tr><tr><td>DISTRICT OF COLUMBIA</td></tr><tr><td>KANSAS</td></tr><tr><td>MASSACHUSETTS</td></tr><tr><td>MISSOURI</td></tr><tr><td>NEW YORK</td></tr><tr><td>TEXAS</td></tr></table>				CALIFORNIA	CONNECTICUT	DISTRICT OF COLUMBIA	KANSAS	MASSACHUSETTS	MISSOURI	NEW YORK	TEXAS
CALIFORNIA											
CONNECTICUT											
DISTRICT OF COLUMBIA											
KANSAS											
MASSACHUSETTS											
MISSOURI											
NEW YORK											
TEXAS											

Recipient	Recipient CRD Number		None	
Stonepeak Advisors II LLC			159699	
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number X None			
None	None			
Street Address 1		Street Address 2		
717 5th Avenue		25th Floor		
City	State/Province/Country	ZIP/Postal Code		
New York	NEW YORK	10022		
State(s) of Solicitation (select all that apply) Check "All States" or check individual States		All States	Foreign/non-US	
<table><tr><td>NEW YORK</td></tr></table>				NEW YORK
NEW YORK				

13. Offering and Sales Amounts

Total Offering Amount      \$994,053,000 USD or   Indefinite

Total Amount Sold            \$994,053,000 USD

Total Remaining to be Sold            \$0 USD or   Indefinite

Clarification of Response (if Necessary):

14. Investors

X Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.	<table><tr><td>1</td></tr></table>	1
1		
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:	<table><tr><td>18</td></tr></table>	18
18		

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$3,400,000 USD X Estimate  
Finders' Fees \$20,250,000 USD Estimate

Clarification of Response (if Necessary):

The "finders' fee" was a fixed transaction fee that was not contingent on the amount of shares sold.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Targa Resources Corp.	/s/ Matthew J. Meloy	Matthew J. Meloy	Executive Vice President & Chief Financial Officer	2016-03-29

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.