

Macy's, Inc.
Form 8-K
September 30, 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 (Date of earliest event reported): September 29, 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
(State of Incorporation)

1-13536

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(Commission File Number)

13-3324058

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 29, 2016, the board of directors (the Board) of Macy's, Inc. (Macy's) amended and restated Macy's By-Laws (as so amended and restated, the By-Laws) to provide clarity on the notice provision for proxy access.

Section 13(e)(ii) has been amended to clarify the specific requirements for timely delivery of a stockholder's Nomination Notice as follows: to accept notice by personal delivery, overnight express courier or U.S. mail, postage, pre-paid, addressed to the Secretary; by specifying that the anniversary date means the one-year anniversary date; by defining close of business for receipt of notice to mean 5:00 p.m. Eastern time on any calendar day, whether or not the day is a business day; and by defining principal executive offices of the Company to mean 7 West Seventh Street, Cincinnati, Ohio 45202.

The foregoing summary is qualified in its entirety by reference to the full text of the By-Laws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number

Description

3.1

Macy's, Inc. Amended and Restated By-Laws.

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: September 30, 2016

By: /s/ Mary E. Talbott

Name: Mary E. Talbott

Title: Assistant Secretary

Index to Exhibits

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Macy's, Inc. Amended and Restated By-Laws.