UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended May 4, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 1-13536

macy's inc

Incorporated in Delaware	**I.R.S. Employer Identification No.** **13-3324058**

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

and

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Class	Outstanding at May 31, 2013
Common Stock, $0.01 par value per share	383,653,852 shares

PART I - FINANCIAL INFORMATION
Item 1. Financial Statements

MACY'S, INC.

CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(millions, except per share figures)

	13 Weeks Ended	
	May 4, 2013	April 28, 2012
Net sales	$ 6,387	$ 6,143
Cost of sales	(3,911)	(3,757)
Gross margin	2,476	2,386
Selling, general and administrative expenses	(2,041)	(1,995)
Operating income	435	391
Interest expense	(97)	(113)
Interest income	—	1
Income before income taxes	338	279
Federal, state and local income tax expense	(121)	(98)
Net income	$ 217	$ 181
Basic earnings per share	$ .56	$ .43
Diluted earnings per share	$ .55	$ .43

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

MACY'S, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(millions)

	13 Weeks Ended	
	May 4, 2013	**April 28, 2012**
Net income	$ 217	$ 181
Other comprehensive income:		
Amortization of net actuarial loss on post employment and postretirement benefit plans included in net income, before tax	38	38
Tax effect related to items of other comprehensive income	(14)	(15)
Total other comprehensive income, net of tax effect	24	23
Comprehensive income	$ 241	$ 204

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

MACY'S, INC.

CONSOLIDATED BALANCE SHEETS
(Unaudited)

(millions)

		May 4, 2013		February 2, 2013		April 28, 2012
ASSETS						
Current Assets:						
Cash and cash equivalents	$	1,752	$	1,836	$	1,891
Receivables		295		371		277
Merchandise inventories		5,631		5,308		5,465
Prepaid expenses and other current assets		388		361		400
Total Current Assets		8,066		7,876		8,033
Property and Equipment - net of accumulated depreciation and amortization of $6,148, $5,947 and $6,159		8,063		8,196		8,359
Goodwill		3,743		3,743		3,743
Other Intangible Assets – net		552		561		589
Other Assets		616		615		553
Total Assets	$	21,040	$	20,991	$	21,277
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current Liabilities:						
Short-term debt	$	124	$	124	$	313
Merchandise accounts payable		2,426		1,579		2,346
Accounts payable and accrued liabilities		2,134		2,610		2,225
Income taxes		91		355		104
Deferred income taxes		426		407		411
Total Current Liabilities		5,201		5,075		5,399
Long-Term Debt		6,797		6,806		6,644
Deferred Income Taxes		1,240		1,238		1,128
Other Liabilities		1,831		1,821		2,073
Shareholders' Equity		5,971		6,051		6,033
Total Liabilities and Shareholders' Equity	$	21,040	$	20,991	$	21,277

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

MACY'S, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(millions)

	13 Weeks Ended	
	May 4, 2013	April 28, 2012
Cash flows from operating activities:		
Net income	$ 217	$ 181
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	251	256
Stock-based compensation expense	17	21
Amortization of financing costs and premium on acquired debt	(2)	(5)
Changes in assets and liabilities:		
Decrease in receivables	78	95
Increase in merchandise inventories	(323)	(348)
(Increase) decrease in prepaid expenses and other current assets	(31)	61
Decrease in other assets not separately identified	1	21
Increase in merchandise accounts payable	754	720
Decrease in accounts payable and accrued liabilities not separately identified	(454)	(450)
Decrease in current income taxes	(264)	(267)
Increase (decrease) in deferred income taxes	5	(24)
Increase in other liabilities not separately identified	49	4
Net cash provided by operating activities	298	265
Cash flows from investing activities:		
Purchase of property and equipment	(65)	(168)
Capitalized software	(50)	(46)
Disposition of property and equipment	4	23
Other, net	4	(11)
Net cash used by investing activities	(107)	(202)
Cash flows from financing activities:		
Debt repaid	(5)	(795)
Dividends paid	(78)	(83)
Increase (decrease) in outstanding checks	44	(16)
Acquisition of treasury stock	(336)	(246)
Issuance of common stock	100	141
Net cash used by financing activities	(275)	(999)
Net decrease in cash and cash equivalents	(84)	(936)
Cash and cash equivalents beginning of period	1,836	2,827
Cash and cash equivalents end of period	$ 1,752	$ 1,891
Supplemental cash flow information:		
Interest paid	$ 70	$ 89
Interest received	—	1
Income taxes paid (net of refunds received)	333	328

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

1. Summary of Significant Accounting Policies

Nature of Operations

Macy's, Inc. and subsidiaries (the "Company") is an omnichannel retail organization operating stores and Internet websites under two brands (Macy's and Bloomingdale's) that sell a wide range of merchandise, including apparel and accessories (men's, women's and children's), cosmetics, home furnishings and other consumer goods. The Company's operations include approximately 840 stores, including twelve Bloomingdale's Outlets, in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com and bloomingdales.com. In addition, Bloomingdale's in Dubai, United Arab Emirates is operated under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC.

A description of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2013 (the "2012 10-K"). The accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto in the 2012 10-K.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions are subject to inherent uncertainties, which may result in actual amounts differing from reported amounts.

The Consolidated Financial Statements for the 13 weeks ended May 4, 2013 and April 28, 2012, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly, in all material respects, the consolidated financial position and results of operations of the Company.

Seasonality

Because of the seasonal nature of the retail business, the results of operations for the 13 weeks ended May 4, 2013 and April 28, 2012 (which do not include the Christmas season) are not necessarily indicative of such results for the full fiscal year.

Comprehensive Income

Total comprehensive income represents the change in equity during a period from sources other than transactions with shareholders and, as such, includes net income. For the Company, the only other component of total comprehensive income for the 13 weeks ended May 4, 2013 and April 28, 2012 is the amortization of post employment and postretirement plan items. These reclassifications out of accumulated other comprehensive loss are included in the computation of net period benefit costs and are included in selling, general and administrative expenses on the Consolidated Statements of Income. See Note 4, "Benefit Plans," for further information.

2. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	13 Weeks Ended					
	May 4, 2013			April 28, 2012		
	Net Income		Shares	Net Income		Shares
	(millions, except per share data)					
Net income and average number of shares outstanding	$ 217		387.0	$ 181		415.4
Shares to be issued under deferred compensation and other plans			1.2			1.7
	$ 217		388.2	$ 181		417.1
Basic earnings per share		$ .56			$ .43	
Effect of dilutive securities:						
Stock options, restricted stock and restricted stock units			6.3			7.2
	$ 217		394.5	$ 181		424.3
Diluted earnings per share		$ .55			$ .43	

In addition to the stock options, restricted stock and restricted stock units reflected in the foregoing tables, stock options to purchase 10.9 million shares of common stock, 237,000 shares of restricted stock and restricted stock units relating to 1.8 million shares of common stock were outstanding at May 4, 2013, but were not included in the computation of diluted earnings per share for the 13 weeks ended May 4, 2013 because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

In addition to the stock options, restricted stock and restricted stock units reflected in the foregoing tables, stock options to purchase 8.3 million shares of common stock, 250,000 shares of restricted stock and restricted stock units relating to 2.5 million shares of common stock were outstanding at April 28, 2012, but were not included in the computation of diluted earnings per share for the 13 weeks ended April 28, 2012 because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

3. Financing Activities

The following table shows the detail of debt repayments:

	13 Weeks Ended	
	May 4, 2013	April 28, 2012
	(millions)	
5.35% Senior notes due 2012	$ —	$ 616
8.0% Senior debentures due 2012	—	173
9.5% amortizing debentures due 2021	2	2
9.75% amortizing debentures due 2021	1	1
Capital leases and other obligations	2	3
	$ 5	$ 795

On March 29, 2012, the Company redeemed the $173 million of 8.0% senior debentures due July 15, 2012, as allowed under the terms of the indenture. The price for the redemption was calculated pursuant to the indenture and resulted in the recognition of additional interest expense of $4 million. In addition, the Company repaid $616 million of 5.35% senior notes due March 15, 2012 at maturity.

During the 13 weeks ended May 4, 2013, the Company repurchased approximately 8.4 million shares of its common stock pursuant to existing stock purchase authorizations for a total of approximately $360 million. As of May 4, 2013, the Company had $1,142 million of authorization remaining under its share repurchase program. On May 14, 2013, the Company's board of directors approved an additional $1,500 million in authorization to purchase common stock, bringing the Company's remaining authorization under its share repurchase program including this increase to $2,642 million. The Company may continue or, from time to time, suspend repurchases of shares under its share repurchase program, depending on prevailing market conditions, alternate uses of capital and other factors.

The Company entered into a credit agreement with certain financial institutions on May 10, 2013 providing for revolving credit borrowings and letters of credit in an aggregate amount not to exceed $1,500 million (which may be increased to $1,750 million at the option of the Company, subject to the willingness of existing or new lenders to provide commitments for such additional financing) outstanding at any particular time. This agreement is set to expire May 10, 2018 and replaces a $1,500 million facility which was set to expire June 20, 2015. As of and during the 13 weeks ended May 4, 2013, the Company had no borrowings outstanding under its then existing credit agreement, and as of the date of this report, the Company does not expect to borrow under its new credit agreement during fiscal 2013.

4. Benefit Plans

The Company has a funded defined benefit plan ("Pension Plan") and a defined contribution plan, which cover substantially all employees who work 1,000 hours or more in a year. Effective January 1, 2012, the Pension Plan was closed to new participants, with limited exceptions. The Company also has an unfunded defined benefit supplementary retirement plan ("SERP"), which provides benefits, for certain employees, in excess of qualified plan limitations. Effective January 2, 2012, the SERP was closed to new participants. After December 31, 2013, with limited exceptions, employees will no longer earn future pension service credits under the Pension Plan and SERP, and retirement benefits attributable to service after that date will be provided solely through defined contribution plans.

In addition, certain retired employees currently are provided with specified health care and life insurance benefits ("Postretirement Obligations"). Eligibility requirements for such benefits vary, but generally state that benefits are available to eligible employees who were hired prior to a certain date and retire after a certain age with specified years of service. Certain employees are subject to having such benefits modified or terminated.

In March 2010, President Obama signed into law the "Patient Protection and Affordable Care Act" and the "Health Care and Education Affordability Reconciliation Act of 2010" (the "2010 Acts"). The 2010 Acts contain provisions which impact the accounting for postretirement obligations. Based on the analysis to date, the impact of the provisions in the 2010 Acts on the Company's postretirement obligations has not and is not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows. The Company continues to evaluate the impact of the 2010 Acts on the active and retiree benefit plans offered by the Company.

The actuarially determined components of the net periodic benefit cost are as follows:

	13 Weeks Ended	
	May 4, 2013	April 28, 2012
	(millions)	
Pension Plan		
Service cost	$ 28	$ 28
Interest cost	36	39
Expected return on assets	(60)	(63)
Recognition of net actuarial loss	35	35
Amortization of prior service credit	—	—
	$ 39	$ 39
Supplementary Retirement Plan		
Service cost	$ 2	$ 2
Interest cost	8	8
Recognition of net actuarial loss	4	4
Amortization of prior service credit	—	—
	$ 14	$ 14
Postretirement Obligations		
Service cost	$ —	$ —
Interest cost	3	3
Recognition of net actuarial gain	(1)	(1)
Amortization of prior service cost	—	—
	$ 2	$ 2

5. Fair Value Measurements

The following table shows the Company's financial assets that are required to be measured at fair value on a recurring basis, by level within the hierarchy as defined by applicable accounting standards:

	May 4, 2013				April 28, 2012			
		Fair Value Measurements				Fair Value Measurements		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(millions)							
Marketable equity and debt securities	$ 64	$ —	$ 64	$ —	$ 76	$ —	$ 76	$ —

Other financial instruments not measured at fair value on a recurring basis include cash and cash equivalents, receivables, short-term debt, merchandise accounts payable, accounts payable and accrued liabilities and long-term debt. With the exception of long-term debt, the carrying amount approximates fair value because of the short maturity of these instruments. The fair values of long-term debt, excluding capitalized leases, are generally estimated based on quoted market prices for identical or similar instruments, and are classified as Level 2 measurements within the hierarchy as defined by applicable accounting standards.

The following table shows the estimated fair value of the Company's long-term debt:

	May 4, 2013			April 28, 2012		
	Notional Amount	Carrying Amount	Fair Value	Notional Amount	Carrying Amount	Fair Value
	(millions)					
Long-term debt	$ 6,578	$ 6,765	$ 7,536	$ 6,399	$ 6,609	$ 7,312

6. Condensed Consolidating Financial Information

Certain debt obligations of the Company, which constitute debt obligations of Macy's Retail Holdings, Inc. ("Subsidiary Issuer"), a 100%-owned subsidiary of Macy's, Inc. ("Parent"), are fully and unconditionally guaranteed by Parent. In the following condensed consolidating financial statements, "Other Subsidiaries" includes all other direct subsidiaries of Parent, including FDS Bank, West 34th Street Insurance Company (prior to a merger, known separately as Leadville Insurance Company and Snowdin Insurance Company) and its subsidiary West 34th Street Insurance Company New York, Macy's Merchandising Corporation, Macy's Merchandising Group, Inc. and its subsidiaries Macy's Merchandising Group (Hong Kong) Limited, Macy's Merchandising Group Procurement, LLC, Macy's Merchandising Group International, LLC, and Macy's Merchandising Group International (Hong Kong) Limited. "Subsidiary Issuer" includes operating divisions and non-guarantor subsidiaries of the Subsidiary Issuer on an equity basis. The assets and liabilities and results of operations of the non-guarantor subsidiaries of the Subsidiary Issuer are also reflected in "Other Subsidiaries."

Condensed Consolidating Balance Sheets as of May 4, 2013, April 28, 2012 and February 2, 2013, the related Condensed Consolidating Statements of Comprehensive Income for the 13 weeks ended May 4, 2013 and April 28, 2012, and the related Condensed Consolidating Statements of Cash Flows for the 13 weeks ended May 4, 2013 and April 28, 2012 are presented on the following pages.

Condensed Consolidating Balance Sheet
As of May 4, 2013
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	$ 1,404	$ 43	$ 305	$ —	$ 1,752
Receivables	—	50	245	—	295
Merchandise inventories	—	2,909	2,722	—	5,631
Prepaid expenses and other current assets	—	89	299	—	388
Income taxes	36	—	—	(36)	—
Total Current Assets	1,440	3,091	3,571	(36)	8,066
Property and Equipment – net	—	4,583	3,480	—	8,063
Goodwill	—	3,315	428	—	3,743
Other Intangible Assets – net	—	116	436	—	552
Other Assets	4	69	543	—	616
Intercompany Receivable	566	—	3,095	(3,661)	—
Investment in Subsidiaries	4,109	2,660	—	(6,769)	—
Total Assets	$ 6,119	$ 13,834	$ 11,553	$ (10,466)	$ 21,040
LIABILITIES AND SHAREHOLDERS’ EQUITY:					
Current Liabilities:					
Short-term debt	$ —	$ 122	$ 2	$ —	$ 124
Merchandise accounts payable	—	1,124	1,302	—	2,426
Accounts payable and accrued liabilities	71	821	1,242	—	2,134
Income taxes	—	49	78	(36)	91
Deferred income taxes	—	324	102	—	426
Total Current Liabilities	71	2,440	2,726	(36)	5,201
Long-Term Debt	—	6,774	23	—	6,797
Intercompany Payable	—	3,661	—	(3,661)	—
Deferred Income Taxes	8	433	799	—	1,240
Other Liabilities	69	605	1,157	—	1,831
Shareholders' Equity (Deficit)	5,971	(79)	6,848	(6,769)	5,971
Total Liabilities and Shareholders' Equity	$ 6,119	$ 13,834	$ 11,553	$ (10,466)	$ 21,040

Condensed Consolidating Statement of Comprehensive Income
For the 13 Weeks Ended May 4, 2013
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$ 3,034	$ 5,548	$ (2,195)	$ 6,387
Cost of sales	—	(1,897)	(4,196)	2,182	(3,911)
Gross margin	—	1,137	1,352	(13)	2,476
Selling, general and administrative expenses	(3)	(1,050)	(1,001)	13	(2,041)
Operating income (loss)	(3)	87	351	—	435
Interest (expense) income, net:					
External	—	(97)	—	—	(97)
Intercompany	—	(40)	40	—	—
Equity in earnings of subsidiaries	219	55	—	(274)	—
Income before income taxes	216	5	391	(274)	338
Federal, state and local income tax benefit (expense)	1	27	(149)	—	(121)
Net income	$ 217	$ 32	$ 242	$ (274)	$ 217
Comprehensive income	$ 241	$ 56	$ 252	$ (308)	$ 241

Condensed Consolidating Statement of Cash Flows
For the 13 Weeks Ended May 4, 2013
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income	$ 217	$ 32	$ 242	$ (274)	$ 217
Equity in earnings of subsidiaries	(219)	(55)	—	274	—
Dividends received from subsidiaries	161	—	—	(161)	—
Depreciation and amortization	—	118	133	—	251
(Increase) decrease in working capital	(31)	81	(290)	—	(240)
Other, net	9	48	13	—	70
Net cash provided by operating activities	137	224	98	(161)	298
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(43)	(68)	—	(111)
Other, net	—	—	4	—	4
Net cash used by investing activities	—	(43)	(64)	—	(107)
Cash flows from financing activities:					
Debt repaid	—	(5)	—	—	(5)
Dividends paid	(78)	—	(161)	161	(78)
Common stock acquired, net of issuance of common stock	(236)	—	—	—	(236)
Intercompany activity, net	91	(173)	82	—	—
Other, net	(48)	(1)	93	—	44
Net cash provided (used) by financing activities	(271)	(179)	14	161	(275)
Net increase (decrease) in cash and cash equivalents	(134)	2	48	—	(84)
Cash and cash equivalents at beginning of period	1,538	41	257	—	1,836
Cash and cash equivalents at end of period	$ 1,404	$ 43	$ 305	$ —	$ 1,752

Condensed Consolidating Balance Sheet
As of April 28, 2012
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	$ 1,520	$ 36	$ 335	$ —	$ 1,891
Receivables	—	46	231	—	277
Merchandise inventories	—	2,840	2,625	—	5,465
Prepaid expenses and other current assets	—	89	311	—	400
Income taxes	43	—	—	(43)	—
Total Current Assets	1,563	3,011	3,502	(43)	8,033
Property and Equipment – net	—	4,736	3,623	—	8,359
Goodwill	—	3,315	428	—	3,743
Other Intangible Assets – net	—	145	444	—	589
Other Assets	4	70	479	—	553
Intercompany Receivable	1,398	—	2,754	(4,152)	—
Investment in Subsidiaries	3,228	2,508	—	(5,736)	—
Total Assets	$ 6,193	$ 13,785	$ 11,230	$ (9,931)	$ 21,277
LIABILITIES AND SHAREHOLDERS’ EQUITY:					
Current Liabilities:					
Short-term debt	$ —	$ 310	$ 3	$ —	$ 313
Merchandise accounts payable	—	1,106	1,240	—	2,346
Accounts payable and accrued liabilities	120	871	1,234	—	2,225
Income taxes	—	18	129	(43)	104
Deferred income taxes	—	313	98	—	411
Total Current Liabilities	120	2,618	2,704	(43)	5,399
Long-Term Debt	—	6,619	25	—	6,644
Intercompany Payable	—	4,152	—	(4,152)	—
Deferred Income Taxes	7	341	780	—	1,128
Other Liabilities	33	795	1,245	—	2,073
Shareholders' Equity (Deficit)	6,033	(740)	6,476	(5,736)	6,033
Total Liabilities and Shareholders' Equity	$ 6,193	$ 13,785	$ 11,230	$ (9,931)	$ 21,277

Condensed Consolidating Statement of Comprehensive Income
For the 13 Weeks Ended April 28, 2012
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	$ —	$ 3,041	$ 5,144	$ (2,042)	$ 6,143
Cost of sales	—	(1,956)	(3,829)	2,028	(3,757)
Gross margin	—	1,085	1,315	(14)	2,386
Selling, general and administrative expenses	(2)	(1,060)	(947)	14	(1,995)
Operating income (loss)	(2)	25	368	—	391
Interest (expense) income, net:					
External	1	(113)	—	—	(112)
Intercompany	(1)	(35)	36	—	—
Equity in earnings of subsidiaries	183	63	—	(246)	—
Income (loss) before income taxes	181	(60)	404	(246)	279
Federal, state and local income tax benefit (expense)	—	35	(133)	—	(98)
Net income (loss)	$ 181	$ (25)	$ 271	$ (246)	$ 181
Comprehensive income (loss)	$ 204	$ (2)	$ 281	$ (279)	$ 204

Condensed Consolidating Statement of Cash Flows
For the 13 Weeks Ended April 28, 2012
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income (loss)	$ 181	$ (25)	$ 271	$ (246)	$ 181
Equity in earnings of subsidiaries	(183)	(63)	—	246	—
Dividends received from subsidiaries	188	—	—	(188)	—
Depreciation and amortization	—	118	138	—	256
(Increase) decrease in working capital	(104)	85	(170)	—	(189)
Other, net	2	38	(23)	—	17
Net cash provided by operating activities	84	153	216	(188)	265
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(23)	(168)	—	(191)
Other, net	—	—	(11)	—	(11)
Net cash used by investing activities	—	(23)	(179)	—	(202)
Cash flows from financing activities:					
Debt repaid	—	(794)	(1)	—	(795)
Dividends paid	(83)	—	(188)	188	(83)
Common stock acquired, net of issuance of common stock	(105)	—	—	—	(105)
Intercompany activity, net	(865)	666	199	—	—
Other, net	(44)	(4)	32	—	(16)
Net cash provided (used) by financing activities	(1,097)	(132)	42	188	(999)
Net increase (decrease) in cash and cash equivalents	(1,013)	(2)	79	—	(936)
Cash and cash equivalents at beginning of period	2,533	38	256	—	2,827
Cash and cash equivalents at end of period	$ 1,520	$ 36	$ 335	$ —	$ 1,891

Condensed Consolidating Balance Sheet
As of February 2, 2013
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	$ 1,538	$ 41	$ 257	$ —	$ 1,836
Receivables	—	58	313	—	371
Merchandise inventories	—	2,804	2,504	—	5,308
Prepaid expenses and other current assets	—	97	264	—	361
Income taxes	30	—	—	(30)	—
Total Current Assets	1,568	3,000	3,338	(30)	7,876
Property and Equipment – net	—	4,649	3,547	—	8,196
Goodwill	—	3,315	428	—	3,743
Other Intangible Assets – net	—	124	437	—	561
Other Assets	3	71	541	—	615
Intercompany Receivable	641	—	3,190	(3,831)	—
Investment in Subsidiaries	4,027	2,595	—	(6,622)	—
Total Assets	$ 6,239	$ 13,754	$ 11,481	$ (10,483)	$ 20,991
LIABILITIES AND SHAREHOLDERS’ EQUITY:					
Current Liabilities:					
Short-term debt	$ —	$ 121	$ 3	$ —	$ 124
Merchandise accounts payable	—	733	846	—	1,579
Accounts payable and accrued liabilities	119	1,023	1,468	—	2,610
Income taxes	—	69	316	(30)	355
Deferred income taxes	—	323	84	—	407
Total Current Liabilities	119	2,269	2,717	(30)	5,075
Long-Term Debt	—	6,783	23	—	6,806
Intercompany Payable	—	3,831	—	(3,831)	—
Deferred Income Taxes	11	410	817	—	1,238
Other Liabilities	58	596	1,167	—	1,821
Shareholders' Equity (Deficit)	6,051	(135)	6,757	(6,622)	6,051
Total Liabilities and Shareholders' Equity	$ 6,239	$ 13,754	$ 11,481	$ (10,483)	$ 20,991

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

For purposes of the following discussion, all references to " first quarter of 2013" and "first quarter of 2012" are to the Company's 13-week fiscal periods ended May 4, 2013 and April 28, 2012, respectively.

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes included elsewhere in this report, as well as the financial and other information included in the 2012 10-K. The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs. The Company's actual results could materially differ from those discussed in these forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those discussed below and elsewhere in this report (particularly in "Forward-Looking Statements") and in the 2012 10-K (particularly in "Risk Factors").

Overview

The Company is an omnichannel retail organization operating stores and websites under two brands (Macy's and Bloomingdale's) that sell a wide range of merchandise, including apparel and accessories (men's, women's and children's), cosmetics, home furnishings and other consumer goods. The Company's operations include approximately 840 stores, including twelve Bloomingdale's Outlets, in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com and bloomingdales.com. In addition, Bloomingdale's in Dubai, United Arab Emirates is operated under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC.

The Company is focused on three key strategies for continued growth in sales, earnings and cash flow in the years ahead: (i) maximizing the My Macy's localization initiative; (ii) driving the omnichannel business; and (iii) embracing customer centricity, including engaging customers on the selling floor through the MAGIC Selling program.

Through the My Macy's localization initiative, the Company has invested in talent, technology and marketing which ensures that core customers surrounding each Macy's store find merchandise assortments, size ranges, marketing programs and shopping experiences that are custom-tailored to their needs. My Macy's has provided for more local decision-making in every Macy's community, and involves tailoring merchandise assortments, space allocations, service levels, visual merchandising and special events on a store-by-store basis.

The Company's omnichannel strategy allows customers to shop seamlessly in stores, online and via mobile devices. A pivotal part of the omnichannel strategy is the Company's ability to allow associates in any store to sell a product that may be unavailable locally by selecting merchandise from other stores or online fulfillment centers for shipment to the customer's door. Likewise, the Company's online fulfillment centers can draw on store inventories nationwide to fill orders that originate on the Internet or via mobile devices. By the end of fiscal 2013, approximately 500 Macy's stores are expected to be fulfilling orders from other stores, the Internet and mobile devices, compared to 292 stores as of February 2, 2013.

Macy's MAGIC Selling program is an approach to customer engagement that helps Macy's to better understand the needs of customers, as well as to provide options and advice. This comprehensive ongoing training and coaching program is designed to improve the in-store shopping experience.

During the first quarter of 2012, the Company opened two new Macy's stores. During the first quarter of 2013, the Company opened one new Macy's store and also expanded into an additional Macy's location in an existing mall. The Company intends to open one additional new Macy's store, a Macy's replacement store, a new Bloomingdale's store, and a Bloomingdale's Outlet store in the remainder of fiscal 2013.

The Company's operations are impacted by competitive pressures from department stores, specialty stores, mass merchandisers, Internet websites and all other retail channels. The Company's operations are also impacted by general consumer spending levels, including the impact of general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of weather or natural disasters and other factors over which the Company has little or no control.

In recent years, consumer spending levels have been affected to varying degrees by a number of factors, including modest economic growth, a slowly improving housing market, a rising stock market, uncertainty regarding governmental spending and tax policies, high unemployment levels and tightened consumer credit. These factors have affected to varying degrees the amount of funds that consumers are willing and able to spend for discretionary purchases, including purchases of some of the merchandise offered by the Company.

The effects of economic conditions have been, and may continue to be, experienced differently, or at different times, in the various geographic regions in which the Company operates, in relation to the different types of merchandise that the Company offers for sale, or in relation to the Company's Macy's-branded and Bloomingdale's-branded operations. All economic conditions, however, ultimately affect the Company's overall operations.

Results of Operations

	First Quarter of 2013		First Quarter of 2012	
	Amount	% to Sales	Amount	% to Sales
	(dollars in millions, except per share figures)			
Net sales	$ 6,387		$ 6,143	
Increase in sales	4.0 %		4.3 %	
Increase in comparable sales	3.8 %		4.4 %	
Cost of sales	(3,911)	(61.2) %	(3,757)	(61.2) %
Gross margin	2,476	38.8 %	2,386	38.8 %
Selling, general and administrative expenses	(2,041)	(32.0) %	(1,995)	(32.4) %
Operating income	435	6.8 %	391	6.4 %
Interest expense - net	(97)		(112)	
Income before income taxes	338		279	
Federal, state and local income tax expense	(121)		(98)	
Net income	$ 217	3.4 %	$ 181	3.0 %
Diluted earnings per share	$ 0.55		$ 0.43	

Comparison of the First Quarter of 2013 and the First Quarter of 2012

Net Income

Net income for the first quarter of 2013 increased compared to net income for the first quarter of 2012, reflecting the benefits of the key strategies at Macy's.

Net Sales

Net sales for the first quarter of 2013 increased $244 million or 4.0% compared to the first quarter of 2012. On a comparable basis, net sales for the first quarter of 2013 were up 3.8% compared to the first quarter of 2012. The Company continues to benefit from the successful execution of the My Macy's localization, Omnichannel and MAGIC selling strategies. Geographically, sales in the first quarter of 2013 were strongest in the southern regions. By family of business, sales in the first quarter of 2013 were strongest in handbags, watches, active apparel, men's, home textiles, luggage, furniture and mattresses. Sales in the first quarter of 2013 were less strong in women's apparel and the millennial businesses. The Company calculates comparable sales as sales from stores in operation throughout 2012 and 2013 and all Internet sales. Comparable sales exclude licensed department income, shipping and handling fees, sales of private brand goods directly to third party retailers and sales of excess inventory to third parties. Stores undergoing remodeling, expansion or relocation remain in the comparable sales calculation unless the store is closed for a significant period of time. Definitions and calculations of comparable sales figures differ among companies in the retail industry.

Cost of Sales

Cost of sales for the first quarter of 2013 increased $154 million from the first quarter of 2012 and was flat as a percent to net sales compared to the first quarter of 2012. The application of the last-in, first-out (LIFO) retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales in either period.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the first quarter of 2013 increased $46 million or 2.3% from the first quarter of 2012. The SG&A rate as a percent to net sales was 40 basis points lower in the first quarter of 2013, as compared to the first quarter of 2012, reflecting increased net sales. SG&A expenses in the first quarter of 2013 were impacted by higher selling costs as a result of stronger sales and continued investments in the Company's omnichannel operations, partially offset by higher income from credit operations. Income from credit operations was $166 million in the first quarter of 2013, compared to $143 million in the first quarter of 2012, reflecting continued improvement in collection rates. The Company expects to continue to experience higher income from credit operations in the near term, however the increase is expected to be lower in the third and fourth quarters of 2013 as compared to the first and second quarters of 2013.

Net Interest Expense

Net interest expense for the first quarter of 2013 decreased $15 million from the first quarter of 2012. Net interest expense for the first quarter of 2013 benefited from lower levels of borrowings and lower rates on outstanding borrowings as compared to the first quarter of 2012.

Effective Tax Rate

The Company's effective tax rate of 35.8% for the first quarter of 2013 and 34.9% for the first quarter of 2012 differ from the federal income tax statutory rate of 35%, and on a comparative basis, principally because of the effect of state and local income taxes, including the settlement of various tax issues and tax examinations.

Liquidity and Capital Resources

The Company's principal sources of liquidity are cash from operations, cash on hand and the credit facility described below.

Operating Activities

Net cash provided by operating activities in the first quarter of 2013 was $298 million, compared to $265 million provided in the first quarter of 2012, reflecting higher net income in the first quarter of 2013.

Investing Activities

Net cash used by investing activities was $107 million for the first quarter of 2013, compared to net cash used by investing activities of $202 million for the first quarter of 2012. Investing activities for the first quarter of 2013 include purchases of property and equipment totaling $65 million and capitalized software of $50 million, compared to purchases of property and equipment totaling $168 million and capitalized software of $46 million for the first quarter of 2012. Purchases of property and equipment during the first quarter of 2012 included the purchase of two parcels of the Macy's flagship Union Square location in San Francisco.

Financing Activities

Net cash used by the Company for financing activities was $275 million for the first quarter of 2013, including $336 million for the acquisition of the Company's common stock, primarily under its share repurchase program, the payment of $78 million of cash dividends and the repayment of $5 million of debt, partially offset by $100 million from the issuance of common stock, primarily related to the exercise of stock options, and an increase in outstanding checks of $44 million.

During the first quarter of 2013, the Company repurchased approximately 8.4 million shares of its common stock pursuant to existing stock purchase authorizations for a total of approximately $360 million. As of May 4, 2013, the Company had $1,142 million of authorization remaining under its share repurchase program. On May 14, 2013, the Company's board of directors approved an additional $1,500 million in authorization to purchase common stock, bringing the Company's remaining authorization under its share repurchase program including this increase to $2,642 million. The Company may continue or, from time to time, suspend repurchases of shares under its share repurchase program, depending on prevailing market conditions, alternate uses of capital and other factors.

Net cash used by the Company for financing activities was $999 million for the first quarter of 2012, and included the repayment of $795 million of debt, $246 million for the acquisition of the Company's common stock under its share repurchase program and to cover employee tax liabilities related to stock plan activity, the payment of $83 million of cash dividends, and a decrease in outstanding checks of $16 million, partially offset by the issuance of $141 million of common stock, primarily related to the exercise of stock options. The debt repaid during the first quarter of 2012 included $616 million of 5.35% senior notes due March 15, 2012 paid at maturity and the early redemption on March 29, 2012 of $173 million of 8.0% senior debentures due July 15, 2012.

As of May 4, 2013, the Company was a party to a credit agreement with certain financial institutions providing for revolving credit borrowings and letters of credit in an aggregate amount not to exceed $1,500 million (which amount may be increased to $1,750 million at the option of the Company, subject to the willingness of existing or new lenders to provide commitments for such additional financing) outstanding at any particular time.

The Company entered into a new credit agreement with certain financial institutions on May 10, 2013 providing for revolving credit borrowings and letters of credit in an aggregate amount not to exceed $1,500 million (which may be increased to $1,750 million at the option of the Company, subject to the willingness of existing or new lenders to provide commitments for such additional financing) outstanding at any particular time. This agreement is set to expire May 10, 2018 and replaces the prior agreement which was set to expire June 20, 2015. As of May 4, 2013 and throughout all of the first quarter of 2013, the Company had no borrowings outstanding under its then existing credit agreement, and as of the date of this report, the Company does not expect to borrow under its new credit agreement during fiscal 2013.

The credit agreements require the Company to maintain a specified interest coverage ratio for the latest four quarters of no less than 3.25 and a specified leverage ratio as of and for the latest four quarters of no more than 3.75. The Company's interest coverage ratio for the first quarter of 2013 was 8.77 and its leverage ratio at May 4, 2013 was 1.79, in each case as calculated in accordance with the credit agreement.

On May 14, 2013, the Company's board of directors declared a quarterly dividend of 25 cents per share on its common stock, payable July 1, 2013 to Macy's shareholders of record at the close of business on June 14, 2013. This dividend is an increase from the previous quarterly dividend rate of 20 cents per share and represents the third increase in the dividend in the past two years.

Liquidity and Capital Resources Outlook

Management believes that, with respect to the Company's current operations, cash on hand and funds from operations, together with its credit facility and other capital resources, will be sufficient to cover the Company's reasonably foreseeable working capital, capital expenditure and debt service requirements and other cash requirements in both the near term and over the longer term. The Company's ability to generate funds from operations may be affected by numerous factors, including general economic conditions and levels of consumer confidence and demand; however, the Company expects to be able to manage its working capital levels and capital expenditure amounts so as to maintain sufficient levels of liquidity. To the extent that the Company's cash balances from time to time exceed amounts that are needed to fund its immediate liquidity requirements, the Company will consider alternative uses of some or all of such excess cash. Such alternative uses may include, among others, the redemption or repurchase of debt, equity or other securities through open market purchases, privately negotiated transactions or otherwise, and the funding of pension related obligations. Depending upon its actual and anticipated sources and uses of liquidity, conditions in the capital markets and other factors, the Company will from time to time consider the issuance of debt or other securities, or other possible capital markets transactions, for the purpose of raising capital which could be used to refinance current indebtedness or for other corporate purposes including the redemption or repurchase of debt, equity or other securities through open market purchases, privately negotiated transactions or otherwise, and the funding of pension related obligations.

The Company intends from time to time to consider additional acquisitions of, and investments in, retail businesses and other complementary assets and companies. Acquisition transactions, if any, are expected to be financed from one or more of the following sources: cash on hand, cash from operations, borrowings under existing or new credit facilities and the issuance of long-term debt or other securities, including common stock.

Item 4. Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer have carried out, as of May 4, 2013, with the participation of the Company's management, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in reports the Company files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC rules and forms, and that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal controls over financial reporting that occurred during the Company's most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

On October 3, 2007, Ebrahim Shanehchian, an alleged participant in the Macy's, Inc. Profit Sharing 401(k) Investment Plan (now known as the Macy's, Inc. 401(k) Retirement Investment Plan) (the "401(k) Plan"), filed a lawsuit in the United States District Court for the Southern District of Ohio on behalf of persons who participated in the 401(k) Plan and The May Department Stores Company Profit Sharing Plan (the "May Plan") between February 27, 2005 and the present. The lawsuit has been conditionally certified as a class action. The complaint alleges that the Company, as well as members of the Company's board of directors and certain members of senior management, breached various fiduciary duties owed under the Employee Retirement Income Security Act ("ERISA") to participants in the 401(k) Plan and the May Plan, by making false and misleading statements regarding the Company's business, operations and prospects in relation to the integration of the acquired May operations, resulting in supposed "artificial inflation" of the Company's stock price and "imprudent investment" by the 401(k) Plan and the May Plan in Macy's stock. The plaintiff seeks an unspecified amount of compensatory damages and costs. The parties have reached an agreement to settle the matter. On May 8, 2013, the court granted final approval of the settlement terms and entered a judgment terminating the litigation.

The Company and its subsidiaries are also involved in various proceedings that are incidental to the normal course of their businesses. As of the date of this report, the Company does not expect that any of such proceedings will have a material adverse effect on the Company's financial position or results of operations.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described in Part I, "Item 1A. Risk Factors" in the Company's Annual Report of Form 10-K for the fiscal year ended February 2, 2013 as filed with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding the Company's purchases of Common Stock during the first quarter of 2013.

	Total Number of Shares Purchased	Average Price per Share ($)	Number of Shares Purchased under Program (1)	Open Authorization Remaining (1)($)
	(thousands)		(thousands)	(millions)
February 3, 2013 – March 2, 2013	—	—	—	1,502
March 3, 2013 – April 6, 2013	4,542	41.99	4,531	1,312
April 7, 2013 – May 4, 2013	3,830	44.29	3,829	1,142
	8,372	43.05	8,360	

(1) Commencing in January 2000, the Company's board of directors has from time to time approved authorizations to purchase, in the aggregate, up to $12,000 million of Common Stock as of May 4, 2013. All authorizations are cumulative and do not have an expiration date. As of May 4, 2013, $1,142 million of authorization remained unused. On May 14, 2013, the Company's board of directors approved an additional $1,500 million in authorization to purchase common stock, bringing the Company's remaining authorization under its share repurchase program including this increase to $2,642 million. The Company may continue, discontinue or resume purchases of Common Stock under these or possible future authorizations in the open market, in privately negotiated transactions or otherwise at any time and from time to time without prior notice.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Forward-Looking Statements

This report and other reports, statements and information previously or subsequently filed by the Company with the Securities and Exchange Commission (the "SEC") contain or may contain forward-looking statements. Such statements are based upon the beliefs and assumptions of, and on information available to, the management of the Company at the time such statements are made. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (i) statements preceded by, followed by or that include the words "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "think," "estimate" or "continue" or the negative or other variations thereof, and (ii) statements regarding matters that are not historical facts. Such forward-looking statements are subject to various risks and uncertainties, including risks and uncertainties relating to:

- the possible invalidity of the underlying beliefs and assumptions;
- competitive pressures from department and specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, and all other retail channels, including the Internet, mail-order catalogs and television;
- general consumer-spending levels, including the impact of general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of the weather or natural disasters;
- conditions to, or changes in the timing of, proposed transactions and changes in expected synergies, cost savings and non-recurring charges;
- possible changes or developments in social, economic, business, industry, market, legal and regulatory circumstances and conditions;
- possible actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, competitors and legislative, regulatory, judicial and other governmental authorities and officials;
- changes in relationships with vendors and other product and service providers;
- currency, interest and exchange rates and other capital market, economic and geo-political conditions;
- severe or unseasonable weather, possible outbreaks of epidemic or pandemic diseases and natural disasters;
- unstable political conditions, civil unrest, terrorist activities and armed conflicts;
- the possible inability of the Company's manufacturers to deliver products in a timely manner or meet the Company's quality standards;
- the Company's reliance on foreign sources of production, including risks related to the disruption of imports by labor disputes, regional health pandemics, and regional political and economic conditions;
- duties, taxes, other charges and quotas on imports; and
- possible systems failures and/or security breaches, including, any security breach that results in the theft, transfer or unauthorized disclosure of customer, employee or company information, or the failure to comply with various laws applicable to the Company in the event of such a breach.

In addition to any risks and uncertainties specifically identified in the text surrounding such forward-looking statements, the statements in the immediately preceding sentence and the statements under captions such as "Risk Factors" and "Special Considerations" in reports, statements and information filed by the Company with the SEC from time to time constitute cautionary statements identifying important factors that could cause actual amounts, results, events and circumstances to differ materially from those expressed in or implied by such forward-looking statements.

Item 6. Exhibits.

10.1	Credit Agreement, dated as of May 10, 2013, among Macy's, Inc. (the "Company"), Macy's Retail Holdings, Inc. ("Macy's Retail"), the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent and paying agent, and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.01 to the Company's Current Report on Form 8-K dated May 14, 2013)
10.1.1	Amendment, dated as of May 30, 2013, to the Credit Agreement, among Macy's Retail and JPMorgan Chase Bank, N.A. and Bank of America, N.A., as Administrative Agents
10.2	Guarantee Agreement, dated as of May 10, 2013, among the Company, Macy's Retail and JPMorgan Chase Bank, N.A., as paying agent (incorporated by reference to Exhibit 10.02 to the Company's Current Report on Form 8-K dated May 14, 2013)
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
32.1	Certification by Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act
32.2	Certification by Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act
101**	The following financial statements from Macy's, Inc.'s Quarterly Report on Form 10-Q for the quarter ended May 4, 2013, filed on June 10, 2013, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail.

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** As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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, thereunto duly authorized.

MACY'S, INC.

By: /s/ DENNIS J. BRODERICK

Dennis J. Broderick
Executive Vice President, General Counsel and Secretary

By: /s/ JOEL A. BELSKY

Joel A. Belsky
Executive Vice President and Controller
(Principal Accounting Officer)

Date: June 10, 2013

Exhibit 10.1.1

EXECUTION VERSION

AMENDMENT dated as of May 30, 2013 (this "Amendment"), to the Credit Agreement referred to below, among MACY'S RETAIL HOLDINGS, INC. (the "Borrower"), and JPMORGAN CHASE BANK, N.A. and BANK OF AMERICA, N.A., as Administrative Agents (together, the "Administrative Agent").

Reference is made to the Credit Agreement dated as of May 10, 2013, among the Borrower, Parent, the Lenders party thereto, the Administrative Agent and the Paying Agent (the "Credit Agreement"). Capitalized terms used but not defined herein shall have the meanings specified in the Credit Agreement.

WHEREAS pursuant to Section 9.02(b)(B) of the Credit Agreement, any provision of the Credit Agreement may be amended by an agreement in writing entered into by the Borrower and the Administrative Agent to cure any ambiguity, omission, defect or inconsistency; and

WHEREAS the Borrower and the Administrative Agent have agreed, upon the terms and subject to the conditions set forth herein, that the Credit Agreement be amended as provided herein in accordance with Section 9.02(b)(B) of the Credit Agreement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties hereto hereby agree as follows:

SECTION 1. Amendment to the Credit Agreement. The definition of "Consolidated EBITDA" is hereby amended so that clause (b)(iii) of such definition is replaced in its entirety by the following:

"(iii) any payments made during such period that were added as a non-cash charge in a previous period pursuant to clause (a)(vi) above,".

SECTION 2. Governing Law. This Amendment and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Amendment shall be governed by, and construed in accordance with, the law of the State of New York.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of the day and year first above written.

Macy's Retail holdings, Inc.,
by

/s/ Karen Hoguet
Name: Karen M. Hoguet
Title: Vice President

JPMORGAN CHASE BANK, N.A., as Administrative Agent,
by

/s/ Sarah L. Freedman
Name: Sarah L. Freedman
Title: Executive Director

Bank of America, N.A., as Administrative Agent,
by

/s/ Jaime C. Eng
Name: Jaime C. Eng
Title: Vice President

Exhibit 31.1

CERTIFICATION

I, Terry J. Lundgren, certify that:

1 I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 10, 2013 /s/ Terry J. Lundgren____

Terry J. Lundgren
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Karen M. Hoguet, certify that:

1 I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 10, 2013

/s/ Karen M. Hoguet______

Karen M. Hoguet
Chief Financial Officer

Exhibit 32.1

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended May 4, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: June 10, 2013

/s/ Terry J. Lundgren__

Name: Terry J. Lundgren
Title: Chief Executive Officer

Exhibit 32.2

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended May 4, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to her knowledge:

1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: June 10, 2013

/s/ Karen M. Hoguet__________

Name: Karen M. Hoguet
Title: Chief Financial Officer