

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

Date of Report: September 22, 1995

FEDERATED DEPARTMENT STORES, INC.

1440 Broadway, New York, New York 10018  
(212) 840-1440

-and-

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

Delaware                      1-13536                      13-3324058

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(State of Incorporation) (Commission File No.) (IRS Id. No.)

Exhibit Index on Page 5

Item 5. Other Events  
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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 providing the information set forth in a press release issued by Federated on September 22, 1995, a copy of which is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial  
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Information and Exhibits.  
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The following exhibit is filed herewith:

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 thereunto duly authorized.

FEDERATED DEPARTMENT STORES, INC.

Date: September 22, 1995 By: /s/ Dennis J. Broderick

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Dennis J. Broderick  
Senior Vice President,  
General Counsel and  
Secretary

EXHIBIT INDEX

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Federated

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DEPARTMENT STORES, INC.

Contacts:

Media - Mary Ann Shannon  
513-579-7292

News Release

Investor - Susan Robinson  
513-579-7780

FOR IMMEDIATE RELEASE

FEDERATED PRICES CONVERTIBLE NOTE OFFERING

CINCINNATI, OHIO, SEPTEMBER 22, 1995 - Federated Department Stores, Inc. announced today that it has entered into an agreement providing for an underwritten public offering by the Company of \$350 million aggregate principal amount (including the exercise of the underwriters' over-allotment option) of 5 percent Convertible Subordinated Notes due 2003.

The Notes will initially be offered to the public at a price equal to 100 percent of the principal amount thereof, and will be convertible into 29.2547 shares of Common Stock per \$1,000 of Notes (equivalent to a conversion price of approximately \$34.18 per share), subject to adjustment in certain circumstances.

Goldman, Sachs & Co. and CS First Boston are the managers of the underwriting.

The net proceeds of the offering are expected to be used for general corporate purposes, which may include refinancings and expenditures associated with the Company's pending acquisition of Broadway Stores, Inc.

The Notes will be offered only by means of a written prospectus. Copies of such prospectus may be obtained from Goldman, Sachs & Co., 85 Broad Street, New York, New York 10004 or CS First Boston Corporation, Park Avenue Plaza, 55 East 52nd Street, New York, New York 10055.

Federated, with corporate offices in Cincinnati and New York, is one of the nation's leading department store retailers, with annual sales of more than \$14 billion. Federated currently operates 358 department stores and more than 100 specialty and clearance stores in 35 states under the names of Bloomingdale's, The Bon Marche, Bullock's, Burdines, Goldsmith's, Jordan Marsh, Lazarus, Macy's, Rich's and Stern's, as well as Aeropostale, Charter Club, and Macy's Close Out.

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Bloomingdale's The Bon Marche Bullock's Aeropostale Charter Club  
Burdines Goldsmith's Jordan Marsh Lazarus Macy's Close-Out  
Macy's Rich's Stern's Bloomingdale's By Mail