

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: March 27, 2015

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On March 27, 2015, the Board of Directors of Macy's, Inc. ("Macy's") elected John A. Bryant to serve as a non-employee member of Macy's Board of Directors, effective immediately. Mr. Bryant is the Chairman, President and Chief Executive Officer of Kellogg Company. The Board also nominated Mr. Bryant for election as a director at the 2015 annual meeting of shareholders, which will be held on May 15, 2015. In addition, the Board appointed Mr. Bryant to the Audit Committee of the Board.

Mr. Bryant will participate in the standard non-employee director compensation arrangements described in the proxy statement for Macy's May 16, 2014 Annual Meeting of Shareholders under the caption "Further Information Concerning the Board of Directors."

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits
- 99.1 Press Release of Macy's dated March 27, 2015.

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: March 27, 2015

By: /s/ Linda J. Balicki
Name: Linda J. Balicki
Title: Assistant Secretary

Index to Exhibits

Index
Number

99.1 Press Release of Macy's dated March 27, 2015.

macy's inc.

Contacts:

Media - Jim Sluzewski
513/579-7764

Investor – Matt Stautberg
513/579-7780

FOR IMMEDIATE RELEASE

KELLOGG CEO JOHN A. BRYANT JOINS MACY’S, INC. BOARD OF DIRECTORS

CINCINNATI, Ohio, March 27, 2015 – John A. Bryant, chairman, president and chief executive officer of Kellogg Company, has been elected to the Macy’s, Inc. board of directors.

“John Bryant is a seasoned leader who will contribute to the depth and diversity of thinking of Macy’s board on a range of key subjects. As the current CEO of a major global consumer products company with significant experience in finance and operations, John understands the dynamics of successful strategy and execution. His insight will be invaluable as our company pursues organic growth as well as considers new business and innovation initiatives, including expansion into international markets” said Terry J. Lundgren, Macy’s, Inc. chairman and chief executive officer. “Kellogg is a successful business with a legacy of product quality and community involvement that helps it stay close to its customers and energizes its organization. In that sense, Macy’s and Kellogg share a common set of values and a strong sense of mission.”

Bryant, 49, became chairman of the board of Kellogg Company in July 2014 after serving since January 2011 as president and chief executive officer of the company. He has been a member of Kellogg’s board of directors since 2010. Prior to becoming CEO, Bryant held a variety of key senior leadership roles, including chief financial officer, president of Kellogg North America, president of Kellogg International and chief operating officer.

A native of Brisbane, Australia, Bryant is a graduate of the Australian National University, and holds an MBA from the Wharton School of the University of Pennsylvania. He lives with his family in Kalamazoo, MI.

The addition of Bryant brings the size of Macy’s, Inc.’s board of directors to 13 members. Of the 12 independent directors, six are women and four are ethnic minorities.

Macy’s, Inc., with corporate offices in Cincinnati and New York, is one of the nation’s premier retailers, with fiscal 2014 sales of \$28.105 billion. The company operates about 885 stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy’s, Bloomingdale’s, Bloomingdale’s Outlet and Bluemercury, as well as the macys.com, bloomingdales.com and bluemercury.com websites. Bloomingdale’s in Dubai is operated by Al Tayer Group LLC under a license agreement.

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 and non-recurring charges, competitive pressures from specialty stores, general merchandise stores, off-price and discount stores, manufacturers’ outlets, the Internet, mail-order catalogs and television shopping 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.

#

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