

**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 21, 2013
Date of Earliest Event Reported: May 17, 2013

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 5.07. Submission of Matters to a Vote of Security Holders.

Macy's annual meeting of shareholders was held on May 17, 2013 in Cincinnati, Ohio. The following is a summary of the matters voted on at the meeting:

- (1) Shareholders approved the election of ten directors for a one-year term expiring at the 2014 annual meeting of Macy's shareholders, as follows:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-----------------------|-------------|----------------|----------------|-------------------------|
| Stephen F. Bollenbach | 286,023,336 | 990,420 | 2,809,498 | 23,460,165 |
| Deirdre P. Connelly | 286,710,708 | 313,191 | 2,799,355 | 23,460,165 |
| Meyer Feldberg | 285,572,951 | 3,569,551 | 680,752 | 23,460,165 |
| Sara Levinson | 281,256,741 | 5,880,987 | 2,685,526 | 23,460,165 |
| Terry J. Lundgren | 275,051,807 | 12,334,443 | 2,437,004 | 23,460,165 |
| Joseph A. Neubauer | 252,548,911 | 34,582,621 | 2,691,722 | 23,460,165 |
| Joyce M. Roché | 283,594,599 | 3,422,812 | 2,805,843 | 23,460,165 |
| Paul C. Varga | 288,703,722 | 311,711 | 807,821 | 23,460,165 |
| Craig E. Weatherup | 283,622,374 | 3,513,713 | 2,687,167 | 23,460,165 |
| Marna C. Whittington | 283,453,976 | 3,684,049 | 2,685,229 | 23,460,165 |

- (2) Shareholders ratified the appointment of KPMG LLP as Macy's independent registered public accounting firm for the fiscal year ending February 1, 2014, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 309,417,599 | 2,941,721 | 924,099 | N/A |

(3) Shareholders approved the advisory vote to approve named executive officer compensation, as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 281,276,328 | 5,381,442 | 3,165,484 | 23,460,165 |

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 21, 2013

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary