

Macy's, Inc.  
Form 8-K  
May 24, 2011

## **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, 2011

Date of Earliest Event Reported: May 20, 2011

## **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 5.03**

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

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As described in Item 5.07 below, on May 20, 2011, the shareholders of Macy's, Inc. ("Macy's") approved an amendment to Article Seventh of Macy's Amended and Restated Certificate of Incorporation, which removed the requirement of plurality voting for directors. A Certificate of Amendment of the Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 20, 2011. A copy of Article Seventh, as amended, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On February 25, 2011, the Board of Directors approved an amendment to Section 13 of Macy's Amended and Restated By-Laws, which amendment was contingent upon the approval by shareholders of the amendment to the Amended and Restated Certificate of Incorporation described above. The amendment adds a new By-Law 13(d), which provides that in order for director nominees to be elected, they must receive the affirmative vote of a majority of the shares cast by holders entitled to vote at an annual meeting. By-Law 13(d) also provides that plurality voting would apply in the event of a contested election (i.e., an election where the number of nominees exceeds the number of directors to be elected). The By-Laws amendment became effective with the filing of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, as described above. A copy of Macy's Amended and Restated By-Laws, as so amended, 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 20, 2011 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 2012 annual meeting of Macy's shareholders, as follows:

**Nominee**

**For Votes**

**Withheld Votes**

**Broker Non-Votes**

Stephen F. Bollenbach

354,009,126

1,620,545

19,615,705

Deirdre P. Connelly

351,537,687

4,091,984

19,615,705

Meyer Feldberg

308,081,068

47,548,603

19,615,705

Sara Levinson

347,018,098

8,611,573

19,615,705

Terry J. Lundgren

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341,032,926

14,596,745

19,615,705

Joseph A. Neubauer

302,118,921

53,510,750

19,615,705

Joseph A. Pichler

350,003,784

5,625,887

19,615,705

Joyce M. Roché

354,167,774

1,461,897

19,615,705

Craig E. Weatherup

347,648,211

7,981,460

19,615,705

Marna C. Whittington

350,170,542

5,459,129

19,615,705

(b) Shareholders ratified the appointment of KPMG LLP as Macy's independent registered public accounting firm for the fiscal year ending January 28, 2012, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

369,761,161

5,170,424

313,791

0

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

**For**

**Against**

**Abstain**

**Broker Non-Votes**

373,075,169

1,288,887

881,320

0

(d) Shareholders approved the advisory vote on executive compensation, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

277,724,700

72,098,001

5,806,970

19,615,705

(e) The advisory vote on the frequency of the advisory vote on executive compensation received the following votes:

**One Year**

**Two Years**

**Three Years**



**Abstain**

**Broker Non-Votes**

306,087,224

705,662

45,495,546

3,341,239

19,615,705

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Company

will include an advisory shareholder vote on executive compensation in the Company's proxy materials every year until the

next required advisory vote on the frequency of shareholder votes on executive compensation.

**Item 9.01.**

**Financial Statements and Exhibits.**

(d)

Exhibits

3.1

Macy's, Inc. Article Seventh of the 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 24, 2011

By:  /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

SIGNATURE

Index to Exhibits

Index Number

3.1

Macy's, Inc. Article Seventh of the Amended and Restated Certificate of Incorporation.

3.2

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