

Macy's, Inc.
Form 8-K
May 18, 2015

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 18, 2015

Date of Earliest Event Reported: May 15, 2015

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 the shareholders was held on May 15, 2015 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 2016 annual meeting of Macy's

shareholders, as follows:

Nominee

For

Against

Abstain

Broker Non-Votes

Stephen F. Bollenbach

265,846,612

12,595,900

1,703,728

19,685,179

John A. Bryant

276,855,022

1,682,818

1,608,400

19,685,179

Deirdre P. Connelly

276,692,008

1,729,828

1,724,404

19,685,179

Meyer Feldberg

273,376,624

5,090,272

1,679,344

19,685,179

Leslie D. Hale

277,073,285

1,465,049

1,607,906

19,685,179

Sara Levinson

272,144,675

6,188,233

1,813,332

19,685,179

Terry J. Lundgren

255,253,263

21,531,659

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3,361,318

19,685,179

Joseph A. Neubauer

270,150,679

6,491,794

3,503,767

19,685,179

Joyce M. Roché

274,320,103

3,901,832

1,924,305

19,685,179

Paul C. Varga

276,552,324

1,854,496

1,739,420

19,685,179

Craig E. Weatherup

273,843,176

4,656,074

1,646,990

19,685,179

Marna C. Whittington

271,812,075

4,889,642

3,444,523

19,685,179

Annie Young-Scrivner

276,898,340

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1,630,888

1,617,012

19,685,179

(2) Shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the

fiscal year ending January 30, 2016, as follows:

For

Against

Abstain

Broker Non-Votes

293,163,380

4,679,161

1,988,878

N/A

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

For

Against

Abstain

Broker Non-Votes

267,553,250

9,782,245

2,810,745

19,685,179

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 18, 2015

By: /s/ Joel A. Belsky

Name: Joel A. Belsky

Title: Executive Vice President and Controller

SIGNATURE

