

**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: February 2, 2012

MACY'S, INC.

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

-and-

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

Delaware
(State of Incorporation)

1-13536
(Commission File Number)

13-3324058
(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 2.02. Results of Operations and Financial Condition.

On February 2, 2012, Macy's, Inc. ("Macy's") issued a press release announcing Macy's sales for the fiscal quarter and fiscal year ended January 28, 2012. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The press release referred to above contains certain non-GAAP financial measures of expected diluted earnings per share for the fourth quarter and fiscal year ended January 28, 2012, excluding costs and expenses primarily related to store closings announced in January 2012 and a pre-tax gain from the sale of store leases related to the 2006 divestiture of Lord & Taylor. Management believes that diluted earnings per share, excluding costs and expenses primarily related to store closings announced in January 2012 and a pre-tax gain from the sale of store leases related to the 2006 divestiture of Lord & Taylor, is a useful measure in evaluating Macy's ability to generate earnings from operations and that providing such a measure will allow investors to more readily compare the earnings referred to in the press release to the earnings provided by Macy's in past and future periods. Management believes that excluding costs and expenses primarily related to store closings announced in January 2012 and a pre-tax gain from the sale of store leases related to the 2006 divestiture of Lord & Taylor from this calculation is particularly useful where the amount of such items are not consistent in the periods presented. However, the reader is cautioned that any non-GAAP financial measures provided by Macy's are provided in addition to, and not as alternatives for, Macy's reported results prepared in accordance with GAAP. Certain items that may have a significant impact on Macy's financial position, results of operations and cash flows must be considered when assessing Macy's actual financial condition and performance regardless of whether these items are included in these non-GAAP financial measures. Additionally, the methods used by Macy's to calculate its non-GAAP financial measures may differ significantly from methods used by other companies to compute similar measures. As a result, any non-GAAP financial measures provided by Macy's may not be comparable to similar measures provided by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Macy's dated February 2, 2012.

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: February 2, 2012

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

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99.1 Press Release of Macy's dated February 2, 2012.

macy's inc.

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FOR IMMEDIATE RELEASE

MACY'S, INC. FISCAL 2011 SAME-STORE SALES RISE 5.3%

In the company's 26th consecutive month of year-over-year sales growth, January same-store sales rise 2.4%; Macy's, Inc. raises Q4 EPS guidance

CINCINNATI, Ohio, February 2, 2012 – Macy's, Inc. today reported total sales of \$1.336 billion for the four weeks ended Jan. 28, 2012, an increase of 2.0 percent compared with total sales of \$1.310 billion in the four weeks ended Jan. 29, 2011. On a same-store basis, Macy's, Inc. sales were up 2.4 percent in January.

For the 13-week fourth quarter of fiscal 2011, Macy's, Inc.'s sales totaled \$8.723 billion, up 5.5 percent from total sales of \$8.269 billion for the final 13 weeks of 2010. On a same-store basis, the company's fourth quarter sales were up 5.2 percent.

For fiscal 2011 as a whole, Macy's, Inc. sales totaled \$26.404 billion, up 5.6 percent from total sales of \$25.003 billion in fiscal 2010. On a same-store basis, Macy's, Inc.'s fiscal 2011 sales were up 5.3 percent.

The fourth quarter was our strongest in many years, and demonstrated the continued progress in improving the fundamentals in our business at Macy's and Bloomingdale's. Sales in January - the smallest-volume month of the year - were weaker than anticipated. Nonetheless, January was the 26th consecutive month of year-over-year same-store sales growth for our company," said Terry J. Lundgren, chairman, president and chief executive officer of Macy's, Inc. "We are proud at having grown same-store sales by 5.3 percent in 2011 on top of same-store sales growth of 4.6 percent in 2010, and we believe that 2012 represents an outstanding opportunity to continue to capture additional market share from our competitors, as we have done in previous years."

Online sales (macys.com and bloomingdales.com combined) were up 38.7 percent in January, 40.0 percent in the fourth quarter and 39.6 percent for fiscal 2011. Online sales positively affected the company's same-store sales by 1.7 percentage points in the fourth quarter and 1.5 percentage points in fiscal 2011 as a whole. Online sales are included in the same-store sales calculation for Macy's, Inc.

Based on strong sales performance, the company is raising its earnings guidance for the fourth quarter and full year. Earnings per diluted share for the full year now are expected to be \$2.81 to \$2.83, including \$1.63 to \$1.65 in the fourth quarter. This compares to previous guidance for earnings per diluted share of \$2.73 to \$2.78 for the full year, including \$1.55 to \$1.60 in the fourth quarter. Fourth quarter earnings guidance excludes approximately \$29 million in pre-tax expenses (\$18 million after tax or 4 cents per share) primarily related to store closings announced on Jan. 4, 2012, and a pre-tax gain of approximately \$54 million (\$34 million after tax or 8 cents per share) from the sale of store leases related to the 2006 divestiture of Lord & Taylor.

Macy's, Inc. will report its fourth quarter earnings on Tuesday, Feb. 21, and will webcast a call with financial analysts and investors that day at 10:30 a.m. (ET). The webcast is accessible to the media and general public via the company's website at www.macysinc.com. Analysts and investors may call in on 1-888-218-8032, passcode 2054258. A replay of the conference call can be accessed on the website or by calling 1-888-203-1112 (same passcode) about two hours after the conclusion of the call.

Macy's, Inc., with corporate offices in Cincinnati and New York, is one of the nation's premier retailers, with fiscal 2011 sales of \$26.4 billion. The company operates about 850 department stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy's and Bloomingdale's, as well as the macys.com and bloomingdales.com websites. The company also operates seven Bloomingdale's Outlet stores.

All statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of Macy's management and are subject to significant risks and uncertainties. Actual results could differ materially from those expressed in or implied by the forward-looking statements contained in this release because of a variety of factors, including conditions to, or changes in the timing of, proposed transactions, prevailing interest rates, changes in expected synergies, cost savings and non-recurring charges, competitive pressures from specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, new and established forms of home shopping (including the Internet, mail-order catalogs and television) and general consumer spending levels, including the impact of the availability and level of consumer debt, the effect of weather and other factors identified in documents filed by the company with the Securities and Exchange Commission.

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(NOTE: Additional information on Macy's, Inc., including past news releases, is available at www.macysinc.com/pressroom).