

Macy's, Inc.
Form 8-K
April 22, 2008

**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: April 21, 2008

MACY'S, INC.

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

-and-

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

Delaware
(State of Incorporation)

1-13536
(Commission File Number)

13-3324058
(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 5.02.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On April 21, 2008, certain wholly-owned indirect subsidiaries of Macy's, Inc. ("Macy's") entered into Employment Agreements (the "Employment Agreement") with the following executives who are "Named Executives" in Macy's most recent proxy statement:

Thomas L. Cole, Vice Chair,

Janet Grove, Vice Chair, and

Karen M. Hoguet, Executive Vice President and Chief Financial Officer.

Each Employment Agreement is effective as of April 21, 2008 and has a term that expires on June 30, 2011, unless the term is extended by agreement of the parties. In consideration for their services during the term of their respective Employment Agreement, the executives will receive cash compensation in an amount not less than the greater of his or her current base salary as set forth on Exhibit A to the Employment Agreement or the base salary most recently approved by Macy's Board of Directors or its delegate. If the executive is notified that his or her services are no longer required during the term (other than because of disability), the Employment Agreement provides that the executive will be entitled to severance payments. Each executive has also agreed to certain non-competition, confidentiality and non-solicitation covenants under the Employment Agreement.

The description of the Employment Agreements contained herein is qualified in its entirety by reference to the full text of the Employment Agreements, which are filed as Exhibits 10.1, 10.2, and 10.3 to this Form 8-K and incorporated by reference.

Item 9.01.

Financial Statements and Exhibits.

| (d) | Exhibits | |
|-----|----------|----------------------------------------------------------------------------------------------------------------|
| | 10.1 | Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Thomas L. Cole. |
| | 10.2 | Employment Agreement, dated as of April 21, 2008, between Macy's Merchandising Group, Inc. and Janet Grove. |
| | 10.3 | Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Karen M. Hoguet. |

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: April 22, 2008

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Senior Vice President, General Counsel and Secretary

Index to Exhibits

Index Number

- | | |
|------|----------------------------------------------------------------------------------------------------------------|
| 10.1 | Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Thomas L. Cole. |
| 10.2 | Employment Agreement, dated as of April 21, 2008, between Macy's Merchandising Group, Inc. and Janet Grove. |
| 10.3 | Employment Agreement, dated as of April 21, 2008, between Macy's Corporate Services, Inc. and Karen M. Hoguet. |