

Macy's, Inc.  
Form 8-K  
May 21, 2012

## **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: May 21, 2012

Date of Earliest Event Reported: May 18, 2012

## **MACY'S, INC.**

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

-and-

UNITED STATES

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

Delaware

1-13536

13-3324058

(State of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Macy's annual meeting of shareholders was held on May 18, 2012 in Cincinnati, Ohio. The following is a summary of the matters voted on at the meeting:

(1) Shareholders approved the election of ten directors for a one-year term expiring at the 2013 annual meeting of Macy's shareholders, as follows:

**Nominee**

**For**

**Against**

**Abstain**

**Broker Non-Votes**

Stephen F. Bollenbach

337,891,424

778,663

289,912

16,455,554

Deirdre P. Connelly

337,893,895

786,972

279,132

16,455,554

Meyer Feldberg

329,037,654

9,610,143

312,202

16,455,554

Sara Levinson

331,861,767

6,942,326

155,906

16,455,554

Terry J. Lundgren

325,032,430

13,443,585

483,984

16,455,554

Joseph A. Neubauer

289,931,977

48,853,577

174,445

16,455,554

Joyce M. Roché

337,316,968

1,358,571

284,460

16,455,554

Paul C. Varga

338,018,224

763,657

178,118

16,455,554

Craig E. Weatherup

333,862,028

4,924,079

173,892

16,455,554

Marna C. Whittington

333,763,542

5,038,111

158,346

16,455,554

(2) Shareholders ratified the appointment of KPMG LLP as Macy's independent registered public accounting firm for the fiscal year ending February 2, 2013, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

352,057,650

3,204,335

153,568

N/A

(3) Shareholders approved Macy's Senior Executive Incentive Compensation Plan, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

326,871,523

11,479,879

608,597

16,455,554

(4) Shareholders approved the advisory vote to approve named executive officer compensation, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

329,234,396

6,319,440

3,406,163

16,455,554

(5) Shareholders did not approve the shareholder proposal regarding raccoon dog fur, as follows:

**For**

**Against**

**Abstain**

**Broker Non-Votes**

5,292,077

291,404,890

42,263,032

16,455,554

**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: May 21, 2012

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

SIGNATURE