

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 3
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.)

151 West 34th Street
New York, New York 10001
(Address, including zip code, of principal executive
offices)

**MACY’S, INC. AMENDED AND RESTATED 2009 OMNIBUS
INCENTIVE COMPENSATION PLAN**
(Full title of the plan)

Tracy M. Preston, Esq.
Chief Legal Officer and Secretary
Macy’s, Inc.
151 West 34th Street
New York, New York 10001
(212) 494-1621
(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, a 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting company	<input type="checkbox"/>
		Emerging Growth company	<input type="checkbox"/>

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. 3 to Registration Statement on Form S-8 is filed to deregister certain securities issuable under the Macy's, Inc. Amended and Restated 2009 Omnibus Incentive Compensation Plan (the "2009 Plan").

At the Annual Meeting of Shareholders of the Registrant held on May 17, 2024, shareholders approved the Macy's, Inc. 2024 Equity and Incentive Compensation Plan (the "2024 Plan") which provides, among other things, that shares of Common Stock subject to awards outstanding under the Macy's, Inc. 2021 Equity and Incentive Compensation Plan, the Macy's, Inc. 2018 Equity and Incentive Compensation Plan and 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, 2024 will become available for issuance under the 2024 Plan at a rate of one share for every one share subject to stock option awards and 1.75 shares for every one share subject to awards other than stock options. As of the date of this Post-Effective Amendment No. 3, there are 1,923,141 shares of Common Stock that were subject to outstanding stock option awards under the 2009 Plan but that are now available for issuance under the 2024 Plan because such awards were forfeited, cancelled, expired, settled for cash (in whole or in part) or unearned (in whole or in part) after February 3, 2024 (the "Carried Forward Shares"). Additionally, 0 shares of Common Stock that were available for grant under the 2009 Plan but were not subject to outstanding awards when the 2024 Plan became effective (the "Remaining Shares") will not be issued under the 2009 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 2024 Plan and (ii) register 26,080,000 additional shares of Common Stock for issuance under the 2024 Plan.

This Post-Effective Amendment No. 3 is filed to (i) deregister the Carried Forward Shares under this Registration Statement and (ii) deregister the Remaining Shares, if any.

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. 3 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 3rd day of June, 2024.

MACY'S, INC.

By: /s/ Tracy M. Preston

Tracy M. Preston

Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 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>
<u>*</u> Tony Spring	Chief Executive Officer (principal executive officer), Chairman of the Board and Director	June 3, 2024
<u>*</u> Adrian V. Mitchell	Executive Vice President, Chief Financial Officer and Chief Operating Officer (principal financial officer)	June 3, 2024
<u>*</u> Paul Griscom	Senior Vice President and Controller (principal accounting officer)	June 3, 2024
<u>*</u> Emilie Arel	Director	June 3, 2024
<u>*</u> Torrence N. Boone	Director	June 3, 2024
<u>*</u> Ashley Buchanan	Director	June 3, 2024
<u>*</u> Marie Chandoha	Director	June 3, 2024
<u>*</u> Naveen K. Chopra	Director	June 3, 2024
<u>*</u> Richard Clark	Director	June 3, 2024
<u>*</u> Deirdre P. Connelly	Director	June 3, 2024
<u>*</u> Jill Granoff	Director	June 3, 2024
<u>*</u> William H. Lenehan	Director	June 3, 2024

<u>*</u> Sara Levinson	Director	June 3, 2024
<u>*</u> Richard L. Markee	Director	June 3, 2024
<u>*</u> Douglas W. Sesler	Director	June 3, 2024
<u>*</u> Paul C. Varga	Director	June 3, 2024
<u>*</u> Tracey Zhen	Director	June 3, 2024

* The undersigned, by signing her name hereto, does sign and execute this Post-Effective Amendment No. 3 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: June 3, 2024

By: /s/ Tracy M. Preston
Tracy M. Preston
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 Tracy M. Preston and Steven R. Watts 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 post-effective amendment to Registration Statement on Form S-8 relating to the Macy's, Inc. 2021 Equity and Incentive Compensation Plan, the Macy's, Inc. 2018 Equity and Incentive Compensation Plan and/or the Macy's, Inc. Amended and Restated 2009 Omnibus Incentive Compensation 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 post-effective amendment to 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 24, 2024

/s/ Emilie Arel
Emilie Arel

/s/ Torrence N. Boone
Torrence N. Boone

/s/ Ashley Buchanan
Ashley Buchanan

/s/ Marie Chandoha
Marie Chandoha

/s/ Naveen K. Chopra
Naveen K. Chopra

/s/ Richard Clark
Richard Clark

/s/ Deirdre P. Connelly
Deirdre P. Connelly

/s/ Jill Granoff
Jill Granoff

/s/ Paul Griscom
Paul Griscom

/s/ William H. Lenchan
William H. Lenchan

/s/ Sara Levinson
Sara Levinson

/s/ Richard L. Markee
Richard L. Markee

/s/ Adrian V. Mitchell
Adrian V. Mitchell

/s/ Douglas W. Sesler
Douglas W. Sesler

/s/ Tony Spring
Tony Spring

/s/ Paul C. Varga
Paul C. Varga

/s/ Tracey Zhen
Tracey Zhen