

**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 2, 2021

**MACY'S, INC.**

(Exact name of Registrant as Specified in its Charter)

Delaware	1-13536	13-3324058
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

151 West 34th Street, New York, New York 10001  
(Address of Principal Executive Offices)  
(513) 579-7780  
(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 8.01. Other Events.**

On March 2, 2021, Macy's, Inc. ("Macy's") announced that its wholly-owned subsidiary, Macy's Retail Holdings, LLC ("MRH"), priced an offering of \$500 million in aggregate principal amount of 5.875% senior notes due 2029 (the "Notes") in a private offering at an offering price of 100% of the principal amount thereof (the "Notes Offering"). The Notes will have a maturity date of April 1, 2029. The closing of the Notes Offering is expected to occur on March 17, 2021, subject to customary closing conditions. The Notes will be senior unsecured obligations of MRH and will be unconditionally guaranteed on a senior unsecured basis by Macy's.

MRH intends to use the net proceeds from the Notes Offering, together with cash on hand, (i) to fund its separately announced tender offer, (ii) to pay fees and expenses in connection therewith and of the Notes Offering and (iii) to the extent of any remaining proceeds, for general corporate purposes, which may include the repayment of outstanding debt. This Current Report is not an offer to purchase, or a solicitation of an offer to sell, any of the notes subject to the tender offer.

On March 2, 2021, Macy's issued a press release announcing the pricing of the Notes Offering. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 [Press Release of Macy's Relating to the Pricing of the Notes Offering dated March 2, 2021.](#)

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

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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 2, 2021

By: /s/ Elisa D. Garcia  
Name: Elisa D. Garcia  
Title: Executive Vice President, Chief Legal Officer and Secretary



## **Macy's, Inc. Announces Pricing of Offering of Senior Notes**

NEW YORK—March 2, 2021-- Macy's, Inc. (NYSE:M) (the "Company" or "Macy's") announced today that its wholly-owned subsidiary, Macy's Retail Holdings, LLC (the "Issuer"), priced an offering of \$500 million in aggregate principal amount of 5.875% senior notes due 2029 (the "Notes") in a private offering at an offering price of 100% of the principal amount thereof. The Notes will have a maturity date of April 1, 2029. The closing of the offering of the Notes is expected to occur on March 17, 2021, subject to customary closing conditions. The Notes will be senior unsecured obligations of the Issuer and will be unconditionally guaranteed on a senior unsecured basis by Macy's.

The Issuer intends to use the net proceeds from the offering of the Notes, together with cash on hand, (i) to fund its separately announced tender offer, (ii) to pay fees and expenses in connection therewith and of the offering and (iii) to the extent of any remaining proceeds, for general corporate purposes, which may include the repayment of outstanding debt. This press release is not an offer to purchase, or a solicitation of an offer to sell, any of the notes subject to the tender offer.

This press release is for informational purposes only and is neither an offer to sell nor the solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a private offering memorandum. The Notes are being offered only to persons reasonably believed to be qualified institutional buyers in an offering exempt from registration in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and outside the United States in reliance on Regulation S under the Securities Act. The Notes and related guarantees have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act or any applicable state securities laws. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

### **About Macy's, Inc.**

Macy's, Inc. (NYSE: M) is one of the nation's premier omni-channel fashion retailers. The company comprises three retail brands, Macy's, Bloomingdale's and Bluemercury. Macy's, Inc. is headquartered in New York, New York.

### **Forward-Looking Statements**

Statements regarding the notes offering and the expected use of proceeds therefrom are "forward-looking statements" and are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from those expressed in such forward-looking statements. These risks and uncertainties include, but are not limited to, the ability to complete the offering on favorable terms, if at all, and general market conditions (including the COVID-19 pandemic and related economic impact) which might affect the offering. Additional information concerning these and other important risks and uncertainties can be found in the Company's filings with the SEC, including under the captions "Forward-Looking Statements" and "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended February 1, 2020 and the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2020. The Company undertakes no obligation to update any forward-looking statements to reflect subsequent events or circumstances.

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