

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MACY'S, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3324058

(I.R.S. Employer Identification No.)

**151 West 34th Street
New York, New York 10001**
(Address, including zip code, of principal
executive offices)

MACY'S, INC. AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN

(Full title of the plan)

**Elisa D. Garcia, Esq.
Chief Legal Officer and Secretary
Macy's, Inc.
151 West 34th Street
New York, New York 10001
(212) 494-1621**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

☐

EXPLANATORY NOTE

Effective Amendment No. 2 to Registration Statement on Form S-8 is filed to deregister certain securities issuable under the Macy's, Inc. Amended and Restated 2009 Omnibus Incentive Compensation Plan (the "2009 Plan").

Annual Meeting of Shareholders of the Registrant held on May 21, 2021, shareholders approved the Macy's, Inc. 2021 Equity and Incentive Compensation Plan (the "2021 Plan") which provides, among other things, that shares of Common Stock subject to awards outstanding under the Macy's, Inc. 2018 Equity and Incentive Compensation Plan (the "2018 Plan") and the 2009 Plan (collectively, the "Predecessor Plans") that are forfeited, cancelled, expire, settled for cash (in whole or in part) or unearned (in whole or in part), as applicable, after January 30, 2021 will become available for issuance under the 2021 Plan. As of the date of this Post-Effective Amendment No. 2, there are 1,598,355 shares of Common Stock that were subject to outstanding awards under the 2009 Plan but that are now available for issuance under the 2021 Plan because such awards were forfeited, cancelled, expired, settled for cash (in whole or in part) or unearned (in whole or in part) after January 30, 2021 (the "Carried Forward Shares"). Additionally, 0 shares of Common Stock that were available for grant under the 2009 Plan but were not subject to outstanding awards when the 2021 Plan became effective (the "Remaining Shares") will not be issued under the 2009 Plan.

Registrant is concurrently filing a separate Registration Statement on Form S-8 to (i) register the Carried Forward Shares for issuance under the 2021 Plan and (ii) register 25,800,000 additional shares of Common Stock for issuance under the 2021 Plan.

Effective Amendment No. 2 is filed to (i) deregister the Carried Forward Shares under this Registration Statement and (ii) deregister the Remaining Shares.

Item 8. Exhibits

24.1 [Powers of Attorney](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 21st day of May, 2021.

MACY'S, INC.

By: /s/Elisa D. Garcia
Elisa D. Garcia
Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Jeff Gennette	Chairman of the Board, Chief Executive Officer) and Director (principal executive officer)	
_____ * Adrian V. Mitchell	Executive Vice President and Chief Financial) Officer (principal financial officer)	
_____ * Paul Griscom	Senior Vice President and Controller) (principal accounting officer)	
_____ * Francis S. Blake	Director)	
_____ * Torrence N. Boone	Director)	
_____ * John A. Bryant	Director)	May 21, 2021
_____ * Deirdre P. Connelly	Director)	
_____ * Leslie D. Hale	Director)	
_____ * William H. Lenehan	Director)	
_____ * Sara Levinson	Director)	
_____ * Paul C. Varga	Director)	
_____ * Marna C. Whittington	Director)	

The undersigned, by signing her name hereto, does sign and execute this Post-Effective Amendment No. 2 to Form S-8 Registration Statement pursuant to Powers of Attorney executed by the above-named persons and filed with the Securities and Exchange Commission.

Dated: May 21, 2021

By: /s/Elisa D. Garcia
Elisa D. Garcia
Attorney-in-Fact

POWERS OF ATTORNEY

The undersigned, a director and/or officer of Macy's Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints each of Elisa D. Garcia and Steven R. Watts my true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, to do any and all acts and things and execute any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission (the "Commission"), in connection with the filing with the Commission of a Registration Statement on Form S-8 relating to the Macy's, Inc. Amended and Restated 2009 Omnibus Incentive Compensation Plan, including without limitation, the power and authority to sign in my name and on my behalf in my capacity as a director and/or officer of the Company, such Form S-8 and all amendments and supplements thereto and any other instruments or documents filed as a part of or in connection therewith, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, or any of them, shall do or cause to be done by virtue hereof.

Dated: May 14, 2021

<u>/s/ Francis S. Blake</u> Francis S. Blake	<u>/s/ Torrence N. Boone</u> Torrence N. Boone	<u>/s/ John A. Bryant</u> John A. Bryant
<u>/s/ Deirdre P. Connelly</u> Deirdre P. Connelly	<u>/s/ Jeff Gennette</u> Jeff Gennette	<u>/s/ Paul Griscom</u> Paul Griscom
<u>/s/ Leslie D. Hale</u> Leslie D. Hale	<u>/s/ William H. Lenehan</u> William H. Lenehan	<u>/s/ Sara Levinson</u> Sara Levinson
<u>/s/ Adrian V. Mitchell</u> Adrian V. Mitchell	<u>/s/ Paul C. Varga</u> Paul C. Varga	<u>/s/ Marna C. Whittington</u> Marna C. Whittington