

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: June 2, 2000

FEDERATED DEPARTMENT STORES, INC.

151 West 34th St., New York, New York 10001
(212) 494-1602

-and-

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

Delaware 1-13536 13-3324058
(State of (Commission File No.) (IRS Id. No.)
Incorporation)

Item 5. Other Events

This Current Report on Form 8-K is being filed with the Securities and Exchange Commission by Federated Department Stores, Inc. ("Federated") for the purpose of filing, as exhibits hereto, the Unaudited Consolidated Balance Sheets of Federated as of April 29, 2000, January 29, 2000 and May 1, 1999 and the Unaudited Consolidated Statements of Cash Flows for the 13 weeks ended April 29, 2000 and May 1, 1999, which are concurrently being posted on Federated's website at www.federated-fds.com. The Unaudited Consolidated Balance Sheets and Unaudited Consolidated Statements of Cash Flows filed herewith should be read in conjunction with the consolidated financial statements, the notes thereto and the other information contained in Federated's Annual Report on Form 10-K for the fiscal year ended January 29, 2000. Because of the seasonal nature of the retail business, the cash flows for the 13 weeks ended April 29, 2000 and May 1, 1999 (which do not include the Christmas season) are not indicative of the cash flows for the entire fiscal year.

Item 7. Financial Statements, Pro Forma Financial
Information and Exhibits.

The following exhibits are filed herewith:

- 99.1 Unaudited Consolidated Balance Sheets of Federated as of April 29, 2000, January 29, 2000 and May 1, 1999.
- 99.2 Unaudited Consolidated Statements of Cash Flows of Federated for the 13 weeks ended April 29, 2000 and May 1, 1999.

FEDERATED DEPARTMENT STORES, INC.

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.

Date June 2, 2000 /s/ Dennis J. Broderick
Dennis J. Broderick
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit
Number

- | | |
|------|--|
| 99.1 | Unaudited Consolidated Balance Sheets of Federated as of April 29, 2000, January 29, 2000 and May 1, 1999 |
| 99.2 | Unaudited Consolidated Statements of Cash Flows of Federated for the 13 weeks ended April 29, 2000 and May 1, 1999 |

Exhibit 99.1

FEDERATED DEPARTMENT STORES, INC.

Consolidated Balance Sheets
(Unaudited)

(millions)

	April 29, 2000	January 29, 2000	May 1, 1999
ASSETS:			
Current Assets:			
Cash	\$ 249	\$ 218	\$ 239
Accounts receivable	4,031	4,313	2,165
Merchandise inventories	3,869	3,589	3,599
Supplies and prepaid expenses	217	230	200
Deferred income tax assets	176	172	142
Total Current Assets	8,542	8,522	6,345
Property and Equipment - net	6,741	6,828	6,624
Intangible Assets - net	1,720	1,735	1,889
Other Assets	652	607	572
Total Assets	\$ 17,655	\$ 17,692	\$ 15,430
LIABILITIES AND SHAREHOLDERS' EQUITY:			
Current Liabilities:			
Short-term debt	\$ 1,352	\$ 1,284	\$ 1,225
Accounts payable and accrued liabilities	3,006	3,043	2,699
Income taxes	83	225	75
Total Current Liabilities	4,441	4,552	3,999
Long-Term Debt	4,757	4,589	3,806
Deferred Income Taxes	1,448	1,444	1,236
Other Liabilities	548	555	576
Shareholders' Equity	6,461	6,552	5,813
Total Liabilities and Shareholders' Equity	\$ 17,655	\$ 17,692	\$ 15,430

The accompanying notes are an integral part of these unaudited Consolidated Financial Statements.

Exhibit 99.2

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

	13 Weeks Ended April 29, 2000	13 Weeks Ended May 1, 1999
Cash flows from operating activities:		
Net income	\$ 89	\$ 87
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	161	158
Amortization of intangible assets	21	15
Amortization of financing costs	2	1
Amortization of unearned restricted stock	3	-
Changes in assets and liabilities:		
Decrease in accounts receivable	284	158
Increase in merchandise inventories	(277)	(175)
Decrease in supplies and prepaid expenses	13	2
(Increase) decrease in other assets not separately identified	(13)	43
Decrease in accounts payable and accrued liabilities not separately identified	(78)	(114)
Decrease in current income taxes	(142)	(23)
Increase in deferred income taxes	1	1
Decrease in other liabilities not separately identified	(6)	(7)
Net cash provided by operating activities	58	146
Cash flows from investing activities:		
Purchase of property and equipment	(69)	(52)
Capitalized software	(15)	(6)
Investments in companies	(35)	(9)
Acquisition of Fingerhut Companies, Inc., net of cash acquired	-	(1,539)
Disposition of property and equipment	-	3
Net cash used by investing activities	(119)	(1,603)
Cash flows from financing activities:		
Debt issued	237	1,326
Financing costs	-	(10)
Debt repaid	(1)	(1)
Increase in outstanding checks	36	69
Acquisition of treasury stock	(218)	-
Issuance of common stock	38	5
Net cash provided by financing activities	92	1,389

(Continued)

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

	13 Weeks Ended April 29, 2000	13 Weeks Ended May 1, 1999
Net increase (decrease) in cash	31	(68)
Cash at beginning of period	218	307

Cash at end of period	\$ 249	\$ 239
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Supplemental cash flow information:

Interest paid	\$ 108	\$ 73	
Interest received	1	3	
Income taxes paid (net of refunds received)	210		84
Schedule of noncash investing and financing activities:			
Debt assumed in acquisition	-	125	
Equity issued in acquisition	-	12	