

Macy's, Inc.  
Form 8-K  
May 24, 2016

**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 24, 2016

Date of Earliest Event Reported: May 20, 2016

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

Macy's annual meeting of the shareholders was held on May 20, 2016 in Cincinnati, Ohio. The following is a summary of the matters voted on at the meeting:

(1) Shareholders approved the election of thirteen directors for a one-year term expiring at the 2017 annual meeting of Macy's shareholders, as follows:

**Nominee**

**For**

**Against**

**Abstain**

**Broker Non-Votes**

Francis S. Blake

244,149,544

824,334

802,117

25,651,677

Stephen F. Bollenbach

241,659,884

3,206,051

910,060

25,651,677

John A. Bryant

243,420,449

1,399,720

955,826

25,651,677

Deirdre P. Connelly

243,151,561

1,700,775

923,659

25,651,677

Leslie D. Hale

243,180,922

1,700,115

894,958

25,651,677

William H. Lenehan

243,857,325

1,207,840

710,830

25,651,677

Sara Levinson

239,661,318

3,912,455

2,202,222

25,651,677

Terry J. Lundgren

230,097,391

14,600,704

1,077,900

25,651,677

Joyce M. Roché

242,049,161

2,878,740

848,094

25,651,677

Paul C. Varga

242,941,701

1,944,677

889,617

25,651,677

Craig E. Weatherup

239,887,473

3,690,422

2,198,100

25,651,677

Marna C. Whittington

238,965,973

4,655,965

2,154,057

25,651,677

Annie Young-Scrivner

242,780,468

2,096,958

898,569

25,651,677

(2) Shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

266,409,131

4,329,324

689,217

N/A

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



**For**

**Against**

**Abstain**

**Broker Non-Votes**

235,784,792

8,036,734

1,954,469

25,651,677



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 24, 2016

By: /s/ Joel A. Belsky

Name: Joel A. Belsky

Title: Executive Vice President and Controller

SIGNATURE

