
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MACY'S, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3324058

(I.R.S. Employer Identification No.)

**7 West Seventh Street
Cincinnati, Ohio 45202**

and

**151 West 34th Street
New York, New York 10001**

(Address, including zip code, of principal
executive offices)

MACY'S, INC. 1994 STOCK INCENTIVE PLAN

(Full title of the plan)

**Elisa D. Garcia, Esq.
Chief Legal Officer and Secretary
Macy's, Inc.
151 West 34th Street
New York, New York 10001
(212) 494-1602**

(Name, address and telephone number, including area code, of agent for service)

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8 is filed to deregister certain securities issuable under the Macy's, Inc. 1994 Stock Incentive Plan (the "1994 Plan").

At the Annual Meeting of Shareholders of the Registrant held on May 18, 2018, shareholders approved the Macy's, Inc. 2018 Equity and Incentive Compensation Plan (the "2018 Plan") which provides, among other things, that shares of Common Stock subject to awards outstanding under the 1994 Plan, the Macy's Inc. 1995 Executive Equity Incentive Plan (the "1995 Plan") and the Macy's, Inc. Amended and Restated 2009 Omnibus Stock Incentive Plan (the "2009 Plan") (collectively, the "Predecessor Plans") that are forfeited, cancelled, expire, settled for cash (in whole or in part) or unearned (in whole or in part), as applicable, after February 3, 2018 will become available for issuance under the 2018 Plan. As of the date of this Post-Effective Amendment No. 2, there are 24,063 shares of Common Stock that were subject to outstanding awards under 1994 Plan but that are now available for issuance under the 2018 Plan because such awards were forfeited, cancelled, expired, settled for cash (in whole or in part) or unearned (in whole or in part) since February 3, 2018 (the "Carried Forward Shares"). Additionally, 0 shares of Common Stock that were available for grant under the 1994 Plan but were not subject to outstanding awards when the 2018 Plan became effective (the "Remaining Shares") will not be issued under the 1994 Plan.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to (i) register the Carried Forward Shares for issuance under the 2018 Plan and (ii) register 24,600,000 additional shares of Common Stock for issuance under the 2018 Plan.

This Post-Effective Amendment No. 2 is filed to (i) deregister the Carried Forward Shares under this Registration Statement and (ii) deregister the Remaining Shares.

Item 8. Exhibits

24.1 [Powers of Attorney](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 25th day of May, 2018.

MACY'S, INC.

By: /s/ Elisa D. Garcia

Elisa D. Garcia

Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Jeff Gennette	Chairman of the Board, Chief Executive Officer and Director (principal executive officer))
* _____ Karen M. Hoguet	Chief Financial Officer (principal financial officer))
* _____ Felicia Williams	Executive Vice President, Controller and Enterprise Risk Officer (principal accounting officer))
* _____ Francis S. Blake	Director)
* _____ John A. Bryant	Director) May 25, 2018
* _____ Deirdre P. Connelly	Director)
* _____ Leslie D. Hale	Director)
* _____ William H. Lenehan	Director)
* _____ Sara Levinson	Director)
* _____ Joyce M. Roché	Director)
* _____ Paul C. Varga	Director)
* _____ Marna C. Whittington	Director)

* The undersigned, by signing her name hereto, does sign and execute this Post-Effective Amendment No. 2 to Form S-8 Registration Statement pursuant to Powers of Attorney executed by the above-named persons and filed with the Securities and Exchange Commission.

Dated: May 25, 2018

By: /s/ Elisa D. Garcia
Elisa D. Garcia
Attorney-in-Fact

POWERS OF ATTORNEY

The undersigned, a director and/or officer of Macy's Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints each of Elisa D. Garcia and Ann Munson Steines 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 and execute any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission (the "Commission"), in connection with the filing with the Commission of a Registration Statement on Form S-8 relating to the Macy's, Inc. 1994 Stock Incentive Plan, including without limitation, the power and authority to sign in my name and on my behalf in my capacity as a director and/or officer of the Company, such Form S-8 and all amendments and supplements thereto and any other instruments or documents filed as a part of or in connection therewith, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, or any of them, shall do or cause to be done by virtue hereof.

Dated: May 18, 2018

/s/ Francis S. Blake
Francis S. Blake

/s/ John A. Bryant
John A. Bryant

/s/ Deirdre P. Connelly
Deirdre P. Connelly

/s/ Jeff Gennette
Jeff Gennette

/s/ Leslie D. Hale
Leslie D. Hale

/s/ Karen M. Hoguet
Karen M. Hoguet

/s/ William H. Lenehan
William H. Lenehan

/s/ Sara Levinson
Sara Levinson

/s/ Joyce M. Roché
Joyce M. Roché

/s/ Paul C. Varga
Paul C. Varga

/s/ Marna C. Whittington
Marna C. Whittington

/s/ Felicia Williams
Felicia Williams