

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934

FEDERATED DEPARTMENT STORES, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	13-3324058
(State of Incorporation or Organization)	(I.R.S. Employer Identification No.)

7 WEST SEVENTH STREET
CINCINNATI, OHIO 45202

and

151 WEST 34TH STREET
NEW YORK, NEW YORK 10001

(Address of Principal Executive Offices)

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

NONE

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

SERIES A WARRANTS TO PURCHASE COMMON STOCK
(Title of Class)

INFORMATION REQUIRED IN
REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

This registration statement relates to the registration with the Securities and Exchange Commission (the "Commission") by Federated Department Stores, Inc., a Delaware corporation (the "Company"), of the Company's Series A Warrants to Purchase Common Stock (the "Warrants").

Each Warrant currently entitles the holder thereof to acquire 1.047 shares of common stock, par value \$0.01 per share ("Common Stock"), of the Company upon the payment of an exercise price of \$25.00, subject to adjustment as described below. A description of the Common Stock and related matters is hereby incorporated by reference to the information set forth under the caption "Capital Stock of the Combined Company" appearing on pages 96 through 103 of the Registration Statement on Form S-4 (Registration No. 33-85480) (the "Form S-4").

On the terms and subject to the conditions set forth in the Series A Warrant Agreement under which the Warrants were issued, the number and kind of shares purchasable upon the exercise of Warrants will be subject to adjustment in certain events, including, subject to specified exceptions: (i) the issuance of capital stock of the Company as a dividend or distribution on the Common Stock; (ii) reclassifications,

subdivisions, and combinations of the Common Stock; (iii) the issuance to holders of Common Stock of certain rights or warrants entitling them to subscribe for Common Stock at less than the then-current market price of the Common Stock; (iv) the distribution to holders of Common Stock of securities or assets of the Company or its subsidiaries or of rights or warrants to purchase assets or securities of the Company or its subsidiaries (excluding cash dividends or cash distributions payable out of consolidated retained earnings); (v) the issuance of shares of Common Stock for less consideration than the then-current market price of the Common Stock; and (vi) the issuance of securities convertible into or exchangeable for shares of Common Stock for a consideration per share of Common Stock deliverable on such conversion or exchange that is less than the current market price thereof; provided, however, that no adjustment in such shares will be required in connection with the issuance of Common Stock or other securities, as applicable, pursuant to (a) the Joint Plan of Reorganization of Federated Department Stores, Inc., Allied Stores Corporation and Certain of Their Subsidiaries, which became effective on February 4, 1992, (b) the conversion of the Company's Convertible Notes, (c) any employee benefit plan of the Company, (d) any Company-sponsored plan for the reinvestment of dividends or interest, (e) the Company's Share Purchase Rights Agreement (or any similar successor plan), or (f) an underwritten public offering satisfying specified criteria. No adjustment in

1

such shares will be required unless such adjustment would require a change in the aggregate number of shares issuable upon the hypothetical exercise of a Warrant of at least 1% (but any adjustment requiring a change of less than 1% will be carried forward and taken into account in any subsequent adjustment).

The Warrants are exercisable at any time on or before February 15, 1996, subject to the earlier expiration thereof by reason of the closing price of shares of Common Stock being equal to or greater than 140% of the price per share at which shares of Common Stock are purchasable upon the exercise of Warrants (currently \$23.88) for 45 consecutive trading days.

The foregoing description of the material terms of the Warrants does not purport to be complete and is qualified in its entirety by reference to the Series A Warrant Agreement and Amendment No. 1 thereto, which are filed as Exhibits 5 and 7, respectively, hereto and incorporated herein by this reference.

ITEM 2. EXHIBITS.

1. Form S-4 (incorporated herein by reference)
2. Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Form 10-K (File No. 1-13536) for the fiscal year ended January 28, 1995 (the "1995 Form 10-K"))
3. Certificate of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1.1 to the 1995 Form 10-K)
4. By-Laws (incorporated by reference to Exhibit 3.2 to the 1995 Form 10-K)
5. Series A Warrant Agreement (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form 10 (File No. 1-10951), filed November 27, 1991, as amended)
6. Form of specimen Series A Warrant Certificate (included as Exhibit A to the Series A Warrant Agreement filed as

Exhibit 4 hereto)

7. Amendment No. 1, dated as of November 3, 1993, to the Series A Warrant Agreement (Exhibit 10.11 to the Company's Annual Report on Form 10-K (File No. 1-163) for the fiscal year ended January 29, 1994)

2

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FEDERATED DEPARTMENT STORES, INC.

Date: May 17, 1995 By: /s/ Dennis J. Broderick
Name: Dennis J. Broderick
Title: Senior Vice President,
Secretary and General Counsel

3

<TABLE>

EXHIBIT INDEX

<CAPTION>

EXHIBIT NUMBER	EXHIBIT	SEQUENTIALLY NUMBERED PAGE
-------------------	---------	-------------------------------

- | <C> | <S> | <S> |
|-----|--|-----|
| 1. | Form S-4 (incorporated herein by reference) | * |
| 2. | Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 10-K (File No. 1-13536) for the fiscal year ended January 28, 1995 (the "1995 Form 10-K")) | * |
| 3. | Certificate of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1.1 to the 1995 Form 10-K) | * |
| 4. | By-Laws (incorporated by reference to Exhibit 3.2 to the 1995 Form 10-K) | * |
| 5. | Series A Warrant Agreement (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form 10 (File No. 1-10951), filed November 27, 1991, as amended) | * |
| 6. | Form of specimen Series A Warrant Certificate (included as Exhibit A to the Series A Warrant Agreement filed as Exhibit 5 hereto) | * |
| 7. | Amendment No. 1, dated as of November 3, 1993, to the Series A Warrant Agreement (Exhibit 10.11 to the Company's Annual Report on Form 10-K (File No. 1-163) for the fiscal year ended January 29, 1994) | * |

* Incorporated by reference.

</TABLE>