

Macy's, Inc.
Form 8-K
May 21, 2013

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 21, 2013

Date of Earliest Event Reported: May 17, 2013

MACY S, INC.

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

-and-

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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 shareholders was held on May 17, 2013 in Cincinnati, Ohio. The following is a summary of the matters voted on at the meeting:

(1) Shareholders approved the election of ten directors for a one-year term expiring at the 2014 annual meeting of Macy's shareholders, as follows:

Nominee

For

Against

Abstain

Broker Non-Votes

Stephen F. Bollenbach

286,023,336

990,420

2,809,498

23,460,165

Deirdre P. Connelly

286,710,708

313,191

2,799,355

23,460,165

Meyer Feldberg

285,572,951

3,569,551

680,752

23,460,165

Sara Levinson

281,256,741

5,880,987

2,685,526

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23,460,165

Terry J. Lundgren

275,051,807

12,334,443

2,437,004

23,460,165

Joseph A. Neubauer

252,548,911

34,582,621

2,691,722

23,460,165

Joyce M. Roché

283,594,599

3,422,812

2,805,843

23,460,165

Paul C. Varga

288,703,722

311,711

807,821

23,460,165

Craig E. Weatherup

283,622,374

3,513,713

2,687,167

23,460,165

Marna C. Whittington

283,453,976

3,684,049

2,685,229

23,460,165

(2) Shareholders ratified the appointment of KPMG LLP as Macy's independent registered public accounting firm for the fiscal year ending February 1, 2014, as follows:

For

Against

Abstain

Broker Non-Votes

309,417,599

2,941,721

924,099

N/A

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

For

Against

Abstain

Broker Non-Votes

281,276,328

5,381,442

3,165,484

23,460,165

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.

SIGNATURE

MACY S, INC.

Dated: May 21, 2013

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary