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

**FORM 8-K**

CURRENT REPORT

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

Date of Report (Date of earliest event reported): March 25, 2026

**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.

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

On March 25, 2026, Richard Clark, Douglas W. Sesler and Tracey Zhen notified the Board of Directors (the “Board”) of Macy’s, Inc. (“Macy’s” or the “Company”) of their intention not to stand for re-election to the Board at the Company’s annual meeting of shareholders to be held on May 15, 2026 (the “2026 Annual Meeting”). The decisions of Mr. Clark, Mr. Sesler and Ms. Zhen not to stand for re-election were not the result of any dispute or disagreement with the Company regarding any matter relating to the Company’s operations, policies, practices or otherwise.

The Board has approved a decrease in the size of the Board from 13 to ten members effective as of the 2026 Annual Meeting.

The Company regularly reviews the size of the Board to improve efficiency, performance and effectiveness. This reduction represents a resizing to align with the Company’s current strategic focus while retaining flexibility to change the Board’s composition as necessary in the future.

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**MACY'S, INC.**

SIGNATURE

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

MACY'S, INC.

Dated: March 26, 2026

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