

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: September 2, 1998

FEDERATED DEPARTMENT STORES, INC.

151 West 34th St., New York, New York 10001
(212) 494-1602

-and-

7 West Seventh Street, Cincinnati, Ohio 45202
(513) 579-7000

Delaware 1-13536 13-3324058
(State of Incorporation) (Commission File No.) (IRS Id. No.)

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Item 5. Other Events

This Current Report on Form 8-K is being filed with the Securities and Exchange Commission by Federated Department Stores, Inc. ("Federated") for the purpose of filing, as exhibits hereto, the Unaudited Consolidated Balance Sheets of Federated as of August 1, 1998, January 31, 1998 and August 2, 1997 and the Unaudited Consolidated Statements of Cash Flows for the 26 weeks ended August 1, 1998 and August 2, 1997, which are concurrently being posted on Federated's website at www.federated-fds.com. The Unaudited Consolidated Balance Sheets and Unaudited Consolidated Statements of Cash Flows filed herewith should be read in conjunction with the consolidated financial statements, the notes thereto and the other information contained in Federated's Annual Report on Form 10-K for the fiscal year ended January 31, 1998. Because of the seasonal nature of the department store business, the cash flows for the 26 weeks ended August 1, 1998 and August 2, 1997 (which do not include the Christmas season) are not indicative of the cash flows for the entire fiscal year.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

The following exhibits are filed herewith:

99.1 Unaudited Consolidated Balance Sheets of Federated as of August 1, 1998, January 31, 1998 and August 2, 1997.

99.2 Unaudited Consolidated Statements of Cash Flows of Federated for the 26 weeks ended August 1, 1998 and August 2, 1997.

FEDERATED DEPARTMENT STORES, INC.

SIGNATURES

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.

FEDERATED DEPARTMENT STORES, INC.

Date: September 2, 1998 /s/ Dennis J. Broderick
Dennis J. Broderick
Senior Vice President, General
Counsel and Secretary

EXHIBIT INDEX

Exhibit
Number

99.1 Unaudited Consolidated Balance Sheets of Federated as of
August 1, 1998, January 31, 1998 and August 2, 1997

99.2 Unaudited Consolidated Statements of Cash Flows of Federated
for the 26 weeks ended August 1, 1998 and August 2, 1997

Exhibit 99.1

FEDERATED DEPARTMENT STORES, INC.

Consolidated Balance Sheets
(Unaudited)

(millions)

	August 1, 1998	January 31, 1998	August 2, 1997
ASSETS:			
Current Assets:			
Cash	\$ 281	\$ 142	\$ 317
Accounts receivable	2,111	2,640	2,498
Merchandise inventories	3,361	3,239	3,372
Supplies and prepaid expenses	118	115	129
Deferred income tax assets	105	58	106
Total Current Assets	5,976	6,194	6,422
Property and Equipment - net	6,381	6,520	6,371
Intangible Assets - net	677	690	704
Other Assets	317	334	377
Total Assets	\$13,351	\$13,738	\$13,874
LIABILITIES AND SHAREHOLDERS' EQUITY:			
Current Liabilities:			
Short-term debt	\$ 34	\$ 556	\$ 1,505
Accounts payable and accrued liabilities	2,517	2,416	2,482
Income taxes	67	88	4
Total Current Liabilities	2,618	3,060	3,991
Long-Term Debt	3,890	3,919	3,732
Deferred Income Taxes	977	939	836
Other Liabilities	557	564	559
Shareholders' Equity	5,309	5,256	4,756
Total Liabilities and Shareholders' Equity	\$13,351	\$13,738	\$13,874

Exhibit 99.2

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

	26 Weeks Ended August 1, 1998	26 Weeks Ended August 2, 1997
Cash flows from operating activities:		
Net income	\$ 167	\$ 52
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	298	277
Amortization of intangible assets	13	14
Amortization of financing costs	4	13
Amortization of unearned restricted stock	1	1
Loss on early extinguishment of debt	-	39
Changes in assets and liabilities:		
Decrease in accounts receivable	331	337
Increase in merchandise inventories	(122)	(126)
Increase in supplies and prepaid expenses	(3)	(19)
(Increase) decrease in other assets not separately identified	4	(5)
Increase (decrease) in accounts payable and accrued liabilities not separately identified	45	(21)
Increase (decrease) in current income taxes	(21)	3
Increase (decrease) in deferred income taxes	(9)	4
Decrease in other liabilities not separately identified	(8)	(5)
Net cash provided by operating activities	700	564
Cash flows from investing activities:		
Purchase of property and equipment	(189)	(219)
Disposition of property and equipment	22	89
Decrease in notes receivable	200	200
Net cash provided by investing activities	33	70
Cash flows from financing activities:		
Debt issued	300	850
Financing costs	(7)	(5)
Debt repaid	(851)	(1,356)
Increase in outstanding checks	79	11
Acquisition of treasury stock	(154)	(2)
Issuance of common stock	39	36
Net cash used by financing activities	(594)	(466)

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

	26 Weeks Ended August 1, 1998	26 Weeks Ended August 2, 1997
Net increase in cash	\$ 139	\$ 168
Cash at beginning of period	142	149
Cash at end of period	\$ 281	\$ 317
Supplemental cash flow information:		
Interest paid	\$ 147	\$ 212
Interest received	11	20
Income taxes paid (net of refunds received)	150	48

