

Macy's, Inc.  
Form S-8 POS  
May 25, 2018

As filed with the Securities and Exchange Commission on May 25, 2018

Registration No. 333-127941

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MACY'S, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of  
incorporation or  
organization)

13-3324058  
(I.R.S. Employer Identification  
No.)

7 West Seventh Street  
Cincinnati, Ohio 45202  
and  
151 West 34<sup>th</sup> Street  
New York, New York 10001  
(Address, including zip code, of principal executive  
offices)

MACY'S, INC. 1994 STOCK INCENTIVE PLAN  
(Full title of the plan)

Elisa D. Garcia, Esq.  
Chief Legal Officer and Secretary  
Macy's, Inc.  
151 West 34<sup>th</sup> Street  
New York, New York 10001  
(212) 494-1602  
(Name, address and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8 is filed to deregister certain securities issuable under the Macy's, Inc. 1994 Stock Incentive Plan (the "1994 Plan").

At the Annual Meeting of Shareholders of the Registrant held on May 18, 2018, shareholders approved the Macy's, Inc. 2018 Equity and Incentive Compensation Plan (the "2018 Plan") which provides, among other things, that shares of Common Stock subject to awards outstanding under the 1994 Plan, the Macy's Inc. 1995 Executive Equity Incentive Plan (the "1995 Plan") and the Macy's, Inc. Amended and Restated 2009 Omnibus Stock Incentive Plan (the "2009 Plan") (collectively, the "Predecessor Plans") that are forfeited, cancelled, expire, settled for cash (in whole or in part) or unearned (in whole or in part), as applicable, after February 3, 2018 will become available for issuance under the 2018 Plan. As of the date of this Post-Effective Amendment No. 2, there are 24,063 shares of Common Stock that were subject to outstanding awards under 1994 Plan but that are now available for issuance under the 2018 Plan because such awards were forfeited, cancelled, expired, settled for cash (in whole or in part) or unearned (in whole or in part) since February 3, 2018 (the "Carried Forward Shares"). Additionally, 0 shares of Common Stock that were available for grant under the 1994 Plan but were not subject to outstanding awards when the 2018 Plan became effective (the "Remaining Shares") will not be issued under the 1994 Plan.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to (i) register the Carried Forward Shares for issuance under the 2018 Plan and (ii) register 24,600,000 additional shares of Common Stock for issuance under the 2018 Plan.

This Post-Effective Amendment No. 2 is filed to (i) deregister the Carried Forward Shares under this Registration Statement and (ii) deregister the Remaining Shares.

Item 8. Exhibits

24.1 Powers of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 25<sup>th</sup> day of May, 2018.

MACY'S, INC.

By: /s/ Elisa D. Garcia  
Elisa D. Garcia  
Chief Legal Officer and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
_____*_____ Jeff Gennette	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	)
_____*_____ Karen M. Hoguet	Chief Financial Officer (principal financial officer)	)
_____*_____ Felicia Williams	Executive Vice President, Controller and Enterprise Risk Officer (principal accounting officer)	)
_____*_____ Francis S. Blake	Director	)
_____*_____ John A. Bryant	Director	) May 25, 2018
_____*_____ Deirdre P. Connelly	Director	)
_____*_____ Leslie D. Hale	Director	)
_____*_____ William H. Lenehan	Director	)
_____*_____ Sara Levinson	Director	)
_____*_____ Joyce M. Roché	Director	)
_____*_____ Paul C. Varga	Director	)
_____*_____ Marna C. Whittington	Director	)

The undersigned, by signing her name hereto, does sign and execute this Post-Effective Amendment No. 2 to Form S-8 Registration Statement pursuant to Powers of Attorney executed by the above-named persons and filed with the Securities and Exchange Commission.

Dated: May 25, 2018 By: /s/ Elisa D. Garcia

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Elisa D. Garcia  
Attorney-in-Fact