

Macy's, Inc.  
Form 8-K  
May 19, 2014

**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: May 19, 2014

Date of Earliest Event Reported: May 16, 2014

**MACY S, INC.**

7 West Seventh Street, Cincinnati, Ohio 45202  
(513) 579-7000

-and-

151 West 34th Street, New York, New York 10001  
(212) 494-1602

Delaware

1-13536

13-3324058

(State of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

Check the appropriate box below if the Form 8-K 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 5.02. Departure of Directors or Certain Officers; Election of Directors: Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The annual meeting of the shareholders of Macy's, Inc. (the Company) was held on May 16, 2014 in Cincinnati, Ohio (the Annual Meeting). At the Annual Meeting, the Company's shareholders voted to approve the Company's Amended and Restated 2009 Omnibus Incentive Compensation Plan (the Amended Plan). A description of the terms and conditions of the Amended Plan is set forth in Item 4 APPROVAL OF THE MACY'S, INC. AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN in the Company's 2014 Proxy Statement filed with the Securities and Exchange Commission (SEC) on April 2, 2014, as supplemented by a Supplement to the Proxy Statement filed with the SEC on May 2, 2014 (collectively, the Proxy Statement) and such description is incorporated herein by reference. The descriptions set forth herein and in the Proxy Statement are summaries only and are qualified in their entirety by the full text of the Amended Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

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

The following is a summary of the matters voted on at the Annual Meeting:

(1) Shareholders approved the election of ten directors for a one-year term expiring at the 2015 annual meeting of the Company's shareholders, as follows:

**Nominee**

**For**

**Against**

**Abstain**

**Broker Non-Votes**

Stephen F. Bollenbach

290,555,813

4,915,960

3,891,099

18,951,977

Deirdre P. Connelly

293,845,903

1,673,074

3,843,895

18,951,977

Meyer Feldberg

291,012,036

6,689,761

1,661,075

18,951,977

Sara Levinson

287,419,586

8,247,109

3,696,177

18,951,977

Terry J. Lundgren

278,391,679

18,918,751

2,052,442

18,951,977

Joseph A. Neubauer

264,596,138

31,057,815

3,708,919

18,951,977

Joyce M. Roché

292,874,690

2,651,875

3,836,307

18,951,977

Paul C. Varga

293,565,314

1,939,184

3,858,374

18,951,977

Craig E. Weatherup

269,893,099

25,724,022

3,745,751

18,951,977

Marna C. Whittington

289,145,656

6,539,125

3,678,091

18,951,977

(2) Shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2015, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

311,292,108

5,249,562

1,773,179

N/A

(3) Shareholders approved the advisory vote to approve named executive officer compensation, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

287,555,394

7,697,452

4,110,026

18,951,977

(4) Shareholders approved the Macy's Amended and Restated 2009 Omnibus Incentive Compensation Plan, as follows:



**For**

**Against**

**Abstain**

**Broker Non-Votes**

282,125,111

15,276,027

1,961,734

18,951,977

**MACY S, INC.**

**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.

MACY S, INC.

Dated: May 19, 2014

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

SIGNATURE

Index to Exhibits

SIGNATURE

Index  
Number

10.1

Macy's Amended and Restated 2009 Omnibus Incentive Compensation Plan.