

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 (Date of earliest event reported): March 21, 2016

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 21, 2016, the Board of Directors of Macy's, Inc. ("Macy's") elected William H. Lenehan to serve as an independent non-employee member of Macy's Board of Directors, effective as of April 1, 2016. Mr. Lenehan is the President and Chief Executive Officer of Four Corners Property Trust, Inc., a real estate investment trust spun out from Darden Restaurants in 2015. The Board also appointed Mr. Lenehan as a member of the Finance Committee of the Board, effective as of April 1, 2016.

Mr. Lenehan will participate in the standard non-employee director compensation arrangements described in the proxy statement for Macy's May 15, 2015 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 22, 2016.

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 22, 2016

By: /s/ Joel A. Belsky

Name: Joel A. Belsky

Title: Executive Vice President and Controller

INDEX TO EXHIBITS

Index Number

99.1 Press Release of Macy's dated March 22, 2016.

macy's inc.

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FOR IMMEDIATE RELEASE

WILLIAM LENEHAN JOINS MACY'S, INC. BOARD OF DIRECTORS

CINCINNATI, Ohio, March 22, 2016 – William H. Lenehan, president and chief executive officer of Four Corners Property Trust, Inc., has been elected to the Macy's, Inc. Board of Directors, effective April 1, 2016.

Lenehan, 39, has extensive knowledge and experience in real estate development and management. He was named president and chief executive officer of Four Corners, a publicly traded investment trust focused on foodservice real estate, in August 2015. Previously, he served as special advisor to the board of EVOQ Properties, Inc., owner of a substantial portfolio of development assets in downtown Los Angeles; interim CEO of MI Development (now known as Granite Real Estate Investment Trust), a real estate operating company; and investment professional in the real estate group of Farallon Capital Management LLC, a global asset management firm.

"Bill will contribute to our board's expertise and working knowledge on matters related to real estate, an important area of activity as we work to create shareholder value through joint ventures or other partnerships related to Macy's flagship stores and mall properties," said Terry J. Lundgren, chairman and chief executive officer of Macy's, Inc. "Bill's perspective is rooted in his real estate experience in a variety of industry sectors, including net lease, restaurants, mall, office, residential, and mixed-use."

Lenehan is a graduate of Claremont McKenna College.

The election of Lenehan and that of Frank Blake in November 2015 increases the size of the Macy's, Inc. board to 15 members. Two board members, Meyer Feldberg and Joseph Neubauer, are scheduled to retire at the Macy's, Inc. Annual Meeting of Shareholders on May 20, 2016.

Macy's, Inc., with corporate offices in Cincinnati and New York, is one of the nation's premier retailers, with fiscal 2015 sales of \$27.079 billion. The company operates about 870 stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy's, Bloomingdale's, Bloomingdale's Outlet, Macy's Backstage 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.

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