

Macy's, Inc.  
Form 8-K  
May 18, 2010

**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, 2010  
Date of Earliest Event Reported: May 14, 2010

**MACY'S, INC.**

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

-and-

151 West 34<sup>th</sup> 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As described in Item 5.07 below, on May 14, 2010, the shareholders of Macy's, Inc. (Macy's) approved an Amended and Restated Certificate of Incorporation, which removed supermajority voting provisions and eliminated certain obsolete provisions in Macy's existing certificate of incorporation. The Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 14, 2010 and became effective as of that date. A copy of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On May 14, 2010, the Board of Directors approved Amended and Restated By-Laws for Macy's. The Amended and Restated By-Laws became effective with the filing of the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, as described above. The changes effected by the adoption of the Amended and Restated By-Laws were to remove supermajority voting provisions and to otherwise conform the By-laws to the changes made to Macy's Amended and Restated Certificate of Incorporation and to eliminate certain provisions that are no longer in effect or needed. Below is a description of each change:

By-Law 3(b) was amended to change the vote required to amend By-Law 3(b) from a majority of common stock present or represented by proxy and entitled to vote at the relevant meeting to a majority of common stock present or represented by proxy at the relevant meeting and actually voted.

By-Law 10 was amended to change the vote required to fix the number of directors between the minimum and maximum prescribed by the certificate of incorporation from 80% of the voting stock to a majority of common stock present or represented by proxy at the relevant meeting and actually voted.

By-Law 12 was amended to eliminate the requirement that directors may be removed from office only for cause or only in the manner provided for in an amendment to By-Law 12.

By-Law 19(d) was amended to change the vote required to amend By-Law 19(d) from a majority of common stock present or represented by proxy and entitled to vote at the relevant meeting to a majority of common stock present or represented by proxy at the relevant meeting and actually voted. By-Law 19(d) was also amended to eliminate references to the Federated Plan of Reorganization.

By-Law 19(e) was amended to eliminate the reference to a public policy committee and the definitions of "independent director". A reference to the criteria for director independence adopted by the board from time to time was added to By-Law 19(e).

By-Law 24 was amended to eliminate the requirement that the board elect a "Deputy Chairman".

By-Laws 32(a), 32(c)(v) and 33 were amended to eliminate references to the merger agreement between Macy's and Federated Department Stores, the Macy's Plan of Reorganization and/or the Federated Plan of Reorganization.

By-law 32(d), which described indemnity obligations of Federated Department Stores pursuant to the Federated Plan of Reorganization, was eliminated in its entirety.

A copy of the Amended and Restated By-Laws is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

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

Macy's annual meeting of shareholders was held on May 14, 2010 in Cincinnati, Ohio. The following is a summary of the matters voted on at the meeting:

(a) Shareholders approved the election of ten directors for a one-year term expiring at the 2011 annual meeting of Macy's shareholders, as follows:

| <b>Nominee</b>        | <b>For Votes</b> | <b>Withheld Votes</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Stephen F. Bollenbach | 342,803,335      | 5,263,812             | 17,299,322              |
| Deirdre P. Connelly   | 295,292,228      | 52,774,919            | 17,299,322              |
| Meyer Feldberg        | 288,732,986      | 59,334,161            | 17,299,322              |
| Sara Levinson         | 290,909,101      | 57,158,046            | 17,299,322              |
| Terry J. Lundgren     | 330,688,349      | 17,378,798            | 17,299,322              |
| Joseph A. Neubauer    | 279,832,919      | 68,234,228            | 17,299,322              |
| Joseph A. Pichler     | 339,984,041      | 8,083,106             | 17,299,322              |
| Joyce M. Roché        | 343,349,068      | 4,718,079             | 17,299,322              |
| Craig E. Weatherup    | 291,358,047      | 56,709,100            | 17,299,322              |
| Marna C. Whittington  | 329,267,236      | 18,799,911            | 17,299,322              |

(b) Shareholders ratified the appointment of KPMG LLP as Macy's independent registered public accounting firm for the fiscal year ending January 29, 2011, as follows:

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| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 357,838,775 | 6,845,154      | 682,540        | 0                       |

(c) Shareholders approved Macy's Amended and Restated Certificate, as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 362,847,855 | 1,685,172      | 833,442        | 0                       |

(d) Shareholders approved the shareholder proposal regarding majority voting in director elections, as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 211,518,733 | 134,508,971    | 2,039,443      | 17,299,322              |

Item 9.01.

Financial Statements and Exhibits.

|     |          |   |
|-----|----------|---|
| (d) | Exhibits |   |
|     | 3.1      | Macy's, Inc. Amended and Restated Certificate of Incorporation. |
|     | 3.2      | Macy's, Inc. Amended and Restated By-Laws.                      |

**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, 2010

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

Index to Exhibits

Index Number

- |     |   |
|-----|---|
| 3.1 | Macy's, Inc. Amended and Restated Certificate of Incorporation. |
| 3.2 | Macy's, Inc. Amended and Restated By-Laws.                      |