

Macy's, Inc.  
Form 8-K  
November 28, 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: November 28, 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 8.01.

Other Events.

On November 28, 2012, Macy's, Inc. ("Macy's") issued a press release (the "Press Release") announcing the expiration on November 27, 2012, of the cash tender offer by its wholly owned subsidiary, Macy's Retail Holdings, Inc., to purchase up to \$700 million of the notes listed in the Press Release. A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d)

Exhibits:

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|--------------------|
|---------------|--------------------|

|      |  |
|------|--|
| 99.1 |  |
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|--|--|
|  | Press Release of Macy's dated November 28, 2012. |
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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: November 28, 2012

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

SIGNATURE

Index to Exhibits

Index Number

Description

99.1

Press Release of Macy's dated November 28, 2012.