

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): January 6, 2025

MACY'S, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-13536
(Commission File Number)

13-3324058
(IRS Employer Identification No.)

151 West 34th Street, New York, New York 10001
(Address of Principal Executive Offices)

(212) 494-1621
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	M	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

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

On January 6, 2025, Macy's, Inc. ("Macy's" or the "Company") announced that the Board of Directors elected Robert Chavez as an independent director, effective April 1, 2025. Mr. Chavez is the former President and Chief Executive Officer of Hermès Americas, a division of Hermès International Société.

Mr. Chavez will participate in Macy's standard non-employee director compensation arrangements described in the proxy statement for Macy's annual meeting of shareholders held on May 17, 2024 under the caption "Further Information Concerning the Board of Directors."

The Company also announced that Sara Levinson will not stand for reelection at the Company's 2025 Annual Meeting of Shareholders in accordance with the mandatory retirement age of the Board's Corporate Governance Principles. Ms. Levinson will remain a director until the end of the annual meeting.

Item 7.01. Regulation FD Disclosure.

A press release related to the matters described in Item 5.02 of this Current Report on Form 8-K is furnished herewith as Exhibit 99.1 and incorporated in this Item 7.01 by reference.

The information in Exhibit 99.1 is being "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or otherwise subject to the liabilities of that Section, and shall not be or be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release of Macy's dated January 6, 2025](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL Document)

MACY'S, INC.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACY'S, INC.

Dated: January 6, 2025

By:	<u>/s/ Tracy M. Preston</u>
Name:	Tracy M. Preston
Title:	Executive Vice President, Chief Legal Officer and Secretary



Macy's, Inc. Appoints Robert Chavez to Board of Directors

NEW YORK – January 6, 2025 – Macy's, Inc. (NYSE: M) today announced the appointment of a new independent director, Robert Chavez, to its Board of Directors (the "Board"), effective April 1, 2025.

Chavez has spent the entirety of his more than 45-year career in the retail industry, with a focus on the luxury space. He most recently served for 24 years as President and Chief Executive Officer of Hermès Americas, a division of Hermès International Société, where he oversaw operations in the U.S., Canada and Latin America, which included growing the e-commerce business, expanding product offerings and adding new stores to the brand's portfolio. Previously, he served for eight years as the Chief Executive Officer of Etienne Aigner Group, a Munich-based luxury fashion house, where he gained experience across manufacturing, wholesale and global retail. Chavez began his retail career in the Bloomingdale's Executive Development program and later moved to Macy's as a Divisional Merchandising manager.

"Bob will bring significant additional retail industry and leadership experience to our Board as we further our efforts to capture market share across our three nameplates," said Tony Spring, Chairman and Chief Executive Officer of Macy's, Inc. "We look forward to benefitting from Bob's insights as we continue to execute our Bold New Chapter initiatives and work toward delivering sustainable, profitable growth and enhanced shareholder value."

"I am honored to join the Macy's, Inc. Board and serve as a director at the Company where I started my career and in the industry which I am most passionate about," Chavez said. "I look forward to collaborating with my fellow directors to capture the growth opportunities across the Macy's, Bloomingdale's and Bluemercury businesses for the benefit of all Macy's, Inc.'s stakeholders."

The Company today also announced that Sara Levinson will not stand for reelection at the Company's 2025 Annual Meeting of Shareholders in accordance with the mandatory retirement age of the Board's Corporate Governance Principles. Levinson has served on the Board's Compensation & Management Development Committee and Nominating & Corporate Governance Committee since 2004.

"On behalf of the entire Board, I want to thank Sara for her contributions to Macy's, Inc. throughout her tenure as a director," said Paul Varga, Macy's, Inc. lead independent director. "We are also pleased to welcome Bob to the Board as part of our commitment to ongoing director refreshment. His decades of luxury retail and leadership experience will complement the skills and expertise of our other valued directors."

About Robert Chavez

Robert ("Bob") Chavez, 69, most recently served as President and Chief Executive Officer of Hermès Americas, a division of Hermès International Société, where he remains Executive Chairman until his retirement on March 31, 2025. In this role, Chavez oversaw operations in the U.S., Canada and Latin America, which included growing the company's e-commerce business after Hermès became one of the first luxury retail companies with an e-commerce website, expanding product offerings to include several additional Hermes product categories and increasing the brand's store footprint. Previously, Chavez served for eight years as Chief Executive Officer and an Executive Director of Etienne Aigner Group, a Munich-based luxury fashion house that produces leather goods including handbags, belts, and luggage, where he gained experience across manufacturing, wholesale and global retail. He began his career in

the Executive Development Program at Bloomingdale's before serving in merchandising roles of increasing responsibility at both Bloomingdale's and at Macy's. Chavez earned a bachelor's degree in Romance Languages and Literature from Princeton University.

About Macy's, Inc.

Macy's, Inc. (NYSE: M) is a trusted source for quality brands through our iconic nameplates – Macy's, Bloomingdale's and Bluemercury. Headquartered in New York City, our comprehensive digital and nationwide footprint empowers us to deliver a seamless shopping experience for our customers. For more information, visit macysinc.com.

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