

MAY DEPARTMENT STORES CO

Form 425

April 08, 2005

**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): April 7, 2005

**FEDERATED DEPARTMENT STORES, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-13536  
(Commission File Number)

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  
(Address of Principal Executive Offices)

10001  
(Zip Code)

Registrant's telephone number, including area code: (513) 579-7000; (212) 494-1602

N/A

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(Former Name or Former Address, if Changed Since Last Report)

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 8.01 Other Events.**

On April 7, 2005, Federated Department Stores, Inc., a Delaware corporation ( Federated ), and The May Department Stores Company, a Delaware corporation ( May ), issued a press release announcing that the Federal Trade Commission ( FTC ) has issued a request for additional information in connection with its review of the proposed merger between the two companies and that the Securities and Exchange Commission ( SEC ) will review the registration statement on Form S-4 filed by Federated with the SEC on March 30, 2005, in connection with the proposed merger. A copy of this press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibit is filed with this report:

| Exhibit No. | Exhibit Description  |
|-------------|--|
| 99.1        | Press release issued jointly by Federated Department Stores, Inc. and The May Department Stores Company, dated April 7, 2005 |

**SIGNATURES**

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.

**FEDERATED DEPARTMENT STORES,  
INC.**

By: /s/ Dennis J. Broderick  
Dennis J. Broderick  
Senior Vice President, General Counsel  
and  
Secretary

Date: April 7, 2005

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**EXHIBIT INDEX**

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