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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-K**

**Annual Report Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

For the Fiscal Year Ended  
January 30, 2016

Commission File Number:  
1-13536



7 West Seventh Street  
Cincinnati, Ohio 45202  
(513) 579-7000  
and  
151 West 34th Street  
New York, New York 10001  
(212) 494-1602

**Incorporated in Delaware**

**I.R.S. No. 13-3324058**

**Securities Registered Pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$.01 per share	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 ☒

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (August 1, 2015) was approximately \$22,857,680,000.

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

<u>Class</u>	<u>Outstanding as February 26, 2016</u>
Common Stock, \$.01 par value per share	310,572,396 shares

**DOCUMENTS INCORPORATED BY REFERENCE**

<u>Document</u>	<u>Parts Into Which Incorporated</u>
Proxy Statement for the Annual Meeting of Stockholders to be held May 20, 2016 (Proxy Statement)	Part III

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Unless the context requires otherwise, references to “Macy’s” or the “Company” are references to Macy’s and its subsidiaries and references to “2015,” “2014,” “2013,” “2012” and “2011” are references to the Company’s fiscal years ended January 30, 2016, January 31, 2015, February 1, 2014, February 2, 2013 and January 28, 2012, respectively. Fiscal years 2015, 2014, 2013 and 2011 included 52 weeks; fiscal year 2012 included 53 weeks.

### **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, 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;
- transactions involving our real estate portfolio;
- 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 or transporters 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” 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.

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**Item 1. Business.****General**

The Company is a corporation organized under the laws of the State of Delaware in 1985. The Company and its predecessors have been operating department stores since 1830. As of January 30, 2016, the operations of the Company included 870 Macy's, Macy's Backstage, Bloomingdale's, Bloomingdale's Outlet and Bluemercury stores in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com, bloomingdales.com and bluemercury.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 sells a wide range of merchandise, including apparel and accessories (men's, women's and children's), cosmetics, home furnishings and other consumer goods. The specific assortments vary by size of store, merchandising assortments and character of customers in the trade areas. Most stores are located at urban or suburban sites, principally in densely populated areas across the United States.

For 2015, 2014 and 2013, the following merchandise constituted the following percentages of sales:

	2015	2014	2013
Women's Accessories, Intimate Apparel, Shoes and Cosmetics	38%	38%	38%
Women's Apparel	23	23	23
Men's and Children's	23	23	23
Home/Miscellaneous	16	16	16
	100%	100%	100%

In 2015, the Company's subsidiaries provided various support functions to the Company's retail operations on an integrated, company-wide basis.

- The Company's bank subsidiary, FDS Bank, provides credit processing, certain collections, customer service and credit marketing services in respect of all credit card accounts that are owned either by Department Stores National Bank ("DSNB"), a subsidiary of Citibank, N.A., or FDS Bank and that constitute a part of the credit programs of the Company's retail operations.
- Macy's Systems and Technology, Inc. ("MST"), a wholly-owned indirect subsidiary of the Company, provides operational electronic data processing and management information services to all of the Company's operations other than Bluemercury.
- Macy's Merchandising Group, Inc. ("MMG"), a wholly-owned direct subsidiary of the Company, and its subsidiary Macy's Merchandising Group International, LLC., are responsible for the design, development and marketing of Macy's private label brands and certain licensed brands. Bloomingdale's uses MMG for a small portion of its private label merchandise. The Company believes that its private label merchandise further differentiates its merchandise assortments from those of its competitors and delivers exceptional value to its customers. MMG also offers its services, either directly or indirectly, to unrelated third parties.

The principal private label brands currently offered by the Company include Alfani, American Rag, Aqua, Bar III, Belgique, Charter Club, Club Room, Epic Threads, first impressions, Giani Bernini, Greg Norman for Tasso Elba, Home Design, Hotel Collection, Hudson Park, Ideology, I-N-C, jenni, JM Collection, John Ashford, Karen Scott, Maison Jules, Martha Stewart Collection, Material Girl, Morgan Taylor, Studio Silver, Style & Co., Sutton Studio, Tasso Elba, Thalia Sodi, the cellar, and Tools of the Trade.

The trademarks associated with all of the foregoing brands, other than American Rag, Greg Norman for Tasso Elba, Martha Stewart Collection, Material Girl and Thalia Sodi are owned by the Company. The American Rag, Greg Norman, Martha Stewart Collection, Material Girl and Thalia Sodi brands are owned by third parties, which license the trademarks associated with such brands to Macy's pursuant to agreements which have renewal rights that extend through 2050, 2020, 2027, 2030 and 2030, respectively.

- Macy's Logistics and Operations ("Macy's Logistics"), a division of a wholly-owned indirect subsidiary of the Company, provides warehousing and merchandise distribution services for the Company's operations and digital customer fulfillment.

The Company's executive offices are located at 7 West 7<sup>th</sup> Street, Cincinnati, Ohio 45202, telephone number: (513) 579-7000 and 151 West 34<sup>th</sup> Street, New York, New York 10001, telephone number: (212) 494-1602.

### ***Employees***

As of January 30, 2016, the Company had approximately 157,900 regular full-time and part-time employees. Because of the seasonal nature of the retail business, the number of employees peaks in the holiday season. Approximately 10% of the Company's employees as of January 30, 2016 were represented by unions. Management considers its relations with its employees to be satisfactory.

### ***Seasonality***

The retail business is seasonal in nature with a high proportion of sales and operating income generated in the months of November and December. Working capital requirements fluctuate during the year, increasing in mid-summer in anticipation of the fall merchandising season and increasing substantially prior to the holiday season when the Company carries significantly higher inventory levels.

### ***Purchasing***

The Company purchases merchandise from many suppliers, no one of which accounted for more than 5% of the Company's net purchases during 2015. The Company has no material long-term purchase commitments with any of its suppliers, and believes that it is not dependent on any one supplier. The Company considers its relations with its suppliers to be satisfactory.

### ***Competition***

The retailing industry is intensely competitive. The Company's operations compete with many retailing formats, including department stores, specialty stores, general merchandise stores, off-price and discount stores, manufacturers' outlets, online retailers, mail order catalogs and television shopping, among others. The retailers with which the Company competes include Amazon, Bed Bath & Beyond, Belk, Bon Ton, Burlington Coat Factory, Dillard's, Gap, J.C. Penney, Kohl's, L Brands, Lord & Taylor, Neiman Marcus, Nordstrom, Ross Stores, Saks, Sears, Target, TJ Maxx and Wal-Mart. The Company seeks to attract customers by offering superior selections, obvious value, and distinctive marketing in stores that are located in premier locations, and by providing an exciting shopping environment and superior service through an omnichannel experience. Other retailers may compete for customers on some or all of these bases, or on other bases, and may be perceived by some potential customers as being better aligned with their particular preferences.

### **Available Information**

The Company makes its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act available free of charge through its internet website at <http://www.macysinc.com> as soon as reasonably practicable after it electronically files such material with, or furnishes it to, the SEC. The public also may read and copy any of these filings at the SEC's Public Reference Room, 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-732-0330. The SEC also maintains an Internet site that contains the Company's filings; the address of that site is <http://www.sec.gov>. In addition, the Company has made the following available free of charge through its website at <http://www.macysinc.com>:

- Audit Committee Charter,
- Compensation and Management Development Committee Charter,
- Finance Committee Charter,
- Nominating and Corporate Governance Committee Charter,
- Corporate Governance Principles,
- Lead Independent Director Policy,
- Non-Employee Director Code of Business Conduct and Ethics, and
- Code of Conduct.

Any of these items are also available in print to any shareholder who requests them. Requests should be sent to the Corporate Secretary of Macy's, Inc. at 7 West 7<sup>th</sup> Street, Cincinnati, OH 45202.

### **Executive Officers of the Registrant**

The following table sets forth certain information as of March 24, 2016 regarding the executive officers of the Company:

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>
Terry J. Lundgren	64	Chairman of the Board; Chief Executive Officer; Director
William S. Allen	58	Chief Human Resources Officer
Jeffrey Gennette	54	President
Robert B. Harrison	52	Chief Omnichannel Officer
Karen M. Hoguet	59	Chief Financial Officer
Jeffrey A. Kantor	57	Chief Stores Officer
Molly Langenstein	52	Chief Private Brands Officer
Justin S. MacFarlane	43	Chief Strategy, Analytics and Innovation Officer
Peter Sachse	58	Chief Growth Officer
Joel A. Belsky	62	Executive Vice President and Controller
Dennis J. Broderick	67	Executive Vice President, General Counsel and Secretary

Terry J. Lundgren has been Chairman of the Board since January 2004 and Chief Executive Officer of the Company since February 2003.

William S. Allen has been Chief Human Resources Officer of the Company since January 2013; prior thereto he was the Senior Vice President - Group Human Resources of AP Moller-Maersk A/S from January 2008 to December 2012.

Jeffrey Gennette has been President of the Company since March 2014; prior thereto he was the Chief Merchandising Officer from February 2009 to March 2014.

Robert B. Harrison has been Chief Omnichannel Officer of the Company since January 2013; prior thereto he served as Executive Vice President - Omnichannel Strategy from July 2012 to January 2013; as Executive Vice President - Finance from 2011 to July 2012 and as President - Stores from 2009 to 2011.

Karen M. Hoguet has been Chief Financial Officer of the Company since October 1997.

Jeffrey A. Kantor has been Chief Stores Officer of the Company since February 2015; prior thereto he served as Chairman of macys.com from February 2012 to February 2015; as President - Merchandising for macys.com from August 2010 to February 2012; as President - Merchandising for Home from May 2009 to August 2010 and as President for furniture for Macy's Home Store from February 2006 to May 2009.

Molly Langenstein has been Chief Private Brand Officer of the Company since February 2015; prior thereto she served as Executive Vice President - Men's and Kids at Macy's Private Brands from April 2014 to February 2015; as Executive Vice President GMM - Millennial from March 2012 to March 2014; as Executive Vice President Fashion and New Business Development from July 2010 to March 2012 and as Group Vice President DMM Neo, Impulse and Bridge Sportswear from March 2009 to July 2010.

Justin MacFarlane has been Chief Strategy, Analytics and Innovation Officer since February 2016; prior thereto he served as Senior Vice President - Corporate Strategy for ANN, Inc., a women's multichannel fashion retailer, from July 2010 to August 2015 and as Director, Global Retail for AlixPartners, a global restructuring consulting and financial advisory firm, from August 2006 to June 2010.

Peter Sachse has been Chief Growth Officer of the Company since February 2016; prior thereto he served as Chief Innovation and Business Development Officer from February 2015 to January 2016; as Chief Stores Officer from February 2012 to February 2015; as Chief Marketing Officer from February 2009 to February 2012 and as Chairman of macys.com from April 2006 to February 2012.

Joel A. Belsky has been Executive Vice President and Controller of the Company since May 2009; prior thereto he served as Senior Vice President and Controller of the Company from October 1996 through April 2009.

Dennis J. Broderick has been Secretary of the Company since July 1993 and Executive Vice President and General Counsel of the Company since May 2009; prior thereto he served as Senior Vice President and General Counsel of the Company from January 1990 to April 2009.

**Item 1A. Risk Factors.**

In evaluating the Company, the risks described below and the matters described in "Forward-Looking Statements" should be considered carefully. Such risks and matters are numerous and diverse, may be experienced continuously or intermittently, and may vary in intensity and effect. Any of such risks and matters, individually or in combination, could have a material adverse effect on the Company's business, prospects, financial condition, results of operations and cash flows, as well as on the attractiveness and value of an investment in the Company's securities.

***The Company faces significant competition in the retail industry.***

The Company conducts its retail merchandising business under highly competitive conditions. Although the Company is one of the nation's largest retailers, it has numerous and varied competitors at the national and local levels, including department stores, specialty stores, general merchandise stores, off-price and discount stores, manufacturers' outlets, online retailers, catalogs and television shopping, among others. Competition may intensify as the Company's competitors enter into business combinations or alliances. Competition is characterized by many factors, including assortment, advertising, price, quality, service, location, reputation and credit availability. Any failure by the Company to compete effectively could negatively affect the Company's business and results of operations.

***The Company's sales and operating results depend on consumer preferences and consumer spending.***

The fashion and retail industries are subject to sudden shifts in consumer trends and consumer spending. The Company's sales and operating results depend in part on its ability to predict or respond to changes in fashion trends and consumer preferences in a timely manner. The Company develops new retail concepts and continuously adjusts its industry position in certain major and private-label brands and product categories in an effort to satisfy customers. Any sustained failure to anticipate, identify and respond to emerging trends in lifestyle and consumer preferences could negatively affect the Company's business and results of operations. The Company's sales are significantly affected by discretionary spending by consumers. Consumer spending may be affected by many factors outside of the Company's control, including general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt and consumer behaviors towards incurring and paying debt, the costs of basic necessities and other goods, the strength of the U.S. Dollar relative to foreign currencies and the effects of the weather or natural disasters. Any decline in discretionary spending by consumers could negatively affect the Company's business and results of operations.

***The Company's business is subject to unfavorable economic and political conditions and other developments and risks.***

Unfavorable global, domestic or regional economic or political conditions and other developments and risks could negatively affect the Company's business and results of operations. For example, unfavorable changes related to interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, consumer credit availability, consumer debt levels, consumer debt payment behaviors, tax rates and policy, unemployment trends, energy prices, and other matters that influence the availability and cost of merchandise, consumer confidence, spending and tourism could negatively affect the Company's business and results of operations. In addition, unstable political conditions, civil unrest, terrorist activities and armed conflicts may disrupt commerce and could negatively affect the Company's business and results of operations.

***The Company's revenues and cash requirements are affected by the seasonal nature of its business.***

The Company's business is seasonal, with a high proportion of revenues and operating cash flows generated during the second half of the year, which includes the fall and holiday selling seasons. A disproportionate amount of the Company's revenues fall in the fourth quarter, which coincides with the holiday season. In addition, the Company incurs significant additional expenses in the period leading up to the months of November and December in anticipation of higher sales volume in those periods, including for additional inventory, advertising and employees.

***The Company's business could be affected by extreme weather conditions, regional or global health pandemics or natural disasters.***

Extreme weather conditions in the areas in which the Company's stores are located could negatively affect the Company's business and results of operations. For example, frequent or unusually heavy snowfall, ice storms, rainstorms or other extreme weather conditions over a prolonged period could make it difficult for the Company's customers to travel to its stores and thereby reduce the Company's sales and profitability. The Company's business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could reduce demand for a portion of the Company's inventory and thereby reduce the Company's sales and profitability. In addition, extreme weather conditions could result in disruption or delay of production and delivery of materials and products in the Company's supply chain and cause staffing shortages in the Company's stores.

The Company's business and results of operations could also be negatively affected if a regional or global health pandemic were to occur, depending upon its location, duration and severity. To halt or delay the spread of disease, local, regional or national governments might limit or ban public gatherings or customers might avoid public places, such as the Company's stores. A regional or global health pandemic might also result in disruption or delay of production and delivery of materials and products in the Company's supply chain and cause staffing shortages in the Company's stores.

In addition, natural disasters such as hurricanes, tornadoes and earthquakes, or a combination of these or other factors, could damage or destroy the Company's facilities or make it difficult for customers to travel to its stores, thereby negatively affecting the Company's business and results of operations.

***The Company's defined benefit plan funding requirements or plan settlement expense could impact the Company's financial results and cash flow.***

Significant changes in interest rates, decreases in the fair value of plan assets and benefit payments could affect the funded status of the Company's plans and could increase future funding requirements of the plans. A significant increase in future funding requirements could have a negative impact on the Company's cash flows, financial condition or results of operations.

At January 30, 2016, the Company had unrecognized actuarial losses of \$1,451 million for the funded defined benefit pension plan (the "Pension Plan") and \$261 million for the unfunded defined benefit supplementary retirement plan (the "SERP"). These plans allow eligible retiring employees to receive lump sum distributions of benefits earned. Under applicable accounting rules, if annual lump sum distributions exceed an actuarially determined threshold of the total of the annual service and interest costs, the Company would be required to recognize in the current period of operations a settlement expense of a portion of the unrecognized actuarial loss and could have a negative impact on the Company's results of operations.

***Increases in the cost of employee benefits could impact the Company's financial results and cash flow.***

The Company's expenses relating to employee health benefits are significant. Unfavorable changes in the cost of such benefits could negatively affect the Company's financial results and cash flow. Healthcare costs have risen significantly in recent years, and recent legislative and private sector initiatives regarding healthcare reform have resulted and could continue to result in significant changes to the U.S. healthcare system. Due to the breadth and complexity of the healthcare reform legislation, the lack of implementing regulations and interpretive guidance and the phased-in nature of the implementation of the legislation, the Company is not able at this time to fully determine the impact that healthcare reform will have on the Company-sponsored medical plans.

***Inability to access capital markets could adversely affect the Company's business or financial condition.***

Changes in the credit and capital markets, including market disruptions, limited liquidity and interest rate fluctuations, may increase the cost of financing or restrict the Company's access to this potential source of future liquidity. A decrease in the ratings that rating agencies assign to the Company's short and long-term debt may negatively impact the Company's access to the debt capital markets and increase the Company's cost of borrowing. In addition, the Company's bank credit agreements require the Company to maintain specified interest coverage and leverage ratios. The Company's ability to comply with the ratios may be affected by events beyond its control, including prevailing economic, financial and industry conditions. If the Company's results of operations or operating ratios deteriorate to a point where the Company is not in compliance with its debt covenants, and the Company is unable to obtain a waiver, much of the Company's debt would be in default and could become due and payable immediately. The Company's assets may not be sufficient to repay in full this indebtedness, resulting in a need for an alternate source of funding. The Company cannot make any assurances that it would be able to obtain such an alternate source of funding on satisfactory terms, if at all, and its inability to do so could cause the holders of its securities to experience a partial or total loss of their investments in the Company.

***The Company depends on its ability to attract and retain quality employees.***

The Company's business is dependent upon attracting and retaining quality employees. The Company has a large number of employees, many of whom are in entry level or part-time positions with historically high rates of turnover. The Company's ability to meet its labor needs while controlling the costs associated with hiring and training new employees is subject to external factors such as unemployment levels, prevailing wage rates, minimum wage legislation and changing demographics. In addition, as a large and complex enterprise operating in a highly competitive and challenging business environment, the Company is highly dependent upon management personnel to develop and effectively execute successful business strategies and tactics. Any circumstances that adversely impact the Company's ability to attract, train, develop and retain quality employees throughout the organization could negatively affect the Company's business and results of operations.

***The Company depends upon designers, vendors and other sources of merchandise, goods and services. The Company's business could be affected by disruptions in, or other legal, regulatory, political or economic issues associated with, our supply network.***

The Company's relationships with established and emerging designers have been a significant contributor to the Company's past success. The Company's ability to find qualified vendors and access products in a timely and efficient manner is often challenging, particularly with respect to goods sourced outside the United States. The Company's procurement of goods and services from outside the United States is subject to risks associated with political or financial instability, trade restrictions, tariffs, currency exchange rates, transport capacity and costs and other factors relating to foreign trade, including costs and uncertainties associated with efforts to identify and disclose sources of "conflict minerals" used in products that the Company causes to be manufactured and potential sell-through difficulties and reputational damage that may be associated with the inability of the Company to determine that such products are "DRC conflict-free." In addition, the Company's procurement of all its goods and services is subject to the effects of price increases which the Company may or may not be able to pass through to its customers. All of these factors may affect the Company's ability to access suitable merchandise on acceptable terms, are beyond the Company's control and could negatively affect the Company's business and results of operations.



***The Company's sales and operating results could be adversely affected by product safety concerns.***

If the Company's merchandise offerings do not meet applicable safety standards or our consumers' expectations regarding safety, the Company could experience decreased sales, experience increased costs and/or be exposed to legal and reputational risk. Events that give rise to actual, potential or perceived product safety concerns could expose the Company to government enforcement action and/or private litigation. Reputational damage caused by real or perceived product safety concerns could negatively affect the Company's business and results of operations.

***The Company depends upon the success of its advertising and marketing programs.***

The Company's business depends on effective marketing and high customer traffic. The Company has many initiatives in this area, and often changes its advertising and marketing programs. There can be no assurance as to the Company's continued ability to effectively execute its advertising and marketing programs, and any failure to do so could negatively affect the Company's business and results of operations.

***Parties with whom the Company does business may be subject to insolvency risks or may otherwise become unable or unwilling to perform their obligations to the Company.***

The Company is a party to contracts, transactions and business relationships with various third parties, including, without limitation, vendors, suppliers, service providers, lenders and participants in joint ventures, strategic alliances and other joint commercial relationships, pursuant to which such third parties have performance, payment and other obligations to the Company. In some cases, the Company depends upon such third parties to provide essential leaseholds, products, services or other benefits, including with respect to store and distribution center locations, merchandise, advertising, software development and support, logistics, other agreements for goods and services in order to operate the Company's business in the ordinary course, extensions of credit, credit card accounts and related receivables, and other vital matters. Current economic, industry and market conditions could result in increased risks to the Company associated with the potential financial distress or insolvency of such third parties. If any of these third parties were to become subject to bankruptcy, receivership or similar proceedings, the rights and benefits of the Company in relation to its contracts, transactions and business relationships with such third parties could be terminated, modified in a manner adverse to the Company, or otherwise impaired. The Company cannot make any assurances that it would be able to arrange for alternate or replacement contracts, transactions or business relationships on terms as favorable as the Company's existing contracts, transactions or business relationships, if at all. Any inability on the part of the Company to do so could negatively affect the Company's cash flows, financial condition and results of operations.

***A material disruption in the Company's computer systems could adversely affect the Company's business or results of operations.***

The Company relies extensively on its computer systems to process transactions, summarize results and manage its business. The Company's computer systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cyber-attack or other security breaches, catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes, acts of war or terrorism, and usage errors by the Company's employees. If the Company's computer systems are damaged or cease to function properly, the Company may have to make a significant investment to fix or replace them, and the Company may suffer loss of critical data and interruptions or delays in its operations. Any material interruption in the Company's computer systems could negatively affect its business and results of operations.

***A data breach could result in negative publicity and adversely affect the Company's business or results of operations.***

The protection of customer, employee, and company data is critical to the Company. The regulatory environment surrounding information security and privacy is increasingly demanding, with the frequent imposition of new and constantly changing requirements across business units. In addition, customers have a high expectation that the Company will adequately protect their personal information from cyber-attack or other security breaches. A significant breach of customer, employee, or company data could attract a substantial amount of media attention, damage the Company's customer relationships and reputation and result in lost sales, fines or lawsuits.

***Litigation, legislation or regulatory developments could adversely affect the Company's business and results of operations.***

The Company is subject to various federal, state and local laws, rules, regulations, inquiries and initiatives in connection with both its core business operations and its credit card and other ancillary operations (including the Credit Card Act of 2009 and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act")). Recent and future developments relating to such matters could increase the Company's compliance costs and adversely affect the profitability of its credit card and other operations. The Company is also subject to anti-bribery, customs, child labor, truth-in-advertising and other laws, including consumer protection regulations and zoning and occupancy ordinances that regulate retailers generally and/or govern the importation, promotion and sale of merchandise and the operation of retail stores and warehouse facilities. Although the Company undertakes to monitor changes in these laws, if these laws change without the Company's knowledge, or are violated by importers, designers, manufacturers, distributors or agents, the Company could experience delays in shipments and receipt of goods or be subject to fines or other penalties under the controlling regulations, any of which could negatively affect the Company's business and results of operations. In addition, the Company is regularly involved in various litigation matters that arise in the ordinary course of its business. Adverse outcomes in current or future litigation could negatively affect the Company's financial condition, results of operations and cash flows.

***Factors beyond the Company's control could affect the Company's stock price.***

The Company's stock price, like that of other retail companies, is subject to significant volatility because of many factors, including factors beyond the control of the Company. These factors may include:

- general economic, stock, credit and real estate market conditions;
- risks relating to the Company's business and its industry, including those discussed above;
- strategic actions by the Company or its competitors;
- variations in the Company's quarterly results of operations;
- future sales or purchases of the Company's common stock; and
- investor perceptions of the investment opportunity associated with the Company's common stock relative to other investment alternatives.

In addition, the Company may fail to meet the expectations of its stockholders or of analysts at some time in the future. If the analysts that regularly follow the Company's stock lower their rating or lower their projections for future growth and financial performance, the Company's stock price could decline. Also, sales of a substantial number of shares of the Company's common stock in the public market or the appearance that these shares are available for sale could adversely affect the market price of the Company's common stock.

**Item 1B. Unresolved Staff  
Comments.**

None.

**Item 2. Properties.**

The properties of the Company consist primarily of stores and related facilities, including a logistics network. The Company also owns or leases other properties, including corporate office space in Cincinnati and New York and other facilities at which centralized operational support functions are conducted. As of January 30, 2016, the operations of the Company included 870 stores in 45 states, the District of Columbia, Puerto Rico and Guam, comprising a total of approximately 142 million square feet. Of such stores, 426 were owned, 318 were leased, 122 stores were operated under arrangements where the Company owned the building and leased the land and four stores were comprised of partly owned and partly leased buildings. All owned properties are held free and clear of mortgages. Pursuant to various shopping center agreements, the Company is obligated to operate certain stores for periods of up to 20 years. Some of these agreements require that the stores be operated under a particular name. Most leases require the Company to pay real estate taxes, maintenance and other costs; some also require additional payments based on percentages of sales and some contain purchase options. Certain of the Company's real estate leases have terms that extend for a significant number of years and provide for rental rates that increase or decrease over time.

Additional information about the Company's stores as of January 30, 2016 is as follows:

Geographic Region	Total	Owned	Leased	Subject to a Ground Lease	Partly Owned and Partly Leased
North Central	163	102	41	20	—
Northeast	254	98	126	30	—
Northwest	137	47	64	23	3
South	188	128	34	26	—
Southwest	128	51	53	23	1
	<u>870</u>	<u>426</u>	<u>318</u>	<u>122</u>	<u>4</u>

The five geographic regions detailed in the foregoing table are based on the Company's Macy's-branded operational structure. The Company's retail stores are located at urban or suburban sites, principally in densely populated areas across the United States.

Store count activity was as follows:

	2015	2014	2013
Store count at beginning of fiscal year	823	840	841
Stores opened	26	5	6
Acquisition of Bluemercury stores	62	—	—
Stores closed or consolidated into existing centers	(41)	(22)	(7)
Store count at end of fiscal year	<u>870</u>	<u>823</u>	<u>840</u>

Additional information about the Company's logistics network as of January 30, 2016 is as follows:

Location	Primary Function	Owned or Leased	Square Footage (thousands)
Cheshire, CT	Direct to customer	Owned	565
Chicago, IL	Stores	Owned	861
Denver, CO	Stores	Leased	20
Goodyear, AZ	Direct to customer	Owned	960
Hayward, CA	Stores	Owned	386
Houston, TX	Stores	Owned	1,124
Joppa, MD	Stores	Owned	850
Kapolei, HI	Stores	Owned	260
Los Angeles, CA	Stores	Owned	1,178
Martinsburg, WV	Direct to customer	Owned	1,300
Miami, FL	Stores	Leased	535
Portland, TN	Direct to customer	Owned	950
Raritan, NJ	Stores	Owned	980
Sacramento, CA	Direct to customer	Leased	385
Secaucus, NJ	Stores	Leased	675
South Windsor, CT	Stores	Owned	668
St. Louis, MO	Stores	Owned	661
Stone Mountain, GA	Stores	Owned	1,000
Tampa, FL	Stores	Owned	670
Tulsa, OK	Direct to customer	Owned	1,300
Tukwila, WA	Stores	Leased	500
Union City, CA	Stores	Leased	165
Youngstown, OH	Stores	Owned	851

**Item 3. Legal Proceedings.**

The Company and its subsidiaries are 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 4. Mine Safety Disclosures.**

Not Applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Common Stock is listed on the NYSE under the trading symbol "M." As of January 30, 2016, the Company had approximately 16,800 stockholders of record. The following table sets forth for each quarter during 2015 and 2014 the high and low sales prices per share of Common Stock as reported on the NYSE and the dividends declared with respect to each quarter on each share of Common Stock.

	2015			2014		
	Low	High	Dividend	Low	High	Dividend
1st Quarter	61.10	69.98	0.3125	50.05	61.26	0.2500
2nd Quarter	62.80	73.61	0.3600	54.82	60.34	0.3125
3rd Quarter	47.10	70.12	0.3600	54.84	63.10	0.3125
4th Quarter	34.05	52.48	0.3600	55.64	68.30	0.3125

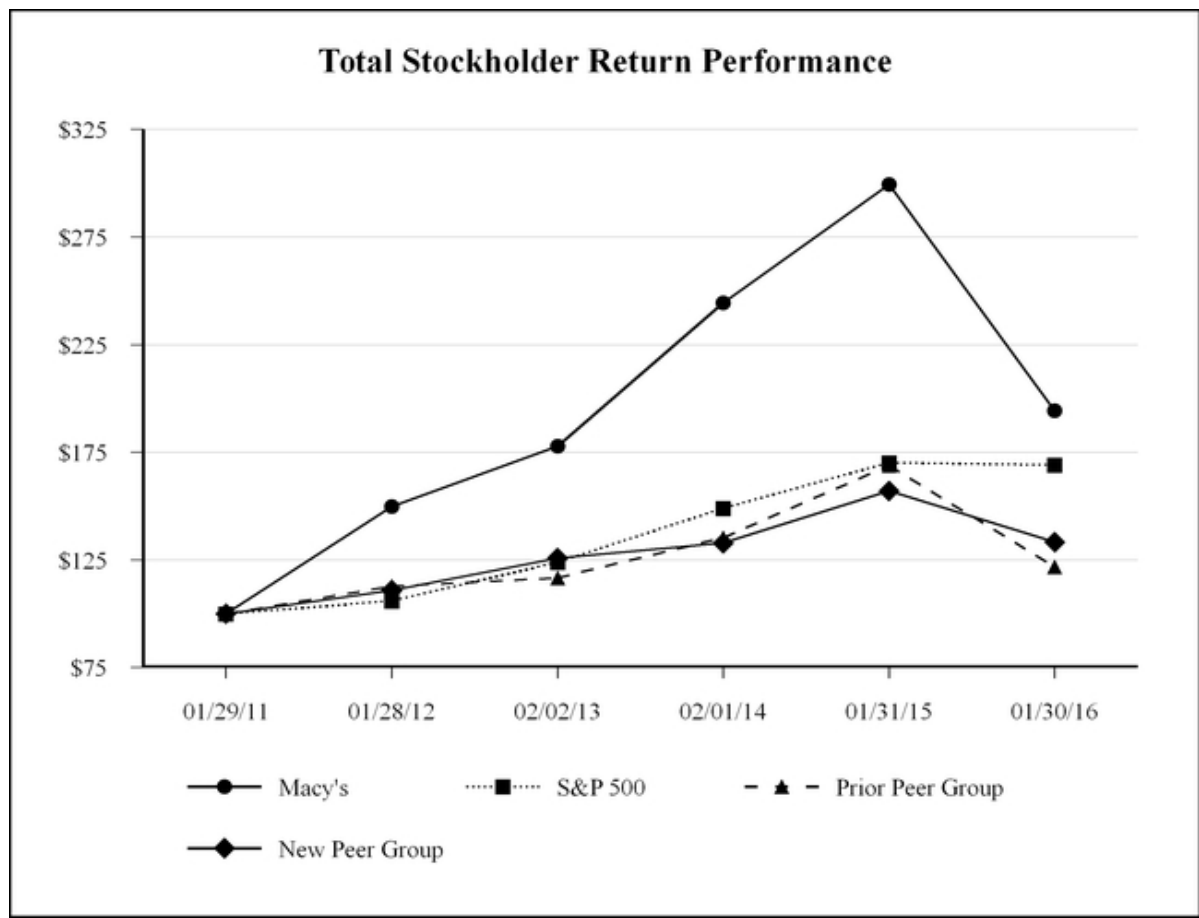
The declaration and payment of future dividends will be at the discretion of the Company's Board of Directors, are subject to restrictions under the Company's credit facility and may be affected by various other factors, including the Company's earnings, financial condition and legal or contractual restrictions.

The following table provides information regarding the Company's purchases of Common Stock during the fourth quarter of 2015.

	Total Number of Shares Purchased (thousands)	Average Price per Share (\$)	Number of Shares Purchased under Program (1) (thousands)	Open Authorization Remaining (1)(\$) (millions)
November 1, 2015 – November 28, 2015	2,486	38.85	2,486	599
November 29, 2015 – January 2, 2016	1,709	38.93	1,709	532
January 3, 2016 – January 30, 2016	—	—	—	532
	<u>4,195</u>	<u>38.88</u>	<u>4,195</u>	

- (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 \$16.5 billion of Common Stock. All authorizations are cumulative and do not have an expiration date. As of January 30, 2016, \$532 million of authorization remained unused. On February 26, 2016, 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 \$2,032 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.

The following graph compares the cumulative total stockholder return on the Common Stock with the Standard & Poor's 500 Composite Index, the Company's prior peer group and the Company's new peer group for the period from January 29, 2011 through January 30, 2016, assuming an initial investment of \$100 and the reinvestment of all dividends, if any.



The companies included in the prior peer group were Macy's, Kohl's and Nordstrom.

The companies included in the new peer group are Bed, Bath & Beyond, Dillard's, Gap, J.C. Penney, Kohl's, L Brands, Nordstrom, Ross Stores, Sears Holdings, Target, TJX Companies and Wal-Mart.

The change in peer group was made to be consistent with the peer group that the Compensation and Management Development Committee of the Board of Directors uses in benchmarking and assessing compensation for the Company's executive officers.

**Item 6. Selected Financial Data.**

The selected financial data set forth below should be read in conjunction with the Consolidated Financial Statements and the notes thereto and the other information contained elsewhere in this report.

	2015	2014	2013	2012*	2011
	(millions, except per share)				
Consolidated Statement of Income Data:					
Net sales	\$ 27,079	\$ 28,105	\$ 27,931	\$ 27,686	\$ 26,405
Cost of sales	(16,496)	(16,863)	(16,725)	(16,538)	(15,738)
Gross margin	10,583	11,242	11,206	11,148	10,667
Selling, general and administrative expenses	(8,256)	(8,355)	(8,440)	(8,482)	(8,281)
Impairments, store closing and other costs and gain on sale of leases	(288)	(87)	(88)	(5)	25
Operating income	2,039	2,800	2,678	2,661	2,411
Interest expense	(363)	(395)	(390)	(425)	(447)
Premium on early retirement of debt	—	(17)	—	(137)	—
Interest income	2	2	2	3	4
Income before income taxes	1,678	2,390	2,290	2,102	1,968
Federal, state and local income tax expense	(608)	(864)	(804)	(767)	(712)
Net income	1,070	1,526	1,486	1,335	1,256
Net loss attributable to noncontrolling interest	2	—	—	—	—
Net income attributable to Macy's, Inc. shareholders	\$ 1,072	\$ 1,526	\$ 1,486	\$ 1,335	\$ 1,256
Basic earnings per share attributable to Macy's, Inc. shareholders					
	\$ 3.26	\$ 4.30	\$ 3.93	\$ 3.29	\$ 2.96
Diluted earnings per share attributable to Macy's, Inc. shareholders					
	\$ 3.22	\$ 4.22	\$ 3.86	\$ 3.24	\$ 2.92
Average number of shares outstanding	328.4	355.2	378.3	405.5	424.5
Cash dividends paid per share	\$ 1.3925	\$ 1.1875	\$ .9500	\$ .8000	\$ .3500
Depreciation and amortization	\$ 1,061	\$ 1,036	\$ 1,020	\$ 1,049	\$ 1,085
Capital expenditures	\$ 1,113	\$ 1,068	\$ 863	\$ 942	\$ 764
Balance Sheet Data (at year end):					
Cash and cash equivalents	\$ 1,109	\$ 2,246	\$ 2,273	\$ 1,836	\$ 2,827
Total assets	20,576	21,330	21,499	20,858	21,985
Short-term debt	642	76	463	124	1,103
Long-term debt	6,995	7,233	6,688	6,768	6,622
Total Shareholders' equity	4,253	5,378	6,249	6,051	5,933

\* 53 weeks

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The discussion in this Item 7 should be read in conjunction with our Consolidated Financial Statements and the related notes included elsewhere in this report. The discussion in this Item 7 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 "Risk Factors" and "Forward-Looking Statements."

### **Overview**

The Company is an omnichannel retail organization operating stores, websites and mobile applications under three brands (Macy's, Bloomingdale's and Bluemercury) 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 has stores in 45 states, the District of Columbia, Guam and Puerto Rico. As of January 30, 2016, the Company's operations were conducted through Macy's, Bloomingdale's and Bluemercury which are aggregated into one reporting segment in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 280, "Segment Reporting."

The Company continues to be focused on three key strategies for growth in sales, earnings and cash flow in the years ahead: (i) maximizing the My Macy's localization/personalization initiative; (ii) driving the omnichannel business; and (iii) embracing customer centricity, including engaging customers on the selling floor through the Magic Selling program. These strategies have evolved and the Company has developed specific initiatives to acquire new customers and strengthen loyalty, deliver distinctive merchandise, expand the digital frontier and new formats and to create signature customer experiences.

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, marketing and special events on a store-by-store basis. The focus on localization is now evolving to one of personalization.

The Company's omnichannel strategy allows customers to shop seamlessly in stores and online, via desktops, laptops or 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 shipping merchandise from other stores or customer fulfillment centers to the customer's door. Likewise, the Company's customer fulfillment centers can draw on store inventories nationwide to fill orders that originate online. Since May 2014, nearly all Macy's and Bloomingdale's stores have been fulfilling orders from other stores and/or online for shipment. Since August 2014, nearly all Macy's and Bloomingdale's stores have been fulfilling orders for store pick-up related to online purchases. Beginning on November 1, 2014, same-day delivery pilots were tested in eight Macy's markets and four Bloomingdale's markets. As of January 30, 2016, the Company operates same-day delivery in 17 markets.

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 and all other customer interactions. Magic Selling is shifting focus in 2016 to new technologies for building Magic connections with shoppers.

In January 2016, the Company announced a series of cost-efficiency and process improvement measures to be implemented beginning in early 2016 that will reduce selling, general and administrative ("SG&A") expenses while still investing in growth strategies, particularly in omnichannel capabilities at Macy's and Bloomingdale's.

The Company is also focused on driving additional profitable sales growth through a series of organic and new business initiatives. The initiatives include a focus on fine jewelry and watches, expansion of Macy's Backstage (including freestanding locations and inside existing Macy's stores), "Last Act"- a simplified pricing approach to clearance merchandise in Macy's stores, a focus on key store locations (including product presentation, customer service and special events), a focus on the beauty business including the expansion of Bluemercury freestanding locations and inside existing Macy's stores and a focus on enhancements to mobile technology.



In March 2015, the Company completed its acquisition of Bluemercury, Inc., a luxury beauty products and spa retailer. The Company is focused on accelerating the growth of sales in freestanding Bluemercury stores in urban and suburban markets, enhancing its online capabilities and adding selected Bluemercury products and boutiques to Macy's stores nationwide. Since the March acquisition, the Company has opened 15 new freestanding Bluemercury store locations bringing the total freestanding store locations to 77 and has also opened four stores inside existing Macy's stores.

In May 2015, in conjunction with American Express, the Company helped launch Plenti, the innovative loyalty program that brings powerful brands together to give customers the chance to earn and redeem points where they choose. The loyalty program is free to join and members earn points on virtually all purchases at Macy's and other businesses that have joined as Plenti partners.

Additionally, in 2015, the Company opened the first six pilot stores in Macy's new off-price business, Macy's Backstage, in the New York City metro area. The Macy's Backstage locations average about 30,000 square feet and sell an assortment of women's, men's and children's apparel, shoes, fashion accessories, housewares, home textiles, intimate apparel and jewelry.

In August 2015, the Company established a joint venture, Macy's China Limited, of which the Company holds a sixty-five percent ownership interest and Hong Kong-based Fung Retailing Limited holds the remaining thirty-five percent ownership interest. Macy's China Limited began selling merchandise in China in the fourth quarter of 2015 through an e-commerce presence on Alibaba Group's Tmall Global. The Company's periodic reporting now includes the consolidated results of operations of Macy's China Limited, with the thirty-five percent ownership reported as a noncontrolling interest.

In October 2015, the Company announced a real estate transaction related to its downtown Seattle store location. The Company has sold the top four floors of underutilized space in this retail location for \$65 million in cash. As a result of this transaction, the Company recorded a gain of approximately \$57 million in the third quarter of 2015.

In January 2016, the Company completed a \$270 million real estate transaction that will enable a re-creation of Macy's Brooklyn store. The Company will continue to own and operate the first four floors and lower level of its existing nine-story retail store, which will be reconfigured and remodeled. Tishman Speyer purchased the remaining portion of the site, which it will develop into approximately ten floors of office space. In addition, Tishman Speyer purchased a nearby parking facility, which could be used for a future mixed-use development. As a result of this transaction, the Company will recognize a gain of approximately \$250 million of which, under the percentage of completion method of accounting, \$84 million was recognized in 2015 with the remaining gain anticipated to be recognized over the next two years.

Also in 2015, the Company launched the marketing of potential partnership and joint venture transactions for certain of its real estate. This includes the owned mall-based properties, as well as Macy's flagship real estate assets in Manhattan (Herald Square), San Francisco (Union Square), Chicago (State Street) and Minneapolis (downtown Nicollet Mall). In addition, the Company will also continue to pursue selected real estate dispositions and monetize assets in instances where the business is simultaneously enhanced or where the value of real estate significantly outweighs the value of the retail business.

During 2014, the Company opened three new Macy's stores in the Bronx, NY; Las Vegas, NV; and Sarasota, FL, one Bloomingdale's replacement store in Palo Alto, CA, and one new Bloomingdale's furniture clearance store in Wayne, NJ. During 2015, the Company opened 26 stores including a Macy's in Ponce, PR, a Bloomingdale's in Honolulu, HI, 15 Bluemercury, six Macy's Backstage and three Bloomingdale's Outlets. The Company has announced that in 2016 it intends to open one new Macy's store in Kapolei, HI, approximately 42 new Bluemercury locations (24 freestanding and 18 inside existing Macy's stores) and 16 new Macy's Backstage locations (one freestanding and 15 inside existing Macy's stores).

In 2017, the Company intends to open a new Macy's store in Murray, UT, a Macy's replacement store in Los Angeles, CA, and a new Bloomingdale's store in San Jose, CA. In 2018, the Company intends to open a new Bloomingdale's store in Norwalk, CT. In addition, a new Bloomingdale's store is expected to open in Kuwait in 2017 and new Macy's and Bloomingdale's stores are planned to open in Abu Dhabi, United Arab Emirates in 2018 under license agreements with Al Tayer Group, LLC.

The Company's operations are impacted by competitive pressures from department stores, specialty stores, mass merchandisers, online retailers 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, uncertainty regarding governmental spending and tax policies, unemployment levels, tightened consumer credit, an improving housing market and a fluctuating stock market. In addition, consumer spending levels of international customers are impacted by the strength of the U.S. dollar relative to foreign currencies. 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.

All economic conditions ultimately affect the Company's overall operations. However, the effects of economic conditions can be experienced differently and 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 each of the Company's branded operations.

### **2015 Overview**

This was a challenging year, following six consecutive years of improved financial performance. However, against the backdrop of a challenging macroeconomic environment, unfavorable weather and weaker international tourist sales, the Company continued to see a benefit from the disciplined implementation of its strategies.

Selected results of 2015 include:

- Comparable sales on an owned basis decreased 3.0% and comparable sales on an owned plus licensed basis decreased 2.5%.
- Operating income for 2015 was \$2.327 billion or 8.6% of sales, excluding impairments, store closing and other costs, a decrease of 19% and 170 basis points as a percent of sales from 2014 on a comparable basis.
- Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items, declined 14% to \$3.77 in 2015 from \$4.40 in 2014.
- Adjusted EBITDA (earnings before interest, taxes, depreciation and amortization, impairments, store closing and other costs) as a percent to net sales was 12.5% in 2015, as compared to 14.0% in 2014.
- Return on invested capital ("ROIC"), a key measure of operating productivity, was 20.1%, a decrease from 22.4% in 2014.
- The Company repurchased 34.8 million shares of its common stock for \$2,000 million in 2015, and increased its annualized dividend rate to \$1.44 per share. This annualized dividend rate represents an increase of 15% and is the fifth increase in the dividend in the past four years.

See pages 18 to 21 for reconciliations of the non-GAAP financial measures presented above to the most comparable GAAP financial measures and other important information.

### **Important Information Regarding Non-GAAP Financial Measures**

The Company reports its financial results in accordance with generally accepted accounting principles ("GAAP"). However, management believes that certain non-GAAP financial measures provide users of the Company's financial information with additional useful information in evaluating operating performance. Management believes that providing changes in comparable sales on an owned plus licensed basis, which includes the impact of growth in comparable sales of departments licensed to third parties supplementally to its results of operations calculated in accordance with GAAP assists in evaluating the Company's ability to generate sales growth, whether through owned businesses or departments licensed to third parties, on a comparable basis, and in evaluating the impact of changes in the manner in which certain departments are operated. Management believes that excluding certain items that may vary substantially in frequency and magnitude from diluted earnings per share attributable to Macy's, Inc. shareholders and from operating income and EBITDA as percentages to sales are useful supplemental measures that assist in evaluating the Company's ability to generate earnings and leverage sales, respectively, and to more readily compare these metrics between past and future periods. Management also believes that EBITDA and Adjusted EBITDA are frequently used by investors and securities analysts in their evaluations of companies, and that such supplemental measures facilitate comparisons between companies that have different capital and financing structures and/or tax rates. In addition, management believes that ROIC is a useful supplemental measure in evaluating how efficiently the Company employs its capital. The Company uses some of these non-GAAP financial measures as performance measures for components of executive compensation.

Non-GAAP financial measures should be viewed as supplementing, and not as an alternative or substitute for, the Company's financial results prepared in accordance with GAAP. Certain of the items that may be excluded or included in non-GAAP financial measures may be significant items that could impact the Company's financial position, results of operations and cash flows and should therefore be considered in assessing the Company's actual financial condition and performance. Additionally, the amounts received by the Company on account of sales of departments licensed to third parties are limited to commissions received on such sales. The methods used by the Company 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 presented herein may not be comparable to similar measures provided by other companies.

#### ***Change in Comparable Sales***

The following is a tabular reconciliation of the non-GAAP financial measure of changes in comparable sales on an owned plus licensed basis, to GAAP comparable sales (i.e., on an owned basis), which the Company believes to be the most directly comparable GAAP financial measure.

	2015	2014	2013	2012	2011
Increase (decrease) in comparable sales on an owned basis (note 1)	(3.0)%	0.7%	1.9%	3.7%	5.3%
Impact of growth in comparable sales of departments licensed to third parties (note 2)	0.5%	0.7%	0.9%	0.3%	0.4%
Increase (decrease) in comparable sales on an owned plus licensed basis	(2.5)%	1.4%	2.8%	4.0%	5.7%

#### **Notes:**

- (1) Represents the period-to-period percentage change in net sales from stores in operation throughout the year presented and the immediately preceding year and all online sales, adjusting for the 53rd week in 2012, excluding commissions from departments licensed 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 differ among companies in the retail industry.
- (2) Represents the impact of including the sales of departments licensed to third parties occurring in stores in operation throughout the year presented and the immediately preceding year and all online sales, adjusting for the 53rd week in 2012, in the calculation. The Company licenses third parties to operate certain departments in its stores and online and receives commissions from these third parties based on a percentage of their net sales. In its financial statements prepared in conformity with GAAP, the Company includes these commissions (rather than sales of the departments licensed to third parties) in its net sales. The Company does not, however, include any amounts in respect of licensed department sales (or any commissions earned on such sales) in its comparable sales in accordance with GAAP (i.e., on an owned basis). The Company believes that the amounts of commissions earned on sales of departments licensed to third parties are not material to its results of operations for the periods presented.

*Operating Income, Excluding Certain Items, as a Percent to Net Sales*

The following is a tabular reconciliation of the non-GAAP financial measure operating income, excluding certain items, as a percent to net sales to GAAP operating income as a percent to net sales, which the Company believes to be the most directly comparable GAAP financial measure.

	2015	2014	2013	2012	2011
	(millions, except percentages)				
Net sales	\$ 27,079	\$ 28,105	\$ 27,931	\$ 27,686	\$ 26,405
Operating income	\$ 2,039	\$ 2,800	\$ 2,678	\$ 2,661	\$ 2,411
Operating income as a percent to net sales	7.5%	10.0%	9.6%	9.6%	9.1%
Operating income	\$ 2,039	\$ 2,800	\$ 2,678	\$ 2,661	\$ 2,411
Add back (deduct) impairments, store closing and other costs and gain on sale of leases	288	87	88	5	(25)
Operating income, excluding certain items	\$ 2,327	\$ 2,887	\$ 2,766	\$ 2,666	\$ 2,386
Operating income, excluding certain items, as a percent to net sales	8.6%	10.3%	9.9%	9.6%	9.0%

*Diluted Earnings Per Share Attributable to Macy's, Inc. Shareholders, Excluding Certain Items*

The following is a tabular reconciliation of the non-GAAP financial measure diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items, to GAAP diluted earnings per share attributable to Macy's, Inc., shareholders, which the Company believes to be the most directly comparable GAAP measure.

	2015	2014	2013	2012	2011
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$ 3.22	\$ 4.22	\$ 3.86	\$ 3.24	\$ 2.92
Add back the impact of impairments, store closing and other costs	0.55	0.15	0.14	0.01	0.04
Add back the impact of premium on early retirement of debt	—	0.03	—	0.21	—
Deduct the impact of gain on sale of leases	—	—	—	—	(0.08)
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding the impact of impairments, store closing and other costs, premium on early retirement of debt and gain on sale of leases	\$ 3.77	\$ 4.40	\$ 4.00	\$ 3.46	\$ 2.88

### Adjusted EBITDA as a Percent to Net Sales

The following is a tabular reconciliation of the non-GAAP financial measure earnings before interest, taxes, depreciation and amortization ("EBITDA"), as adjusted to exclude premium on early retirement of debt, impairments, store closing and other costs and gain on sales of leases ("Adjusted EBITDA"), as a percent to net sales to GAAP net income as a percent to net sales, which the Company believes to be the most directly comparable GAAP financial measure.

	2015	2014	2013	2012	2011
	(millions, except percentages)				
Net sales	\$ 27,079	\$ 28,105	\$ 27,931	\$ 27,686	\$ 26,405
Net income	\$ 1,070	\$ 1,526	\$ 1,486	\$ 1,335	\$ 1,256
Net income as a percent to net sales	4.0%	5.4%	5.3%	4.8%	4.8%
Net income	\$ 1,070	\$ 1,526	\$ 1,486	\$ 1,335	\$ 1,256
Add back interest expense - net	361	393	388	422	443
Add back premium on early retirement of debt	—	17	—	137	—
Add back federal, state and local income tax expense	608	864	804	767	712
Add back (deduct) impairments, store closing and other costs and gain on sale of leases	288	87	88	5	(25)
Add back depreciation and amortization	1,061	1,036	1,020	1,049	1,085
Adjusted EBITDA	\$ 3,388	\$ 3,923	\$ 3,786	\$ 3,715	\$ 3,471
Adjusted EBITDA as a percent to net sales	12.5%	14.0%	13.6%	13.4%	13.1%

## ROIC

The Company defines ROIC as adjusted operating income as a percent to average invested capital. Average invested capital is comprised of an annual two-point (i.e., end of the year presented and the immediately preceding year) average of gross property and equipment, a capitalized value of non-capitalized leases equal to periodic annual reported net rent expense multiplied by a factor of eight and a four-point (i.e., end of each quarter within the period presented) average of other selected assets and liabilities. The calculation of the capitalized value of non-capitalized leases is consistent with industry and credit rating agency practice and the specified assets are subject to a four-point average to compensate for seasonal fluctuations. Certain reclassifications have been made to 2015 amounts to conform to the balance sheet classifications of such amounts as of the end of 2015. Prior years have not been reclassified and are presented as previously reported.

The following is a tabular reconciliation of the non-GAAP financial measure of ROIC to operating income as a percent to property and equipment - net, which the Company believes to be the most directly comparable GAAP financial measure.

	2015	2014	2013	2012	2011
	(millions, except percentages)				
Operating income	\$ 2,039	\$ 2,800	\$ 2,678	\$ 2,661	\$ 2,411
Property and equipment - net	\$ 7,708	\$ 7,865	\$ 8,063	\$ 8,308	\$ 8,617
Operating income as a percent to property and equipment - net	26.5%	35.6%	33.2%	32.0%	28.0%
Operating income	\$ 2,039	\$ 2,800	\$ 2,678	\$ 2,661	\$ 2,411
Add back (deduct) impairments, store closing and other costs and gain on sale of leases	288	87	88	5	(25)
Add back depreciation and amortization	1,061	1,036	1,020	1,049	1,085
Add back rent expense, net					
Real estate	301	279	268	258	243
Personal property	12	12	11	11	10
Deferred rent amortization	8	7	8	7	8
Adjusted operating income	\$ 3,709	\$ 4,221	\$ 4,073	\$ 3,991	\$ 3,732
Property and equipment - net	\$ 7,708	\$ 7,865	\$ 8,063	\$ 8,308	\$ 8,617
Add back accumulated depreciation and amortization	5,457	5,830	6,007	5,967	6,018
Add capitalized value of non-capitalized leases	2,568	2,384	2,296	2,208	2,088
Add (deduct) other selected assets and liabilities:					
Receivables	338	336	339	322	294
Merchandise inventories	6,226	6,155	6,065	5,754	5,596
Prepaid expenses and other current assets	453	443	398	390	409
Other assets	775	784	659	579	528
Merchandise accounts payable	(2,366)	(2,472)	(2,520)	(2,362)	(2,314)
Accounts payable and accrued liabilities	(2,677)	(2,511)	(2,328)	(2,333)	(2,309)
Total average invested capital	\$ 18,482	\$ 18,814	\$ 18,979	\$ 18,833	\$ 18,927
ROIC	20.1%	22.4%	21.5%	21.2%	19.7%

## Results of Operations

	2015		2014		2013	
	Amount	% to Sales	Amount	% to Sales	Amount	% to Sales
(dollars in millions, except per share figures)						
Net sales	\$ 27,079		\$ 28,105		\$ 27,931	
Increase (decrease) in sales	(3.7) %		0.6 %		0.9 %	
Increase (decrease) in comparable sales	(3.0) %		0.7 %		1.9 %	
Cost of sales	(16,496)	(60.9) %	(16,863)	(60.0) %	(16,725)	(59.9) %
Gross margin	10,583	39.1 %	11,242	40.0 %	11,206	40.1 %
Selling, general and administrative expenses	(8,256)	(30.5) %	(8,355)	(29.7) %	(8,440)	(30.2) %
Impairments, store closing and other costs	(288)	(1.1) %	(87)	(0.3) %	(88)	(0.3) %
Operating income	2,039	7.5 %	2,800	10.0 %	2,678	9.6 %
Interest expense - net	(361)		(393)		(388)	
Premium on early retirement of debt	—		(17)		—	
Income before income taxes	1,678		2,390		2,290	
Federal, state and local income tax expense	(608)		(864)		(804)	
Net income	1,070		1,526		1,486	
Net loss attributable to noncontrolling interest	2		—		—	
Net income attributable to Macy's, Inc. shareholders	\$ 1,072	4.0 %	\$ 1,526	5.4 %	\$ 1,486	5.3 %
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$ 3.22		\$ 4.22		\$ 3.86	

### Supplemental Non-GAAP Financial Measures

Increase (decrease) in comparable sales on an owned plus licensed basis	(2.5) %		1.4 %		2.8 %	
Operating income, excluding certain items	\$ 2,327	8.6 %	\$ 2,887	10.3 %	\$ 2,766	9.9 %
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items	\$ 3.77		\$ 4.40		\$ 4.00	
Adjusted EBITDA as a percent to net sales	12.5 %		14.0 %		13.6 %	
ROIC	20.1 %		22.4 %		21.5 %	

See pages 18 to 21 for a reconciliation of these non-GAAP financial measures to their most comparable GAAP financial measure and for other important information.

### Store information (at year-end):

Stores operated	870	823	840
Square footage (in millions)	141.9	147.4	150.1

## Comparison of 2015 and 2014

### *Net Income Attributable to Macy's, Inc. Shareholders*

Net income attributable to Macy's, Inc. shareholders for 2015 decreased compared to 2014, reflecting lower sales and gross margin and higher impairments, store closing costs and other costs, partially offset by lower selling, general and administrative expenses, interest expense and income taxes in 2015 as compared to 2014.

### *Net Sales*

Net sales for 2015 decreased \$1,026 million or 3.7% compared to 2014. The decrease in comparable sales on an owned basis for 2015 was 3.0% compared to 2014. The decrease in comparable sales on an owned plus licensed basis for 2015 was 2.5% compared to 2014. (See page 18 for information regarding the Company's calculation of comparable sales, a reconciliation of the non-GAAP measure which takes into account sales of departments licensed to third parties to the most comparable GAAP measure and other important information). The Company experienced an overall weakness in sales, but geographically sales in 2015 were stronger in the western and southern regions, where weather was less of a factor, while sales at locations that are frequented by international tourists, such as New York City, Las Vegas, San Francisco and Chicago were negatively impacted by lower levels of spending by these tourists. Digital sales growth continued strong in 2015. By family of business, sales in 2015 were strongest in active apparel, cosmetics and fragrances and furniture and mattresses. Sales in 2015 were less strong in fashion watches, cold weather items, and the housewares and tabletop businesses. Sales of the Company's private label brands represented approximately 20% of net sales in the Macy's-branded operations in 2015.

### *Cost of Sales*

Cost of sales for 2015 decreased \$367 million from 2014. The cost of sales rate as a percent to net sales of 60.9% was 90 basis points higher in 2015, as compared to 60.0% in 2014, primarily due to higher markdowns resulting from the need to clear inventory based on the weaker sales trend as well as the continued growth of the omnichannel businesses and the resulting impact of free shipping. 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.

### *SG&A Expenses*

SG&A expenses for 2015 decreased \$99 million from 2014, however the SG&A rate as a percent to net sales of 30.5% was 80 basis points higher in 2015, as compared to 2014. SG&A expenses in 2015 benefited from higher income from credit operations and higher gains on the sale of certain store locations and surplus properties, partially offset by higher retirement expenses (including Pension Plan, SERP and defined contribution plan expenses), higher expenses associated with the continued investments in the Company's omnichannel operations, investments in Bluemercury, Macy's Backstage and Macy's China Limited and higher depreciation and amortization expense. Income from credit operations was \$831 million in 2015 as compared to \$776 million in 2014. SG&A expenses included gains on the sales of certain store locations and surplus properties of \$212 million in 2015 compared to \$92 million in 2014. Included in the gains on the sales of store locations and surplus properties in 2015 was \$84 million related to the sale of Brooklyn real estate and \$57 million related to the downtown Seattle real estate transaction. Retirement expenses were \$77 million in 2015 as compared to \$65 million in 2014. Depreciation and amortization expense was \$1,061 million for 2015, compared to \$1,036 million for 2014. Advertising expense, net of cooperative advertising allowances, was \$1,173 million for 2015 compared to \$1,177 million for 2014. Advertising expense, net of cooperative advertising allowances, as a percent to net sales was 4.3% for 2015 and 4.2% for 2014.

### *Impairments, Store Closing and Other Costs*

Impairments, store closing and other costs for 2015 includes costs and expenses primarily associated with the cost efficiency initiatives and store closings announced in January 2016. During 2015, these costs and expenses included \$123 million of severance and other human resource-related costs and asset impairment charges of \$148 million. Impairments, store closing and other costs for 2014 included costs and expenses primarily associated with organization changes and store closings announced in January 2015. During 2014, these costs and expenses included \$46 million of severance and other human resource-related costs and asset impairment charges of \$33 million.



### *Net Interest Expense*

Net interest expense for 2015 decreased \$32 million from 2014. Net interest expense for 2015 benefited from lower rates on outstanding borrowings as compared to 2014 and from the recognition of unamortized debt premium associated with the \$76 million of 8.125% senior debentures due 2035 which were redeemed at par on August 17, 2015, pursuant to the terms of the debentures.

### *Premium on Early Retirement of Debt*

On November 14, 2014, the Company provided a notice of redemption related to all of the \$407 million of 7.875% senior notes due 2015, 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 \$17 million during 2014. The additional interest expense resulting from this transaction is presented as premium on early retirement of debt on the Consolidated Statements of Income.

### *Effective Tax Rate*

The Company's effective tax rate of 36.2% for 2015 and 2014 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. Additionally, income tax expense for 2015 and 2014 benefited from historic rehabilitation tax credits.

### *Comparison of 2014 and 2013*

#### *Net Income Attributable to Macy's, Inc. Shareholders*

Net income attributable to Macy's, Inc. shareholders for 2014 increased compared to 2013, reflecting the benefits of the key strategies at Macy's and Bloomingdale's as well as lower retirement expenses, higher income from credit operations and gains on the sale of certain store locations and surplus properties, partially offset by greater investments in the Company's omnichannel operations and higher depreciation and amortization expense.

#### *Net Sales*

Net sales for 2014 increased \$174 million or 0.6% compared to 2013. The increase in comparable sales on an owned basis for 2014 was 0.7% compared to 2013. The increase in comparable sales on an owned plus licensed basis for 2014 was 1.4% compared to 2013. (See page 18 for information regarding the Company's calculation of comparable sales, a reconciliation of the non-GAAP measure which takes into account sales of departments licensed to third parties to the most comparable GAAP measure and other important information). The Company continued to benefit from the successful execution of the My Macy's localization, Omnichannel and Magic Selling strategies. Geographically, sales in 2014 were strongest in the southern regions. By family of business, sales in 2014 were strongest in handbags, active and millennial apparel, furniture and mattresses. Sales in 2014 were less strong in the housewares and tabletop businesses. Sales of the Company's private label brands continued to be strong and represented approximately 20% of net sales in the Macy's-branded operations in 2014.

#### *Cost of Sales*

Cost of sales for 2014 increased \$138 million from 2013. The cost of sales rate as a percent to net sales of 60.0% was 10 basis points higher in 2014, as compared to 59.9% in 2013, primarily due to continued growth of the omnichannel businesses and the resulting impact of free shipping. 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.

### *SG&A Expenses*

SG&A expenses for 2014 decreased \$85 million from 2013. The SG&A rate as a percent to net sales of 29.7% was 50 basis points lower in 2014, as compared to 2013. SG&A expenses in 2014 benefited from lower retirement expenses (including Pension Plan, SERP and defined contribution plan expenses), higher income from credit operations, and gains on the sale of certain store locations and surplus properties, partially offset by greater investments in the Company's omnichannel operations and higher depreciation and amortization expense. Retirement expenses were \$65 million in 2014 as compared to \$235 million in 2013. Income from credit operations was \$776 million in 2014 as compared to \$731 million in 2013. SG&A expenses included gains on the sales of store locations and surplus properties of \$92 million in 2014 as compared to \$79 million in 2013. Depreciation and amortization expense was \$1,036 million for 2014, compared to \$1,020 million for 2013. Advertising expense, net of cooperative advertising allowances, was \$1,177 million for 2014 compared to \$1,166 million for 2013. Advertising expense, net of cooperative advertising allowances, as a percent to net sales was 4.2% for both 2014 and 2013.

### *Impairments, Store Closing and Other Costs*

Impairments, store closing and other costs for 2014 included costs and expenses primarily associated with organization changes and store closings announced in January 2015. During 2014, these costs and expenses included \$46 million of severance and other human resource-related costs and asset impairment charges of \$33 million. Impairments, store closing and other costs for 2013 included costs and expenses primarily associated with cost-reduction initiatives and store closings announced in January 2014. During 2013, these costs and expenses included \$43 million of severance and other human resource-related costs and asset impairment charges of \$39 million.

### *Net Interest Expense*

Net interest expense for 2014 increased \$5 million from 2013. The increase in net interest expense for 2014 was due to higher levels of average outstanding borrowings as compared to 2013.

### *Premium on Early Retirement of Debt*

On November 14, 2014, the Company provided a notice of redemption related to all of the \$407 million of 7.875% senior notes due 2015, 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 \$17 million during 2014. The additional interest expense resulting from this transaction is presented as premium on early retirement of debt on the Consolidated Statements of Income.

### *Effective Tax Rate*

The Company's effective tax rate of 36.2% for 2014 and 35.1% for 2013 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. Additionally, income tax expense for both 2014 and 2013 benefited from historic rehabilitation tax credits and 2013 also benefited from a reduction in the valuation allowance related primarily to state net operating loss carryforwards.

## ***Guidance***

Based on its assessment of current and anticipated market conditions and its recent performance, the Company's 2016 assumptions include:

- Total sales decline of approximately 2% from 2015 levels;
- Comparable sales decrease on an owned plus licensed basis of approximately 1%, and on an owned basis to be approximately 50 basis points lower, from 2015 levels;
- Asset sale gains of approximately \$235 million, including \$86 million of additional gain from the sale of the Brooklyn real estate;
- Non-cash settlement charges of approximately \$135 million relating to the Company's defined benefit plans, resulting from an anticipated increase in lump sum distributions associated with store closings, a voluntary separation program and organizational restructuring and small balance force outs, in addition to annual distribution activity;
- Retirement expenses (Pension Plan, SERP, 401(k) qualified defined contribution plan and non-qualified defined contribution plan) are assumed to decline by approximately \$25 million from 2015 levels, due primarily to the reductions in service cost and interest cost for the Pension Plan and SERP associated with the change to the full yield curve approach, which are estimated to be approximately \$40 million;
- Adjusted diluted earnings per share attributable to Macy's, Inc. shareholders of \$3.80 to \$3.90, excluding the anticipated impact of settlement accounting charges related to the Company's defined benefit plans described above; and
- Capital expenditures of approximately \$900 million.

The Company's budgeted capital expenditures are primarily related to new stores, store remodels, maintenance, the renovation of the Macy's Brooklyn location, technology and omnichannel investments, distribution network improvements and new growth initiatives. The Company has announced that in 2016 it intends to open one new Macy's store in Kapolei, HI, approximately 42 new Bluemercury locations (24 freestanding and 18 inside existing Macy's stores) and 16 new Macy's Backstage locations (one freestanding and 15 inside existing Macy's stores). In 2017, the Company intends to open a new Macy's store in Murray, UT, a Macy's replacement store in Los Angeles, CA, and a new Bloomingdale's store in San Jose, CA. In 2018, the Company intends to open a new Bloomingdale's store in Norwalk, CT. Management presently anticipates funding such expenditures with cash on hand and cash from operations.

## ***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 was \$1,984 million in 2015 compared to \$2,709 million in 2014, reflecting lower net income.

### ***Investing Activities***

Net cash used by investing activities for 2015 was \$1,092 million, compared to net cash used by investing activities of \$970 million for 2014. Investing activities for 2015 includes the acquisition of Bluemercury, Inc., net of cash acquired, for \$212 million. Investing activities for 2015 also includes purchases of property and equipment totaling \$777 million and capitalized software of \$336 million, compared to purchases of property and equipment totaling \$770 million and capitalized software of \$298 million for 2014. Cash flows from investing activities included \$204 million and \$172 million from the disposition of property and equipment for 2015 and 2014, respectively. At January 30, 2016, the Company had approximately \$57 million of cash in a qualified escrow account, included in prepaid expenses and other current assets, to be utilized for potential tax deferred like-kind exchange transactions.

During 2015, the Company opened one new Macy's store, one new Bloomingdale's store, three new Bloomingdale's Outlet stores and six new Macy's Backstage stores. Additionally, 15 new Bluemercury stores have opened since the acquisition in March 2015. During 2014, the Company opened three new Macy's stores, one Bloomingdale's replacement store, and one new Bloomingdale's furniture clearance store.

In 2015, the Company launched the marketing of potential partnership and joint venture transactions for certain of its real estate. This includes the owned mall-based properties, as well as Macy's flagship real estate assets in Manhattan (Herald Square), San Francisco (Union Square), Chicago (State Street) and Minneapolis (downtown Nicollet Mall). In addition, the Company will also continue to pursue selected real estate dispositions and monetize assets in instances where the business is simultaneously enhanced or where the value of real estate significantly outweighs the value of the retail business.

### ***Financing Activities***

Net cash used by the Company for financing activities was \$2,029 million for 2015, including the acquisition of the Company's common stock under its share repurchase program at an approximate cost of \$2,000 million, the repayment of \$152 million of debt and the payment of \$456 million of cash dividends, partially offset by the issuance of \$500 million of debt, the issuance of \$163 million of common stock, primarily related to the exercise of stock options, and a decrease in outstanding checks of \$83 million. \$500 million aggregate principal amount of 3.450% senior unsecured notes due 2021 were issued in 2015.

On June 1, 2015, the Company repaid \$69 million of 7.5% senior debentures at maturity. On August 17, 2015, the Company redeemed at par the principal amount of \$76 million of 8.125% senior debentures due 2035, pursuant to the terms of the debentures. Interest expense in 2015 benefited from the recognition of unamortized debt premium associated with the \$76 million of 8.125% senior debentures.

Net cash used by the Company for financing activities was \$1,766 million for 2014 and included the acquisition of the Company's common stock under its share repurchase program at an approximate cost of \$1,900 million, the repayment of \$870 million of debt and the payment of \$421 million of cash dividends, partially offset by the issuance of \$1,050 million of debt, the issuance of \$258 million of common stock, primarily related to the exercise of stock options, and an increase in outstanding checks of \$133 million. \$550 million aggregate principal amount of 4.5% senior notes due 2034 and \$500 million aggregate principal amount of 3.625% senior unsecured notes due 2024 were issued in 2014.

On November 14, 2014, the Company provided a notice of redemption related to all of the \$407 million of 7.875% senior notes due 2015, 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 \$17 million during 2014. This additional interest expense is presented as premium on early retirement of debt on the Consolidated Statements of Income. Debt repaid during 2014 also included \$453 million of 5.75% senior notes due July 15, 2014 paid at maturity.

The Company is 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 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 agreement is set to expire May 10, 2018. As of January 30, 2016, and January 31, 2015, there were no revolving credit loans outstanding under this credit agreement, and there were no borrowings under the agreement throughout all of 2015 and 2014.

The Company is party to a \$1,500 million unsecured commercial paper program. The Company may issue and sell commercial paper in an aggregate amount outstanding at any particular time not to exceed its then-current combined borrowing availability under the credit agreement with certain financial institutions. During 2015, the Company utilized seasonal borrowings available under the commercial paper program. The amount of borrowings under the commercial paper program increased to its highest level for 2015 of approximately \$1,100 million during the fourth quarter. As of January 30, 2016, the Company had no remaining borrowings outstanding under its commercial paper program. The Company had no commercial paper outstanding under its commercial paper program throughout 2014.

The credit agreement requires 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 2015 was 8.85 and its leverage ratio at January 30, 2016 was 2.21, in each case as calculated in accordance with the credit agreement. The interest coverage ratio is defined as EBITDA divided by net interest expense and the leverage ratio is defined as debt divided by EBITDA. For purposes of these calculations EBITDA is calculated as net income plus interest expense, taxes, depreciation, amortization, non-cash impairment of goodwill, intangibles and real estate, non-recurring cash charges not to exceed in the aggregate \$400 million and extraordinary losses less interest income and non-recurring or extraordinary gains. Debt is adjusted to exclude the premium on acquired debt and net interest is adjusted to exclude the amortization of premium on acquired debt and premium on early retirement of debt.

A breach of a restrictive covenant in the Company's credit agreement or the inability of the Company to maintain the financial ratios described above could result in an event of default under the credit agreement. In addition, an event of default would occur under the credit agreement if any indebtedness of the Company in excess of an aggregate principal amount of \$150 million becomes due prior to its stated maturity or the holders of such indebtedness become able to cause it to become due prior to its stated maturity. Upon the occurrence of an event of default, the lenders could, subject to the terms and conditions of the credit agreement, elect to declare the outstanding principal, together with accrued interest, to be immediately due and payable.

Moreover, most of the Company's senior notes and debentures contain cross-default provisions based on the non-payment at maturity, or other default after an applicable grace period, of any other debt, the unpaid principal amount of which is not less than \$100 million, that could be triggered by an event of default under the credit agreement. In such an event, the Company's senior notes and debentures that contain cross-default provisions would also be subject to acceleration.

At January 30, 2016, no notes or debentures contain provisions requiring acceleration of payment upon a debt rating downgrade. However, the terms of approximately \$4,800 million in aggregate principal amount of the Company's senior notes outstanding at that date require the Company to offer to purchase such notes at a price equal to 101% of their principal amount plus accrued and unpaid interest in specified circumstances involving both a change of control (as defined in the applicable indenture) of the Company and the rating of the notes by specified rating agencies at a level below investment grade.

The Company's board of directors approved an additional authorization to purchase Common Stock of \$1,500 million on May 13, 2015. During 2015, the Company repurchased approximately 34.8 million shares of its common stock for a total of approximately \$2,000 million. As of January 30, 2016, the Company had \$532 million of authorization remaining under its share repurchase program. On February 26, 2016, 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 \$2,032 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.

Also on February 26, 2016, the Company's board of directors declared a quarterly dividend of 36 cents per share on its common stock, payable April 1, 2016 to Macy's shareholders of record at the close of business on March 15, 2016. Additionally, the Company's board of directors announced the intent to increase the quarterly dividend to 37.75 cents per share on its common stock effective with the July 1, 2016 dividend payment. The record date for the July dividend, which the Company's board of directors will set at a future time, is expected to be on or about June 15, 2016.

#### *Contractual Obligations and Commitments*

At January 30, 2016, the Company had contractual obligations (within the scope of Item 303(a)(5) of Regulation S-K) as follows:

	Obligations Due, by Period				
	Total	Less than 1 Year	1 – 3 Years	3 – 5 Years	More than 5 Years
	(millions)				
Short-term debt	\$ 641	\$ 641	\$ —	\$ —	\$ —
Long-term debt	6,871	—	312	580	5,979
Interest on debt	4,734	402	689	671	2,972
Capital lease obligations	55	3	6	6	40
Operating leases	3,875	306	579	494	2,496
Letters of credit	21	21	—	—	—
Other obligations	4,558	2,951	442	316	849
	<u>\$ 20,755</u>	<u>\$ 4,324</u>	<u>\$ 2,028</u>	<u>\$ 2,067</u>	<u>\$ 12,336</u>

“Other obligations” in the foregoing table includes post employment and postretirement benefits, self-insurance reserves, group medical/dental/life insurance programs, merchandise purchase obligations and obligations under outsourcing arrangements, construction contracts, energy and other supply agreements identified by the Company and liabilities for unrecognized tax benefits that the Company expects to settle in cash in the next year. The Company's merchandise purchase obligations fluctuate on a seasonal basis, typically being higher in the summer and early fall and being lower in the late winter and early spring. The Company purchases a substantial portion of its merchandise inventories and other goods and services otherwise than through binding contracts. Consequently, the amounts shown as “Other obligations” in the foregoing table do not reflect the total amounts that the Company would need to spend on goods and services in order to operate its businesses in the ordinary course.

The Company has not included in the contractual obligations table \$161 million of long-term liabilities for unrecognized tax benefits for various tax positions taken or \$48 million of related accrued federal, state and local interest and penalties. These liabilities may increase or decrease over time as a result of tax examinations, and given the status of examinations, the Company cannot reliably estimate the period of any cash settlement with the respective taxing authorities. The Company has included in the contractual obligations table \$12 million of liabilities for unrecognized tax benefits that the Company expects to settle in cash in the next year.

#### *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.

### ***Critical Accounting Policies***

#### ***Merchandise Inventories***

Merchandise inventories are valued at the lower of cost or market using the last-in, first-out (LIFO) retail inventory method. Under the retail inventory method, inventory is segregated into departments of merchandise having similar characteristics, and is stated at its current retail selling value. Inventory retail values are converted to a cost basis by applying specific average cost factors for each merchandise department. Cost factors represent the average cost-to-retail ratio for each merchandise department based on beginning inventory and the annual purchase activity. At January 30, 2016 and January 31, 2015, merchandise inventories valued at LIFO, including adjustments as necessary to record inventory at the lower of cost or market, approximated the cost of such inventories using the first-in, first-out (FIFO) retail inventory method. The application of the LIFO retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales for 2015, 2014 or 2013. The retail inventory method inherently requires management judgments and estimates, such as the amount and timing of permanent markdowns to clear unproductive or slow-moving inventory, which may impact the ending inventory valuation as well as gross margins.

Permanent markdowns designated for clearance activity are recorded when the utility of the inventory has diminished. Factors considered in the determination of permanent markdowns include current and anticipated demand, customer preferences, age of the merchandise and fashion trends. When a decision is made to permanently mark down merchandise, the resulting gross profit reduction is recognized in the period the markdown is recorded.

Physical inventories are generally taken within each merchandise department annually, and inventory records are adjusted accordingly, resulting in the recording of actual shrinkage. Physical inventories are taken at all store locations for substantially all merchandise categories approximately three weeks before the end of the year. Shrinkage is estimated as a percentage of sales at interim periods and for this approximate three-week period, based on historical shrinkage rates. While it is not possible to quantify the impact from each cause of shrinkage, the Company has loss prevention programs and policies that are intended to minimize shrinkage, including the use of radio frequency identification cycle counts and interim inventories to keep the Company's merchandise files accurate.

#### ***Long-Lived Asset Impairment and Restructuring Charges***

The carrying values of long-lived assets are periodically reviewed by the Company whenever events or changes in circumstances indicate that the carrying value may not be recoverable, such as historical operating losses or plans to close stores before the end of their previously estimated useful lives. Additionally, on an annual basis, the recoverability of the carrying values of individual stores are evaluated. A potential impairment has occurred if projected future undiscounted cash flows are less than the carrying value of the assets. The estimate of cash flows includes management's assumptions of cash inflows and outflows directly resulting from the use of those assets in operations. When a potential impairment has occurred, an impairment write-down is recorded if the carrying value of the long-lived asset exceeds its fair value. The Company believes its estimated cash flows are sufficient to support the carrying value of its long-lived assets. If estimated cash flows significantly differ in the future, the Company may be required to record asset impairment write-downs.

If the Company commits to a plan to dispose of a long-lived asset before the end of its previously estimated useful life, estimated cash flows are revised accordingly, and the Company may be required to record an asset impairment write-down. Additionally, related liabilities arise such as severance, contractual obligations and other accruals associated with store closings from decisions to dispose of assets. The Company estimates these liabilities based on the facts and circumstances in existence for each restructuring decision. The amounts the Company will ultimately realize or disburse could differ from the amounts assumed in arriving at the asset impairment and restructuring charge recorded.

The Company classifies certain long-lived assets as held for disposal by sale and ceases depreciation when the particular criteria for such classification are met, including the probable sale within one year. For long-lived assets to be disposed of by sale, an impairment charge is recorded if the carrying amount of the asset exceeds its fair value less costs to sell. Such valuations include estimations of fair values and incremental direct costs to transact a sale.

## *Income Taxes*

Income taxes are estimated based on the tax statutes, regulations and case law of the various jurisdictions in which the Company operates. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and net operating loss and tax credit carryforwards. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets are evaluated for recoverability based on all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. Deferred income tax assets are reduced by a valuation allowance when it is more likely than not that some portion of the deferred income tax assets will not be realized.

Uncertain tax positions are recognized if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Uncertain tax positions meeting the more-likely-than-not recognition threshold are then measured to determine the amount of benefit eligible for recognition in the financial statements. Each uncertain tax position is measured at the largest amount of benefit that is more likely than not to be realized upon ultimate settlement. Uncertain tax positions are evaluated and adjusted as appropriate, while taking into account the progress of audits of various taxing jurisdictions. The Company does not anticipate that resolution of these matters will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Significant judgment is required in evaluating the Company's uncertain tax positions, provision for income taxes, and any valuation allowance recorded against deferred tax assets. Although the Company believes that its judgments are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in the Company's historical income provisions and accruals.

## *Self-Insurance Reserves*

The Company, through its insurance subsidiary, is self-insured for workers' compensation and general liability claims up to certain maximum liability amounts. Although the amounts accrued are actuarially determined by third parties based on analysis of historical trends of losses, settlements, litigation costs and other factors, the amounts the Company will ultimately disburse could differ from such accrued amounts.

## *Pension and Supplementary Retirement Plans*

The Company has a funded defined benefit pension plan (the "Pension Plan") and an unfunded defined benefit supplementary retirement plan (the "SERP"). The Company accounts for these plans in accordance with ASC Topic 715, "Compensation - Retirement Benefits." Under ASC Topic 715, an employer recognizes the funded status of a defined benefit postretirement plan as an asset or liability on the balance sheet and recognizes changes in that funded status in the year in which the changes occur through comprehensive income. Additionally, pension expense is generally recognized on an accrual basis over the average remaining lifetime of participants. The pension expense calculation is generally independent of funding decisions or requirements.

The Pension Protection Act of 2006 provides the funding requirements for the Pension Plan which are different from the employer's accounting for the plan as outlined in ASC Topic 715. No funding contributions were required, and the Company made no funding contributions to the Pension Plan in 2015. As of the date of this report, the Company does not anticipate making funding contributions to the Pension Plan in 2016. Management believes that, with respect to the Company's current operations, cash on hand and funds from operations, together with available borrowing under its credit facility and other capital resources, will be sufficient to cover the Company's Pension Plan cash requirements in both the near term and also over the longer term.

At January 30, 2016, the Company had unrecognized actuarial losses of \$1,451 million for the Pension Plan and \$261 million for the SERP. The unrecognized losses for the Pension Plan and the SERP will be recognized as a component of pension expense in future years in accordance with ASC Topic 715, and is expected to impact 2016 Pension and SERP net periodic benefit costs by approximately \$39 million. The Company generally amortizes unrecognized gains and losses on a straight-line basis over the average remaining lifetime of participants using the corridor approach. In addition, approximately \$135 million of net actuarial losses are also expected to be recognized in 2016 as part of a non-cash settlement charge, resulting from an anticipated increase in lump sum distributions associated with store closings, a voluntary separation program and organizational restructuring and small balance force outs, in addition to annual distribution activity.



The calculation of pension expense and pension liabilities requires the use of a number of assumptions. Changes in these assumptions can result in different expense and liability amounts, and future actual experience may differ significantly from current expectations. The Company believes that the most critical assumptions relate to the long-term rate of return on plan assets (in the case of the Pension Plan) and the discount rate used to determine the present value of projected benefit obligations.

As of January 31, 2015, the Company lowered the assumed annual long-term rate of return for the Pension Plan's assets from 7.50% to 7.00% based on expected future returns on the portfolio of assets. The Company develops its expected long-term rate of return assumption by evaluating input from several professional advisors taking into account the asset allocation of the portfolio and long-term asset class return expectations, as well as long-term inflation assumptions. Pension expense increases or decreases as the expected rate of return on the assets of the Pension Plan decreases or increases, respectively. Lowering or raising the expected long-term rate of return assumption on the Pension Plan's assets by 0.25% would increase or decrease the estimated 2016 pension expense by approximately \$8 million.

The Company discounted its future pension obligations using a weighted-average rate of 4.17% at January 30, 2016 and 3.55% at January 31, 2015 for the Pension Plan and 4.23% at January 30, 2016 and 3.55% at January 31, 2015 for the SERP. The discount rate used to determine the present value of the Company's Pension Plan and SERP obligations is based on a yield curve constructed from a portfolio of high quality corporate debt securities with various maturities. Each year's expected future benefit payments are discounted to their present value at the appropriate yield curve rate, thereby generating the overall discount rate for Pension Plan and SERP obligations. As the discount rate is reduced or increased, pension liability would increase or decrease, respectively, and future pension expense would decrease or increase, respectively. Lowering the discount rates by 0.25% would increase the projected benefit obligations at January 30, 2016 by approximately \$112 million and would decrease estimated 2016 pension expense by approximately \$3 million. Increasing the discount rates by 0.25% from would decrease the projected benefit obligations at January 30, 2016 by approximately \$104 million and would increase estimated 2016 pension expense by approximately \$3 million.

Beginning in 2016, the Company is changing the method used to estimate the service and interest cost components of net periodic benefit costs for the Pension Plan and SERP. Historically, the Company estimated the service and interest cost components using a single weighted-average discount rate derived from the yield curve used to measure the benefit obligations. Beginning in 2016, the Company has elected to use a full yield curve approach in the estimation of these components of net periodic benefit costs. Under this approach, the Company will apply discounting using individual spot rates from the yield curve composed of the rates of return from a portfolio of high quality corporate debt securities available at the measurement date. These spot rates align to each of the projected benefit obligations and service cost cash flows.

The Company is making this change to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest costs. The Company is accounting for this change as a change in estimate and, accordingly, is being applied prospectively starting in 2016. The 2016 reductions in service cost and interest cost for the Pension Plan and SERP associated with this change are estimated to be approximately \$40 million.

### ***New Pronouncements***

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which clarifies the principles for recognizing revenue. The guidance is applicable to all contracts with customers regardless of industry-specific or transaction-specific fact patterns. Further, the guidance requires improved and additional disclosures to help users of financial statements better understand the nature, amount, timing, and uncertainty of revenue that is recognized. The standard was originally effective for the annual reporting periods beginning after December 15, 2016, including interim periods within that year. However, in August 2015, the FASB issued ASU No. 2015-14, which defers the effective date of ASU No. 2014-09 by one year. The guidance is now effective for the Company beginning in the first quarter of 2018, and early adoption is only permitted for the Company beginning in 2017. Upon becoming effective, the Company will apply the amendments in the updated standard either retrospectively to each prior reporting period presented, or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application. The Company is currently evaluating the impact, and the method of adoption, that this standard will have on its consolidated financial position, results of operations, and cash flows.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for substantially all leases. Leases will be classified as either financing or operating, with classification affecting the pattern of expense recognition in the statement of income. The new standard is effective for years beginning after December 15, 2018, including interim periods within those years. The Company has not yet evaluated the impact that this standard will have on its consolidated financial position, results of operations, and cash flows.

The Company does not anticipate that the adoption of any other recent accounting pronouncements will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

The Company is exposed to market risk from changes in interest rates that may adversely affect its financial position, results of operations and cash flows. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposures through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company does not use financial instruments for trading or other speculative purposes and is not a party to any leveraged financial instruments.

The Company is exposed to interest rate risk through its borrowing activities, which are described in Note 6 to the Consolidated Financial Statements. All of the Company's borrowings are under fixed rate instruments. However, the Company, from time to time, may use interest rate swap and interest rate cap agreements to help manage its exposure to interest rate movements and reduce borrowing costs. At January 30, 2016, the Company was not a party to any derivative financial instruments and based on the Company's lack of market risk sensitive instruments outstanding at January 30, 2016, the Company has determined that there was no material market risk exposure to the Company's consolidated financial position, results of operations or cash flows as of such date.

**Item 8. Consolidated Financial Statements and Supplementary Data.**

Information called for by this item is set forth in the Company's Consolidated Financial Statements and supplementary data contained in this report and is incorporated herein by this reference. Specific financial statements and supplementary data can be found at the pages listed in the following index:

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

***a. Disclosure Controls and Procedures***

The Company's Chief Executive Officer and Chief Financial Officer have carried out, as of January 30, 2016, 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.

***b. Management's Report on Internal Control over Financial Reporting***

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). The Company's management conducted an assessment of the Company's internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework* (2013). Based on this assessment, the Company's management has concluded that, as of January 30, 2016, the Company's internal control over financial reporting is effective.

The Company's independent registered public accounting firm, KPMG LLP, has audited the effectiveness of the Company's internal control over financial reporting as of January 30, 2016 and has issued an attestation report expressing an unqualified opinion on the effectiveness of the Company's internal control over financial reporting, as stated in their report located on page F-3.

***c. Changes in Internal Control over Financial Reporting***

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

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance.**

The information required by this item for executive officers is set forth under "Item 1. Business - Executive Officers of the Registrant" in this report. The other information called for by this item is set forth under "Item 1 - Election of Directors" and "Further Information Concerning the Board of Directors - Committees of the Board" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement to be delivered to stockholders in connection with our 2016 Annual Meeting of Shareholders (the "Proxy Statement"), and incorporated herein by reference.

Set forth below are the names, ages and principal occupations of our non-employee directors as of March 24, 2016.

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Principal Occupation</b>
Francis S. Blake	66	2015	Former Chairman and Chief Executive Officer of The Home Depot, Inc.
Stephen F. Bollenbach	73	2007	Non-Executive Chairman of the Board of Directors of KB Home, a homebuilding company, since April 2007.
John A. Bryant	50	2015	Chairman of the Board of Kellogg Company since July 2014 and President and Chief Executive Officer since January 2011.
Deirdre P. Connelly	55	2008	Former President, North American Pharmaceuticals of GlaxoSmithKline, a global pharmaceutical company.
Meyer Feldberg	74	1992	Dean Emeritus and Professor of Leadership and Ethics at Columbia Business School at Columbia University since June 2004. He is currently on leave of absence from Columbia University and is serving as a senior advisor at Morgan Stanley, an investment bank.
Leslie D. Hale	43	2015	Chief Financial Officer, Treasurer and Executive Vice President of RLJ Lodging Trust, a publicly-traded lodging real estate investment trust, since February 2013.
Sara Levinson	65	1997	Co-Founder and Director of Katapult, a digital entertainment company making products for today's creative generation, since April 2013.
Joseph Neubauer	74	1992	Former Chairman of the Board of ARAMARK, a leading provider of a broad range of professional services, including food, hospitality, facility and uniform services.
Joyce M. Roché	69	2006	Former President and Chief Executive Officer of Girls Incorporated, a national non-profit research, education and advocacy organization.
Paul C. Varga	52	2012	Chairman of Brown-Forman Corporation, a spirits and wine company, since August 2007 and Chief Executive Officer since 2005.
Craig E. Weatherup	70	1996	Former Chief Executive Officer of The Pepsi-Cola Company.
Marna C. Whittington	68	1993	Former Chief Executive Officer of Allianz Global Investors Capital, a diversified global investment firm.
Annie Young-Scrivner	47	2014	Executive Vice President of Starbucks Corporation since September 2009, with responsibility for global loyalty and digital development since September 2015.

On March 21, 2016, the Board elected William H. Lenehan as a director, effective as of April 1, 2016. Mr. Lenehan, age 39, has been the President and Chief Executive Officer of Four Corners Property Trust, Inc., a real estate investment trust, since August 2015.

**Item 11. Executive Compensation.**

Information called for by this item is set forth under “Compensation Discussion & Analysis,” “Compensation of the Named Executives for 2015,” “Compensation Committee Report” and “Compensation Committee Interlocks and Insider Participation” in the Proxy Statement and incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

Information called for by this item is set forth under “Stock Ownership – Certain Beneficial Owners” and “Stock Ownership – Stock Ownership of Directors and Executive Officers” in the Proxy Statement and incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

Information called for by this item is set forth under “Further Information Concerning the Board of Directors – Director Independence” and “Policy on Related Person Transactions” in the Proxy Statement and incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services.**

Information called for by this item is set forth under “Item 2 – Appointment of Independent Registered Public Accounting Firm” in the Proxy Statement and incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this report:

#### 1. Financial Statements:

The list of financial statements required by this item is set forth in Item 8 “Consolidated Financial Statements and Supplementary Data” and is incorporated herein by reference.

#### 2. Financial Statement Schedules:

All schedules are omitted because they are inapplicable, not required, or the information is included elsewhere in the Consolidated Financial Statements or the notes thereto.

#### 3. Exhibits:

<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
3.1	Amended and Restated Certificate of Incorporation	Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 18, 2010
3.1.1	Certificate of Designations of Series A Junior Participating Preferred Stock	Exhibit 3.1.1 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended January 28, 1995
3.1.2	Article Seventh of the Amended and Restated Certificate of Incorporation	Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 24, 2011
3.2	Amended and Restated By-Laws	Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 3, 2016
4.1	Amended and Restated Certificate of Incorporation	See Exhibits 3.1, 3.1.1 and 3.1.2
4.2	Amended and Restated By-Laws	See Exhibit 3.2
4.3	Indenture, dated as of January 15, 1991, among the Company (as successor to The May Department Stores Company (“May Delaware”)), Macy's Retail Holdings, Inc. (“Macy's Retail”) (f/k/a The May Department Stores Company (NY) or “May New York”) and The Bank of New York Mellon Trust Company, N.A. (“BNY Mellon”, successor to J.P. Morgan Trust Company and as successor to The First National Bank of Chicago), as Trustee (the “1991 Indenture”)	Exhibit 4(2) to May New York’s Current Report on Form 8-K filed on January 15, 1991
4.3.1	Guarantee of Securities, dated as of August 30, 2005, by the Company relating to the 1991 Indenture	Exhibit 10.13 to the Company's Current Report on Form 8-K filed on August 30, 2005 (the “August 30, 2005 Form 8-K”)
4.4	Indenture, dated as of December 15, 1994, between the Company and U.S. Bank National Association (successor to State Street Bank and Trust Company and The First National Bank of Boston), as Trustee (the “1994 Indenture”)	Exhibit 4.1 to the Company's Registration Statement on Form S-3 (Registration No. 33-88328) filed on January 9, 1995
4.4.1	Eighth Supplemental Indenture to the 1994 Indenture, dated as of July 14, 1997, between the Company and U.S. Bank National Association (successor to State Street Bank and Trust Company and The First National Bank of Boston), as Trustee	Exhibit 2 to the Company's Current Report on Form 8-K filed on July 15, 1997 (the “July 15, 1997 Form 8-K”)

<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
4.4.2	Ninth Supplemental Indenture to the 1994 Indenture, dated as of July 14, 1997, between the Company and U.S. Bank National Association (successor to State Street Bank and Trust Company and The First National Bank of Boston), as Trustee	Exhibit 3 to the July 15, 1997 Form 8-K
4.4.3	Tenth Supplemental Indenture to the 1994 Indenture, dated as of August 30, 2005, among the Company, Macy's Retail and U.S. Bank National Association (as successor to State Street Bank and Trust Company and as successor to The First National Bank of Boston), as Trustee	Exhibit 10.14 to the August 30, 2005 Form 8-K
4.4.4	Guarantee of Securities, dated as of August 30, 2005, by the Company relating to the 1994 Indenture	Exhibit 10.16 to the August 30, 2005 Form 8-K
4.5	Indenture, dated as of September 10, 1997, between the Company and U.S. Bank National Association (successor to Citibank, N.A.), as Trustee (the "1997 Indenture")	Exhibit 4.4 to the Company's Amendment No. 1 to Form S-3 (Registration No. 333-34321) filed on September 11, 1997
4.5.1	First Supplemental Indenture to the 1997 Indenture, dated as of February 6, 1998, between the Company and U.S. Bank National Association (successor to Citibank, N.A.), as Trustee	Exhibit 2 to the Company's Current Report on Form 8-K filed on February 6, 1998
4.5.2	Third Supplemental Indenture to the 1997 Indenture, dated as of March 24, 1999, between the Company and U.S. Bank National Association (successor to Citibank, N.A.), as Trustee	Exhibit 4.2 to the Company's Registration Statement on Form S-4 (Registration No. 333-76795) filed on April 22, 1999
4.5.3	Seventh Supplemental Indenture to the 1997 Indenture, dated as of August 30, 2005 among the Company, Macy's Retail and U.S. Bank National Association (successor to Citibank, N.A.), as Trustee	Exhibit 10.15 to the August 30, 2005 Form 8-K
4.5.4	Guarantee of Securities, dated as of August 30, 2005, by the Company relating to the 1997 Indenture	Exhibit 10.17 to the August 30, 2005 Form 8-K
4.6	Indenture, dated as of June 17, 1996, among the Company (as successor to May Delaware), Macy's Retail (f/k/a May New York) and The Bank of New York Mellon Trust Company, N.A. ("BNY Mellon", successor to J.P. Morgan Trust Company), as Trustee (the "1996 Indenture")	Exhibit 4.1 to the Registration Statement on Form S-3 (Registration No. 333-06171) filed on June 18, 1996 by May Delaware
4.6.1	First Supplemental Indenture to the 1996 Indenture, dated as of August 30, 2005, by and among the Company (as successor to May Delaware), Macy's Retail (f/k/a May New York) and BNY Mellon, as Trustee	Exhibit 10.9 to the August 30, 2005 Form 8-K
4.7	Indenture, dated as of July 20, 2004, among the Company (as successor to May Delaware), Macy's Retail (f/k/a May New York) and BNY Mellon, as Trustee (the "2004 Indenture")	Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-00079) filed on July 21, 2004 by May Delaware
4.7.1	First Supplemental Indenture to the 2004 Indenture, dated as of August 30, 2005 among the Company (as successor to May Delaware), Macy's Retail and BNY Mellon, as Trustee	Exhibit 10.10 to the August 30, 2005 Form 8-K
4.8	Indenture, dated as of November 2, 2006, by and among Macy's Retail, the Company and U.S. Bank National Association, as Trustee (the "2006 Indenture")	Exhibit 4.6 to the Company's Registration Statement on Form S-3ASR (Registration No. 333-138376) filed on November 2, 2006



<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
4.8.1	First Supplemental Indenture to the 2006 Indenture, dated November 29, 2006, among Macy's Retail, the Company and U.S. Bank National Association, as Trustee	Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 29, 2006
4.8.2	Third Supplemental Indenture to the 2006 Indenture, dated March 12, 2007, among Macy's Retail, the Company and U.S. Bank National Association, as Trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on March 12, 2007
4.8.3	Sixth Supplemental Indenture to the 2006 Indenture, dated December 10, 2015, among Macy's Retail, the Company and U.S. Bank National Association, as Trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 10, 2015
4.9	Indenture, dated as of January 13, 2012, among Macy's Retail, the Company and BNY Mellon, as Trustee (the "2012 Indenture")	Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 13, 2012 (the "January 13, 2012 Form 8-K")
4.9.1	First Supplemental Trust Indenture to the 2012 Indenture, dated as of January 13, 2012, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.2 to the January 13, 2012 Form 8-K
4.9.2	Second Supplemental Trust Indenture to the 2012 Indenture, dated as of January 13, 2012, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.3 to the January 13, 2012 Form 8-K
4.9.3	Third Supplemental Trust Indenture, dated as of November 20, 2012, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 20, 2012 (the "November 20, 2012 Form 8-K")
4.9.4	Fourth Supplemental Trust Indenture, dated as of November 20, 2012, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.3 to the November 20, 2012 Form 8-K
4.9.5	Fifth Supplemental Trust Indenture, dated as of September 6, 2013, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on September 6, 2013
4.9.6	Sixth Supplemental Trust Indenture, dated as of May 23, 2014, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 23, 2014
4.9.7	Seventh Supplemental Trust Indenture, dated as of November 18, 2014, among Macy's Retail, as issuer, the Company, as guarantor, and BNY Mellon, as trustee	Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 18, 2014
10.1+	Credit Agreement, dated as of May 10, 2013, among the Company, 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	Exhibit 10.01 to the Company's Current Report on Form 8-K filed on May 14, 2013 (the "May 14, 2013 Form 8-K")
10.1.1	First Amendment, dated as of May 30, 2013, to the Credit Agreement, among Macy's Retail and JPMorgan Chase Bank, N.A. and the Bank of America, N.A., as Administrative Agents	Exhibit 10.1.1 to the Company's Quarterly Report on Form 10-Q filed on June 10, 2013

<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
10.2	Guarantee Agreement, dated as of May 10, 2013, among the Company, Macy's Retail, certain subsidiary guarantors and JPMorgan Chase Bank, N.A., as paying agent	Exhibit 10.02 to the May 14, 2013 Form 8-K
10.3	Tax Sharing Agreement, dated as of October 31, 2014, among Macy's, Inc. and members of the Affiliated Group	Exhibit 10.7 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended January 31, 2015 (the "2014 Form 10-K")
10.4+	Amended and Restated Credit Card Program Agreement, dated November 10, 2014, among the Company, FDS Bank, Macy's Credit and Customer Services, Inc. ("MCCS"), Macy's West Stores, Inc., Bloomingdales, Inc., Department Stores National Bank ("DSNB") and Citibank, N.A.	Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on December 8, 2014
10.5	1995 Executive Equity Incentive Plan, as amended and restated as of June 1, 2007 (the "1995 Plan") *	Exhibit 10.11 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended January 31, 2009 (the "2008 Form 10-K")
10.6	Senior Executive Incentive Compensation Plan *	Appendix B to the Company's Proxy Statement dated March 28, 2012
10.7	1994 Stock Incentive Plan, as amended and restated as of June 1, 2007 *	Exhibit 10.13 to the 2008 Form 10-K
10.8	Form of Indemnification Agreement *	Exhibit 10.14 to the Registration Statement on Form 10 (File No. 1-10951), filed on November 27, 1991
10.9	Executive Severance Plan, effective November 1, 2009, as revised and restated January 1, 2014 *	Exhibit 10.14 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended February 1, 2014 (the "2013 Form 10-K")
10.10	Form of Non-Qualified Stock Option Agreement for the 1995 Plan (for Executives and Key Employees) *	Exhibit 10.2 to the Company's Current Report on Form 8-K filed on March 29, 2005
10.10.1	Form of Non-Qualified Stock Option Agreement for the 1995 Plan (for Executives and Key Employees), as amended *	Exhibit 10.33.1 to the Company's Annual Report Form 10-K (File No. 1-13536) for the fiscal year ended January 28, 2006
10.10.2	Form of Non-Qualified Stock Option Agreement for the 1994 Stock Incentive Plan *	Exhibit 10.7 to the Current Report on Form 8-K (File No. 001-00079) filed on March 23, 2005 by May Delaware (the "March 23, 2005 Form 8-K")
10.10.3	Form of Nonqualified Stock Option Agreement under the 2009 Omnibus Incentive Compensation Plan (for Executives and Key Employees) *	Exhibit 10.15.3 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended February 2, 2013 (the "2012 Form 10-K")
10.10.4	Form of Nonqualified Stock Option Agreement under the Amended and Restated 2009 Omnibus Incentive Compensation Plan (for Executives and Key Employees) *	Exhibit 10.14.4 to the 2014 Form 10-K
10.11	Nonqualified Stock Option Agreement, dated as of October 26, 2007, by and between the Company and Terry Lundgren *	Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 1, 2007
10.12	Form of Restricted Stock Agreement for the 1994 Stock Incentive Plan *	Exhibit 10.4 to the March 23, 2005 Form 8-K
10.12.1	Form of Time-Based Restricted Stock Agreement under the 2009 Omnibus Incentive Compensation Plan *	Exhibit 10.3 to the Company's Current Report on Form 8-K filed on March 25, 2010

<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
10.13	Form of Performance-Based Restricted Stock Unit Agreement under the 2009 Omnibus Incentive Compensation Plan for the 2014-2016 performance period *	Exhibit 10.18.1 to the 2013 Form 10-K
10.13.1	Form of Performance-Based Restricted Stock Unit Agreement under the Amended and Restated 2009 Omnibus Incentive Compensation Plan for the 2015-2017 performance period *	Exhibit 10.17.2 to the 2014 Form 10-K
10.13.2	2016-2018 Performance-Based Restricted Stock Unit Terms and Conditions *	
10.14	Form of Time-Based Restricted Stock Unit Agreement under the 2009 Omnibus Incentive Compensation Plan *	Exhibit 10.19 to the 2012 Form 10-K
10.14.1	Form of Time-Based Restricted Stock Unit Agreement under the Amended and Restated 2009 Omnibus Incentive Compensation Plan *	Exhibit 10.18.1 to the 2014 Form 10-K
10.15	Supplementary Executive Retirement Plan *	Exhibit 10.29 to the 2008 Form 10-K
10.15.1	First Amendment to the Supplementary Executive Retirement Plan effective January 1, 2012 *	Exhibit 10.21.1 to the Company's Annual Report on Form 10-K (File No. 1-13536) for the fiscal year ended January 28, 2012
10.15.2	Second Amendment to Supplementary Executive Retirement Plan effective January 1, 2012 *	Exhibit 10.20.2 to the 2012 Form 10-K
10.15.3	Third Amendment to Supplementary Executive Retirement Plan effective December 31, 2013 *	Exhibit 10.20.3 to the 2013 Form 10-K
10.16	Executive Deferred Compensation Plan *	Exhibit 10.30 to the 2008 Form 10-K
10.16.1	First Amendment to Executive Deferred Compensation Plan effective December 19, 2013 *	Exhibit 10.21.1 to the 2013 Form 10-K
10.17	Macy's, Inc. 401(k) Retirement Investment Plan (the "Plan") (amending and restating the Macy's, Inc. 401(k) Retirement Investment Plan) effective as of January 1, 2014 *	Exhibit 10.22 to the 2013 Form 10-K
10.17.1	First Amendment to the Plan regarding matching contributions with respect to the Plan's plan years beginning on and after January 1, 2014, effective January 1, 2014 *	Exhibit 10.21.1 to the 2014 Form 10-K
10.17.2	Second Amendment to the Plan regarding marriage status, effective January 1, 2014 *	Exhibit 10.21.2 to the 2014 Form 10-K
10.17.3	Third Amendment to the Plan regarding matching contributions with respect to the Plan's plan years beginning on and after January 1, 2014 *	Exhibit 10.21.3 to the 2014 Form 10-K
10.17.4	Fourth Amendment to the Plan regarding rules applicable to Puerto Rico participants effective January 1, 2011 (and for the Plan's plan years beginning on and after that date)*	
10.17.5	Fifth Amendment to the Plan regarding eligible associates to participate (pre-tax deferrals only, no match) immediately upon hire*	
10.18	Director Deferred Compensation Plan *	Exhibit 10.33 to the 2008 Form 10-K

<u>Exhibit Number</u>	<u>Description</u>	<u>Document if Incorporated by Reference</u>
10.19	Macy's, Inc. Amended and Restated 2009 Omnibus Incentive Compensation Plan *	Appendix B to the Company's Proxy Statement dated April 2, 2014
10.20	Macy's, Inc. Deferred Compensation Plan *	Exhibit 4.5 to the Company's Registration Statement on Form S-8 (Registration No. 333-192917) filed on December 18, 2013
10.20.1	First Amendment to Deferred Compensation Plan regarding special rules of eligibility for newly eligible participants, effective April 1, 2014 *	Exhibit 10.24.1 to the 2014 Form 10-K
10.20.2	Second Amendment to Deferred Compensation Plan regarding payment rules for plan years that begin on or after January 1, 2015, effective January 1, 2014 *	Exhibit 10.24.2 to the 2014 Form 10-K
10.20.3	Third Amendment to Deferred Compensation Plan regarding a lump sum distribution from account if its balance does not exceed a certain amount, effective July 1, 2015*	
10.21	Change in Control Plan, effective November 1, 2009, as revised and restated January 1, 2014 *	Exhibit 10.26 to the 2013 Form 10-K
10.22	Amended and Restated Time Sharing Agreement between Macy's, Inc. and Terry J. Lundgren, dated August 21, 2014 *	Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on September 8, 2014
21	Subsidiaries	
23	Consent of KPMG LLP	
24	Powers of Attorney	
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 Annual Report on Form 10-K for the year ended January 30, 2016, filed on March 30, 2016, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail.	

+ Portions of the exhibit have been omitted pursuant to a request for confidential treatment. The confidential portions have been provided to the SEC.

\* Constitutes a compensatory plan or arrangement.

\*\* 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 Section 13 or 15(d) 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

Date: March 30, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 30, 2016.

<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Terry J. Lundgren</b></p> <p>Chairman of the Board and Chief Executive Officer (principal executive officer) and Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Karen M. Hoguet</b></p> <p>Chief Financial Officer (principal financial officer)</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Joel A. Belsky</b></p> <p>Executive Vice President and Controller (principal accounting officer)</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Francis S. Blake</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Stephen F. Bollenbach</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>John A. Bryant</b></p> <p>Director</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Deirdre P. Connelly</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Meyer Feldberg</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Leslie D. Hale</b></p> <p>Director</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Sara Levinson</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Joseph Neubauer</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Joyce M. Roché</b></p> <p>Director</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Paul C. Varga</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Craig E. Weatherup</b></p> <p>Director</p>	<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Marna C. Whittington</b></p> <p>Director</p>
<p style="text-align: center;">*</p> <hr/> <p style="text-align: center;"><b>Annie Young-Scrivner</b></p> <p>Director</p>		

\* The undersigned, by signing his name hereto, does sign and execute this Annual Report on Form 10-K pursuant to the Powers of Attorney executed by the above-named officers and directors and filed herewith.

By: /s/ DENNIS J. BRODERICK

**Dennis J. Broderick**  
Attorney-in-Fact

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## REPORT OF MANAGEMENT

To the Shareholders of  
Macy's, Inc.:

The integrity and consistency of the Consolidated Financial Statements of Macy's, Inc. and subsidiaries, which were prepared in accordance with accounting principles generally accepted in the United States of America, are the responsibility of management and properly include some amounts that are based upon estimates and judgments.

The Company maintains a system of internal accounting controls, which is supported by a program of internal audits with appropriate management follow-up action, to provide reasonable assurance, at appropriate cost, that the Company's assets are protected and transactions are properly recorded. Additionally, the integrity of the financial accounting system is based on careful selection and training of qualified personnel, organizational arrangements which provide for appropriate division of responsibilities and communication of established written policies and procedures.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f) and has issued Management's Report on Internal Control over Financial Reporting.

The Consolidated Financial Statements of the Company have been audited by KPMG LLP. Their report expresses their opinion as to the fair presentation, in all material respects, of the financial statements and is based upon their independent audits.

The Audit Committee, composed solely of outside directors, meets periodically with KPMG LLP, the internal auditors and representatives of management to discuss auditing and financial reporting matters. In addition, KPMG LLP and the Company's internal auditors meet periodically with the Audit Committee without management representatives present and have free access to the Audit Committee at any time. The Audit Committee is responsible for recommending to the Board of Directors the engagement of the independent registered public accounting firm and the general oversight review of management's discharge of its responsibilities with respect to the matters referred to above.

Terry J. Lundgren  
Chairman and Chief Executive Officer

Karen M. Hoguet  
Chief Financial Officer

Joel A. Belsky  
Executive Vice President and Controller

## Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
Macy's, Inc.:

We have audited the accompanying consolidated balance sheets of Macy's, Inc. and subsidiaries as of January 30, 2016 and January 31, 2015, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended January 30, 2016. We also have audited Macy's, Inc.'s internal control over financial reporting as of January 30, 2016, based on criteria established in *Internal Control - Integrated Framework 2013* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Macy's, Inc.'s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A(b), "Management's Report On Internal Control over Financial Reporting." Our responsibility is to express an opinion on these consolidated financial statements and an opinion on Macy's, Inc.'s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Macy's, Inc. and subsidiaries as of January 30, 2016 and January 31, 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended January 30, 2016, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Macy's, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 30, 2016, based on criteria established in *Internal Control - Integrated Framework 2013* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP

Cincinnati, Ohio  
March 30, 2016



**MACY'S, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(millions, except per share data)

	2015	2014	2013
Net sales	\$ 27,079	\$ 28,105	\$ 27,931
Cost of sales	(16,496)	(16,863)	(16,725)
Gross margin	10,583	11,242	11,206
Selling, general and administrative expenses	(8,256)	(8,355)	(8,440)
Impairments, store closing and other costs	(288)	(87)	(88)
Operating income	2,039	2,800	2,678
Interest expense	(363)	(395)	(390)
Premium on early retirement of debt	—	(17)	—
Interest income	2	2	2
Income before income taxes	1,678	2,390	2,290
Federal, state and local income tax expense	(608)	(864)	(804)
Net income	1,070	1,526	1,486
Net loss attributable to noncontrolling interest	2	—	—
Net income attributable to Macy's, Inc. shareholders	\$ 1,072	\$ 1,526	\$ 1,486
Basic earnings per share attributable to Macy's, Inc. shareholders	\$ 3.26	\$ 4.30	\$ 3.93
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$ 3.22	\$ 4.22	\$ 3.86

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

**MACY'S, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(millions)

	2015	2014	2013
Net income	\$ 1,070	\$ 1,526	\$ 1,486
Other comprehensive income (loss), net of taxes:			
Actuarial gain (loss) and prior service cost on post employment and postretirement benefit plans, net of tax effect of \$269 million and \$108 million	—	(422)	170
Reclassifications to net income:			
Net actuarial loss on post employment and postretirement benefit plans, net of tax effect of \$19 million, \$10 million and \$61 million	29	15	96
Total other comprehensive income (loss)	29	(407)	266
Comprehensive income	1,099	1,119	1,752
Comprehensive loss attributable to noncontrolling interest	2	—	—
Comprehensive income attributable to Macy's, Inc. shareholders	\$ 1,101	\$ 1,119	\$ 1,752

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

**MACY'S, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(millions)

	January 30, 2016	January 31, 2015
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 1,109	\$ 2,246
Receivables	558	424
Merchandise inventories	5,506	5,417
Prepaid expenses and other current assets	479	493
Total Current Assets	7,652	8,580
Property and Equipment – net	7,616	7,800
Goodwill	3,897	3,743
Other Intangible Assets – net	514	496
Other Assets	897	711
Total Assets	\$ 20,576	\$ 21,330
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities:		
Short-term debt	\$ 642	\$ 76
Merchandise accounts payable	1,526	1,594
Accounts payable and accrued liabilities	3,333	3,109
Income taxes	227	296
Total Current Liabilities	5,728	5,075
Long-Term Debt	6,995	7,233
Deferred Income Taxes	1,477	1,443
Other Liabilities	2,123	2,201
Shareholders' Equity:		
Common stock (310.3 and 340.6 shares outstanding)	3	4
Additional paid-in capital	621	1,048
Accumulated equity	6,334	7,340
Treasury stock	(1,665)	(1,942)
Accumulated other comprehensive loss	(1,043)	(1,072)
Total Macy's, Inc. Shareholders' Equity	4,250	5,378
Noncontrolling interest	3	—
Total Shareholders' Equity	4,253	5,378
Total Liabilities and Shareholders' Equity	\$ 20,576	\$ 21,330

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

**MACY'S, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(millions)

	Common Stock	Additional Paid-In Capital	Accumulated Equity	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Macy's, Inc. Shareholders' Equity	Non-controlling Interest	Total Shareholders' Equity
Balance at February 2, 2013	\$ 4	\$ 3,872	\$ 5,108	\$ (2,002)	\$ (931)	\$ 6,051	\$ —	\$ 6,051
Net income			1,486			1,486		1,486
Other comprehensive income					266	266		266
Common stock dividends (\$0.95 per share)			(359)			(359)		(359)
Stock repurchases				(1,571)		(1,571)		(1,571)
Stock-based compensation expense		60				60		60
Stock issued under stock plans		(84)		399		315		315
Retirement of common stock		(1,326)		1,326		—		—
Deferred compensation plan distributions				1		1		1
Balance at February 1, 2014	4	2,522	6,235	(1,847)	(665)	6,249	—	6,249
Net income			1,526			1,526		1,526
Other comprehensive loss					(407)	(407)		(407)
Common stock dividends (\$1.1875 per share)			(421)			(421)		(421)
Stock repurchases				(1,901)		(1,901)		(1,901)
Stock-based compensation expense		72				72		72
Stock issued under stock plans		(66)		324		258		258
Retirement of common stock		(1,480)		1,480		—		—
Deferred compensation plan distributions				2		2		2
Balance at January 31, 2015	4	1,048	7,340	(1,942)	(1,072)	5,378	—	5,378
Net income (loss)			1,072			1,072	(2)	1,070
Other comprehensive income					29	29		29
Common stock dividends (\$1.3925 per share)			(456)			(456)		(456)
Stock repurchases				(2,001)		(2,001)		(2,001)
Stock-based compensation expense		64				64		64
Stock issued under stock plans		(64)		226		162		162
Retirement of common stock	(1)	(427)	(1,622)	2,050		—		—
Deferred compensation plan distributions				2		2		2
Macy's China Limited						—	5	5
Balance at January 30, 2016	\$ 3	\$ 621	\$ 6,334	\$ (1,665)	\$ (1,043)	\$ 4,250	\$ 3	\$ 4,253

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

**MACY'S, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(millions)

	2015	2014	2013
Cash flows from operating activities:			
Net income	\$ 1,070	\$ 1,526	\$ 1,486
Adjustments to reconcile net income to net cash provided by operating activities:			
Impairments, store closing and other costs	288	87	88
Depreciation and amortization	1,061	1,036	1,020
Stock-based compensation expense	65	73	62
Amortization of financing costs and premium on acquired debt	(14)	(5)	(8)
Changes in assets and liabilities:			
(Increase) decrease in receivables	(45)	22	(58)
(Increase) decrease in merchandise inventories	(60)	44	(249)
Increase in prepaid expenses and other current assets	—	(3)	(2)
Increase in other assets not separately identified	(1)	(61)	(1)
Increase (decrease) in merchandise accounts payable	(78)	(21)	101
Increase (decrease) in accounts payable, accrued liabilities and other items not separately identified	(144)	37	48
Increase (decrease) in current income taxes	(69)	(65)	7
Increase (decrease) in deferred income taxes	(1)	29	(142)
Increase (decrease) in other liabilities not separately identified	(88)	10	197
Net cash provided by operating activities	1,984	2,709	2,549
Cash flows from investing activities:			
Purchase of property and equipment	(777)	(770)	(607)
Capitalized software	(336)	(298)	(256)
Acquisition of Bluemercury, Inc., net of cash acquired	(212)	—	—
Disposition of property and equipment	204	172	132
Other, net	29	(74)	(57)
Net cash used by investing activities	(1,092)	(970)	(788)
Cash flows from financing activities:			
Debt issued	499	1,044	400
Financing costs	(4)	(9)	(9)
Debt repaid	(152)	(870)	(124)
Dividends paid	(456)	(421)	(359)
Increase (decrease) in outstanding checks	(83)	133	24
Acquisition of treasury stock	(2,001)	(1,901)	(1,571)
Issuance of common stock	163	258	315
Proceeds from noncontrolling interest	5	—	—
Net cash used by financing activities	(2,029)	(1,766)	(1,324)
Net increase (decrease) in cash and cash equivalents	(1,137)	(27)	437
Cash and cash equivalents beginning of period	2,246	2,273	1,836
Cash and cash equivalents end of period	\$ 1,109	\$ 2,246	\$ 2,273
Supplemental cash flow information:			
Interest paid	\$ 383	\$ 413	\$ 388
Interest received	2	2	2
Income taxes paid (net of refunds received)	635	834	835

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

**MACY'S, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Summary of Significant Accounting Policies**

***Nature of Operations***

Macy's, Inc. and subsidiaries (the "Company") is an omnichannel retail organization operating stores, websites and mobile applications under three brands (Macy's, Bloomingdale's and Bluemercury) 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 has stores in 45 states, the District of Columbia, Guam and Puerto Rico. As of January 30, 2016, the Company's operations and reportable segments were conducted through Macy's, Bloomingdale's, Bloomingdale's Outlet, Macy's Backstage, Bluemercury and Macy's China Limited, which are aggregated into one reporting segment in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 280, "Segment Reporting." The metrics used by management to assess the performance of the Company's operating divisions include sales trends, gross margin rates, expense rates, and rates of earnings before interest and taxes ("EBIT") and earnings before interest, taxes, depreciation and amortization ("EBITDA"). The Company's operating divisions have historically had similar economic characteristics and are expected to have similar economic characteristics and long-term financial performance in future periods.

For 2015, 2014 and 2013, the following merchandise constituted the following percentages of sales:

	2015	2014	2013
Women's Accessories, Intimate Apparel, Shoes and Cosmetics	38%	38%	38%
Women's Apparel	23	23	23
Men's and Children's	23	23	23
Home/Miscellaneous	16	16	16
	100%	100%	100%

***Fiscal Year***

The Company's fiscal year ends on the Saturday closest to January 31. Fiscal years 2015, 2014 and 2013 ended on January 30, 2016, January 31, 2015 and February 1, 2014, respectively, and each included 52 weeks. References to years in the Consolidated Financial Statements relate to fiscal years rather than calendar years.

***Basis of Presentation***

In August 2015, the Company established a joint venture, Macy's China Limited, of which the Company holds a sixty-five percent ownership interest and Hong Kong-based Fung Retailing Limited holds the remaining thirty-five percent ownership interest. Macy's China Limited sells merchandise in China through an e-commerce presence on Alibaba Group's Tmall Global. The Consolidated Financial Statements include the accounts of Macy's, Inc. and its 100%-owned subsidiaries and the newly established majority-owned subsidiary, Macy's China Limited. The noncontrolling interest represents the Fung Retailing Limited's thirty-five percent proportionate share of the results of Macy's China Limited. All significant intercompany transactions have been eliminated.

Certain reclassifications were made to prior years' amounts to conform with the classifications of such amounts for the most recent year.

***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.

***Net Sales***

Net sales include merchandise sales, 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. Sales of merchandise are recorded at the time of delivery to the customer and are reported net of merchandise returns. The Company licenses third parties to operate certain departments in its stores. The Company receives commissions from these licensed departments based on a percentage of net sales. Commissions are recognized as income at the time merchandise is sold to customers. Sales taxes collected from customers are not considered revenue and are included in accounts payable and accrued liabilities until remitted to the taxing authorities.

***Cost of Sales***

Cost of sales consists of the cost of merchandise, including inbound freight, and shipping and handling costs. An estimated allowance for future sales returns is recorded and cost of sales is adjusted accordingly.

***Cash and Cash Equivalents***

Cash and cash equivalents include cash and liquid investments with original maturities of three months or less. Cash and cash equivalents includes amounts due in respect of credit card sales transactions that are settled early in the following period in the amount of \$128 million at January 30, 2016 and \$111 million at January 31, 2015.

***Investments***

The Company from time to time invests in debt and equity securities, including companies engaged in complementary businesses. All marketable equity and debt securities held by the Company are accounted for under ASC Topic 320, "Investments – Debt and Equity Securities." Unrealized holding gains and losses on trading securities are recognized in the Consolidated Statements of Income and unrealized holding gains and losses on available-for-sale securities are included as a separate component of accumulated other comprehensive income, net of income tax effect, until realized. At January 30, 2016, the Company did not hold any held-to-maturity or available-for-sale securities.

***Receivables***

In connection with the sale of most of the Company's credit assets to Citibank, the Company and Citibank entered into a long-term marketing and servicing alliance pursuant to the terms of a Credit Card Program Agreement (the "Program Agreement"). Income earned under the Program Agreement is treated as a reduction of selling, general and administrative ("SG&A") expenses on the Consolidated Statements of Income. Under the Program Agreement, Citibank offers proprietary and non-proprietary credit cards to the Company's customers through previously existing and newly opened accounts.

***Loyalty Programs***

The Company maintains customer loyalty programs in which our customers earn points based on their spending. Under the Macy's brand, the Company participates in a coalition program (Plenti) whereby customers can earn points based on spending levels with bonus opportunities through various targeted offers and promotions at Macy's and other partners. Coalition partners currently include - American Express, AT&T, Direct Energy, Exxon Mobil, Hulu, Nationwide, and Rite Aid. Under the Bloomingdale's brand, the Company offers a tender neutral points-based program. Benefits also include free delivery and gift wrap services. The Company recognizes the estimated net amount of the rewards that will be earned and redeemed as a reduction to net sales.

### ***Merchandise Inventories***

Merchandise inventories are valued at lower of cost or market using the last-in, first-out (LIFO) retail inventory method. Under the retail inventory method, inventory is segregated into departments of merchandise having similar characteristics, and is stated at its current retail selling value. Inventory retail values are converted to a cost basis by applying specific average cost factors for each merchandise department. Cost factors represent the average cost-to-retail ratio for each merchandise department based on beginning inventory and the annual purchase activity. At January 30, 2016 and January 31, 2015, merchandise inventories valued at LIFO, including adjustments as necessary to record inventory at the lower of cost or market, approximated the cost of such inventories using the first-in, first-out (FIFO) retail inventory method. The application of the LIFO retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales for 2015, 2014 or 2013. The retail inventory method inherently requires management judgments and estimates, such as the amount and timing of permanent markdowns to clear unproductive or slow-moving inventory, which may impact the ending inventory valuation as well as gross margins.

Permanent markdowns designated for clearance activity are recorded when the utility of the inventory has diminished. Factors considered in the determination of permanent markdowns include current and anticipated demand, customer preferences, age of the merchandise and fashion trends. When a decision is made to permanently markdown merchandise, the resulting gross margin reduction is recognized in the period the markdown is recorded.

Physical inventories are generally taken within each merchandise department annually, and inventory records are adjusted accordingly, resulting in the recording of actual shrinkage. Physical inventories are taken at all store locations for substantially all merchandise categories approximately three weeks before the end of the year. Shrinkage is estimated as a percentage of sales at interim periods and for this approximate three-week period, based on historical shrinkage rates. While it is not possible to quantify the impact from each cause of shrinkage, the Company has loss prevention programs and policies that are intended to minimize shrinkage, including the use of radio frequency identification cycle counts and interim inventories to keep the Company's merchandise files accurate.

### ***Vendor Allowances***

The Company receives certain allowances as reimbursement for markdowns taken and/or to support the gross margins earned in connection with the sales of merchandise. These allowances are recognized when earned in accordance with ASC Subtopic 605-50, "Customer Payments and Incentives." The Company also receives advertising allowances from approximately 1,000 of its merchandise vendors pursuant to cooperative advertising programs, with some vendors participating in multiple programs. These allowances represent reimbursements by vendors of costs incurred by the Company to promote the vendors' merchandise and are netted against advertising and promotional costs when the related costs are incurred in accordance with ASC Subtopic 605-50. Advertising allowances in excess of costs incurred are recorded as a reduction of merchandise costs and, ultimately, through cost of sales when the merchandise is sold.

The arrangements pursuant to which the Company's vendors provide allowances, while binding, are generally informal in nature and one year or less in duration. The terms and conditions of these arrangements vary significantly from vendor to vendor and are influenced by, among other things, the type of merchandise to be supported.



### Advertising

Department store non-direct response advertising and promotional costs are expensed either as incurred or the first time the advertising occurs. Direct response advertising and promotional costs are deferred and expensed over the period during which the sales are expected to occur, generally one to four months. Advertising and promotional costs and cooperative advertising allowances were as follows:

	2015	2014	2013
	(millions)		
Gross advertising and promotional costs	\$ 1,587	\$ 1,602	\$ 1,623
Cooperative advertising allowances	414	425	457
Advertising and promotional costs, net of cooperative advertising allowances	\$ 1,173	\$ 1,177	\$ 1,166
Net sales	\$ 27,079	\$ 28,105	\$ 27,931
Advertising and promotional costs, net of cooperative advertising allowances, as a percent to net sales	4.3%	4.2%	4.2%

### Property and Equipment

Depreciation of owned properties is provided primarily on a straight-line basis over the estimated asset lives, which range from fifteen to fifty years for buildings and building equipment and three to fifteen years for fixtures and equipment. Real estate taxes and interest on construction in progress and land under development are capitalized. Amounts capitalized are amortized over the estimated lives of the related depreciable assets. The Company receives contributions from developers and merchandise vendors to fund building improvement and the construction of vendor shops. Such contributions are generally netted against the capital expenditures.

Buildings on leased land and leasehold improvements are amortized over the shorter of their economic lives or the lease term, beginning on the date the asset is put into use.

The carrying value of long-lived assets is periodically reviewed by the Company whenever events or changes in circumstances indicate that a potential impairment has occurred. For long-lived assets held for use, a potential impairment has occurred if projected future undiscounted cash flows are less than the carrying value of the assets. The estimate of cash flows includes management's assumptions of cash inflows and outflows directly resulting from the use of those assets in operations. When a potential impairment has occurred, an impairment write-down is recorded if the carrying value of the long-lived asset exceeds its fair value. The Company believes its estimated cash flows are sufficient to support the carrying value of its long-lived assets. If estimated cash flows significantly differ in the future, the Company may be required to record asset impairment write-downs.

If the Company commits to a plan to dispose of a long-lived asset before the end of its previously estimated useful life, estimated cash flows are revised accordingly, and the Company may be required to record an asset impairment write-down. Additionally, related liabilities arise such as severance, contractual obligations and other accruals associated with store closings from decisions to dispose of assets. The Company estimates these liabilities based on the facts and circumstances in existence for each restructuring decision. The amounts the Company will ultimately realize or disburse could differ from the amounts assumed in arriving at the asset impairment and restructuring charge recorded.

The Company classifies certain long-lived assets as held for disposal by sale and ceases depreciation when the particular criteria for such classification are met, including the probable sale within one year. For long-lived assets to be disposed of by sale, an impairment charge is recorded if the carrying amount of the asset exceeds its fair value less costs to sell. Such valuations include estimations of fair values and incremental direct costs to transact a sale.

### ***Leases***

The Company recognizes operating lease minimum rentals on a straight-line basis over the lease term. Executory costs such as real estate taxes and maintenance, and contingent rentals such as those based on a percentage of sales are recognized as incurred.

The lease term, which includes all renewal periods that are considered to be reasonably assured, begins on the date the Company has access to the leased property. The Company receives contributions from landlords to fund buildings and leasehold improvements. Such contributions are recorded as deferred rent and amortized as reductions to lease expense over the lease term.

### ***Goodwill and Other Intangible Assets***

The carrying value of goodwill and other intangible assets with indefinite lives are reviewed at least annually for possible impairment in accordance with ASC Subtopic 350-20 "Goodwill." Goodwill and other intangible assets with indefinite lives have been assigned to reporting units for purposes of impairment testing. The reporting units are the Company's retail operating divisions. Goodwill and other intangible assets with indefinite lives are tested for impairment annually at the end of the fiscal month of May. The Company evaluates qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying value and whether it is necessary to perform the two-step goodwill impairment process. If required, the first step involves a comparison of each reporting unit's fair value to its carrying value and the Company estimates fair value based on discounted cash flows. The reporting unit's discounted cash flows require significant management judgment with respect to sales, gross margin and SG&A rates, capital expenditures and the selection and use of an appropriate discount rate. The projected sales, gross margin and SG&A expense rate assumptions and capital expenditures are based on the Company's annual business plan or other forecasted results. Discount rates reflect market-based estimates of the risks associated with the projected cash flows directly resulting from the use of those assets in operations. The estimates of fair value of reporting units are based on the best information available as of the date of the assessment. If the carrying value of a reporting unit exceeds its estimated fair value in the first step, a second step is performed, in which the reporting unit's goodwill is written down to its implied fair value. The second step requires the Company to allocate the fair value of the reporting unit derived in the first step to the fair value of the reporting unit's net assets, with any fair value in excess of amounts allocated to such net assets representing the implied fair value of goodwill for that reporting unit. If the carrying value of an individual indefinite-lived intangible asset exceeds its fair value, such individual indefinite-lived intangible asset is written down by an amount equal to such excess.

### ***Capitalized Software***

The Company capitalizes purchased and internally developed software and amortizes such costs to expense on a straight-line basis over two to five years. Capitalized software is included in other assets on the Consolidated Balance Sheets.

### ***Gift Cards***

The Company only offers no-fee, non-expiring gift cards to its customers. At the time gift cards are sold, no revenue is recognized; rather, the Company records an accrued liability to customers. The liability is relieved and revenue is recognized equal to the amount redeemed at the time gift cards are redeemed for merchandise. The Company records income from unredeemed gift cards (breakage) as a reduction of SG&A expenses, and income is recorded in proportion and over the time period gift cards are actually redeemed. At least three years of historical data, updated annually, is used to determine actual redemption patterns.

### ***Self-Insurance Reserves***

The Company, through its insurance subsidiary, is self-insured for workers compensation and general liability claims up to certain maximum liability amounts. Although the amounts accrued are actuarially determined based on analysis of historical trends of losses, settlements, litigation costs and other factors, the amounts the Company will ultimately disburse could differ from such accrued amounts.

### ***Post Employment and Postretirement Obligations***

The Company, through its actuaries, utilizes assumptions when estimating the liabilities for pension and other employee benefit plans. These assumptions, where applicable, include the discount rates used to determine the actuarial present value of projected benefit obligations, the rate of increase in future compensation levels, the long-term rate of return on assets and the growth in health care costs. The benefit expense is generally recognized in the Consolidated Financial Statements on an accrual basis over the average remaining lifetime of participants, and the accrued benefits are reported in accounts payable and accrued liabilities and other liabilities on the Consolidated Balance Sheets, as appropriate.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and net operating loss and tax credit carryforwards. Deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Income in the period that includes the enactment date. Deferred income tax assets are reduced by a valuation allowance when it is more likely than not that some portion of the deferred income tax assets will not be realized.

### ***Derivatives***

The Company records derivative transactions according to the provisions of ASC Topic 815 “Derivatives and Hedging,” which establishes accounting and reporting standards for derivative instruments and hedging activities and requires recognition of all derivatives as either assets or liabilities and measurement of those instruments at fair value. The Company makes limited use of derivative financial instruments. The Company does not use financial instruments for trading or other speculative purposes and is not a party to any leveraged financial instruments. On the date that the Company enters into a derivative contract, the Company designates the derivative instrument as either a fair value hedge, a cash flow hedge or as a free-standing derivative instrument, each of which would receive different accounting treatment. Prior to entering into a hedge transaction, the Company formally documents the relationship between hedging instruments and hedged items, as well as the risk management objective and strategy for undertaking various hedge transactions. Derivative instruments that the Company may use as part of its interest rate risk management strategy include interest rate swap and interest rate cap agreements and Treasury lock agreements. At January 30, 2016, the Company was not a party to any derivative financial instruments.

### ***Stock Based Compensation***

The Company records stock-based compensation expense according to the provisions of ASC Topic 718, “Compensation – Stock Compensation.” ASC Topic 718 requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. Under the provisions of ASC Topic 718, the Company determines the appropriate fair value model to be used for valuing share-based payments and the amortization method for compensation cost.

### ***Newly Adopted Pronouncements***

In November 2015, the FASB issued Accounting Standards Update (ASU) No. 2015-17, Income Taxes (Topic 740), which is intended to simplify the presentation of deferred income taxes. This guidance removes the requirement to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. Upon adoption, deferred tax liabilities and assets must be classified as noncurrent in a statement of financial position. This guidance is effective for public business entities for years beginning after December 15, 2016. Earlier adoption is permitted, and the Company has adopted this guidance as of January 30, 2016. The adoption of ASU 2015-17 did not have a material impact on the Company's consolidated financial position, results of operations, and cash flows.

In May 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820), which removes the requirement to categorize in the fair value hierarchy all investments measured at net asset value per share using the practical expedient. This guidance is effective for public business entities for years beginning after December 15, 2015. Earlier application is permitted, and the Company has adopted this guidance as of January 30, 2016. The adoption of ASU 2015-07 was limited to the form and content of disclosures and did not have a material impact on the Company's consolidated financial position, results of operations, and cash flows.

In April 2015, the FASB issued ASU No. 2015-04, Compensation - Retirement Benefits (Topic 715), which provides a practical expedient that permits an entity with a fiscal year-end that does not coincide with a month-end to measure defined benefit plan assets and obligations using the month-end that is closest to the entity's fiscal year-end and apply that practical expedient consistently from year to year. This guidance is effective for public business entities for years beginning after December 15, 2015. Earlier application is permitted, and the Company has adopted this guidance as of January 30, 2016. The adoption of ASU 2015-04 did not have a material impact on the Company's consolidated financial position, results of operations, and cash flows.

Also in April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30), which is intended to simplify the presentation of debt issuance costs. This guidance requires debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. This guidance is effective for public business entities for years beginning after December 15, 2015. Earlier adoption is permitted, and the Company has adopted this guidance as of January 30, 2016. The adoption of ASU 2015-03 did not have a material impact on the Company's consolidated financial position, results of operations, and cash flows.

**2. Impairments, Store Closing and Other Costs**

Impairments, store closing and other costs consist of the following:

	2015	2014	2013
	(millions)		
Impairments of properties held and used	\$ 148	\$ 33	\$ 39
Severance	123	46	43
Other	17	8	6
	<u>\$ 288</u>	<u>\$ 87</u>	<u>\$ 88</u>

During January 2016, the Company announced a series of cost-efficiency and process improvement measures, including organization changes that combine certain region and district organizations of the My Macy's store management structure, adjusting staffing levels in each Macy's and Bloomingdale's store, implementing a voluntary separation opportunity for certain senior executives in stores, office and support functions who meet certain age and service requirements, reducing additional positions in back-office organizations, consolidating the four existing Macy's, Inc. credit and customer service center facilities into three, and decreasing non-payroll budgets company-wide.

During January 2015, the Company announced a series of initiatives to evolve its business model and invest in continued growth opportunities, including a restructuring of merchandising and marketing functions at Macy's and Bloomingdale's consistent with the Company's omnichannel approach to retailing, as well as a series of adjustments to its field and store operations to increase productivity and efficiency.

During January 2014, the Company announced a series of cost-reduction initiatives, including organization changes that combine certain region and district organizations of the My Macy's store management structure and the realignment and elimination of certain store, central office and administrative functions.

During January 2016, the Company announced the closure of 40 Macy's stores; during January 2015, the Company announced the closure of fourteen Macy's stores; and during January 2014, the Company announced the closure of five Macy's stores.

In connection with these announcements and the plans to dispose of these locations, the Company incurred severance and other human resource-related costs and other costs related to lease obligations and other store liabilities.

As a result of the Company's projected undiscounted future cash flows related to certain store locations and other assets being less than their carrying value, the Company recorded impairment charges, including properties that were the subject of announced store closings. The fair values of these assets were calculated based on the projected cash flows and an estimated risk-adjusted rate of return that would be used by market participants in valuing these assets or based on prices of similar assets.

The Company expects to pay out the majority of the 2015 accrued severance costs, which are included in accounts payable and accrued liabilities on the Consolidated Balance Sheets, prior to July 30, 2016. The 2014 and 2013 accrued severance costs, which were included in accounts payable and accrued liabilities on the Consolidated Balance Sheets, were paid out in the year subsequent to incurring such severance costs.

### 3. Receivables

Receivables were \$558 million at January 30, 2016, compared to \$424 million at January 31, 2015.

In January 2016, the Company completed a \$270 million real estate transaction that will enable a re-creation of Macy's Brooklyn store. The Company will continue to own and operate the first four floors and lower level of its existing nine-story retail store, which will be reconfigured and remodeled. Tishman Speyer purchased the remaining portion of the site, which it will develop into approximately ten floors of office space. In addition, Tishman Speyer purchased a nearby parking facility, which could be used for a future mixed-use development. As a result of this transaction, the Company will recognize a gain of approximately \$250 million of which, under the percentage of completion method of accounting, \$84 million was recognized in 2015 with the remaining gain anticipated to be recognized over the next two years.

The Company received approximately \$68 million in cash from Tishman Speyer for these real estate assets and will receive \$202 million of additional cash over the next two years, \$100 million of which will be used toward renovation of the store. The Company expects to receive \$95 million of this additional cash in 2016 and the remainder in 2017. This receivable is backed by a guarantee and approximately half is also secured by pledges of marketable securities and cash. The non-current portion of the receivable is included in other assets on the Consolidated Balance Sheets and amounted to \$107 million at January 30, 2016.

In connection with the sale of most of the Company's credit card accounts and related receivable balances to Citibank, the Company and Citibank entered into a long-term marketing and servicing alliance pursuant to the terms of a Credit Card Program Agreement with an initial term of 10 years which was to expire on July 17, 2016. During 2014, the Company entered into an amended and restated Credit Card Program Agreement (the "Program Agreement") with substantially similar financial terms as the prior credit card program agreement. The Program Agreement is now set to expire March 31, 2025, subject to an additional renewal term of three years. The Program Agreement provides for, among other things, (i) the ownership by Citibank of the accounts purchased by Citibank, (ii) the ownership by Citibank of new accounts opened by the Company's customers, (iii) the provision of credit by Citibank to the holders of the credit cards associated with the foregoing accounts, (iv) the servicing of the foregoing accounts, and (v) the allocation between Citibank and the Company of the economic benefits and burdens associated with the foregoing and other aspects of the alliance.

Pursuant to the Program Agreement, the Company continues to provide certain servicing functions related to the accounts and related receivables owned by Citibank and receives compensation from Citibank for these services. The amounts earned under the Program Agreement related to the servicing functions are deemed adequate compensation and, accordingly, no servicing asset or liability has been recorded on the Consolidated Balance Sheets.

Amounts received under the Program Agreement were \$1,026 million for 2015, \$975 million for 2014 and \$928 million for 2013, and are treated as reductions of SG&A expenses on the Consolidated Statements of Income. The Company's earnings from credit operations, net of servicing expenses, were \$831 million for 2015, \$776 million for 2014, and \$731 million for 2013.

**4. Properties and Leases**

	January 30, 2016	January 31, 2015
	(millions)	
Land	\$ 1,629	\$ 1,664
Buildings on owned land	4,690	5,049
Buildings on leased land and leasehold improvements	1,672	1,819
Fixtures and equipment	4,910	4,828
Leased properties under capitalized leases	34	34
	12,935	13,394
Less accumulated depreciation and amortization	5,319	5,594
	<u>\$ 7,616</u>	<u>\$ 7,800</u>

In connection with various shopping center agreements, the Company is obligated to operate certain stores within the centers for periods of up to twenty years. Some of these agreements require that the stores be operated under a particular name.

The Company leases a portion of the real estate and personal property used in its operations. Most leases require the Company to pay real estate taxes, maintenance and other executory costs; some also require additional payments based on percentages of sales and some contain purchase options. Certain of the Company's real estate leases have terms that extend for significant numbers of years and provide for rental rates that increase or decrease over time. In addition, certain of these leases contain covenants that restrict the ability of the tenant (typically a subsidiary of the Company) to take specified actions (including the payment of dividends or other amounts on account of its capital stock) unless the tenant satisfies certain financial tests.

Minimum rental commitments (excluding executory costs) at January 30, 2016, for noncancellable leases are:

	Capitalized Leases	Operating Leases	Total
	(millions)		
Fiscal year			
2016	\$ 3	\$ 306	\$ 309
2017	3	298	301
2018	3	281	284
2019	3	262	265
2020	3	232	235
After 2020	40	2,496	2,536
Total minimum lease payments	55	\$ 3,875	\$ 3,930
Less amount representing interest	25		
Present value of net minimum capitalized lease payments	<u>\$ 30</u>		

Capitalized leases are included in the Consolidated Balance Sheets as property and equipment while the related obligation is included in short-term (\$1 million) and long-term (\$29 million) debt. Amortization of assets subject to capitalized leases is included in depreciation and amortization expense. Total minimum lease payments shown above have not been reduced by minimum sublease rentals of \$7 million on operating leases.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The Company is a guarantor with respect to certain lease obligations associated with The May Department Stores Company and previously disposed subsidiaries or businesses. The leases, one of which includes potential extensions to 2070, have future minimum lease payments aggregating \$301 million and are offset by payments from existing tenants and subtenants. In addition, the Company is liable for other expenses related to the above leases, such as property taxes and common area maintenance, which are also payable by existing tenants and subtenants. Potential liabilities related to these guarantees are subject to certain defenses by the Company. The Company believes that the risk of significant loss from the guarantees of these lease obligations is remote.

Rental expense consists of:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
Real estate (excluding executory costs)			
Capitalized leases –			
Contingent rentals	\$ —	\$ —	\$ —
Operating leases –			
Minimum rentals	288	265	256
Contingent rentals	19	22	22
	<u>307</u>	<u>287</u>	<u>278</u>
Less income from subleases –			
Operating leases	(6)	(8)	(10)
	<u>\$ 301</u>	<u>\$ 279</u>	<u>\$ 268</u>
Personal property – Operating leases	<u>\$ 12</u>	<u>\$ 12</u>	<u>\$ 11</u>

Included as a reduction to the expense above is deferred rent amortization of \$8 million, \$7 million and \$8 million for 2015, 2014 and 2013, respectively, related to contributions received from landlords.



**5. Goodwill and Other Intangible Assets**

The following summarizes the Company's goodwill and other intangible assets:

	January 30, 2016	January 31, 2015
	(millions)	
Non-amortizing intangible assets		
Goodwill	\$ 9,279	\$ 9,125
Accumulated impairment losses	(5,382)	(5,382)
	3,897	3,743
Tradenames	414	414
	\$ 4,311	\$ 4,157
Amortizing intangible assets		
Favorable leases	\$ 149	\$ 177
Tradenames	43	—
Customer relationships	—	188
	192	365
Accumulated amortization		
Favorable leases	(90)	(106)
Tradenames	(2)	—
Customer relationships	—	(177)
	(92)	(283)
	\$ 100	\$ 82

In March 2015, the Company completed its acquisition of Bluemercury, Inc., a luxury beauty products and spa retailer. Goodwill during 2015 increased as a result of this acquisition. Also as a result of the acquisition of Bluemercury, the Company established intangible assets relating to definite lived tradenames and favorable leases.

Definite lived tradenames are being amortized over their respective useful lives of 20 years. Favorable lease intangible assets are being amortized over their respective lease terms (weighted average remaining life of approximately six years). Customer relationship intangible assets relating to the acquisition of The May Department Stores Company are fully amortized as of January 30, 2016.

Intangible amortization expense amounted to \$23 million for 2015, \$31 million for 2014 and \$34 million for 2013.

Future estimated intangible amortization expense is shown below:

	(millions)
Fiscal year	
2016	\$ 10
2017	10
2018	10
2019	9
2020	7

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**6. Financing**

The Company's debt is as follows:

	January 30, 2016	January 31, 2015
	(millions)	
Short-term debt:		
5.9% Senior notes due 2016	\$ 577	\$ —
7.45% Senior debentures due 2016	59	—
7.5% Senior debentures due 2015	—	69
Capital lease and current portion of other long-term obligations	6	7
	<u>\$ 642</u>	<u>\$ 76</u>
Long-term debt:		
2.875% Senior notes due 2023	\$ 750	\$ 750
3.875% Senior notes due 2022	550	550
4.5% Senior notes due 2034	550	550
3.45% Senior notes due 2021	500	—
3.625% Senior notes due 2024	500	500
6.375% Senior notes due 2037	500	500
4.375% Senior notes due 2023	400	400
6.9% Senior debentures due 2029	400	400
6.7% Senior debentures due 2034	400	400
7.45% Senior debentures due 2017	300	300
6.65% Senior debentures due 2024	300	300
7.0% Senior debentures due 2028	300	300
6.9% Senior debentures due 2032	250	250
5.125% Senior debentures due 2042	250	250
4.3% Senior notes due 2043	250	250
6.7% Senior debentures due 2028	200	200
6.79% Senior debentures due 2027	165	165
7.875% Senior debentures due 2036	108	108
8.75% Senior debentures due 2029	61	61
8.5% Senior debentures due 2019	36	36
10.25% Senior debentures due 2021	33	33
7.6% Senior debentures due 2025	24	24
7.875% Senior debentures due 2030	18	18
9.5% amortizing debentures due 2021	17	21
9.75% amortizing debentures due 2021	9	12
5.9% Senior notes due 2016	—	577
8.125% Senior debentures due 2035	—	76
7.45% Senior debentures due 2016	—	59
Unamortized debt issue costs	(32)	(32)
Unamortized debt discount	(16)	(18)
Premium on acquired debt, using an effective interest yield of 5.415% to 6.165%	143	164
Capital lease and other long-term obligations	29	29
	<u>\$ 6,995</u>	<u>\$ 7,233</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Interest expense and premium on early retirement of debt is as follows:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
Interest on debt	\$ 393	\$ 411	\$ 407
Amortization of debt premium	(21)	(12)	(15)
Amortization of financing costs and debt discount	6	7	7
Interest on capitalized leases	2	2	2
	<u>380</u>	<u>408</u>	<u>401</u>
Less interest capitalized on construction	17	13	11
Interest expense	<u>\$ 363</u>	<u>\$ 395</u>	<u>\$ 390</u>
Premium on early retirement of debt	<u>\$ —</u>	<u>\$ 17</u>	<u>\$ —</u>

On November 14, 2014, the Company provided a notice of redemption related to all of the \$407 million of 7.875% senior notes due 2015, 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 \$17 million during 2014. This additional interest expense is presented as premium on early retirement of debt on the Consolidated Statements of Income.

Future maturities of long-term debt, other than capitalized leases, are shown below:

	<b>(millions)</b>
Fiscal year	
2017	\$ 306
2018	6
2019	41
2020	539
2021	553
After 2021	5,426

During 2015, 2014 and 2013, the Company repaid \$69 million, \$453 million and \$109 million, respectively, of indebtedness at maturity. On August 17, 2015, the Company redeemed at par the principal amount of \$76 million of 8.125% senior debentures due 2035, pursuant to the terms of the debentures. Interest expense in 2015 benefited from the recognition of unamortized debt premium associated with this debt.

On December 7, 2015, the Company issued \$500 million aggregate principal amount of 3.45% senior notes due 2021, the proceeds of which were used for general corporate purposes.

On November 18, 2014, the Company issued \$550 million aggregate principal amount of 4.5% senior notes due 2034. This debt was used to pay for the redemption of the \$407 million of 7.875% senior notes due 2015 described above.

On May 23, 2014, the Company issued \$500 million aggregate principal amount of 3.625% senior unsecured notes due 2024, the proceeds of which were used for general corporate purposes.

On September 6, 2013, the Company issued \$400 million aggregate principal amount of 4.375% senior notes due 2023, the proceeds of which were used for general corporate purposes.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table shows the detail of debt repayments:

	2015	2014	2013
	(millions)		
7.5% Senior debentures due 2015	\$ 69	\$ —	\$ —
8.125% Senior debentures due 2035	76	—	—
5.75% Senior notes due 2014	—	453	—
7.875% Senior notes due 2015	—	407	—
7.625% Senior debentures due 2013	—	—	109
9.5% amortizing debentures due 2021	4	4	4
9.75% amortizing debentures due 2021	3	2	2
Capital leases and other obligations	—	4	9
	<u>\$ 152</u>	<u>\$ 870</u>	<u>\$ 124</u>

The following summarizes certain components of the Company's debt:

***Bank Credit Agreement***

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. The agreement is set to expire May 10, 2018 and replaced the prior agreement which was set to expire June 20, 2015.

As of January 30, 2016, and January 31, 2015, there were no revolving credit loans outstanding under this credit agreement, and there were no borrowings under the agreement throughout all of 2015 and 2014. However, there were less than \$1 million of standby letters of credit outstanding at January 30, 2016 and January 31, 2015. Revolving loans under the credit agreement bear interest based on various published rates.

The Company's credit agreement, which is an obligation of a 100%-owned subsidiary of Macy's, Inc. ("Parent"), is not secured. However, Parent has fully and unconditionally guaranteed this obligation, subject to specified limitations. The Company's interest coverage ratio for 2015 was 8.85 and its leverage ratio at January 30, 2016 was 2.21, in each case as calculated in accordance with the credit agreement. The credit agreement requires 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 interest coverage ratio is defined as EBITDA (earnings before interest, taxes, depreciation and amortization) divided by net interest expense and the leverage ratio is defined as debt divided by EBITDA. For purposes of these calculations EBITDA is calculated as net income plus interest expense, taxes, depreciation, amortization, non-cash impairment of goodwill, intangibles and real estate, non-recurring cash charges not to exceed in the aggregate \$400 million and extraordinary losses less interest income and non-recurring or extraordinary gains. Debt is adjusted to exclude the premium on acquired debt and net interest is adjusted to exclude the amortization of premium on acquired debt and premium on early retirement of debt.

A breach of a restrictive covenant in the Company's credit agreement or the inability of the Company to maintain the financial ratios described above could result in an event of default under the credit agreement. In addition, an event of default would occur under the credit agreement if any indebtedness of the Company in excess of an aggregate principal amount of \$150 million becomes due prior to its stated maturity or the holders of such indebtedness become able to cause it to become due prior to its stated maturity. Upon the occurrence of an event of default, the lenders could, subject to the terms and conditions of the credit agreement, elect to declare the outstanding principal, together with accrued interest, to be immediately due and payable. Moreover, most of the Company's senior notes and debentures contain cross-default provisions based on the non-payment at maturity, or other default after an applicable grace period, of any other debt, the unpaid principal amount of which is not less than \$100 million that could be triggered by an event of default under the credit agreement. In such an event, the Company's senior notes and debentures that contain cross-default provisions would also be subject to acceleration.

### Commercial Paper

The Company is a party to a \$1,500 million unsecured commercial paper program. The Company may issue and sell commercial paper in an aggregate amount outstanding at any particular time not to exceed its then-current combined borrowing availability under the bank credit agreement described above. The issuance of commercial paper will have the effect, while such commercial paper is outstanding, of reducing the Company's borrowing capacity under the bank credit agreement by an amount equal to the principal amount of such commercial paper. During 2015, the Company utilized seasonal borrowings available under this commercial paper program. The amount of borrowings under the commercial paper program increased to its highest level for 2015 of approximately \$1,100 million during the fourth quarter. As of January 30, 2016, there were no remaining borrowings outstanding under the commercial paper program. The Company had no commercial paper outstanding under its commercial paper program throughout 2014.

This program, which is an obligation of a 100%-owned subsidiary of Macy's, Inc., is not secured. However, Parent has fully and unconditionally guaranteed the obligations.

### Senior Notes and Debentures

The senior notes and the senior debentures are unsecured obligations of a 100%-owned subsidiary of Macy's, Inc. and Parent has fully and unconditionally guaranteed these obligations (see Note 16, "Condensed Consolidating Financial Information").

### Other Financing Arrangements

At January 30, 2016 and January 31, 2015, the Company had dedicated \$37 million of cash, included in prepaid expenses and other current assets, which is used to collateralize the Company's issuances of standby letters of credit. There were \$21 million and \$29 million of other standby letters of credit outstanding at January 30, 2016 and January 31, 2015, respectively.

## 7. Accounts Payable and Accrued Liabilities

	January 30, 2016	January 31, 2015
	(millions)	
Accounts payable	\$ 814	\$ 833
Gift cards and customer rewards	920	907
Current portion of post employment and postretirement benefits	257	190
Taxes other than income taxes	184	187
Lease related liabilities	165	155
Accrued wages and vacation	153	193
Current portion of workers' compensation and general liability reserves	127	128
Severance and relocation	123	46
Allowance for future sales returns	112	93
Accrued interest	88	93
Other	390	284
	<u>\$ 3,333</u>	<u>\$ 3,109</u>

Adjustments to the allowance for future sales returns, which amounted to charges of \$19 million, \$8 million and \$4 million for 2015, 2014 and 2013, respectively, are reflected in cost of sales.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Changes in workers' compensation and general liability reserves, including the current portion, are as follows:

	2015	2014	2013
	(millions)		
Balance, beginning of year	\$ 505	\$ 497	\$ 497
Charged to costs and expenses	159	160	147
Payments, net of recoveries	(156)	(152)	(147)
Balance, end of year	\$ 508	\$ 505	\$ 497

The non-current portion of workers' compensation and general liability reserves is included in other liabilities on the Consolidated Balance Sheets. At January 30, 2016 and January 31, 2015, workers' compensation and general liability reserves included \$107 million of liabilities which are covered by deposits and receivables included in current assets on the Consolidated Balance Sheets.

**8. Taxes**

Income tax expense is as follows:

	<b>2015</b>			<b>2014</b>			<b>2013</b>		
	<b>Current</b>	<b>Deferred</b>	<b>Total</b>	<b>Current</b>	<b>Deferred</b>	<b>Total</b>	<b>Current</b>	<b>Deferred</b>	<b>Total</b>
	<b>(millions)</b>								
Federal	\$ 536	\$ —	\$ 536	\$ 743	\$ 28	\$ 771	\$ 834	\$ (76)	\$ 758
State and local	72	—	72	92	1	93	105	(59)	46
	\$ 608	\$ —	\$ 608	\$ 835	\$ 29	\$ 864	\$ 939	\$ (135)	\$ 804

The income tax expense reported differs from the expected tax computed by applying the federal income tax statutory rate of 35% for 2015, 2014 and 2013 to income before income taxes. The reasons for this difference and their tax effects are as follows:

	2015	2014	2013
	(millions)		
Expected tax	\$ 588	\$ 836	\$ 801
State and local income taxes, net of federal income tax benefit	43	59	45
Historic rehabilitation tax credit	(12)	(20)	(16)
Change in valuation allowance	3	1	(16)
Other	(14)	(12)	(10)
	<u>\$ 608</u>	<u>\$ 864</u>	<u>\$ 804</u>

The Company participates in the Internal Revenue Service ("IRS") Compliance Assurance Program ("CAP"). As part of the CAP, tax years are audited on a contemporaneous basis so that all or most issues are resolved prior to the filing of the tax return. The IRS has completed examinations of 2014 and all prior tax years.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

	<b>January 30, 2016</b>	<b>January 31, 2015</b>
	<b>(millions)</b>	
<b>Deferred tax assets</b>		
Post employment and postretirement benefits	\$ 536	\$ 586
Accrued liabilities accounted for on a cash basis for tax purposes	340	305
Long-term debt	73	83
Unrecognized state tax benefits and accrued interest	79	76
State operating loss and credit carryforwards	82	80
Other	206	175
Valuation allowance	(27)	(24)
<b>Total deferred tax assets</b>	<b>1,289</b>	<b>1,281</b>
<b>Deferred tax liabilities</b>		
Excess of book basis over tax basis of property and equipment	(1,485)	(1,510)
Merchandise inventories	(606)	(585)
Intangible assets	(345)	(294)
Other	(330)	(335)
<b>Total deferred tax liabilities</b>	<b>(2,766)</b>	<b>(2,724)</b>
<b>Net deferred tax liability</b>	<b>\$ (1,477)</b>	<b>\$ (1,443)</b>

The valuation allowance at January 30, 2016 and January 31, 2015 relates to net deferred tax assets for state net operating loss and credit carryforwards. The net change in the valuation allowance amounted to an increase of \$3 million for 2015 and an increase of \$1 million for 2014.

As of January 30, 2016, the Company had no federal net operating loss carryforwards, state net operating loss carryforwards of \$615 million, and state credit carryforwards of \$30 million, which will expire between 2016 and 2035.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	<b>January 30, 2016</b>	<b>January 31, 2015</b>	<b>February 1, 2014</b>
	<b>(millions)</b>		
Balance, beginning of year	\$ 172	\$ 189	\$ 170
Additions based on tax positions related to the current year	30	33	37
Additions for tax positions of prior years	—	—	—
Reductions for tax positions of prior years	(7)	(15)	(1)
Settlements	(3)	(23)	(1)
Statute expirations	(14)	(12)	(16)
<b>Balance, end of year</b>	<b>\$ 178</b>	<b>\$ 172</b>	<b>\$ 189</b>
<b>Amounts recognized in the Consolidated Balance Sheets at January 30, 2016, January 31, 2015 and February 1, 2014</b>			
Current income taxes	\$ 12	\$ 11	\$ 31
Long-term deferred income taxes	5	6	11
Other liabilities	161	155	147
	<b>\$ 178</b>	<b>\$ 172</b>	<b>\$ 189</b>

As of January 30, 2016 and January 31, 2015, the amount of unrecognized tax benefits, net of deferred tax assets, that, if recognized would affect the effective income tax rate, was \$115 million and \$112 million, respectively.

The Company classifies unrecognized tax benefits not expected to be settled within one year as other liabilities on the Consolidated Balance Sheets.

The Company classifies federal, state and local interest and penalties not expected to be settled within one year as other liabilities on the Consolidated Balance Sheets and follows a policy of recognizing all interest and penalties related to unrecognized tax benefits in income tax expense. Federal, state and local interest and penalties, which amounted to an expense of \$1 million for 2015, a credit of \$3 million for 2014, and an expense of \$9 million for 2013, are reflected in income tax expense.

The Company had \$53 million and \$52 million accrued for the payment of federal, state and local interest and penalties at January 30, 2016 and January 31, 2015, respectively. The accrued federal, state and local interest and penalties primarily relates to state tax issues and the amount of penalties paid in prior periods, and the amount of penalties accrued at January 30, 2016 and January 31, 2015 are insignificant. At January 30, 2016, \$48 million of federal, state and local interest and penalties is included in other liabilities and \$5 million is included in current income taxes on the Consolidated Balance Sheets.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state and local jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for years before 2012. With respect to state and local jurisdictions, with limited exceptions, the Company and its subsidiaries are no longer subject to income tax audits for years before 2006. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been accrued for any adjustments that are expected to result from the years still subject to examination.



## 9. Retirement Plans

The Company has defined contribution plans which cover substantially all employees who work 1,000 hours or more in a year. In addition, the Company has a funded defined benefit plan (“Pension Plan”) and an unfunded defined benefit supplementary retirement plan (“SERP”), which provides benefits, for certain employees, in excess of qualified plan limitations. Effective January 1, 2012, the Pension Plan was closed to new participants, with limited exceptions, and effective January 2, 2012, the SERP was closed to new participants.

In February 2013, the Company announced changes to the Pension Plan and SERP whereby eligible employees no longer earn future pension service credits after December 31, 2013, with limited exceptions. All retirement benefits attributable to service in subsequent periods are provided through defined contribution plans.

Retirement expenses included the following components:

	2015	2014	2013
	(millions)		
401(k) Qualified Defined Contribution Plan	\$ 88	\$ 89	\$ 24
Non-Qualified Defined Contribution Plan	2	2	—
Pension Plan	(54)	(64)	154
Supplementary Retirement Plan	41	38	57
	<u>\$ 77</u>	<u>\$ 65</u>	<u>\$ 235</u>

### Defined Contribution Plans

The Company has a qualified plan that permits participating associates to defer eligible compensation up to the maximum limits allowable under the Internal Revenue Code. Beginning January 1, 2014, the Company has a non-qualified plan which permits participating associates to defer eligible compensation above the limits of the qualified plan. The Company contributes a matching percentage of employee contributions under both the qualified and non-qualified plans. Effective January 1, 2014, the Company's matching contribution to the qualified plan was enhanced for all participating employees, with limited exceptions. Prior to January 1, 2014, the matching contribution rate under the qualified plan was higher for those employees not eligible for the Pension Plan than for employees eligible for the Pension Plan.

The liability related to the qualified plan matching contribution, which is reflected in accounts payable and accrued liabilities on the Consolidated Balance Sheets, was \$97 million at January 30, 2016 and January 31, 2015. Expense related to matching contributions for the qualified plan amounted to \$88 million for 2015, \$89 million for 2014 and \$24 million for 2013.

At January 30, 2016 and January 31, 2015, the liability under the non-qualified plan, which is reflected in other liabilities on the Consolidated Balance Sheets, was \$13 million and \$4 million, respectively. The liability related to the non-qualified plan matching contribution, which is reflected in accounts payable and accrued liabilities on the Consolidated Balance Sheets, was \$2 million at January 30, 2016 and January 31, 2015. Expense related to matching contributions for the non-qualified plan amounted to \$2 million for 2015 and 2014. In connection with the non-qualified plan, the Company had mutual fund investments at January 30, 2016 and January 31, 2015 of \$13 million and \$4 million, respectively, which are included in prepaid expenses and other current assets on the Consolidated Balance Sheets.

The Company has an additional deferred compensation plan wherein eligible executives elected to defer a portion of their compensation each year as either stock credits or cash credits. Effective January 1, 2015, no additional compensation is eligible for deferral. The Company has transferred shares to a trust to cover the number estimated for distribution on account of stock credits currently outstanding. At January 30, 2016 and January 31, 2015, the liability under the plan, which is reflected in other liabilities on the Consolidated Balance Sheets, was \$39 million and \$42 million, respectively. Expense for 2015, 2014 and 2013 was immaterial.

**Pension Plan**

The following provides a reconciliation of benefit obligations, plan assets, and funded status of the Pension Plan as of January 30, 2016 and January 31, 2015:

	2015	2014
	(millions)	
Change in projected benefit obligation		
Projected benefit obligation, beginning of year	\$ 3,966	\$ 3,473
Service cost	6	6
Interest cost	137	151
Actuarial (gain) loss	(282)	563
Benefits paid	(242)	(227)
Projected benefit obligation, end of year	3,585	3,966
Changes in plan assets		
Fair value of plan assets, beginning of year	3,636	3,546
Actual return on plan assets	(138)	317
Company contributions	—	—
Benefits paid	(242)	(227)
Fair value of plan assets, end of year	3,256	3,636
Funded status at end of year	\$ (329)	\$ (330)
Amounts recognized in the Consolidated Balance Sheets at January 30, 2016 and January 31, 2015		
Other liabilities	\$ (329)	\$ (330)
Amounts recognized in accumulated other comprehensive loss at January 30, 2016 and January 31, 2015		
Net actuarial loss	\$ 1,451	\$ 1,397

The accumulated benefit obligation for the Pension Plan was \$3,574 million as of January 30, 2016 and \$3,951 million as of January 31, 2015.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Net pension costs and other amounts recognized in other comprehensive loss for the Pension Plan included the following actuarially determined components:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
<b>Net Periodic Pension Cost</b>			
Service cost	\$ 6	\$ 6	\$ 112
Interest cost	137	151	143
Expected return on assets	(235)	(246)	(242)
Amortization of net actuarial loss	38	25	141
Amortization of prior service credit	—	—	—
	<u>(54)</u>	<u>(64)</u>	<u>154</u>
<b>Other Changes in Plan Assets and Projected Benefit Obligation</b>			
Recognized in Other Comprehensive Loss			
Net actuarial (gain) loss	92	491	(254)
Amortization of net actuarial loss	(38)	(25)	(141)
Amortization of prior service credit	—	—	—
	<u>54</u>	<u>466</u>	<u>(395)</u>
<b>Total recognized in net periodic pension cost and other comprehensive loss</b>	<u>\$ —</u>	<u>\$ 402</u>	<u>\$ (241)</u>

The estimated net actuarial loss for the Pension Plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost during 2016 is \$31 million.

The following weighted average assumptions were used to determine the projected benefit obligations for the Pension Plan at January 30, 2016 and January 31, 2015:

	<b>2015</b>	<b>2014</b>
Discount rate	4.17%	3.55%
Rate of compensation increases	4.10%	4.10%

The following weighted average assumptions were used to determine the net periodic pension cost for the Pension Plan:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Discount rate	3.55%	4.50%	4.15%
Expected long-term return on plan assets	7.00%	7.50%	7.50%
Rate of compensation increases	4.10%	4.10%	4.50%

The Pension Plan's assumptions are evaluated annually and updated as necessary.

The discount rate used to determine the present value of the projected benefit obligation for the Pension Plan is based on a yield curve constructed from a portfolio of high quality corporate debt securities with various maturities. Each year's expected future benefit payments are discounted to their present value at the appropriate yield curve rate, thereby generating the overall discount rate for the projected benefit obligation.

The Company develops its expected long-term rate of return on plan asset assumption by evaluating input from several professional advisors taking into account the asset allocation of the portfolio and long-term asset class return expectations, as well as long-term inflation assumptions. Expected returns for each major asset class are considered along with their volatility and the expected correlations among them. These expectations are based upon historical relationships as well as forecasts of how future returns may vary from historical returns. Returns by asset class and correlations among asset classes are combined using the target asset allocation to derive an expected return for the portfolio as a whole. Long-term historical returns of the portfolio are also considered. Portfolio returns are calculated net of all expenses, therefore, the Company also analyzes expected costs and expenses, including investment management fees, administrative expenses, Pension Benefit Guaranty Corporation premiums and other costs and expenses. As of January 31, 2015, the Company lowered the assumed annual long-term rate of return for the Pension Plan's assets from 7.50% to 7.00% based on expected future returns on the portfolio of assets.

The Company develops its rate of compensation increase assumption based on recent experience and reflects an estimate of future compensation levels taking into account general increase levels, seniority, promotions and other factors. The salary increase assumption is used to project employees' pay in future years and its impact on the projected benefit obligation for the Pension Plan.

The assets of the Pension Plan are managed by investment specialists with the primary objectives of payment of benefit obligations to Plan participants and an ultimate realization of investment returns over longer periods in excess of inflation. The Company employs a total return investment approach whereby a mix of domestic and foreign equity securities, fixed income securities and other investments is used to maximize the long-term return on the assets of the Pension Plan for a prudent level of risk. Risks are mitigated through asset diversification and the use of multiple investment managers. The target allocation for plan assets is currently 50% equity securities, 40% debt securities, 5% real estate and 5% private equities.

The Company generally employs investment managers to specialize in a specific asset class. These managers are chosen and monitored with the assistance of professional advisors, using criteria that include organizational structure, investment philosophy, investment process, performance compared to market benchmarks and peer groups.

The Company periodically conducts an analysis of the behavior of the Pension Plan's assets and liabilities under various economic and interest rate scenarios to ensure that the long-term target asset allocation is appropriate given the liabilities.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The fair values of the Pension Plan assets as of January 30, 2016, excluding interest and dividend receivables and pending investment purchases and sales, by asset category are as follows:

	Fair Value Measurements			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(millions)			
Cash and cash equivalents	\$ 15	\$ 15	\$ —	\$ —
Money market securities	36	—	36	—
Money market pooled funds (a)	46	—	—	—
Equity securities:				
U.S. stocks	280	280	—	—
U.S. pooled funds (a)	391	—	—	—
International pooled funds (a)	575	—	—	—
Fixed income securities:				
U. S. Treasury bonds	233	—	233	—
Other Government bonds	41	—	41	—
Agency backed bonds	31	—	31	—
Corporate bonds	433	—	433	—
Mortgage-backed securities	112	—	112	—
Asset-backed securities	28	—	28	—
Pooled funds (a)	427	—	—	—
Other types of investments:				
Real estate (a)	238	—	—	—
Hedge funds (a)	179	—	—	—
Private equity (a)	188	—	—	—
Derivatives in a positive position	15	—	15	—
Derivatives in a negative position	(22)	—	(22)	—
Total	\$ 3,246	\$ 295	\$ 907	\$ —

(a) Certain investments that are measured at fair value using the net asset value per share as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the fair value of plan assets.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The fair values of the Pension Plan assets as of January 31, 2015, excluding interest and dividend receivables and pending investment purchases and sales, by asset category are as follows:

	Fair Value Measurements			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(millions)			
Money market securities	\$ 108	\$ —	\$ 108	\$ —
Money market pooled funds (a)	140	—	—	—
Equity securities:				
U.S. stocks	344	344	—	—
U.S. pooled funds (a)	477	—	—	—
International pooled funds (a)	659	—	—	—
Fixed income securities:				
U. S. Treasury bonds	272	—	272	—
Other Government bonds	55	—	55	—
Agency backed bonds	28	—	28	—
Corporate bonds	434	—	434	—
Mortgage-backed securities	102	—	102	—
Asset-backed securities	19	—	19	—
Pooled funds (a)	458	—	—	—
Other types of investments:				
Real estate (a)	244	—	—	—
Hedge funds (a)	175	—	—	—
Private equity (a)	181	—	—	—
Derivatives in a positive position	27	—	27	—
Derivatives in a negative position	(38)	—	(38)	—
<b>Total</b>	<b>\$ 3,685</b>	<b>\$ 344</b>	<b>\$ 1,007</b>	<b>\$ —</b>

(a) Certain investments that are measured at fair value using the net asset value per share as a practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in these tables are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the fair value of plan assets.

Corporate bonds consist primarily of investment grade bonds of U.S. issuers from diverse industries.

The fair value of certain pooled funds including money market funds, equity securities, fixed income securities, real estate, hedge funds and private equity investments represents the reported net asset value of shares or underlying assets of the investment as a practical expedient to estimate fair value. Money market pooled funds invest in high quality, short-term money market instruments which are issued and payable in U.S. dollars. International equity pooled funds seek to provide long-term capital growth and income by investing in equity securities of non-U.S. companies located both in developed and emerging markets. There are generally no redemption restrictions or unfunded commitments related to money market pooled funds, equity securities or fixed income securities.

Real estate investments include several funds which seek risk-adjusted return by providing a stable, income-driven rate of return over the long term with high potential for growth of net investment income and appreciation of value. The real estate investments are diversified across property types and geographical areas primarily in the United States of America. Private equity investments have an objective of realizing aggregate long-term returns in excess of those available from investments in the public equity markets. Private equity investments generally consist of limited partnerships in the United States of America, Europe and Asia. Private equity and real estate investments are valued using fair values per the most recent financial reports provided by the investment sponsor, adjusted as appropriate for any lag between the date of the financial reports and the Company's reporting date. Hedge fund investments seek to provide strong downside protection qualities and to produce long-term risk-adjusted returns with low volatility through active asset management among a select group of U.S. and non-U.S. investment partnerships and companies, managed funds, separately managed accounts, securities and commodities held in segregated accounts and other investment vehicles.

Due to the nature of the underlying assets of the real estate, hedge funds and private equity investments, changes in market conditions and the economic environment may significantly impact the net asset value of these investments and, consequently, the fair value of the Pension Plan's investments. These investments are redeemable at net asset value to the extent provided in the documentation governing the investments. However, these redemption rights may be restricted in accordance with the governing documents. Redemption of these investments is subject to restrictions including lock-up periods where no redemptions are allowed, restrictions on redemption frequency and advance notice periods for redemptions. As of January 30, 2016 and January 31, 2015, certain of these investments are generally subject to lock-up periods, ranging from two to fourteen years, certain of these investments are subject to restrictions on redemption frequency, ranging from daily to twice per year, and certain of these investments are subject to advance notice requirements, ranging from sixty-day notification to ninety-day notification. As of January 30, 2016 and January 31, 2015, the Pension Plan had unfunded commitments related to certain of these investments totaling \$96 million and \$115 million, respectively.

The Company does not anticipate making funding contributions to the Pension Plan in 2016.

The following benefit payments are estimated to be paid from the Pension Plan:

	(millions)
Fiscal year	
2016	\$ 377
2017	319
2018	302
2019	264
2020	256
2021-2025	1,176

**Supplementary Retirement Plan**

The following provides a reconciliation of benefit obligations, plan assets and funded status of the supplementary retirement plan as of January 30, 2016 and January 31, 2015:

	2015	2014
	(millions)	
<b>Change in projected benefit obligation</b>		
Projected benefit obligation, beginning of year	\$ 920	\$ 770
Service cost	—	—
Interest cost	31	33
Actuarial (gain) loss	(70)	170
Benefits paid	(58)	(53)
Projected benefit obligation, end of year	823	920
<b>Change in plan assets</b>		
Fair value of plan assets, beginning of year	—	—
Company contributions	58	53
Benefits paid	(58)	(53)
Fair value of plan assets, end of year	—	—
<b>Funded status at end of year</b>	<b>\$ (823)</b>	<b>\$ (920)</b>
<b>Amounts recognized in the Consolidated Balance Sheets at</b>		
January 30, 2016 and January 31, 2015		
Accounts payable and accrued liabilities	\$ (138)	\$ (69)
Other liabilities	(685)	(851)
	<b>\$ (823)</b>	<b>\$ (920)</b>
<b>Amounts recognized in accumulated other comprehensive loss at</b>		
January 30, 2016 and January 31, 2015		
Net actuarial loss	\$ 261	\$ 341
Prior service cost	8	8
	<b>\$ 269</b>	<b>\$ 349</b>

The accumulated benefit obligation for the supplementary retirement plan was \$823 million as of January 30, 2016 and \$920 million as of January 31, 2015.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Net pension costs and other amounts recognized in other comprehensive loss for the supplementary retirement plan included the following actuarially determined components:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
<b>Net Periodic Pension Cost</b>			
Service cost	\$ —	\$ —	\$ 6
Interest cost	31	33	32
Amortization of net actuarial loss	10	5	19
Amortization of prior service credit	—	—	—
	<u>41</u>	<u>38</u>	<u>57</u>
<b>Other Changes in Plan Assets and Projected Benefit Obligation</b>			
<b>Recognized in Other Comprehensive Loss</b>			
Net actuarial (gain) loss	(70)	170	(17)
Prior service cost	—	—	8
Amortization of net actuarial loss	(10)	(5)	(19)
Amortization of prior service credit	—	—	—
	<u>(80)</u>	<u>165</u>	<u>(28)</u>
<b>Total recognized in net periodic pension cost and other comprehensive loss</b>	<u>\$ (39)</u>	<u>\$ 203</u>	<u>\$ 29</u>

The estimated net actuarial loss for the supplementary retirement plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost during 2016 is \$8 million.

The following weighted average assumption was used to determine the projected benefit obligations for the supplementary retirement plan at January 30, 2016 and January 31, 2015:

	<b>2015</b>	<b>2014</b>
Discount rate	4.23%	3.55%

The following weighted average assumptions were used to determine net pension costs for the supplementary retirement plan:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Discount rate	3.55%	4.50%	4.15%
Rate of compensation increases	N/A	N/A	4.90%

The supplementary retirement plan's assumptions are evaluated annually and updated as necessary.

The discount rate used to determine the present value of the projected benefit obligation for the supplementary retirement plan is based on a yield curve constructed from a portfolio of high quality corporate debt securities with various maturities. Each year's expected future benefit payments are discounted to their present value at the appropriate yield curve rate, thereby generating the overall discount rate for the projected benefit obligation.

The Company developed its rate of compensation increase assumption based on recent experience and reflected an estimate of future compensation levels taking into account general increase levels, seniority, promotions and other factors. The salary increase assumption was used to project employees' pay in future years and its impact on the projected benefit obligation for the supplementary retirement plan.

The following benefit payments are estimated to be funded by the Company and paid from the supplementary retirement plan:

	(millions)
Fiscal year	
2016	\$ 138
2017	66
2018	53
2019	60
2020	48
2021-2025	242

#### 10. Postretirement Health Care and Life Insurance Benefits

In addition to pension and other supplemental benefits, certain retired employees currently are provided with specified health care and life insurance benefits. Eligibility requirements for such benefits vary by division and subsidiary, 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.

The following provides a reconciliation of benefit obligations, plan assets, and funded status of the postretirement obligations as of January 30, 2016 and January 31, 2015:

	2015	2014
	(millions)	
Change in accumulated postretirement benefit obligation		
Accumulated postretirement benefit obligation, beginning of year	\$ 243	\$ 223
Service cost	—	—
Interest cost	8	10
Actuarial (gain) loss	(22)	30
Medicare Part D subsidy	1	1
Benefits paid	(18)	(21)
Accumulated postretirement benefit obligation, end of year	212	243
Change in plan assets		
Fair value of plan assets, beginning of year	—	—
Company contributions	18	21
Benefits paid	(18)	(21)
Fair value of plan assets, end of year	—	—
Funded status at end of year	\$ (212)	\$ (243)
Amounts recognized in the Consolidated Balance Sheets at January 30, 2016 and January 31, 2015		
Accounts payable and accrued liabilities	\$ (20)	\$ (22)
Other liabilities	(192)	(221)
	\$ (212)	\$ (243)
Amounts recognized in accumulated other comprehensive loss at January 30, 2016 and January 31, 2015		
Net actuarial gain	\$ (22)	\$ —

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Net postretirement benefit costs and other amounts recognized in other comprehensive loss included the following actuarially determined components:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
<b>Net Periodic Postretirement Benefit Cost</b>			
Service cost	\$ —	\$ —	\$ —
Interest cost	8	10	10
Amortization of net actuarial gain	—	(5)	(3)
Amortization of prior service cost	—	—	—
	<u>8</u>	<u>5</u>	<u>7</u>
<b>Other Changes in Plan Assets and Projected Benefit Obligation Recognized in Other Comprehensive Loss</b>			
Net actuarial (gain) loss	(22)	30	(15)
Amortization of net actuarial gain	—	5	3
Amortization of prior service cost	—	—	—
	<u>(22)</u>	<u>35</u>	<u>(12)</u>
<b>Total recognized in net periodic postretirement benefit cost and other comprehensive loss</b>	<u>\$ (14)</u>	<u>\$ 40</u>	<u>\$ (5)</u>

The estimated net actuarial gain that will be amortized from accumulated other comprehensive loss into net periodic postretirement benefit cost during 2016 is \$3 million.

The following weighted average assumption was used to determine the accumulated postretirement benefit obligations at January 30, 2016 and January 31, 2015:

	<b>2015</b>	<b>2014</b>
<b>Discount rate</b>	4.15%	3.55%

The following weighted average assumption was used to determine the net postretirement benefit costs for the postretirement obligations:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Discount rate</b>	3.55%	4.50%	4.15%

The postretirement benefit obligation assumptions are evaluated annually and updated as necessary.

The discount rate used to determine the present value of the Company's accumulated postretirement benefit obligations is based on a yield curve constructed from a portfolio of high quality corporate debt securities with various maturities. Each year's expected future benefit payments are discounted to their present value at the appropriate yield curve rate, thereby generating the overall discount rate for the accumulated postretirement benefit obligations.

The future medical benefits provided by the Company for certain employees are based on a fixed amount per year of service, and the accumulated postretirement benefit obligation is not affected by increases in health care costs. However, the future medical benefits provided by the Company for certain other employees are affected by increases in health care costs.

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”). Included among the major provisions of these laws is a change in the tax treatment related to the Medicare Part D subsidy. The Company’s postretirement obligations reflect estimated federal subsidies expected to be received under the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Under the 2010 Acts, the Company’s deductions for retiree prescription drug benefits will be reduced by the amount of Medicare Part D subsidies received beginning February 3, 2013.

The 2010 Acts contain additional provisions which impact the accounting for postretirement obligations. Based on the analysis to date, the impact of 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 following provides the assumed health care cost trend rates related to the Company’s accumulated postretirement benefit obligations at January 30, 2016 and January 31, 2015:

	2015	2014
Health care cost trend rates assumed for next year	6.25% - 10.0%	7.27% - 8.90%
Rates to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0%	5.0%
Year that the rate reaches the ultimate trend rate	2027	2025

The assumed health care cost trend rates have an impact on the amounts reported for the accumulated postretirement benefit obligations. A one-percentage-point change in the assumed health care cost trend rates would have the following effects:

	1 – Percentage Point Increase	1 – Percentage Point Decrease
	(millions)	
Effect on total of service and interest cost	\$1	\$(1)
Effect on accumulated postretirement benefit obligations	\$15	\$(13)

The following table reflects the benefit payments estimated to be funded by the Company and paid from the accumulated postretirement benefit obligations and estimated federal subsidies expected to be received under the Medicare Prescription Drug Improvement and Modernization Act of 2003:

	Expected Benefit Payments	Expected Federal Subsidy
	(millions)	
Fiscal Year		
2016	\$ 19	\$ 1
2017	18	1
2018	18	1
2019	17	1
2020	17	1
2021-2025	73	2

# **11. Stock Based Compensation**

During 2009, the Company obtained shareholder approval for the Macy's 2009 Omnibus Incentive Compensation Plan under which up to 51 million shares of Common Stock may be issued. This plan is intended to help the Company attract and retain directors, officers, other key executives and employees and is also intended to provide incentives and rewards relating to the Company's business plans to encourage such persons to devote themselves to the business of the Company. Prior to 2009, the Company had two equity plans; the Macy's 1995 Executive Equity Incentive Plan and the Macy's 1994 Stock Incentive Plan. After shareholders approved the 2009 Omnibus Incentive Compensation Plan, Common Stock may no longer be granted under the Macy's 1995 Executive Equity Incentive Plan or the Macy's 1994 Stock Incentive Plan. The following disclosures present the Company's equity plans on a combined basis. The equity plan is administered by the Compensation and Management Development Committee of the Board of Directors (the "CMD Committee"). The CMD Committee is authorized to grant options, stock appreciation rights, restricted stock and restricted stock units to officers and key employees of the Company and its subsidiaries and to non-employee directors. There have been no grants of stock appreciation rights under the equity plans.

Stock option grants have an exercise price at least equal to the market value of the underlying common stock on the date of grant, have ten-year terms and typically vest ratably over four years of continued employment. Restricted stock and time-based restricted stock unit awards generally vest one to four years from the date of grant. Performance-based restricted stock units generally are earned based on the attainment of specified goals achieved over the performance period.

As of January 30, 2016, 19.9 million shares of common stock were available for additional grants pursuant to the Company's equity plan. Shares awarded are generally issued from the Company's treasury stock.

Stock-based compensation expense included the following components:

	2015	2014	2013
	(millions)		
Stock options	\$ 52	\$ 47	\$ 36
Restricted stock units	13	26	25
Restricted stock	—	—	1
	<u>\$ 65</u>	<u>\$ 73</u>	<u>\$ 62</u>

All stock-based compensation expense is recorded in SG&A expense in the Consolidated Statements of Income. The income tax benefit recognized in the Consolidated Statements of Income related to stock-based compensation was \$23 million, \$26 million, and \$22 million, for 2015, 2014 and 2013, respectively.

As of January 30, 2016, the Company had \$73 million of unrecognized compensation costs related to nonvested stock options, which is expected to be recognized over a weighted average period of approximately 1.8 years, and \$24 million of unrecognized compensation costs related to nonvested restricted stock units, which is expected to be recognized over a weighted average period of approximately 1.5 years.

During 2015, 2014 and 2013, the CMD Committee approved awards of performance-based restricted stock units to certain senior executives of the Company. Each award reflects a target number of shares ("Target Shares") that may be issued to the award recipient. These awards may be earned upon the completion of three-year performance periods ending February 3, 2018, January 28, 2017 and January 30, 2016, respectively. Whether units are earned at the end of the performance period will be determined based on the achievement of certain performance objectives set by the CMD Committee in connection with the issuance of the units. The performance objectives are based on the Company's business plan covering the performance period. The performance objectives include achieving a cumulative EBITDA level for the performance period and also include an EBITDA as a percent to sales ratio and a return on invested capital ratio. The performance-based restricted stock units also include a performance objective relating to relative total shareholder return ("TSR"). Relative TSR reflects the change in the value of the Company's common stock over the performance period in relation to the change in the value of the common stock of a ten-or twelve-company executive compensation peer group over the performance period, assuming the reinvestment of dividends. Depending on the results achieved during the three-year performance periods, the actual number of shares that a grant recipient receives at the end of the period may range from 0% to 150% of the Target Shares granted.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Also during 2015, 2014 and 2013, the CMD Committee approved awards of time-based restricted stock units to certain senior executives and other employees of the Company and awards of time-based restricted stock units to the non-employee members of the Company's board of directors.

**Stock Options**

The fair value of stock options granted during 2015, 2014 and 2013 and the weighted average assumptions used to estimate the fair value are as follows:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
Weighted average grant date fair value of stock options granted during the period	\$ 20.78	\$ 19.07	\$ 12.15
Dividend yield	2.7%	2.5%	2.8%
Expected volatility	43.3%	42.7%	41.3%
Risk-free interest rate	1.7%	1.5%	0.8%
Expected life	5.7 years	5.7 years	5.7 years

The fair value of each stock option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The Company estimates the expected volatility and expected option life assumption consistent with ASC Topic 718, "Compensation – Stock Compensation." The expected volatility of the Company's common stock at the date of grant is estimated based on a historic volatility rate and the expected option life is calculated based on historical stock option experience as the best estimate of future exercise patterns. The dividend yield assumption is based on historical and anticipated dividend payouts. The risk-free interest rate assumption is based on observed interest rates consistent with the expected life of each stock option grant. The Company uses historical data to estimate pre-vesting option forfeitures and records stock-based compensation expense only for those awards that are expected to vest. Compensation expense is recorded for all stock options expected to vest based on the amortization of the fair value at the date of grant on a straight-line basis primarily over the vesting period of the options.

Activity related to stock options for 2015 is as follows:

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Life</b>	<b>Aggregate Intrinsic Value</b>
	<b>(thousands)</b>		<b>(years)</b>	<b>(millions)</b>
Outstanding, beginning of period	19,678.8	\$ 36.65		
Granted	3,426.4	\$ 63.65		
Canceled or forfeited	(502.7)	\$ 50.69		
Exercised	(3,772.7)	\$ 33.02		
Outstanding, end of period	18,829.8	\$ 41.92		
Exercisable, end of period	10,958.1	\$ 32.04	4.0	\$ 113
Options expected to vest	6,927.1	\$ 55.66	8.2	\$ —

Additional information relating to stock options is as follows:

	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>		
Intrinsic value of options exercised	\$ 127	\$ 189	\$ 207
Grant date fair value of stock options that vested during the year	46	38	31
Cash received from stock options exercised	125	200	254
Excess tax benefits realized from exercised stock options	31	43	51

**Restricted Stock and Restricted Stock Units**

The weighted average grant date fair values of restricted stock units granted during 2015, 2014 and 2013 are as follows:

	2015	2014	2013
Restricted stock units	\$ 62.61	\$ 59.41	\$ 42.54

The fair value of the Target Shares and restricted stock awards are based on the fair value of the underlying shares on the date of grant. The fair value of the portion of the Target Shares that relate to a relative TSR performance objective was determined using a Monte Carlo simulation analysis to estimate the total shareholder return ranking of the Company among a ten-or twelve-company executive compensation peer group over the remaining performance periods. The expected volatility of the Company's common stock at the date of grant was estimated based on a historical average volatility rate for the approximate three-year performance period. The dividend yield assumption was based on historical and anticipated dividend payouts. The risk-free interest rate assumption was based on observed interest rates consistent with the approximate three-year performance measurement period.

Compensation expense is recorded for all restricted stock and restricted stock unit awards based on the amortization of the fair market value at the date of grant over the period the restrictions lapse or over the performance period of the performance-based restricted stock units.

Activity related to restricted stock awards for 2015 is as follows:

	Shares (thousands)	Weighted Average Grant Date Fair Value
Nonvested, beginning of period	25.9	\$ 23.43
Granted	—	—
Forfeited	(1.1)	23.43
Vested	(24.8)	23.43
Nonvested, end of period	—	\$ —

Activity related to restricted stock units for 2015 is as follows:

	Shares (thousands)	Weighted Average Grant Date Fair Value
Nonvested, beginning of period	1,292.9	\$ 48.47
Granted – performance-based	425.5	61.51
Performance adjustment	(137.5)	41.97
Granted – time-based	421.2	63.71
Dividend equivalents	33.8	53.48
Forfeited	(55.8)	53.75
Vested	(451.5)	42.85
Nonvested, end of period	1,528.6	\$ 58.46

**12. Shareholders' Equity**

The authorized shares of the Company consist of 125 million shares of preferred stock ("Preferred Stock"), par value of \$.01 per share, with no shares issued, and 1,000 million shares of Common Stock, par value of \$.01 per share, with 341.6 million shares of Common Stock issued and 310.3 million shares of Common Stock outstanding at January 30, 2016, and with 379.6 million shares of Common Stock issued and 340.6 million shares of Common Stock outstanding at January 31, 2015 (with shares held in the Company's treasury being treated as issued, but not outstanding).

The Company retired 38.0 million, 31.0 million and 34.0 million shares of Common Stock during 2015, 2014 and 2013, respectively.

The Company's board of directors approved an additional authorization to purchase Common Stock of \$1,500 million on May 13, 2015. Combined with previous authorizations commencing in January 2000, the Company's board of directors has from time to time approved authorizations to purchase, in the aggregate, up to \$16,500 million of Common Stock. All authorizations are cumulative and do not have an expiration date. During 2015, the Company purchased approximately 34.8 million shares of Common Stock under its share repurchase program for a total of \$2,000 million. During 2014, the Company purchased approximately 31.9 million shares of Common Stock under its share repurchase program for a total of \$1,900 million. During 2013, the Company purchased approximately 33.6 million shares of Common Stock under its share repurchase program for a total of \$1,570 million. As of January 30, 2016, \$532 million of authorization remained unused. The Company may continue or, from time to time, suspend repurchases of its shares under its share repurchase program, depending on prevailing market conditions, alternative uses of capital and other factors.

***Common Stock***

The holders of the Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders. Subject to preferential rights that may be applicable to any Preferred Stock, holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors in its discretion, out of funds legally available therefor.

***Treasury Stock***

Treasury stock contains shares repurchased under the share repurchase program, shares repurchased to cover employee tax liabilities related to stock plan activity and shares maintained in a trust related to deferred compensation plans. Under the deferred compensation plans, shares are maintained in a trust to cover the number estimated to be needed for distribution on account of stock credits currently outstanding.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Changes in the Company's Common Stock issued and outstanding, including shares held by the Company's treasury, are as follows:

	Common Stock Issued	Treasury Stock			Common Stock Outstanding
		Deferred Compensation Plans	Other	Total	
			(thousands)		
Balance at February 2, 2013	444,605.8	(1,209.5)	(55,695.2)	(56,904.7)	387,701.1
Stock issued under stock plans		(85.2)	10,891.1	10,805.9	10,805.9
Stock repurchases					
Repurchase program			(33,625.3)	(33,625.3)	(33,625.3)
Other			(12.2)	(12.2)	(12.2)
Deferred compensation plan distributions		65.5		65.5	65.5
Retirement of common stock	(34,000.0)		34,000.0	34,000.0	—
Balance at February 1, 2014	410,605.8	(1,229.2)	(44,441.6)	(45,670.8)	364,935.0
Stock issued under stock plans		(54.8)	7,490.6	7,435.8	7,435.8
Stock repurchases					
Repurchase program			(31,874.9)	(31,874.9)	(31,874.9)
Other			(27.0)	(27.0)	(27.0)
Deferred compensation plan distributions		104.8		104.8	104.8
Retirement of common stock	(31,000.0)		31,000.0	31,000.0	—
Balance at January 31, 2015	379,605.8	(1,179.2)	(37,852.9)	(39,032.1)	340,573.7
Stock issued under stock plans		(60.4)	4,493.5	4,433.1	4,433.1
Stock repurchases					
Repurchase program			(34,806.8)	(34,806.8)	(34,806.8)
Other			(12.7)	(12.7)	(12.7)
Deferred compensation plan distributions		68.8		68.8	68.8
Retirement of common stock	(38,000.0)		38,000.0	38,000.0	—
Balance at January 30, 2016	341,605.8	(1,170.8)	(30,178.9)	(31,349.7)	310,256.1

***Accumulated Other Comprehensive Loss***

For the Company, the only component of accumulated other comprehensive loss for 2015, 2014 and 2013 relates to post employment and postretirement plan items. The net actuarial gains and losses and prior service costs and credits related to post employment and postretirement benefit plans are reclassified out of accumulated other comprehensive loss and included in the computation of net periodic benefit cost (income) and are included in SG&A expenses in the Consolidated Statements of Income. See Note 9, "Retirement Plans," and Note 10, "Postretirement Health Care and Life Insurance Benefits," for further information.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**13. Fair Value Measurements and Concentrations of Credit Risk**

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:

	January 30, 2016						January 31, 2015					
	Fair Value Measurements						Fair Value Measurements					
	Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Observable Inputs (Level 2)			Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Observable Inputs (Level 2)		
	Total						Total					
	(millions)											
Marketable equity and debt securities	\$132	\$	—	\$	132	\$	—	\$	97	\$	—	\$

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:

	January 30, 2016			January 31, 2015		
	Notional Amount	Carrying Amount	Fair Value	Notional Amount	Carrying Amount	Fair Value
	(millions)					
Long-term debt	\$ 6,871	\$ 6,966	\$ 6,756	\$ 7,090	\$ 7,204	\$ 8,219

The following table shows certain of the Company's non-financial assets that were measured at fair value on a nonrecurring basis during 2015 and 2014:

	January 30, 2016						January 31, 2015					
	Fair Value Measurements						Fair Value Measurements					
	Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Observable Inputs (Level 2)			Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Observable Inputs (Level 2)		
	Total						Total					
	(millions)											
Long-lived assets held and used	\$ 53	\$	—	\$	—	\$ 53	\$ 8	\$	—	\$	—	\$ 8

During 2015, long-lived assets held and used with a carrying value of \$201 million were written down to their fair value of \$53 million, resulting in asset impairment charges of \$148 million. During 2014, long-lived assets held and used with a carrying value of \$41 million were written down to their fair value of \$8 million, resulting in asset impairment charges of \$33 million. The fair values of these locations were calculated based on the projected cash flows and an estimated risk-adjusted rate of return that would be used by market participants in valuing these assets or prices of similar assets.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of temporary cash investments. The Company places its temporary cash investments in what it believes to be high credit quality financial instruments.

**14. Earnings Per Share Attributable to Macy's, Inc. Shareholders**

The following table sets forth the computation of basic and diluted earnings per share attributable to Macy's, Inc. shareholders:

	<b>2015</b>		<b>2014</b>		<b>2013</b>	
	<b>Net Income</b>	<b>Shares</b>	<b>Net Income</b>	<b>Shares</b>	<b>Net Income</b>	<b>Shares</b>
	<b>(millions, except per share data)</b>					
Net income attributable to Macy's, Inc. shareholders and average number of shares outstanding	\$ 1,072	327.6	\$ 1,526	354.3	\$ 1,486	377.3
Shares to be issued under deferred compensation and other plans		0.8		0.9		1.0
	<u>\$ 1,072</u>	<u>328.4</u>	<u>\$ 1,526</u>	<u>355.2</u>	<u>\$ 1,486</u>	<u>378.3</u>
Basic earnings per share attributable to Macy's, Inc. shareholders	<u>\$ 3.26</u>		<u>\$ 4.30</u>		<u>\$ 3.93</u>	
Effect of dilutive securities:						
Stock options, restricted stock and restricted stock units		4.6		6.5		6.5
	<u>\$ 1,072</u>	<u>333.0</u>	<u>\$ 1,526</u>	<u>361.7</u>	<u>\$ 1,486</u>	<u>384.8</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	<u>\$ 3.22</u>		<u>\$ 4.22</u>		<u>\$ 3.86</u>	

In addition to the stock options, restricted stock and restricted stock units reflected in the foregoing table, stock options to purchase 12.6 million of shares of common stock and restricted stock units relating to 140,000 shares of common stock were outstanding at January 30, 2016, stock options to purchase 3.2 million of shares of common stock and restricted stock units relating to 0.6 million shares of common stock were outstanding at January 31, 2015, and restricted stock units relating to 0.7 million shares of common stock were outstanding at February 1, 2014, but were not included in the computation of diluted earnings per share attributable to Macy's, Inc. shareholders for 2015, 2014 and 2013, respectively, because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**15. Quarterly Results  
(unaudited)**

Unaudited quarterly results for the last two years were as follows:

	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
	<b>(millions, except per share data)</b>			
<b>2015:</b>				
Net sales	\$ 6,232	\$ 6,104	\$ 5,874	\$ 8,869
Cost of sales	(3,800)	(3,610)	(3,537)	(5,549)
Gross margin	2,432	2,494	2,337	3,320
Selling, general and administrative expenses	(2,023)	(2,058)	(1,968)	(2,207)
Impairments, store closing and other costs	—	—	(111)	(177)
Net income attributable to Macy's, Inc. shareholders	193	217	118	544
Basic earnings per share attributable to Macy's, Inc. shareholders	.57	.65	.36	1.74
Diluted earnings per share attributable to Macy's, Inc. shareholders	.56	.64	.36	1.73
<b>2014:</b>				
Net sales	\$ 6,279	\$ 6,267	\$ 6,195	\$ 9,364
Cost of sales	(3,836)	(3,672)	(3,766)	(5,589)
Gross margin	2,443	2,595	2,429	3,775
Selling, general and administrative expenses	(2,000)	(2,024)	(2,007)	(2,324)
Impairments, store closing and other costs	—	—	—	(87)
Net income attributable to Macy's, Inc. shareholders	224	292	217	793
Basic earnings per share attributable to Macy's, Inc. shareholders	.61	.81	.62	2.30
Diluted earnings per share attributable to Macy's, Inc. shareholders	.60	.80	.61	2.26

**16. Condensed Consolidating Financial  
Information**

Certain debt obligations of the Company described in Note 6, which constitute debt obligations of Parent's 100%-owned subsidiary, Macy's Retail Holdings, Inc. ("Subsidiary Issuer") are fully and unconditionally guaranteed by Parent. In the following condensed consolidating financial statements, "Other Subsidiaries" includes all other direct subsidiaries of Parent, including Bluemercury, Inc., FDS Bank, West 34th Street 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, Macy's Merchandising Group International (Hong Kong) Limited, and its majority-owned subsidiary Macy's China 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 January 30, 2016 and January 31, 2015, the related Condensed Consolidating Statements of Comprehensive Income for 2015, 2014 and 2013, and the related Condensed Consolidating Statements of Cash Flows for 2015, 2014, and 2013 are presented on the following pages.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**MACY'S, INC.**  
**Condensed Consolidating Balance Sheet**  
**As of January 30, 2016**  
**(millions)**

	<b>Parent</b>	<b>Subsidiary Issuer</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Consolidated</b>
<b>ASSETS:</b>					
Current Assets:					
Cash and cash equivalents	\$ 741	\$ 91	\$ 277	\$ —	\$ 1,109
Receivables	—	217	341	—	558
Merchandise inventories	—	2,702	2,804	—	5,506
Prepaid expenses and other current assets	—	135	344	—	479
Income taxes	44	—	—	(44)	—
Total Current Assets	785	3,145	3,766	(44)	7,652
Property and Equipment – net	—	3,925	3,691	—	7,616
Goodwill	—	3,315	582	—	3,897
Other Intangible Assets – net	—	52	462	—	514
Other Assets	—	154	743	—	897
Deferred Income Taxes	14	—	—	(14)	—
Intercompany Receivable	—	—	3,800	(3,800)	—
Investment in Subsidiaries	4,725	3,804	—	(8,529)	—
Total Assets	\$ 5,524	\$ 14,395	\$ 13,044	\$ (12,387)	\$ 20,576
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>					
Current Liabilities:					
Short-term debt	\$ —	\$ 641	\$ 1	\$ —	\$ 642
Merchandise accounts payable	—	667	859	—	1,526
Accounts payable and accrued liabilities	35	1,439	1,859	—	3,333
Income taxes	—	41	230	(44)	227
Total Current Liabilities	35	2,788	2,949	(44)	5,728
Long-Term Debt	—	6,976	19	—	6,995
Intercompany Payable	1,218	2,582	—	(3,800)	—
Deferred Income Taxes	—	693	798	(14)	1,477
Other Liabilities	21	558	1,544	—	2,123
Shareholders' Equity:					
Macy's, Inc.	4,250	798	7,731	(8,529)	4,250
Noncontrolling Interest	—	—	3	—	3
Total Shareholders' Equity	4,250	798	7,734	(8,529)	4,253
Total Liabilities and Shareholders' Equity	\$ 5,524	\$ 14,395	\$ 13,044	\$ (12,387)	\$ 20,576

**MACY'S, INC.**  
**Condensed Consolidating Statement of Comprehensive Income**  
**For 2015**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 11,959	\$ 24,037	\$ (8,917)	\$ 27,079
Cost of sales	—	(7,670)	(17,743)	8,917	(16,496)
Gross margin	—	4,289	6,294	—	10,583
Selling, general and administrative expenses	(2)	(3,980)	(4,274)	—	(8,256)
Impairments, store closing and other costs	—	(170)	(118)	—	(288)
Operating income (loss)	(2)	139	1,902	—	2,039
Interest (expense) income, net:					
External	1	(361)	(1)	—	(361)
Intercompany	—	(230)	230	—	—
Equity in earnings of subsidiaries	1,072	421	—	(1,493)	—
Income before income taxes	1,071	(31)	2,131	(1,493)	1,678
Federal, state and local income tax benefit (expense)	1	120	(729)	—	(608)
Net income	1,072	89	1,402	(1,493)	1,070
Net loss attributable to noncontrolling interest	—	—	2	—	2
Net income attributable to Macy's, Inc. shareholders	\$ 1,072	\$ 89	\$ 1,404	\$ (1,493)	\$ 1,072
Comprehensive income	\$ 1,101	\$ 118	\$ 1,415	\$ (1,535)	\$ 1,099
Comprehensive loss attributable to noncontrolling interest	—	—	2	—	2
Comprehensive income attributable to Macy's, Inc. shareholders	\$ 1,101	\$ 118	\$ 1,417	\$ (1,535)	\$ 1,101

**MACY'S, INC.**  
**Condensed Consolidating Statement of Cash Flows**  
**For 2015**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income	\$ 1,072	\$ 89	\$ 1,402	\$ (1,493)	\$ 1,070
Impairments, store closing and other costs	—	170	118	—	288
Equity in earnings of subsidiaries	(1,072)	(421)	—	1,493	—
Dividends received from subsidiaries	1,086	—	—	(1,086)	—
Depreciation and amortization	—	440	621	—	1,061
(Increase) decrease in working capital	25	(340)	(81)	—	(396)
Other, net	(8)	(78)	47	—	(39)
Net cash provided (used) by operating activities	1,103	(140)	2,107	(1,086)	1,984
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(88)	(821)	—	(909)
Other, net	—	83	(266)	—	(183)
Net cash used by investing activities	—	(5)	(1,087)	—	(1,092)
Cash flows from financing activities:					
Debt issued, net of debt repaid	—	348	(1)	—	347
Dividends paid	(456)	—	(1,086)	1,086	(456)
Common stock acquired, net of issuance of common stock	(1,838)	—	—	—	(1,838)
Proceeds from noncontrolling interest	—	—	5	—	5
Intercompany activity, net	12	(243)	231	—	—
Other, net	12	37	(136)	—	(87)
Net cash provided (used) by financing activities	(2,270)	142	(987)	1,086	(2,029)
Net increase (decrease) in cash and cash equivalents	(1,167)	(3)	33	—	(1,137)
Cash and cash equivalents at beginning of period	1,908	94	244	—	2,246
Cash and cash equivalents at end of period	\$ 741	\$ 91	\$ 277	\$ —	\$ 1,109

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**MACY'S, INC.**  
**Condensed Consolidating Balance Sheet**  
**As of January 31, 2015**  
**(millions)**

	<b>Parent</b>	<b>Subsidiary Issuer</b>	<b>Other Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Consolidated</b>
<b>ASSETS:</b>					
Current Assets:					
Cash and cash equivalents	\$ 1,908	\$ 94	\$ 244	\$ —	\$ 2,246
Receivables	—	97	327	—	424
Merchandise inventories	—	2,762	2,655	—	5,417
Prepaid expenses and other current assets	—	113	380	—	493
Income taxes	88	—	—	(88)	—
Total Current Assets	1,996	3,066	3,606	(88)	8,580
Property and Equipment – net	—	4,315	3,485	—	7,800
Goodwill	—	3,315	428	—	3,743
Other Intangible Assets – net	—	73	423	—	496
Other Assets	1	42	668	—	711
Deferred Income Taxes	10	—	—	(10)	—
Intercompany Receivable	—	—	4,140	(4,140)	—
Investment in Subsidiaries	4,655	3,526	—	(8,181)	—
Total Assets	\$ 6,662	\$ 14,337	\$ 12,750	\$ (12,419)	\$ 21,330
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>					
Current Liabilities:					
Short-term debt	\$ —	\$ 75	\$ 1	\$ —	\$ 76
Merchandise accounts payable	—	729	865	—	1,594
Accounts payable and accrued liabilities	42	1,360	1,707	—	3,109
Income taxes	—	22	362	(88)	296
Total Current Liabilities	42	2,186	2,935	(88)	5,075
Long-Term Debt	—	7,213	20	—	7,233
Intercompany Payable	1,215	2,925	—	(4,140)	—
Deferred Income Taxes	—	709	744	(10)	1,443
Other Liabilities	27	593	1,581	—	2,201
Shareholders' Equity:					
Macy's, Inc.	5,378	711	7,470	(8,181)	5,378
Noncontrolling Interest	—	—	—	—	—
Total Shareholders' Equity	5,378	711	7,470	(8,181)	5,378
Total Liabilities and Shareholders' Equity	\$ 6,662	\$ 14,337	\$ 12,750	\$ (12,419)	\$ 21,330



**MACY'S, INC.**  
**Condensed Consolidating Statement of Comprehensive Income**  
**For 2014**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 13,078	\$ 23,522	\$ (8,495)	\$ 28,105
Cost of sales	—	(8,127)	(17,231)	8,495	(16,863)
Gross margin	—	4,951	6,291	—	11,242
Selling, general and administrative expenses	(3)	(4,351)	(4,001)	—	(8,355)
Impairments, store closing and other costs	—	(45)	(42)	—	(87)
Operating income (loss)	(3)	555	2,248	—	2,800
Interest (expense) income, net:					
External	1	(394)	—	—	(393)
Intercompany	—	(230)	230	—	—
Premium on early retirement of debt	—	(17)	—	—	(17)
Equity in earnings of subsidiaries	1,528	624	—	(2,152)	—
Income before income taxes	1,526	538	2,478	(2,152)	2,390
Federal, state and local income tax benefit (expense)	—	25	(889)	—	(864)
Net income	1,526	563	1,589	(2,152)	1,526
Net loss attributable to noncontrolling interest	—	—	—	—	—
Net income attributable to Macy's, Inc. shareholders	\$ 1,526	\$ 563	\$ 1,589	\$ (2,152)	\$ 1,526
Comprehensive income	\$ 1,119	\$ 156	\$ 1,338	\$ (1,494)	\$ 1,119
Comprehensive loss attributable to noncontrolling interest	—	—	—	—	—
Comprehensive income attributable to Macy's, Inc. shareholders	\$ 1,119	\$ 156	\$ 1,338	\$ (1,494)	\$ 1,119

**MACY'S, INC.**  
**Condensed Consolidating Statement of Cash Flows**  
**For 2014**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income	\$ 1,526	\$ 563	\$ 1,589	\$ (2,152)	\$ 1,526
Impairments, store closing and other costs	—	45	42	—	87
Equity in earnings of subsidiaries	(1,528)	(624)	—	2,152	—
Dividends received from subsidiaries	1,088	1	—	(1,089)	—
Depreciation and amortization	—	454	582	—	1,036
(Increase) decrease in working capital	9	74	(69)	—	14
Other, net	(20)	(177)	243	—	46
Net cash provided by operating activities	1,075	336	2,387	(1,089)	2,709
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(260)	(636)	—	(896)
Other, net	—	(12)	(62)	—	(74)
Net cash used by investing activities	—	(272)	(698)	—	(970)
Cash flows from financing activities:					
Debt issued, net of debt repaid	—	177	(3)	—	174
Dividends paid	(421)	—	(1,089)	1,089	(421)
Common stock acquired, net of issuance of common stock	(1,643)	—	—	—	(1,643)
Proceeds from noncontrolling interest	—	—	—	—	—
Intercompany activity, net	927	(283)	(644)	—	—
Other, net	15	52	57	—	124
Net cash used by financing activities	(1,122)	(54)	(1,679)	1,089	(1,766)
Net increase (decrease) in cash and cash equivalents	(47)	10	10	—	(27)
Cash and cash equivalents at beginning of period	1,955	84	234	—	2,273
Cash and cash equivalents at end of period	\$ 1,908	\$ 94	\$ 244	\$ —	\$ 2,246

**MACY'S, INC.**  
**Condensed Consolidating Statement of Comprehensive Income**  
**For 2013**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 13,233	\$ 23,417	\$ (8,719)	\$ 27,931
Cost of sales	—	(8,168)	(17,276)	8,719	(16,725)
Gross margin	—	5,065	6,141	—	11,206
Selling, general and administrative expenses	(8)	(4,443)	(3,989)	—	(8,440)
Impairments, store closing and other costs	—	(37)	(51)	—	(88)
Operating income (loss)	(8)	585	2,101	—	2,678
Interest (expense) income, net:					
External	1	(388)	(1)	—	(388)
Intercompany	(2)	(176)	178	—	—
Equity in earnings of subsidiaries	1,492	557	—	(2,049)	—
Income before income taxes	1,483	578	2,278	(2,049)	2,290
Federal, state and local income tax benefit (expense)	3	33	(840)	—	(804)
Net income	1,486	611	1,438	(2,049)	1,486
Net loss attributable to noncontrolling interest	—	—	—	—	—
Net income attributable to Macy's, Inc. shareholders	\$ 1,486	\$ 611	\$ 1,438	\$ (2,049)	\$ 1,486
Comprehensive income	\$ 1,752	\$ 877	\$ 1,434	\$ (2,311)	\$ 1,752
Comprehensive loss attributable to noncontrolling interest	—	—	—	—	—
Comprehensive income attributable to Macy's, Inc. shareholders	\$ 1,752	\$ 877	\$ 1,434	\$ (2,311)	\$ 1,752

**MACY'S, INC.**  
**Condensed Consolidating Statement of Cash Flows**  
**For 2013**  
**(millions)**

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income	\$ 1,486	\$ 611	\$ 1,438	\$ (2,049)	\$ 1,486
Impairments, store closing and other costs	—	37	51	—	88
Equity in earnings of subsidiaries	(1,492)	(557)	—	2,049	—
Dividends received from subsidiaries	911	4	—	(915)	—
Depreciation and amortization	—	467	553	—	1,020
Increase in working capital	(54)	12	(111)	—	(153)
Other, net	(25)	158	(25)	—	108
Net cash provided by operating activities	826	732	1,906	(915)	2,549
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(289)	(442)	—	(731)
Other, net	—	(6)	(51)	—	(57)
Net cash used by investing activities	—	(295)	(493)	—	(788)
Cash flows from financing activities:					
Debt repaid, net of debt issued	—	278	(2)	—	276
Dividends paid	(359)	—	(915)	915	(359)
Common stock acquired, net of issuance of common stock	(1,256)	—	—	—	(1,256)
Proceeds from noncontrolling interest	—	—	—	—	—
Intercompany activity, net	1,310	(728)	(582)	—	—
Other, net	(104)	56	63	—	15
Net cash used by financing activities	(409)	(394)	(1,436)	915	(1,324)
Net increase (decrease) in cash and cash equivalents	417	43	(23)	—	437
Cash and cash equivalents at beginning of period	1,538	41	257	—	1,836
Cash and cash equivalents at end of period	\$ 1,955	\$ 84	\$ 234	\$ —	\$ 2,273

**2016-2018 Performance-Based Restricted Stock Unit**  
**Terms and Conditions**  
**Amended and Restated 2009 Omnibus Incentive Compensation Plan**

1. **Grant of Performance-Based Restricted Stock Units.** Subject to and upon the terms, conditions, and restrictions set forth in these Terms and Conditions and in the Amended and Restated 2009 Omnibus Incentive Compensation Plan (the “Plan”) of Macy’s, Inc. (the “Company”), as amended from time to time, the Company has granted to the Grantee on March 23, 2016 (such date hereinafter referred to as the “Date of Grant”) that “Target” number of Performance-Based Restricted Stock Units “Performance Units”) provided in the Performance-Based Restricted Stock Unit Award Letter to which these Terms and Conditions apply (the “Award Letter”). These Terms and Conditions and the Award Letter together constitute an Evidence of Award, as defined in the Plan. Each Performance Unit represents the right to receive one share of the common stock of the Company (“Common Stock”), subject to the terms and conditions set forth below.

2. **Limitations on Transfer of Performance Units; Performance Period.**

(a) During the Performance Period hereinafter described, the Performance Units may not be transferred, sold, pledged, exchanged, assigned or otherwise encumbered or disposed of by the Grantee, except to the Company, until they are earned and become nonforfeitable (“Vest”) in accordance with Section 3; provided, however, that the Grantee’s interest in the Performance Units may be transferred at any time by will or the laws of descent and distribution.

(b) The Performance Period shall commence on January 31, 2016 (the “Commencement Date”) and, except as otherwise provided in these Terms and Conditions, will expire in full on February 2, 2019.

3. **Vesting of Performance Units.**

(a) Subject to potential reduction as set forth in Section 3(b) below, one hundred and fifty percent (150%) of the Target award of Performance Units will be Vested on the date (“Vesting Date”) that the Compensation Committee certifies that the Company has achieved a Cumulative EBITDA (as defined below) level of at least \$8.5 billion over the Performance Period, provided that the Grantee is continuously employed by the Company through the Vesting Date. If the Company does not achieve a Cumulative EBITDA level of at least \$8.5 billion over the Performance Period, then all Performance Units are forfeited as of the end of the Performance Period. In all cases the Compensation Committee shall certify whether the Company has achieved the specified level of Cumulative EBITDA as soon as administratively feasible following the end of the Performance Period but in no event later than two and a half months following the end of the Performance Period.

(i) “Cumulative EBITDA” is defined as Earnings Before Interest, Taxes, Depreciation and Amortization, which is equal to the sum of operating income and depreciation and amortization as reported in the Company’s financial statements included in its annual Form 10-K, adjusted to eliminate the effects of asset impairments, restructurings, acquisitions, divestitures, other unusual or infrequently occurring items, store closing costs, unplanned material tax law changes and/or assessments and the cumulative effect of tax or accounting changes, as determined in accordance

with generally accepted accounting principles, as applicable, unless taken into account in the preparation of the Company's 2016-2018 business plan.

(b) The actual number of Performance Units that become Vested based on achieving the targeted level of Cumulative EBITDA during the Performance Period may be reduced by the Compensation Committee in its sole and absolute discretion based on such factors as the Compensation Committee determines to be appropriate and/or advisable including without limitation the Company's achievement of average EBITDA Margin, average Return on Invested Capital ("ROIC") and relative Total Shareholder Return (TSR) goals for the Performance Period. It is the current intention of the Compensation Committee that the Compensation Committee will exercise its discretion to reduce the number of Performance Units that will Vest based on the Company's achievement of the average EBITDA Margin, average ROIC and relative TSR goals during the Performance Period, weighted 50%, 30% and 20% respectively, as set forth in the following schedules. However, the Compensation Committee reserves the right to deviate from such schedules based on achievement of average EBITDA Margin, average ROIC and relative TSR and may adjust the number of Performance Units that Vest based on such other factors as the Compensation Committee in its sole and absolute discretion determines to be appropriate and/or advisable; provided, however, that it is the intention of the Compensation Committee that it will deviate from such average EBITDA Margin, average ROIC and relative TSR schedules only in extreme and unusual circumstances.

#### EBITDA MARGIN SCHEDULE

<u>Performance Level*</u>	<u>EBITDA Margin (50%)</u>	
	<u>3-year Average</u>	<u>Vesting Percentage</u>
Outstanding	≥13.7%	150%
Target	13.2%	100%
Threshold	12.7%	50%
Below Threshold	<12.7%	0%

\* Straight-line interpolation will apply to performance levels between the ones shown above.

(i) "EBITDA Margin" is defined as EBITDA (adjusted to eliminate the effects of asset impairments, restructurings, acquisitions, divestitures, other unusual or infrequently occurring items, store closing costs, unplanned material tax law changes and/or assessments and the cumulative effect of tax or accounting changes, as determined in accordance with generally accepted accounting principles, as applicable, unless taken into account in the preparation of the Company's 2016-2018 business plan) divided by Net Sales (defined as owned sales as presented in the Company's internal books and records, including the business plan for the Performance Period). EBITDA Margin will be measured on a three-year average basis (i.e., the average of Fiscal 2016, Fiscal 2017 and Fiscal 2018 annual EBITDA Margin).

Notwithstanding anything to the contrary contained in any agreement, award letter and/or terms and conditions covering any prior grant of performance restricted stock units by the Company to the Grantee, all such agreements, award letters and/or terms and conditions shall be deemed to define Net Sales in the same manner as Net Sales are defined herein.

## ROIC SCHEDULE

<u>Performance Level*</u>	<u>ROIC (30%)</u>	
	<u>3-year Average</u>	<u>Vesting Percentage</u>
Outstanding	≥22.3%	150%
Target	21.3%	100%
Threshold	20.3%	50%
Below Threshold	<20.3%	0%

\* Straight-line interpolation will apply to performance levels between the ones shown above.

(ii) “Return on Invested Capital” is defined as EBITDAR divided by Total Average Gross Investment. EBITDAR is equal to the sum of EBITDA (adjusted to eliminate the effects of asset impairments, restructurings, acquisitions, divestitures, other unusual or infrequently occurring items, store closing costs, unplanned material tax law changes and/or assessments and the cumulative effect of tax or accounting changes, as determined in accordance with generally accepted accounting principles, as applicable, unless taken into account in the preparation of the Company’s 2016-2018 business plan) plus Net Rent Expense. Net Rent Expense represents rent expense as reported in the Company’s financial statements included in its Form 10-K less the deferred rent amortization related to contributions received from landlords. Total Average Gross Investment is equal to the sum of Gross Property, Plant and Equipment (PPE) plus Capitalized Value of Non-Capitalized Leases, Working Capital – which includes Receivables, Merchandise Inventories, Prepaid Expenses and Other Current Assets – offset by Merchandise Accounts Payable and Accounts Payable and Accrued Liabilities, and Other Assets, each as reported in the Company’s financial statements in the applicable Form 10-K or Form 10-Q. Gross PPE will be determined using a two-point average (i.e., beginning and end of year). Capitalized Value of Non-Capitalized Leases will be calculated as 8x Net Rent Expense. Working Capital components and Other Assets will be determined using a four-point (i.e., quarterly) average. ROIC will be measured on a three-year average basis (i.e., the average of Fiscal 2016, Fiscal 2017 and Fiscal 2018 annual ROIC).

## RELATIVE TSR SCHEDULE

<u>Performance Level*</u>	<u>Relative TSR (20%)</u>	
	<u>3-year TSR vs. Peer Group**</u>	<u>Vesting Percentage</u>
Outstanding	≥75%	150%
Target	50%	100%
Threshold	35%	50%
Below Threshold	<35%	0%

\* Straight-line interpolation will apply to performance levels between the ones shown above.

\*\* Peer group companies: Bed, Bath & Beyond, Dillard’s, Gap, J.C. Penney, Kohl’s, L Brands, Nordstrom, Ross Stores, Sears Holdings, Target, TJX Companies, and Walmart.

(i) TSR will be calculated on a compound annualized basis over the three-year period.

(ii) TSR is defined as the change in the value of the Common Stock over the three-year performance period, taking into account both stock price appreciation and the reinvestment of dividends. The beginning and ending stock prices will be based on a 20-day average stock price.

(iii) Dividends will be reinvested at the closing price of the last day of the month after the “ex dividend” date. All cash special dividends shall be treated like regular dividends. All spin-offs or share-based dividends shall be assumed to be sold on the issue date and reinvested in the issuing company that same date.

(iv) Relative TSR is the percentile rank of the Company’s TSR compared to the TSR of the peer group over the performance period. If any of the companies in the peer group are no longer publicly traded at the end of the performance period due to bankruptcy, they will continue to be included in the relative TSR calculation by force ranking them at the bottom of the array. If any companies are no longer publicly traded due to acquisition, they will be excluded from the calculation.

**4. Forfeiture of Performance Units.** (a) Termination of Employment. Notwithstanding the provisions of Section 3 above, and except as the Board may determine on a case-by-case basis or as provided below, all unvested Performance Units shall be forfeited if the Grantee ceases to be continuously employed by the Company for any reason at any time prior to the end of the Performance Period. For the purposes of these Terms and Conditions the continuous employment of the Grantee with the Company shall not be deemed to have been interrupted, and the Grantee shall not be deemed to have ceased to be an employee of the Company, by reason of the transfer of the Grantee’s employment among the Company and its Subsidiaries, divisions or affiliates or a leave of absence approved by the Company. In the event of a termination for Cause (as hereafter defined in Section 17), all unvested Performance Units shall be immediately forfeited.

(b) Death, disability or retirement. Notwithstanding the provisions of Section 3 above, and except as the Board may determine on a case-by-case basis:

(i) in the event the Grantee retires at least six months after the Date of Grant, on or after age 62 with at least 5 years of vested service, and complies with the provisions of Section 4(d) below, the Grantee will receive at the end of the Performance Period the percentage of Performance Units determined under Section 3 above, *prorated from the Commencement Date through the date of such retirement based on the number of completed months of service during the Performance Period divided by 36<sup>1</sup>*; and

(ii) in the event the Grantee dies or becomes permanently and totally disabled during the Performance Period, the Grantee (or his or her estate, as appropriate) will receive at the end of the Performance Period the percentage of Performance Units determined under Section 3 above, *prorated from the Commencement Date through the date of such death or disability based on the number of completed months of service during the Performance Period divided by 36<sup>1</sup>*.

(c) Change in Control. In the event of a Change in Control (as defined in the Plan), Performance Units will convert to time-based restricted stock without proration for the percentage of the Performance Period that has elapsed since the Commencement Date, as follows:

(i) If the Change in Control occurs prior to the 24-month anniversary of the Commencement Date, then 100% of the Target award number of Performance Units shall convert to time-based restricted stock (plus an additional number of shares of time-based restricted stock representing the dividend equivalents payable on that Target award number of Performance Units from the Commencement Date to the date of the Change in Control);

<sup>1</sup> The italicized language does not apply to Mr. Lundgren's grant.



(ii) If the Change in Control occurs on or after the 24-month anniversary of the Commencement Date, the conversion of Performance Units to time-based restricted stock (and the corresponding conversion of dividend equivalents payable on those Performance Units to time-based restricted stock) will be based on (a) the Company's EBITDA Margin and ROIC performance determined under Section 3 above from the Commencement Date through the first 24 months of the Performance Period, plus the Company's performance determined under Section 3 above during any completed fiscal quarter thereafter to the date of the Change in Control and (b) the Company's relative TSR as of the date of the Change in Control.

(iii) The vesting of the time-based restricted stock as so converted:

- Will be accelerated if, within the 24-month period following the Change in Control, the Grantee is terminated by the Company or the continuing entity without Cause or if the Grantee voluntarily terminates employment with Good Reason;
- Will be accelerated at the Change in Control if awards are not assumed or replaced by the acquiror/continuing entity on terms deemed by the Compensation Committee to be appropriate; and
- Will occur on the third anniversary of the Date of Grant, if Vesting has not otherwise been accelerated as provided above.

(d) Violation of Restrictive Covenants. Notwithstanding the provisions of Section 4(b) above, all unvested Performance Units shall be forfeited immediately upon the occurrence of any of the following events. If there are no unvested Performance Units outstanding at the time a restrictive covenant is violated, the Company may pursue other legal remedies.

- (i) following a voluntary retirement and prior to the later to occur of (a) settlement date for the Performance Units or (b) two years following retirement, the Grantee renders personal services to a Competing Business (as hereafter defined in Section 17) in any manner, including, without limitation, as employee, agent, consultant, advisor, independent contractor, proprietor, partner, officer, director, manager, owner, financier, joint venturer or otherwise; or
- (ii) following a voluntary or involuntary retirement and prior to the later to occur of (a) the settlement date for the Performance Units or (b) two years following retirement, the Grantee directly or indirectly solicits or otherwise entices any of the Company's employees to resign from their employment with the Company, whether individually or as a group; or
- (iii) at any time following a voluntary or involuntary retirement, the Grantee discloses or provides to any third party, or uses, modifies, copies or adapts any of the Company's Confidential Information (as hereafter defined in Section 17).

For purposes of this Section 4(d), an involuntary retirement occurs when the employment of a Grantee who satisfies the age and years of service criteria described in Section 4(b) above is terminated by the Company without Cause (as hereafter defined in Section 17) or is terminated by the Grantee with Good Reason (as hereafter defined in Section 17) within the 24-month period following a Change in Control (as defined in the Plan).

**5. Dividend, Voting and Other Rights.** Except as otherwise provided herein, prior to Vesting the Grantee shall not have any of the rights of a stockholder with respect to the Performance Units, including the right to vote any of the Performance Units. An amount representing dividends payable on shares of Common Stock equal in number to one hundred and fifty percent (150%) of the

Target award of Performance Units on a dividend record date shall be deemed reinvested in Common Stock and credited to the Grantee as restricted stock units as of the dividend payment date. If there is any change in the outstanding Common Stock of the Company by reason of a stock dividend, stock split, combination of shares, recapitalization, merger, consolidation, separation or reorganization or any other change in the capital structure of the Company, the Compensation Committee shall determine the appropriate adjustment to the Performance Units, if any, needed to reflect such change. Any restricted stock units or additional Performance Units credited to the Grantee pursuant to this Section 5 will be subject to the terms and restrictions set forth in these Terms and Conditions.

6. **Settlement of Performance Units.** As soon as administratively feasible following the end of the Performance Period and certification by the Compensation Committee as to the level of achievement of the Cumulative EBITDA performance goal and, if the Compensation Committee exercises its discretion to reduce the number of Performance Units that will Vest, determination of the level of achievement of the applicable EBITDA Margin, ROIC and relative TSR performance goals, but in no event later than two and a half months after the end of the Performance Period, the Company shall cause to be paid to the Grantee a number of whole shares of unrestricted Common Stock equal to the number of Performance Units to which the Grantee is entitled and the earned dividend equivalents on those earned Performance Units, if any.

Such shares of Common Stock shall be credited as book entry shares to the Grantee's trading account. In the event Performance Units are not earned, those Performance Units, and the related restricted stock units attributed to any dividend equivalents on those Performance Units, shall be forfeited.

7. **Clawback.** Any incentive-based compensation received by Grantee from the Company hereunder or otherwise shall be subject to recovery by the Company in the circumstances and manner provided in any Incentive-Based Compensation Recovery Policy that may be adopted or implemented by the Company and in effect from time to time on or after the date hereof, and Grantee shall effectuate any such recovery at such time and in such manner as the Company may specify. For purposes of these Terms and Conditions, the term "Incentive-Based Compensation Recovery Policy" means and includes any policy of the type contemplated by Section 10D of the Securities Exchange Act, any rules or regulations of the Securities and Exchange Commission adopted pursuant thereto, or any related rules or listing standards of any national securities exchange or national securities association applicable to the Company. Until the Company shall adopt such an Incentive-Based Compensation Recovery Policy, the following clawback provision shall apply:

In the event that, within three years of the end of the Performance Period, the Company restates its financial results with respect to the Company's performance during the Performance Period to correct a material error that the Compensation Committee determines is the result of fraud or intentional misconduct, then the Compensation Committee, in its discretion, may require the Grantee to repay to the Company all income, if any, derived from the Performance Units.

8. **No Employment Contract.** Nothing contained in these Terms and Conditions or the Award Letter shall confer upon the Grantee any right with respect to continuance of employment by the Company, or limit or affect in any manner the right of the Company to terminate the employment or adjust the compensation of the Grantee.

9. **Taxes and Withholding.** If the Company shall be required to withhold any federal, state, local or foreign tax in connection with the issuance or Vesting of, or other event triggering a tax obligation with respect to, any Performance Units or the issuance of any unrestricted shares of Common Stock or other securities following Vesting pursuant to these Terms and Conditions, it shall be a condition to such Vesting, issuance or event that the Grantee pay the tax or make provisions that are satisfactory to

the Company for the payment thereof. Unless the Grantee makes alternative arrangements satisfactory to the Company prior to the Vesting of the Performance Units or the issuance of shares of unrestricted Common Stock or other event triggering a tax obligation, as the case may be, the Grantee will satisfy the minimum statutory tax withholding obligations by providing for the sale of enough of the shares to generate proceeds that will satisfy such withholding obligation or surrendering to the Company a portion of the shares of nonforfeitable and unrestricted Common Stock that are issued or transferred to the Grantee hereunder following the Vesting Date, and the shares of Common Stock so surrendered by the Grantee shall be credited against any such withholding obligation at the Market Value per Share of such shares of Common Stock on the Vesting Date.

10. **Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws; provided, however, notwithstanding any other provision of the Award Letter or these Terms and Conditions, the Company shall not be obligated to issue any Performance Units or shares of unrestricted Common Stock or other securities pursuant to the Award Letter or these Terms and Conditions if the issuance thereof would result in a violation of any such law.

11. **Relation to Other Benefits.** Any economic or other benefit to the Grantee under the Award Letter or these Terms and Conditions shall not be taken into account in determining any benefits to which the Grantee may be entitled under any profit-sharing, retirement or other benefit or compensation plan maintained by the Company and shall not affect the amount of any life insurance coverage available to any beneficiary under any life insurance plan covering employees of the Company.

12. **Amendments.** Any Amendment to the Plan shall be deemed to be an amendment to these Terms and Conditions to the extent that the amendment is applicable hereto; provided, however, that no amendment shall adversely affect the rights of the Grantee under these Terms and Conditions without the Grantee's consent.

13. **Severability.** In the event that one or more of the provisions of these Terms and Conditions shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

14. **Relation to Plan; Miscellaneous.** These Terms and Conditions are subject to the terms and conditions of the Plan. In the event of any inconsistent provisions between these Terms and Conditions and the Plan, the Plan shall govern. Capitalized terms used herein without definition shall have the meanings assigned to them in the Award Letter or the Plan. All references in these Terms and Conditions to the Company shall be deemed to include, unless the context in which it is used suggests otherwise, its subsidiaries, divisions and affiliates.

15. **Successors and Assigns.** Subject to Section 2 hereof, the provisions of these Terms and Conditions shall inure to the benefit of, and be binding upon, the successors, administrators, heirs, legal representatives and assigns of the Grantee and the successors and assigns of the Company.

16. **Governing Law.** The interpretation, performance, and enforcement of these Terms and Conditions shall be governed by the laws of the State of Delaware.

17. **Definitions.**

(a) "*Cause*" shall mean that the Grantee has committed prior to termination of employment any of the following acts:

(i) an intentional act of fraud, embezzlement, theft, or any other material violation of law in connection with the Grantee's duties or in the course of the Grantee's employment;

(ii) intentional wrongful damage to material assets of the Company;

(iii) intentional wrongful disclosure of material confidential information of the Company;

(iv) intentional wrongful engagement in any competitive activity that would constitute a material breach of the duty of loyalty;

(v) intentional breach of any stated material employment policy of the Company; or

(vi) intentional neglect by the Grantee of the Grantee's duties and responsibilities.

(b) "Good Reason" shall mean:

(i) a material diminution in the Grantee's base compensation;

(ii) a material diminution in the Grantee's authority, duties or responsibilities;

(iii) a material change in the geographic location at which the Grantee must perform the Grantee's services; or

(iv) any other action or inaction that constitutes a material breach by the Company of an agreement under which the Grantee provides services.

(c) "Competing Business" shall mean:

(i) any of the following named companies, or any other business into which such company is merged, consolidated, or otherwise combined, and the subsidiaries, affiliates and successors of each such company:

Abercrombie & Fitch	The Gap	Ross Stores
Bed, Bath & Beyond	J.C. Penney	Saks
Belk, Inc.	Kohl's	Sears
Burlington Coat Factory	L Brands	Target
Bon-Ton Stores	Nordstrom	TJX
Dillard's	Neiman-Marcus	Walmart

or

(ii) any business or enterprise engaged in the business of retail sales that (1) had annual revenues for its most recently completed fiscal year of at least \$2.5 billion; and (2) both (i) offers a category or categories of merchandise (e.g., Fine Jewelry, Cosmetics, Kids, Big Ticket, Housewares, Men's, Dresses), any of which are offered by the Company (and its

subsidiaries, divisions or controlled affiliates), and (ii) the revenue derived by such other retailer during such retailer's most recently ended fiscal year from such category or categories of merchandise represent(s), in the aggregate, more than 50% of the Company's (and its subsidiaries, divisions or controlled affiliates) total revenues for the most recently completed fiscal year derived from the same category or categories of merchandise.

(d) "*Confidential Information*" shall mean any data or information that is material to the Company and not generally known to the public, including, without limitation: (i) price, cost and sales data; (ii) the identities and locations of vendors and consultants furnishing materials and services to the Company and the terms of vendor or consultant contracts or arrangements; (iii) lists and other information regarding customers and suppliers; (iv) financial information that has not been released to the public; (v) future business plans, marketing or licensing strategies, and advertising campaigns; or (vi) information about the Company's employees and executives, as well as the Company's talent strategies including but not limited to compensation, retention and recruiting initiatives.

18. **Data Privacy.** Grantee hereby explicitly accepts the grant of Performance Units and unambiguously consents to the collection, use and transfer, in electronic or other form, of personal data as described in the Award Letter and/or these Terms and Conditions by and among the Company and its subsidiaries and affiliates for the exclusive purpose of implementing, administering and managing Grantee's participation in the Plan.

(a) Grantee understands that the Company holds certain personal information about Grantee, including, but not limited to, Grantee's name, home address and telephone number, date of birth, social security number or other identification number, salary, nationality, job title, shares of Common Stock held, details of all grants of Performance Units or any other entitlement to shares of Common Stock awarded, canceled, exercised, vested, unvested or outstanding in Grantee's favor, for the purpose of implementing, administering and managing the Plan (the "Data").

(b) Grantee understands that the Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these recipients may be located in the United States or elsewhere, and that the recipient's country may have different data privacy laws and protections than the United States. Grantee understands that Grantee may request a list with the names and addresses of any potential recipients of the Data by contacting Grantee's local human resources representative.

(c) Grantee authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing Grantee's participation in the Plan, including any requisite transfer of such Data as may be required to a broker or other third party with whom Grantee may elect to deposit any shares of Common Stock acquired.

(d) Grantee understands that Data will be held only as long as is necessary to implement, administer and manage Grantee's participation in the Plan.

(e) Grantee understands that Grantee may, at any time, view the Data, request additional information about the storage and processing of the Data, require any necessary amendments to the Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing Grantee's local human resources representative.

(f) Grantee understands, however, that refusing or withdrawing Grantee's consent may affect Grantee's ability to participate in the Plan.

**AMENDMENT TO  
MACY'S, INC. 401(k) RETIREMENT INVESTMENT PLAN**

The Macy's, Inc. 401(k) Retirement Investment Plan (the "Plan") is hereby amended, effective as of January 1, 2011 (and for the Plan's plan years beginning on and after that date) and in order to ensure that the Plan complies with the Internal Revenue Code for a New Puerto Rico, as amended when the Plan affects Plan participants who reside in Puerto Rico and as required by the Internal Revenue Service, as follows.

1. Section 17.15 of the Plan shall be deleted in its entirety and the remaining Subsections of Article 17 following Section 17.14 shall be renumbered accordingly.
2. The Plan shall be amended by adding the attached Special Puerto Rico Rules Addendum to the end of the Plan to read as follows.

**SPECIAL PUERTO RICO RULES ADDENDUM**

A1.1 Special Puerto Rico Rules. Subject to the following provisions of this Section A1.1 but notwithstanding any other provision of the Plan to the contrary, to the extent the Plan applies to Participants who are residents of Puerto Rico (for purposes of this Section A1.1, the "Puerto Rico Participants"), the Plan shall, for each Plan Year and limitation year (as defined in Subsection 7A.2.3 of the Plan above) beginning after December 31, 2010, comply with those portions of the Internal Revenue Code for a New Puerto Rico, as amended (the "Puerto Rico Code") including but not limited to its Section 1081.01, or any act or statute which succeeds the same that must be met for the Plan's net earnings and income to be exempt from tax under the Puerto Rico Code and be considered as qualified for all related purposes.

A1.1.1 The portions of the Puerto Rico Code that shall be satisfied by the Plan to the extent it affects Puerto Rico Participants shall include but not be limited to the following limits and rules (to the extent such limits or rules as set forth under the Puerto Rico Code are more restrictive than the analogous limits and rules imposed under the terms of the Plan, determined without regard to the provisions of this Section A1.1, or the Code):

(a) the limit on the annual addition to a Participant's Accounts for any limitation year as otherwise set forth in Article 7A of the Plan above as provided for in Section 1081.01(a)(11) of the Puerto Rico Code;

(b) the limit on a Participant's Compensation for any twelve consecutive month period as otherwise set forth in Subsection 2.1.6(e) of the Plan above as provided for in Section 1081.01(a)(12) of the Puerto Rico Code;

(c) the limit on the amount of Pre-Tax Elective Savings Contributions that can be made by a Participant to the Plan for any calendar year as otherwise set forth in Subsection 5.1.3 of the Plan above as provided for in Section 1081.01(d)(7) of the Puerto Rico Code;

(d) the amount of Pre-Tax Elective Savings Contributions that can be made as catch-up contributions by a Participant in any calendar year as otherwise set forth in Section 5.2 of the Plan above as provided for in Section 1081.01(d)(7) of the Puerto Rico Code;

(e) the rules for determining when a Participant is considered a Highly Compensated Employee for any Plan Year as otherwise set forth in Subsection 2.1.13 of the Plan above as provided for in Section 1081.01(d)(3)(E)(iii) of the Puerto Rico Code;

(f) the rules for applying average actual deferral percentage limits for any Plan Year (and their further correction) as otherwise set forth in Article 5A of the Plan above as provided for in Section 1081.01(d)(3) of the Puerto Rico Code;

(g) the rules for Rollover Contributions as otherwise set forth in Section 5.6 of the Plan above as provided for in Section 1081.01(b)(2)(A) of the Puerto Rico Code;

(h) the limit on the amount of After-Tax Savings Contributions that can be made by a Participant to the Plan for any calendar year as otherwise set forth in Section 5.1 of the Plan above as provided for in Section 1081.01(a)(15) of the Puerto Rico Code;

(i) the rules related to hardship withdrawals (including the temporary suspension on Savings Contributions resulting from a hardship withdrawal) as otherwise set forth in Sections 8.2, 8.3, and 8.4 of the Plan above as provided for in Section 1081.01 (d)(2)(B)(vi) of the Puerto Rico Code;

(j) for all non discrimination testing purposes, including but not limited to those required under Sections 1081.01(a)(3), 1081.01(a)(4) and 1081.01(d)(3) of the Puerto Rico Code, the term “employer” will be determined pursuant to the provisions of Section 1081.01(a)(14) of the Puerto Rico Code;

(k) the loan program offered under the Plan, will comply with the provisions of Section 1081.01(b)(3)(E) of the Puerto Rico Code; and

(l) the rules provided under Section 1081.01(b)(1)(B) of the Puerto Rico Code are herein adopted in the event that the Puerto Rico Participants are allowed to benefit from the 10% preferential tax rate on lump sum distributions.

A1.1.2 Notwithstanding any of the foregoing provisions of this of this Addendum, in no event shall any provision contained in the foregoing provisions of this Addendum

be applied under the Plan in any situation if such application would cause the Plan not to be considered a plan and trust that complies with all of the requirements of Sections 401(a) and 501(a) of the Code.

3. In all other respects, the Plan shall remain unchanged.

IN ORDER TO EFFECT THE FOREGOING PLAN REVISION, the sponsor of the Plan hereby signs this Plan amendment.

**MACY'S, INC.**

By: /s/ William Tompkins

Title: SVP, HR & Total Rewards

Date: 6/17/15



**AMENDMENT  
TO  
MACY'S INC. 401(K) RETIREMENT INVESTMENT PLAN**

The Macy's Inc. 401(k) Retirement Investment Plan (the "Plan") is hereby amended, effective as of January 1, 2016 (and for plan years beginning on and after that date), in the following respects:

1. Section 4.1 of the Plan is amended to provide as follows:

4.1 Eligibility for Participation. Persons shall remain or become Participants in the Plan only in accordance with the following subsections of this Section 4.1.

4.1.1 Any person who was a Participant in a Prior Plan immediately prior to January 1, 2016, and who either is an Employee as of January 1, 2016 or still has an unpaid and nonforfeited interest in any Account under the Plan as of January 1, 2016, shall be a Participant in the Plan as of January 1, 2016.

4.1.2 Further, each person who at any time on or after January 1, 2016, is classified by the Human Resources system as a regular full-time Employee and who as of any Entry Date which occurs on or after January 1, 2016, (i) has attained at least age 21 and (ii) is a Covered Employee shall become a Participant as of such Entry Date, but solely with respect to eligibility to make Savings Contributions to the Plan. Unless and until such person satisfies the requirements of Subsection 4.1.3 below, he or she shall not be subject to the default election provisions of Subsection 5.1.7 or 5.1.8, as applicable, and shall not be eligible for allocations of Matching Contributions. If a person's employment status changes after January 1, 2016, so that he is no longer classified as a regular, full-time Employee, the person shall not cease to be a Participant for purposes of this Subsection 4.1.2.

4.1.3 Further, each person who, as of any Entry Date which occurs on or after January 1, 2016, (i) has completed at least one year of Eligibility Service, (ii) has attained at least age 21, and (iii) is a Covered Employee shall become a Participant subject to the default election provisions of Subsection 5.1.7 or 5.1.8, as applicable, and eligible to receive allocations of Matching Contributions as of such Entry Date.

4.1.4 Notwithstanding the foregoing, if a person would become a Participant as of any Entry Date under the provisions of Subsection 4.1.2 or 4.1.3 but for the fact that he or she is not a Covered Employee, and he or she subsequently becomes a Covered Employee, such person shall be deemed a Participant in the Plan on the date he or she subsequently becomes a Covered Employee. If such person would only have become a Participant under the immediate participation provisions of Subsection 4.1.2 and would not yet have become a Participant under the provisions of Subsection 4.1.3, his or her participation shall be limited as provided in Subsection 4.1.2.

2. Section 4.4 of the Plan is amended to provide as follows:

4.4 Reinstatement of Participation. Any person who ceases to be an active Participant, but who is thereafter reemployed as a Covered Employee by the Employer, shall be reinstated as an active Participant as of the date on which he or she next completes an Hour of Service as a Covered Employee on or after such reemployment. If such person was a Participant solely for purposes of affirmatively electing to make Savings Contributions to the Plan, as provided in Subsection 4.1.2, the following shall apply:

4.4.1 His or her participation shall be limited upon reemployment as provided in Subsection 4.1.2, unless and until he satisfies the requirements of Subsection 4.1.3.

4.4.2 If, following reemployment, such person is no longer classified as a regular, full-time Employee, the person shall nevertheless be reinstated as a Participant for purposes of Subsection 4.1.2.

3. Paragraph (b) of Subsection 5.1.5 of the Plan is amended to provide as follows:

(b) Except as otherwise may be provided under the immediately following sentences, any Savings Agreement which is made by an active Participant pursuant to the provisions of this Subsection 5.1.5 shall become effective as of the first Pay Day that occurs after such agreement is filed with a Plan representative and on which the Committee can reasonably put such amendment into effect. Notwithstanding the foregoing, if a person who became a Participant under the immediate participation provisions of Subsection 4.1.2 has affirmatively enrolled in a Savings Agreement and such Savings Agreement is in effect at the time he becomes a qualified automatic contribution eligible Participant or a post-2007 newly eligible non-qualified automatic contribution eligible collectively bargained Participant, and the Participant affirmatively enrolls in a new Savings Agreement within the opt-out period before the default election applies to him, the new Savings Agreement shall become effective as soon as administratively possible. The Committee may adopt procedures by which any Savings Agreement can go into effect only at certain times (e.g., as of the first Pay Day that occurs a certain number of days after the agreement or amendment is filed with a Plan representative or as of the first administratively possible Pay Day that occurs in the calendar month following the month in which the agreement is filed with a Plan representative).

4. Paragraph (f) of Subsection 5.1.7 of the Plan is amended to provide as follows:

(f) For purposes of this Subsection 5.1.7 and all other provisions of the Plan, a "qualified automatic contribution eligible Participant" means, with respect to any period, a Participant who (i) has satisfied the requirements of Subsection 4.1.3, (ii) become a Participant in accordance with the provisions of that Subsection or Subsection 4.1.4, and (iii) is not for such period a non-qualified automatic contribution eligible collectively-bargained Participant (as defined in paragraph (g) of this Section 5.1.7).

If a person who became a Participant under the immediate participation provisions of Subsection 4.1.2 subsequently satisfies the requirements of Subsection 4.1.3, he or she shall become a qualified automatic contribution eligible Participant on the date he or she becomes a Participant under the provisions of Subsection 4.1.3 or 4.1.4, as applicable, unless he or she is a non-qualified automatic contribution eligible collectively-bargained Participant on such date.

5. Paragraph (a) of Subsection 5.1.8 of the Plan is amended to provide as follows:

(a) For purposes of this Subsection 5.1.8 and all other provisions of the Plan, a "post-2007 newly eligible non-qualified automatic contribution eligible collectively-bargained Participant" means, as of any date or for any period, any Participant who (i) first became or becomes a Participant in the Plan, within the meaning of Subsection 4.1.3, (or a participant in the Macy's Immediate Prior Plan) on or after September 1, 2008 (and had not been prior to such date a participant in any Prior Plan) and (iii) is a non-qualified automatic contribution eligible collectively bargained Participant (as defined in Subsection 5.1.7(g) above) as of such date or for such period. For purposes of this Subsection 5.1.8, such a Participant shall be deemed a post-2007 newly eligible non-qualified automatic contribution eligible collectively bargained Participant beginning on the date he or she first became or becomes a Participant in the Plan, within the meaning of Subsection 4.1.3 (or a participant in the Macy's Immediate Prior Plan) provided that he or she qualifies as a post-2007 newly eligible non-qualified automatic contribution eligible collectively bargained Participant on such date.

6. Subsection 5.1.9 of the Plan is amended to provide as follows:

5.1.9 Any Savings Agreement that becomes effective for a Participant under any of the foregoing provisions of this Section 5.1 (whether through an affirmative election or a default election) shall remain in effect until the earliest of (i) the date a new Savings Agreement that is affirmatively enrolled in by the Participant pursuant to the foregoing provisions of this Section 5.1 becomes effective, (ii) if a person who became a Participant under the immediate participation provisions of Subsection 4.1.2 has a Savings Agreement in effect at the time he or she satisfies the requirements of Subsection 4.1.3, the date the Participant first becomes subject to the default election provisions of Subsection 5.1.7 or 5.1.8, as applicable, (iii) the date of expiration of a reasonable administrative period that follows the date on which the Participant ceases to be a Covered Employee and that is set by the Committee in order to permit the Plan a reasonable period of time to suspend the applicable Savings Agreement. If such Savings Agreement is suspended by reason of clause (iii) of the immediately preceding sentence, then, notwithstanding any other provision of the Plan which may read to the contrary, such prior Savings Agreement shall continue to be deemed a valid Savings Agreement that merely is temporarily not in effect during the period of suspension, until it is reactivated or permanently rendered invalid under the following paragraphs of this Subsection 5.1.9.

(a) General Rule:

(1) If such Participant's Savings Agreement is suspended by reason of clause (iii) of the first sentence of this Subsection 5.1.9 but the Participant again becomes a Covered Employee by the end of the Plan Year which immediately follows the latest Plan Year in which any Savings Contributions were made by reason of such Savings Agreement before it was so suspended, then such prior Savings Agreement shall no longer be suspended and instead shall be reactivated and again in effect as of the date he or she so again becomes a Covered Employee; except that, if, by the date such prior Savings Agreement goes into effect, the Participant has affirmatively enrolled in a new Savings Agreement pursuant to the foregoing provisions of this Section 5.1 that becomes effective as of such date, such prior Savings Agreement shall be then deemed invalid and permanently ineffective.

(2) However, if such Participant's Savings Agreement is suspended by reason of clause (iii) of the immediately preceding sentence and the Participant does not become a Covered Employee by the end of the Plan Year which immediately follows the latest Plan Year in which any Savings Contributions were made by reason of such Savings Agreement before it was so suspended, then such prior Savings Agreement shall be rendered invalid and permanently ineffective as of the end of the Plan Year which immediately follows the latest Plan Year in which any Savings Contributions were made by reason of such Savings Agreement before it was so suspended.

(b) Special Rule for Immediately Eligible Participants: Notwithstanding the provisions of paragraph (a) of this Subsection 5.1.9, if a person who became a Participant under the immediate participation provisions of Subsection 4.1.2 affirmatively enrolls in a Savings Agreement and terminates employment before he or she satisfies the requirements of Subsection 4.1.3, the following shall apply:

(1) If such Participant's Savings Agreement is suspended by reason of clause (iii) of the first sentence of this Subsection 5.1.9 but the Participant is re-hired as a Covered Employee by the end of the Plan Year which immediately follows the Plan Year in which his employment terminated, then such prior Savings Agreement shall no longer be suspended and instead shall be reactivated and again in effect as of the date he or she so again becomes a Covered Employee; except that, if, by the date such prior Savings Agreement goes into effect, the Participant has affirmatively enrolled in a new Savings Agreement pursuant to the foregoing provisions of this Section 5.1 that becomes effective as of such date, such prior Savings Agreement shall be then deemed invalid and permanently ineffective.

(2) However, if such Participant's Savings Agreement is suspended by reason of clause (iii) of the immediately preceding sentence and the Participant is not re-hired as a Covered Employee by the end of the Plan Year which immediately follows the Plan Year in which his employment terminated, then such prior Savings Agreement shall be rendered invalid and permanently ineffective as of the end of the Plan Year which immediately follows the Plan Year in which his employment terminated.

7. Section 5.2 of the Plan is amended to provide as follows:

5.2 Catch-Up Contributions. Notwithstanding any other provisions of the Plan (and Section 5.1 above in particular) to the contrary, any Participant who is otherwise eligible to elect to have Pre-Tax Elective Savings Contributions and/or Roth Elective Savings Contributions made for him or her under the Plan and who will be at least age 50 before the close of a calendar year (or a taxable year of the Participant that begins in such calendar year) shall be eligible to elect to make catch-up contributions (as defined in the following subsections of this Section 5.2) for such calendar year (or such taxable year).

5.2.1 For purposes of this Section 5.2 and the other provisions of the Plan, "catch-up contributions" means, with respect to any Participant and for any calendar year (or a taxable year of the Participant that begins in such calendar year), Pre-Tax and/or Roth Elective Contributions that are affirmatively elected by the Participant in accordance with the provisions of Section 5.1 above (as if they were permitted to be elected under such section) for any Pay Days occurring in such calendar year (or taxable year) but which would not otherwise be permitted to be made or retained under the Plan by reason of the limits that otherwise apply to Pre-Tax and Roth Elective Savings Contributions under Sections 401(a)(3), 401(k)(3), and 415(c) of the Code (and Subsection 5.1.3 above, Section 5A.2 below, and Article 7A below that implement such Code sections) and under Section 5.1.2 above (that implements an Employer-designated limit under the Plan). The determination of whether any of the Participant's Pre-Tax and/or Roth Elective Savings Contributions are catch-up contributions because they exceed any of the limits described in the immediately preceding sentence shall be determined (i) for a limit based on a Plan Year or limitation year, at the end of such year; or (ii) for a limit based on any other basis (such as a calendar year or taxable year of the Participant), as of the Pay Date that relates to such Pre-Tax and/or Roth Elective Savings Contributions. Whether a Participant's catch-up contributions are treated as Pre-Tax Elective Savings Contributions or Roth Elective Savings Contributions depends upon the nature of the contributions when made. If a Participant makes only Pre-Tax Elective Savings Contributions, his catch-up contributions will be treated Pre-Tax Elective Savings Contributions. If a Participant makes only Roth Elective Savings Contributions, his catch-up contributions will be treated as Roth Elective Savings Contributions. If a Participant is making both Pre-Tax and Roth Elective Savings Contributions and does not designate whether his catch-up contributions will be treated as Pre-Tax or Roth Elective Contributions, his catch-up contributions will consist first of any excess Pre-Tax Elective Savings Contributions and, to the extent necessary, shall then consist of excess Roth Elective Savings Contributions.

5.2.2 In no event may a Participant elect to make catch-up contributions to the Plan for any calendar year (or taxable year of the Participant that begins in such calendar year) in excess of the lesser of (i) the difference between (A) the Participant's Covered Compensation for such calendar year (or such taxable year) and (B) the Participant's Pre-Tax Elective Savings Contributions plus his or her Roth Elective Savings Contributions that are not catch-up contributions made on all Pay Days occurring in such year; or (ii) the applicable catch-up limit established for such calendar year under and pursuant to Section 414(v)(2)(B)(i) of the Code, as such limit is adjusted under Code

Section 414(v)(2)(C) by the Secretary of the Treasury or his or her delegate for such calendar year.

5.2.3 For purposes of effectively permitting each eligible Participant to make catch-up contributions, a Participant who is entitled to elect to make catch-up contributions to the Plan for any calendar year (or any taxable year of the Participant that begins in such calendar year) may elect to make Pre-Tax Elective Savings Contributions, Roth Elective Savings Contributions, or a combination thereof under the Plan for any Pay Day in such year under and subject to Section 5.1 that would otherwise be permitted for such Pay Day of the amount of the Participant's Pre-Tax Elective Savings Contributions and Roth Elective Savings Contributions for such Pay Day equaled the sum of (i) the limits on Pre-Tax Elective Savings Contributions and Roth Elective Savings Contributions that could otherwise be made for such Pay Day if the provisions of this Section 5.2 were disregarded and (ii) the lesser of (A) the difference between the Participant's Covered Compensation for such Pay Day and the sum of the Participant's Pre-Tax Elective Savings Contributions plus his or her Roth Elective Savings Contributions that are not catch-up contributions made for such Pay Day or (B) the difference between the limit described in clause (ii) of Subsection 5.2.2 above and all of the Participant's catch-up contributions made for earlier Pay Days that occurred in the same calendar year (or taxable year) as the subject year.

5.2.4 Notwithstanding any other provisions of the Plan to the contrary, any catch-up contributions shall not be treated as Pre-Tax Elective Savings Contributions or Roth Elective Savings Contributions for purposes of, or as causing the Plan to fail the requirements of, Code Section 401(a)(30), 401(k)(3), 410(b), 415, or 416 (or any of Subsection 5.1.3 above, Section 5A.2 below, Article 7A below, or Article 15 below to the extent it implements any such Code section).

8. Section 9A.8 of the Plan is amended to provide as follows:

9A.8 Minimum Required Installment Form of Benefit. Subject to the other provisions of the Plan, a Participant who is required to receive a retirement benefit under Section 9.1 above on his or her Required Commencement Date may receive his or her Savings Benefit in a special installment form ( for purposes of this Section 9A.8, the "Minimum Required Installment Form"). The Minimum Required Installment Form is subject to the following subsections of this Section 9A.8.

9A.8.1 If a Participant's Required Commencement Date occurs prior to his or her having ceased to be an Employee, payment shall be made in the Minimum Required Installment Form during the Participant's continued employment, unless and until the Participant elects, prior to the date of any installment payment otherwise required under the Minimum Required Installment Form, to receive his or her Savings Benefit in the normal form set forth in Section 9A.2 above (in which case his or her remaining Savings Benefit shall be paid in such normal form) or in an optional annuity form (in which case such election shall be subject to the rules of Subsections 9A.3.1 through 9A.3.5 above and of Sections 9A.4 through 9A.6 above and, subject to such rules, his or her remaining Savings Benefit shall be paid in such optional annuity form).

Unless the Participant affirmatively elects otherwise, upon ceasing to be an Employee, any remaining vested balance in his or her Savings Benefit Accounts shall be paid to the Participant (or, if he or she dies before such payment, to the beneficiary of the Participant designated under Section 10.6 below) in a lump sum cash payment. For purposes of this lump sum payment, the remaining vested balances of the Participant's Savings Benefit Accounts to be so distributed shall be based on the latest valuations of the Investment Funds which have been completed prior to the date of the distributions and the results of which are available on such date to the Committee. If prior to the date a Participant ceases to be an Employee he or she affirmatively elects in writing to have his or her Savings Benefit paid in the Minimum Required Installment Form (with or without a lump sum payment upon ceasing to be an Employee), then such form, once it commences, shall continue in accordance with the terms of this Section 9A.8 which apply to such form and shall not be subject to change. The Committee may require for administrative reasons that any election under this Subsection 9A.8.1 be filed a reasonable number of days or months prior to the date it is to be effective.

9A.8.2 If a Participant's Required Commencement Date occurs on or after his or her having ceased to be an Employee, the Participant may elect to receive payment in the Minimum Required Installment Form. The Committee may require for administrative reasons that any such election be filed a reasonable number of days or months prior to the Participant's Required Commencement Date for it to be considered effective as of the Participant's Required Commencement Date.

9A.8.3 Under the Minimum Required Installment Form and subject to Subsection 11.1.2 below, a part of the vested balances of the Participant's Savings Benefit Accounts is paid in cash to the Participant (or if he or she dies before payment of such part, to the beneficiary of the Participant designated under Section 10.6 below) for each Distribution Year. For any Distribution Year, the amount of the distribution shall be equal to the lesser of: (i) an amount equal to the total vested balances of all of the Participant's Accounts (determined as of the last day of the latest calendar year which ends prior to the subject Distribution Year) divided by the Life Expectancy of the Participant for such Distribution Year; or (ii) an amount equal to the vested balances of the Participant's Savings Benefit Accounts (determined as of the latest valuations of the Investment Funds which have been completed prior to the distribution and the results of which are available as of such date to the Committee). Any distribution which is made hereunder for a Distribution Year shall be deemed for Plan purposes to be taken first from the Participant's Savings Account, second (only to the extent still necessary) from his or her Rollover Account, and third (only to the extent still necessary) from his or her Matching Account.

9A.8.4 The distribution to be made under the Minimum Required Distribution Form for the Participant's first Distribution Year shall be made on the Participant's Required Commencement Date. The distribution to be made under the Minimum Required Distribution Form for any later Distribution Year shall be made on a date that falls within such Distribution Year and which the Committee determines for administrative reasons to be the date on which such distribution is to be made; except that if a Participant receiving payment in accordance with Subsection 9A.8.1 above is to

receive a lump sum payment upon ceasing to be an Employee, instead of a separate payment, the distribution to be made for the Distribution Year in which the Participant ceases to be an Employee may be paid as part of the final lump sum cash payment provided for in Subsection 9A.8.1 above (whenever it is paid) if (and only if) such final payment is made in such Distribution Year.

9A.8.5 For purposes of this Section 9A.8, a "Distribution Year" means, with respect to any Participant, the latest calendar year which ends prior to or with the latest date which could serve as the Participant's Required Commencement Date and each later calendar year.

9A.8.6 Also for purposes of this Section 9A.8, the "Life Expectancy" of the Participant shall be, for each and any Distribution Year, the Participant's life expectancy divisor for such Distribution Year. For purposes hereof, a Participant's "life expectancy divisor" for any such Distribution Year shall be deemed to be the applicable multiple set forth in the Uniform Life Table set forth in Treasury Regulations Section 1.401(a)(9)-9(Q&A-2) that applies to the age of the Participant on his or her birthday in the subject Distribution Year.

9. A new Section 9A.9 is added at the end of Article 9A to provide as follows:

9A.9 Required Lump Sum Form for Small Savings Benefit Accounts. Notwithstanding any other provision of the Plan to the contrary, if (i) the value of the Participant's Savings Benefit at the time it is processed for distribution, when added to the value of any benefit under Article 9B below, is \$1,000 or less and (ii) the Participant has not begun receiving payment of his or her Savings Benefit, the Participant shall automatically receive his or her Savings Benefit in the normal form set forth in Section 9A.2 above (and not in any annuity or in the Minimum Required Distribution Form).

10. Section 9B.7 of the Plan is amended to provide as follows:

9B.7 Required Lump Sum Form for Small Profit Sharing Benefit.

9B.7.1 Notwithstanding any other provision of the Plan to the contrary, if (i) the value of the Participant's Profit Sharing Benefit at the time it is processed for distribution, when added to the value of any benefit under Article 9A above, is \$1,000 or less and (ii) the Participant has not begun receiving payment of his or her Profit Sharing Benefit, the Participant shall automatically receive his or her Profit Sharing Benefit in the form of a lump sum payment (and not in any annuity or in the Minimum Required Distribution Form).

9B.7.1 The amount of any lump sum payment that is payable pursuant to Subsection 9B.7.1 above shall be equal to the vested balance in the Participant's Profit Sharing Accounts determined as of a date which is reasonably chosen by the Committee or a Committee representative to be sufficiently in advance of the distributions to as to allow the Committee time to process the distribution. Subject to Section 11.1.2 below, such lump sum payment shall be made in cash.



11. Section 9B.8 of the Plan is amended to provide as follows:

**9B.8 Optional Minimum Required Installment Form of Benefit.** A Participant who is required to receive a retirement benefit under Section 9.1 above on his or her Required Commencement Date may elect to receive his or her Profit Sharing Benefit, in lieu of the form otherwise payable under Section 9B.2 above and provided all of the election provisions of Section 9B.3 above are met, in a special installment form ( for purposes of this Section 9B.8, the "Minimum Required Installment Form"). Such an election must, in addition to the requirements set forth in Section 9B.3 above, be made prior to the Participant's Required Commencement Date. If a Participant's Required Commencement Date occurs prior to his or her having ceased to be an Employee, the Participant's election must specify whether, upon ceasing to be an Employee, payment of any remaining vested balance in his or her Profit Sharing Accounts (i) shall be paid to the Participant (or, if he or she dies before such payment, to the beneficiary of the Participant designated under Section 10A.9 below) in a lump sum cash payment or (ii) shall continue to be paid in the Minimum Required Installment Form until the earlier of the date the Participant dies or the date no vested balance remains in his or her Profit Sharing Accounts. For purposes of the lump sum payment to be made under clause (i) of the preceding sentence, the remaining vested balances of the Participant's Profit Sharing Accounts shall be based on the latest valuations of the Investment Funds which have been completed prior to the date of the distribution and the results of which are available on such date to the Committee. The Committee may require for administrative reasons that such election must be made a reasonable number of days or months prior to the Participant's Required Commencement Date for it to be considered effective. If a Participant affirmatively elects in writing to have his or her Profit Sharing Benefit paid in the Minimum Required Installment Form, then such form, once it commences, shall continue in accordance with the Participant's election and the terms of this Section 9B.8 which apply to such form and shall not be subject to change. The Minimum Required Installment Form is subject to the following subsections of this Section 9B.8.

**9B.8.1** Under the Minimum Required Installment Form and subject to Subsection 11.1.2 below, a part of the vested balances of the Participant's Profit Sharing Accounts is paid in cash to the Participant (or if he or she dies before payment of such part, to the beneficiary of the Participant designated under Section 10A.9 below) for each Distribution Year. For any Distribution Year, the amount of the distribution shall be equal to the difference between: (i) an amount equal to the total vested balances of all of the Participant's Accounts (determined as of the last day of the latest calendar year which ends prior to the subject Distribution Year) divided by the Life Expectancy of the Participant for such Distribution Year; or (ii) the amount distributed to the Participant for such Distribution Year under Section 9A.8 above.

**9B.8.2** The distribution to be made under the Minimum Required Distribution Form for the Participant's first Distribution Year shall be made on the Participant's Required Commencement Date. The distribution to be made under the Minimum Required Distribution Form for any later Distribution Year shall be made on a date that falls within such Distribution Year and which the Committee determines for administrative reasons to be the date on which such distribution is to be made; except that

if a Participant is to receive a lump sum payment under clause (i) of Section 9B.1 above upon ceasing to be an Employee, instead of a separate payment, the distribution to be made for the Distribution Year in which the Participant ceases to be an Employee may be paid as part of the final lump sum cash payment provided for in Subsection 9B.8 above (whenever it is paid) if (and only if) such final payment is made in such Distribution Year.

9B.8.3 For purposes of this Section 9B.8, a "Distribution Year" means, with respect to any Participant, the latest calendar year which ends prior to or with the latest date which could serve as the Participant's Required Commencement Date and each later calendar year.

9B.8.4 Also for purposes of this Section 9B.8, the "Life Expectancy" of the Participant shall be, for each and any Distribution Year, the Participant's life expectancy divisor for such Distribution Year. For purposes hereof, a Participant's "life expectancy divisor" for any such Distribution Year shall be deemed to be the applicable multiple set forth in the Uniform Life Table set forth in Treasury Regulations Section 1.401(a)(9)-9(Q&A-2) that applies to the age of the Participant on his or her birthday in the subject Distribution Year.

9B.8.5 Notwithstanding the foregoing provisions of this Article 9B, if the Participant has any Savings Benefit which is also being distributed under Article 9A above on his or her Required Commencement Date, then he or she may elect that his or her Profit Sharing Benefit is to be distributed in the Minimum Required Distribution Form described in this Section 9B.8 only if the Participant also elects in writing to have his or her Savings Benefit distributions in the Minimum Required Distribution Form described in Section 9A.8 above.

9B.8.6 Also notwithstanding the foregoing provisions of this Article 9B, if (i) the Participant has any Savings Benefit which is also being distributed under Article 9A above on his or her Required Commencement Date solely because he or she has reached such date, (ii) such Savings Benefit is distributed under the provisions of Article 9A above in the Minimum Required Distribution Form described in 9A.8 above, (iii) the Participant fails to indicate to a Plan representative the form in which he or she wants his or her Profit Sharing Benefit distributed on his or her Required Commencement Date, and (iv) no portion of his or her Profit Sharing Benefit would be required to be paid on his or her Required Commencement Date under the Minimum Required Distribution Form described in this Section 9B.8 even if such Minimum Required Distribution Form had been elected, then the Participant shall be deemed to have elected to receive his or her Profit Sharing Benefit under the Minimum Required Distribution Form described in this Section 9B.8 until the first date on which some portion of his or her Profit Sharing Benefit would be required to be paid under the Minimum Required Distribution Form described in this Section 9B.8 (for purposes of this Subsection 9B.8.6, the "Required Profit Sharing Distribution Date"). At such time, the distribution form of the Participant's Profit Sharing Benefit shall be re-determined under all of the provisions of this Article 9B (disregarding only this Subsection 9B.8.6) as if the Required Profit Sharing Distribution Date was the date on which the Participant's Profit Sharing Benefit was to commence.

IN ORDER TO EFFECT THE FOREGOING PLAN REVISIONS, the sponsor of the Plan hereby signs this Plan Amendment.

**MACY'S, INC.**

By: /s/ William Tompkins

Title: SVP, HR & Total Rewards

Date: 12/7/15

**AMENDMENT TO  
MACY'S, INC. DEFERRED COMPENSATION PLAN**

The Macy's, Inc. Deferred Compensation Plan (the "Plan") is hereby amended, effective as of July 1, 2015 and in order to allow the Company to make a lump sum distribution of a Participant's Account if its balance does not exceed a certain amount, by amending Section 7.4 of the Plan in its entirety to read as follows:

7.4 **Accelerated Distribution.** The time or schedule of any payment due under the Plan shall not be accelerated excepted as permitted in regulations and administrative guidance issued under Section 409A of the Code. Consistent with the immediately preceding sentence, the following paragraphs of this subsection 7.4 apply to the distribution of certain small balances under the Plan.

(a) **Accelerated Distribution of Small Amount** s. Notwithstanding the provisions of subsections 7.1, 7.2, and 7.3 hereof, if the vested balance of the Participant's entire Account is less than \$15,000 as of the first day of the first March that begins after the end of the Plan Year in which the Participant separates from service with the Company (or, if the Participant is, on the date on which the Participant separates from service with the Company, a Specified Employee, the later of the first day of the first March that begins after the end of the Plan Year in which the Participant separates from service with the Company or the date immediately following the date which is six months after the date he or she separates from service with the Company), then the vested balance of the Participant's entire interest in the Plan shall be paid in one lump sum payment made as of such date and the Participant's interest in the Plan shall thereupon be completely ended.

( b ) **Limited Cashouts Permitted.** Notwithstanding any other provision of this Section 7, the Company may elect, in its sole discretion and without the Participant's consent (or the consent of the Participant's Beneficiary, if applicable), to cash-out the balance of a Participant's subaccounts in accordance with the provisions of this subsection 7.4(b).

( 1 ) **Cash-out of Deferred Basic Salary and Incentive Award Payment Portion of Account.** The Company may elect, in its sole discretion and without the Participant's consent (or the consent of the Participant's Beneficiary, if applicable), to pay the portion of a Participant's Account that is attributable to deferred Basic Salary and Incentive Award Payments in one lump sum at any time so long as (a) the Company's exercise of discretion to cash-out such amount is evidenced in writing no later than the date of such payment; (b) the payment results in the termination and liquidation of (i) the Participant's entire interest in the Plan relating to Basic Salary and Incentive Award Payments and (ii) all other amounts deferred under any under other plans or arrangements and required to be aggregated with such amounts under Treasury Regulation Section 1.409A-1(c) (2); (c) the payment does not exceed the applicable dollar amount under Code Section 402(g)

(1)(B); and (d) the payment does not violate the provisions of subparagraph (3) below.

( 2 ) Cash-out of Company Match Portion of Account. The Company may elect, in its sole discretion and without the Participant's consent (or the consent of the Participant's Beneficiary, if applicable), to pay the vested portion of a Participant's Account that is attributable to Company match amounts in one lump sum at any time so long as (a) the Company's exercise of discretion to cash-out such amount is evidenced in writing no later than the date of such payment; (b) the payment results in the termination and liquidation of (i) the Participant's entire interest in the Plan relating to Company match amounts and (ii) all other amounts deferred under any under other plans or arrangements and required to be aggregated with such Company amounts under Treasury Regulation Section 1.409A-1(c)(2); (c) the payment does not exceed the applicable dollar amount under Code Section 402(g)(1)(B); and (d) the payment does not violate the provisions of subparagraph (3) below.

( 3 ) Application of Cashout Rules to Specified Employees. Notwithstanding subparagraphs (1) and (2) of this subsection 7.4(b), if a Participant separates from service with the Company and is a Specified Employee on his or her date of separation from service, no accelerated payment shall be made under this subsection 7.4(b) to such Participant during the period beginning on his or her date of separation from service and ending on the date that is six months after such date of separation from service, except as permitted under Treasury Regulation Section 1.409A-3(i)(2).

IN ORDER TO EFFECT THE FOREGOING PLAN REVISIONS, the sponsor of the Plan hereby signs this Plan amendment, effective for all purposes as of July 1, 2015.

**MACY'S, INC.**

By: /s/ William Tompkins

Title: SVP, HR & Total Rewards

Date: 6/17/15

**Macy's, Inc.**  
**Subsidiary List as of March 30, 2016**

<b>Corporate Name</b>	<b>State of Incorporation/ Formation</b>	<b>Trade Name(s)</b>
Advertex Communications, Inc.	New York	Macy's Marketing
Bloomingtondale's, Inc.	Ohio	
Bloomingtondale's The Outlet Store, Inc.	Ohio	Bloomingtondale's Outlet
Bloomingtondales.com, LLC	Ohio	
Bluemercury, Inc.	Delaware	
FDS Bank	N/A	
FDS Thrift Holding Co., Inc.	Ohio	
Macy's Backstage, Inc.	Ohio	
Macy's Corporate Services, Inc.	Ohio	
Macy's Credit and Customer Services, Inc.	Ohio	
Macy's Credit Operations, Inc.	Ohio	
Macy's Florida Stores, LLC	Ohio	Macy's
Macy's Merchandising Corporation	New York	
Macy's Merchandising Group (Hong Kong) Limited	Hong Kong	
Macy's Merchandising Group International (Hong Kong) Limited	Hong Kong	
Macy's Merchandising Group International, LLC	Delaware	
Macy's Merchandising Group Procurement, LLC	Delaware	
Macy's Merchandising Group, Inc.	New York	
Macy's Retail Holdings, Inc.	New York	Macy's
Macy's Systems and Technology, Inc.	Ohio	
Macy's West Stores, Inc.	Ohio	Macy's
Macys.com, LLC	Ohio	
West 34 <sup>th</sup> Street Insurance Company	Vermont	
West 34 <sup>th</sup> Street Insurance Company New York	New York	

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders  
Macy's, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-192917, 333-160564, 333-153721, 333-153720, 333-153719, 333-133080, 333-104017, and 333-185575) on Form S-8 and (No. 333-208285) on Form S-3 of Macy's, Inc. and subsidiaries ("Macy's, Inc.") of our report dated March 30, 2016, with respect to the consolidated balance sheets of Macy's, Inc. as of January 30, 2016 and January 31, 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended January 30, 2016, and the effectiveness of internal control over financial reporting as of January 30, 2016, which report appears in the January 30, 2016 annual report on Form 10-K of Macy's, Inc.

/s/ KPMG LLP

Cincinnati, Ohio  
March 30, 2016

## POWER OF ATTORNEY

The undersigned, a director and/or officer of Macy's, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints each of Dennis J. Broderick and Linda J. Balicki my true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, to do any and all acts and things in my name and behalf in my capacities as director and/or officer of the Company and to execute any and all instruments for me and in my name in the capacities indicated above, which said attorneys-in-fact and agent may deem necessary or advisable to enable the Company to comply with the Securities Act of 1934, as amended (the "Exchange Act"), and any rules, regulations, and requirements of the Securities and Exchange Commission (the "Commission"), in connection with an Annual Report on Form 10-K for the year ended January 30, 2016 to be filed by the Company pursuant to Section 13 of the Exchange Act, including without limitation, power and authority to sign for me, in my name in the capacity or capacities referred to above, such Annual Report, and to file the same, with all exhibits thereto, and other documents, including amendments, in connection therewith, with the Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, or any one of them, shall do or cause to be done by virtue hereof.

Dated: February 26, 2016

<u>/s/ Joel A. Belsky</u> Joel A. Belsky	<u>/s/ Francis S. Blake</u> Francis S. Blake	<u>/s/ Stephen F. Bollenbach</u> Stephen F. Bollenbach
<u>/s/ John Bryant</u> John Bryant	<u>/s/ Deirdre P. Connelly</u> Deirdre P. Connelly	<u>/s/ Meyer Feldberg</u> Meyer Feldberg
<u>/s/ Leslie D. Hale</u> Leslie D. Hale	<u>/s/ Karen M. Hoguet</u> Karen M. Hoguet	<u>/s/ Sara Levinson</u> Sara Levinson
<u>/s/ Terry J. Lundgren</u> Terry J. Lundgren	<u>/s/ Joseph Neubauer</u> Joseph Neubauer	<u>/s/ Joyce M. Roché</u> Joyce M. Roché
<u>/s/ Paul C. Varga</u> Paul C. Varga	<u>/s/ Craig E. Weatherup</u> Craig E. Weatherup	<u>/s/ Marna C. Whittington</u> Marna C. Whittington
<u>/s/ Annie Young-Scrivner</u> Annie Young-Scrivner		



**CERTIFICATION**

I, Terry J. Lundgren, certify that:

1. I have reviewed this Annual Report on Form 10-K 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.
- 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.

March 30, 2016

/s/ Terry J. Lundgren

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Terry J. Lundgren

Chief Executive Officer

**CERTIFICATION**

I, Karen M. Hoguet, certify that:

1. I have reviewed this Annual Report on Form 10-K 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
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- 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.
- 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.

March 30, 2016

/s/ Karen M. Hoguet

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Karen M. Hoguet

Chief Financial Officer

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 Annual Report on Form 10-K of Macy's, Inc. (the "Company") for the fiscal year ended January 30, 2016, 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: March 30, 2016

/s/ Terry J. Lundgren

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Name: Terry J. Lundgren

Title: Chief Executive Officer

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 Annual Report on Form 10-K of Macy's, Inc. (the "Company") for the fiscal year ended January 30, 2016, 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: March 30, 2016

/s/ Karen M. Hoguet

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Name: Karen M. Hoguet

Title: Chief Financial Officer