

DILLARD WILLIAM T II  
 Form 5  
 March 20, 2018

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**DILLARD WILLIAM T II**

2. Issuer Name and Ticker or Trading Symbol  
**DILLARD'S, INC. [DDS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**02/03/2018**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO, Chairman of Board**

**1600 CANTRELL ROAD**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**LITTLE ROCK, AR 72201**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Class A                   | Â                                    | Â  | Â                              | Â   | Â          | Â     | 1,089,567 (4)  | D  | Â   |
| Common Class A - Retirement Plan | Â                                    | Â  | Â                              | Â   | Â          | Â     | 182 (3)  | D  | Â   |
| Common Class A                   | Â                                    | Â  | Â                              | Â   | Â          | Â     | 41,496 (1)   | I  | See footnote (1)                                      |

|                |   |   |   |   |   |   |                      |   |                  |
|----------------|---|---|---|---|---|---|----------------------|---|------------------|
| Common Class A | ^ | ^ | ^ | ^ | ^ | ^ | 7,300 <sup>(2)</sup> | I | See footnote (2) |
|----------------|---|---|---|---|---|---|----------------------|---|------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |         |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| DILLARD WILLIAM T II<br>1600 CANTRELL ROAD<br>LITTLE ROCK, AR 72201 | ^ X           | ^         | ^ CEO, Chairman of Board | ^     |

## Signatures

William Dillard II 03/20/2018

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) These shares are held by W.D. Company, Inc. The reporting person owns 27.4% of W.D. Company, Inc. and is one of its directors and officers. W. D. Company, Inc. also holds 3,985,776 shares of Class B Common Stock, which are convertible into shares of Class A Common Stock on a one-for-one basis.
  - (2) Trustee of GST Trust
  - (3) Between January 29, 2017 and February 3, 2018, the reporting person acquired 635 shares of Dillard's Class A Common Stock under the Dillard's 401(k) plan. This acquisition is exempt under Rule 16b-3(c). Shares totaling 1,069 were distributed from the plan during the

period.

- (4) This amount has been adjusted to account for a record discrepancy resulting from the rounding of fractional shares.

^

**Remarks:**

Remarks: ^ ^ The ^ reporting ^ person ^ disclaims ^ beneficial ^ ownership ^ of ^ the ^ shares ^ reported ^ herein ^ as ^ indir

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.  
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