

J C PENNEY CO INC
Form SC 13G
February 14, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

JC PENNEY CO INC COM

(Name of Issuer)

Common Stock

(Title of Class of Securities)

708160106

(CUSIP Number)

12/31/2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. 708160106

1. Names of Reporting Persons
I.R.S. Identification No. of Above Persons (Entities Only)

The TCW Group, Inc., on behalf of the TCW Business Unit

2. Check the Appropriate Box if a Member of a Group*
(a) o
(b) x

3. SEC Use Only

4. Citizenship or Place of Organization
Nevada corporation

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- | | |
|----|--|
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
11,258,498 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
16,622,151 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
16,622,151

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares* o

11. Percent of Class Represented by Amount in Row (9)
5.39%(see response to Item 4)

12. Type of Reporting Person*(See Instructions)
HC/CO

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Item 1(a). Name of Issuer:
JC PENNEY CO INC COM

Item 1(b). Address of Issuer's Principal Executive Offices:
6501 Legacy Drive

Plano, Texas 75024-3698

Item 2(a). Name of Persons Filing:

Item 2(b). Address of Principal Business Office, or if none, Residence:

Item 2(c). Citizenship:
The TCW Group, Inc., on behalf of the TCW Business Unit

865 South Figueroa Street

Los Angeles, CA 90017

(Nevada Corporation)

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
708160106

Item 3 **If This statement is filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:**

- | | | |
|-----|----------------------------------|--|
| (a) | <input type="radio"/> | Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). |
| (g) | <input checked="" type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |

(see Item 7)

- | | | |
|-----|-----------------------|--|
| (h) | <input type="radio"/> | The TCW Group, Inc., on behalf of the TCW Business Unit
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership**

The TCW Group, Inc., on behalf of the Business Unit ***

- (a) Amount beneficially owned:

16,622,151
- (b) Percent of class:

5.39%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

none.
 - (ii) Shared power to vote or to direct the vote:

11,258,498.
 - (iii) Sole power to dispose or to direct the disposition of:

none.
 - (iv) Shared power to dispose or to direct the disposition of:

16,622,151.

** The filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any securities covered by this Schedule 13G. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934. This joint filing is not an admission by any named entity that it has beneficial ownership of the named securities owned by any other included entity, or that any group has been formed for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended.

*** See Exhibit A

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Exhibit A.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10.

Certification.

Because this statement is filed pursuant to Rule 13d-1(b), the following certification is included:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 14th of Feb, 2017.

The TCW Group, Inc., on behalf of the TCW Business Unit

By: /s/ Meredith Jackson
Meredith Jackson
Authorized Signatory

EXHIBIT A

RELEVANT SUBSIDIARIES OF PARENT HOLDING COMPANY

PART A: TCW Entities

Parent Holding Company:

The TCW Group, Inc.

Relevant Subsidiaries that are persons described in Rule 13d-1(b):

- (i) TCW Investment Management Company LLC, a Delaware limited liability company and an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (ii) TCW Asset Management Company LLC, a Delaware limited liability company and an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (iii) Trust Company of the West, a California corporation and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934.

This Schedule 13G is being filed by The TCW Group, Inc. (TCW) on behalf of itself and its direct and indirect subsidiaries, which collectively constitute The TCW Group, Inc. business unit (the TCW Business Unit). The TCW Business Unit is primarily engaged in the provision of investment management services. The TCW Business Unit is managed separately and operated independently.

The TCW Business Unit is majority owned by investment funds affiliated with The Carlyle Group, L.P. (The Carlyle Group). The principal business of The Carlyle Group is acting as a private investment firm with affiliated entities that include certain distinct specialized business units that are independently operated including the TCW Business Unit.

Entities affiliated with The Carlyle Group may be deemed to share beneficial ownership of the securities reported herein. Information barriers are in place between the TCW Business Unit and The Carlyle Group. Therefore, in accordance with Rule 13d-4 under the Exchange Act, The Carlyle Group disclaims beneficial ownership of the shares beneficially owned by the TCW Business Unit and reported herein (the Shares). The TCW Business Unit disclaims beneficial ownership of any shares which may be owned or reported by The Carlyle Group and its affiliates. Neither the TCW Business Unit nor The Carlyle Group and its affiliates are members of a group with each other for purposes of Rule 13d-1 under the Exchange Act with respect to the Shares.

Entities affiliated with The Carlyle Group may beneficially own shares of an issuer to which this schedule relates and such shares are not reported herein.
