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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 29, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 1-13536



Incorporated in Delaware

I.R.S. Employer Identification No.

13-3324058

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

and

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company
(Do not check if a smaller reporting company)

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class
Common Stock, \$0.01 par value per share

Outstanding at July 29, 2017
304,558,965 shares

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

MACY'S, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(millions, except per share figures)

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2017	July 30, 2016	July 29, 2017	July 30, 2016
Net sales	\$ 5,552	\$ 5,866	\$ 10,890	\$ 11,637
Cost of sales	(3,313)	(3,468)	(6,619)	(6,984)
Gross margin	2,239	2,398	4,271	4,653
Selling, general and administrative expenses	(1,977)	(2,047)	(3,857)	(4,027)
Gains on sale of real estate	43	21	111	35
Impairments and other costs	—	(249)	—	(249)
Settlement charges	(51)	(6)	(51)	(19)
Operating income	254	117	474	393
Interest expense	(82)	(98)	(168)	(197)
Net premiums on early retirement of debt	2	—	(1)	—
Interest income	3	1	5	2
Income before income taxes	177	20	310	198
Federal, state and local income tax expense	(64)	(11)	(127)	(74)
Net income	113	9	183	124
Net loss attributable to noncontrolling interest	3	2	4	3
Net income attributable to Macy's, Inc. shareholders	\$ 116	\$ 11	\$ 187	\$ 127
Basic earnings per share attributable to Macy's, Inc. shareholders	\$.38	\$.03	\$.61	\$.41
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$.38	\$.03	\$.61	\$.41

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(millions)

	<u>13 Weeks Ended</u>		<u>26 Weeks Ended</u>	
	<u>July 29, 2017</u>	<u>July 30, 2016</u>	<u>July 29, 2017</u>	<u>July 30, 2016</u>
Net income	\$ 113	\$ 9	\$ 183	\$ 124
Other comprehensive income (loss):				
Actuarial gain (loss) on post employment and postretirement benefit plans, before tax	47	(41)	47	(77)
Settlement charges, before tax	51	6	51	19
Amortization of net actuarial loss on post employment and postretirement benefit plans included in net income, before tax	9	8	18	17
Tax effect related to items of other comprehensive income (loss)	(42)	10	(45)	16
Total other comprehensive income (loss), net of tax effect	65	(17)	71	(25)
Comprehensive income (loss)	178	(8)	254	99
Comprehensive loss attributable to noncontrolling interest	3	2	4	3
Comprehensive income (loss) attributable to Macy's, Inc. shareholders	<u>\$ 181</u>	<u>\$ (6)</u>	<u>\$ 258</u>	<u>\$ 102</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(millions)

ASSETS	July 29, 2017	January 28, 2017	July 30, 2016
Current Assets:			
Cash and cash equivalents	\$ 783	\$ 1,297	\$ 1,000
Receivables	382	522	423
Merchandise inventories	4,980	5,399	5,322
Prepaid expenses and other current assets	412	408	471
Total Current Assets	<u>6,557</u>	<u>7,626</u>	<u>7,216</u>
Property and Equipment - net of accumulated depreciation and amortization of \$5,159, \$4,856 and \$5,457	6,822	7,017	7,187
Goodwill	3,897	3,897	3,897
Other Intangible Assets – net	493	498	502
Other Assets	810	813	904
Total Assets	<u>\$ 18,579</u>	<u>\$ 19,851</u>	<u>\$ 19,706</u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities:			
Short-term debt	\$ 16	\$ 309	\$ 1,063
Merchandise accounts payable	1,669	1,423	1,877
Accounts payable and accrued liabilities	2,873	3,563	2,514
Income taxes	52	352	23
Total Current Liabilities	<u>4,610</u>	<u>5,647</u>	<u>5,477</u>
Long-Term Debt	6,301	6,562	6,567
Deferred Income Taxes	1,512	1,443	1,448
Other Liabilities	1,773	1,877	2,164
Shareholders' Equity:			
Macy's, Inc.	4,388	4,323	4,046
Noncontrolling interest	(5)	(1)	4
Total Shareholders' Equity	<u>4,383</u>	<u>4,322</u>	<u>4,050</u>
Total Liabilities and Shareholders' Equity	<u>\$ 18,579</u>	<u>\$ 19,851</u>	<u>\$ 19,706</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(millions)

	26 Weeks Ended	
	July 29, 2017	July 30, 2016
Cash flows from operating activities:		
Net income	\$ 183	\$ 124
Adjustments to reconcile net income to net cash provided by operating activities:		
Impairments and other costs	—	249
Settlement charges	51	19
Depreciation and amortization	487	520
Stock-based compensation expense	31	37
Gains on sale of real estate	(111)	(35)
Amortization of financing costs and premium on acquired debt	(10)	(1)
Changes in assets and liabilities:		
Decrease in receivables	119	99
Decrease in merchandise inventories	419	184
Increase in prepaid expenses and other current assets	(13)	(40)
Increase in merchandise accounts payable	261	307
Decrease in accounts payable, accrued liabilities and other items not separately identified	(540)	(634)
Decrease in current income taxes	(301)	(204)
Increase (decrease) in deferred income taxes	24	(26)
Decrease in other liabilities not separately identified	(64)	(39)
Net cash provided by operating activities	<u>536</u>	<u>560</u>
Cash flows from investing activities:		
Purchase of property and equipment	(247)	(293)
Capitalized software	(125)	(151)
Disposition of property and equipment	150	67
Other, net	9	39
Net cash used by investing activities	<u>(213)</u>	<u>(338)</u>
Cash flows from financing activities:		
Debt repaid	(550)	(3)
Financing costs	—	(3)
Dividends paid	(230)	(228)
Increase (decrease) in outstanding checks	(64)	2
Acquisition of treasury stock	(1)	(130)
Issuance of common stock	2	27
Proceeds from noncontrolling interest	6	4
Net cash used by financing activities	<u>(837)</u>	<u>(331)</u>
Net decrease in cash and cash equivalents	(514)	(109)
Cash and cash equivalents beginning of period	1,297	1,109
Cash and cash equivalents end of period	<u>\$ 783</u>	<u>\$ 1,000</u>
Supplemental cash flow information:		
Interest paid	\$ 183	\$ 200
Interest received	5	2
Income taxes paid (net of refunds received)	401	292

The accompanying notes are an integral part of these Consolidated Financial Statements.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Summary of Significant Accounting Policies

Nature of Operations

Macy's, Inc. and subsidiaries (the "Company") is an omnichannel retail organization operating stores, websites and mobile applications under three brands (Macy's, Bloomingdale's and bluemercury) that sell a wide range of merchandise, including apparel and accessories (men's, women's and children's), cosmetics, home furnishings and other consumer goods. The Company's operations are conducted through approximately 850 Macy's, Macy's Backstage, Bloomingdale's, Bloomingdale's The Outlet and bluemercury stores in 45 states, the District of Columbia, Guam and Puerto Rico, as well as macys.com, bloomingdales.com and bluemercury.com. In addition, Bloomingdale's in Dubai, United Arab Emirates and Al Zahra, Kuwait are operated under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC.

A description of the Company's significant accounting policies is included in the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2017 (the "2016 10-K"). The accompanying Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto in the 2016 10-K.

Use of Estimates

The preparation of financial statements in conformity with United States generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions are subject to inherent uncertainties, which may result in actual amounts differing from reported amounts.

The Consolidated Financial Statements for the 13 and 26 weeks ended July 29, 2017 and July 30, 2016, in the opinion of management, include all adjustments (consisting only of normal recurring adjustments) considered necessary to present fairly, in all material respects, the consolidated financial position and results of operations of the Company.

Seasonality

Because of the seasonal nature of the retail business, the results of operations for the 13 and 26 weeks ended July 29, 2017 and July 30, 2016 (which do not include the Christmas season) are not necessarily indicative of such results for the full fiscal year.

Reclassifications

Certain reclassifications were made to prior years' amounts to conform to the classifications of such amounts for the most recent fiscal period.

Comprehensive Income

Total comprehensive income represents the change in equity during a period from sources other than transactions with shareholders and, as such, includes net income. For the Company, the only other components of total comprehensive income for the 13 and 26 weeks ended July 29, 2017 and July 30, 2016 relate to post employment and postretirement plan items. Settlement charges incurred are included as a separate component of operating expenses in the Consolidated Statements of Income. Amortization reclassifications out of accumulated other comprehensive loss are included in the computation of net periodic benefit cost (income) and are included in selling, general and administrative expenses on the Consolidated Statements of Income. See Note 4, "Benefit Plans," for further information.

Newly Adopted Accounting Pronouncements

The Company adopted Accounting Standards Update ("ASU") No. 2016-09, *Improvements to Employee Share-Based Payment Accounting*, effective January 29, 2017. This standard was issued to simplify several aspects of the accounting for share-based payment awards, including the income tax consequences, financial statement classification and forfeiture considerations of such awards. Upon adoption, the Company began to recognize, on a prospective basis, all excess tax benefits and tax deficiencies as income tax benefit or expense, respectively, in its Consolidated Statements of Income. For awards that were exercised, vested or expired during the 13 and 26 weeks ended July 29, 2017, approximately \$1 million and \$12 million, respectively, of additional income tax expense associated with net tax deficiencies was recognized. Additionally, these net tax deficiencies have been classified as an operating activity along with other income tax cash flows in the Consolidated Statements of Cash Flows. The Company has elected to adopt such presentation on a prospective basis.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

2. Earnings Per Share Attributable to Macy's, Inc. Shareholders

The following tables set forth the computation of basic and diluted earnings per share attributable to Macy's, Inc. shareholders:

	13 Weeks Ended			
	July 29, 2017		July 30, 2016	
	Net Income	Shares	Net Income	Shares
	(millions, except per share data)			
Net income attributable to Macy's, Inc. shareholders and average number of shares outstanding	\$ 116	304.5	\$ 11	308.5
Shares to be issued under deferred compensation and other plans		1.0		0.9
	<u>\$ 116</u>	<u>305.5</u>	<u>\$ 11</u>	<u>309.4</u>
Basic earnings per share attributable to Macy's, Inc. shareholders	<u>\$.38</u>		<u>\$.03</u>	
Effect of dilutive securities:				
Stock options, restricted stock and restricted stock units		1.0		1.9
	<u>\$ 116</u>	<u>306.5</u>	<u>\$ 11</u>	<u>311.3</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	<u>\$.38</u>		<u>\$.03</u>	

	26 Weeks Ended			
	July 29, 2017		July 30, 2016	
	Net Income	Shares	Net Income	Shares
	(millions, except per share data)			
Net income attributable to Macy's, Inc. shareholders and average number of shares outstanding	\$ 187	304.4	\$ 127	309.1
Shares to be issued under deferred compensation and other plans		0.8		0.9
	<u>\$ 187</u>	<u>305.2</u>	<u>\$ 127</u>	<u>310.0</u>
Basic earnings per share attributable to Macy's, Inc. shareholders	<u>\$.61</u>		<u>\$.41</u>	
Effect of dilutive securities:				
Stock options, restricted stock and restricted stock units		1.5		2.4
	<u>\$ 187</u>	<u>306.7</u>	<u>\$ 127</u>	<u>312.4</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	<u>\$.61</u>		<u>\$.41</u>	

For the 13 and 26 weeks ended July 29, 2017, in addition to the stock options, restricted stock and restricted stock units reflected in the foregoing tables, stock options to purchase 16.7 million shares of common stock and restricted stock units relating to 1.1 million shares of common stock were outstanding at July 29, 2017, but were not included in the computation of diluted earnings per share because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

For the 13 and 26 weeks ended July 30, 2016, in addition to the stock options, restricted stock and restricted stock units reflected in the foregoing tables, stock options to purchase 15.7 million shares of common stock and restricted stock units relating to 1.1 million shares of common stock were outstanding at July 30, 2016, but were not included in the computation of diluted earnings per share because their inclusion would have been antidilutive or they were subject to performance conditions that had not been met.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

3. Financing Activities

The following table shows the detail of debt repayments:

	26 Weeks Ended	
	July 29, 2017	July 30, 2016
	(millions)	
7.45% Senior debentures due 2017	\$ 300	\$ —
6.375% Senior notes due 2037	135	—
6.9% Senior debentures due 2032	72	—
6.7% Senior debentures due 2034	28	—
6.65% Senior debentures due 2024	4	—
6.9% Senior debentures due 2029	3	—
6.7% Senior debentures due 2028	3	—
7.0% Senior debentures due 2028	2	—
9.5% amortizing debentures due 2021	2	2
9.75% amortizing debentures due 2021	1	1
	<u>\$ 550</u>	<u>\$ 3</u>

During the 26 weeks ended July 29, 2017, the Company repaid, at maturity, \$300 million of 7.45% senior debentures due July 2017.

During the 26 weeks ended July 29, 2017, the Company repurchased \$247 million face value of senior notes and debentures. The debt repurchases were made in the open market for a total cash cost of \$257 million, including expenses related to the transactions. Such repurchases resulted in the recognition of income of \$2 million and expense of \$1 million during the 13 and 26 weeks ended July 29, 2017, respectively, presented as net premiums on early retirement of debt on the Consolidated Statements of Income.

4. Benefit Plans

The Company has defined contribution plans which cover substantially all employees who work 1,000 hours or more in a year. In addition, the Company has a funded defined benefit plan ("Pension Plan") and an unfunded defined benefit supplementary retirement plan ("SERP"), which provides benefits, for certain employees, in excess of qualified plan limitations. Effective January 1, 2012, the Pension Plan was closed to new participants, with limited exceptions, and effective January 2, 2012, the SERP was closed to new participants.

In February 2013, the Company announced changes to the Pension Plan and SERP whereby eligible employees no longer earn future pension service credits after December 31, 2013, with limited exceptions. All retirement benefits attributable to service in subsequent periods are provided through defined contribution plans.

In addition, certain retired employees currently are provided with specified health care and life insurance benefits ("Postretirement Obligations"). Eligibility requirements for such benefits vary, but generally state that benefits are available to eligible employees who were hired prior to a certain date and retire after a certain age with specified years of service. Certain employees are subject to having such benefits modified or terminated.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

The defined contribution plan expense and actuarially determined components of the net periodic benefit cost (income) associated with the defined benefit plans are as follows:

	13 Weeks Ended		26 Weeks Ended	
	July 29, 2017	July 30, 2016	July 29, 2017	July 30, 2016
	(millions)		(millions)	
401(k) Qualified Defined Contribution Plan	\$ 24	\$ 25	\$ 45	\$ 49
Non-Qualified Defined Contribution Plan	\$ —	\$ 1	\$ —	\$ 1
Pension Plan				
Service cost	\$ 2	\$ 1	\$ 3	\$ 2
Interest cost	27	28	54	56
Expected return on assets	(57)	(58)	(113)	(114)
Recognition of net actuarial loss	8	7	16	15
Amortization of prior service credit	—	—	—	—
	<u>\$ (20)</u>	<u>\$ (22)</u>	<u>\$ (40)</u>	<u>\$ (41)</u>
Supplementary Retirement Plan				
Service cost	\$ —	\$ —	\$ —	\$ —
Interest cost	5	6	11	12
Recognition of net actuarial loss	2	2	4	4
Amortization of prior service cost	—	—	—	—
	<u>\$ 7</u>	<u>\$ 8</u>	<u>\$ 15</u>	<u>\$ 16</u>
Total Retirement Expense	<u>\$ 11</u>	<u>\$ 12</u>	<u>\$ 20</u>	<u>\$ 25</u>
Postretirement Obligations				
Service cost	\$ —	\$ —	\$ —	\$ —
Interest cost	2	1	3	3
Recognition of net actuarial gain	(1)	(1)	(2)	(2)
Amortization of prior service cost	—	—	—	—
	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ 1</u>	<u>\$ 1</u>

During the 13 and 26 weeks ended July 29, 2017, the Company incurred \$51 million of non-cash settlement charges relating to the Company's defined benefit plans. During the 13 and 26 weeks ended July 30, 2016, the Company also incurred \$6 million and \$19 million, respectively, of non-cash settlement charges relating to the Company's defined benefit plans. These charges relate to the pro-rata recognition of net actuarial losses associated with the Company's defined benefit plans and are a result of an increase in lump sum distributions associated with store closings, a voluntary separation program and organizational restructuring, in addition to periodic distribution activity.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

5. Fair Value Measurements

The following table shows the Company's financial assets that are required to be measured at fair value on a recurring basis, by level within the hierarchy as defined by applicable accounting standards:

	July 29, 2017				July 30, 2016			
	Fair Value Measurements				Fair Value Measurements			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(millions)							
Marketable equity and debt securities	\$ 99	\$ 22	\$ 77	\$ —	\$ 141	\$ 18	\$ 123	\$ —

Other financial instruments not measured at fair value on a recurring basis include cash and cash equivalents, receivables, short-term debt, merchandise accounts payable, accounts payable and accrued liabilities and long-term debt. With the exception of long-term debt, the carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments. The fair values of long-term debt, excluding capitalized leases, are generally estimated based on quoted market prices for identical or similar instruments, and are classified as Level 2 measurements within the hierarchy as defined by applicable accounting standards.

The following table shows the estimated fair value of the Company's long-term debt:

	July 29, 2017			July 30, 2016		
	Notional Amount	Carrying Amount	Fair Value	Notional Amount	Carrying Amount	Fair Value
	(millions)					
Long-term debt	\$ 6,209	\$ 6,274	\$ 6,217	\$ 6,461	\$ 6,540	\$ 6,822

6. Condensed Consolidating Financial Information

Certain debt obligations of the Company, which constitute debt obligations of Macy's Retail Holdings, Inc. ("Subsidiary Issuer"), a 100%-owned subsidiary of Macy's, Inc. ("Parent"), are fully and unconditionally guaranteed by Parent. In the following condensed consolidating financial statements, "Other Subsidiaries" includes all other direct subsidiaries of Parent, including bluemercury, Inc., FDS Bank, West 34th Street Insurance Company New York, Macy's Merchandising Corporation, Macy's Merchandising Group, Inc. and its subsidiaries Macy's Merchandising Group (Hong Kong) Limited, Macy's Merchandising Group Procurement, LLC, Macy's Merchandising Group International, LLC, Macy's Merchandising Group International (Hong Kong) Limited, and its majority-owned subsidiary Macy's China Limited. "Subsidiary Issuer" includes operating divisions and non-guarantor subsidiaries of the Subsidiary Issuer on an equity basis. The assets and liabilities and results of operations of the non-guarantor subsidiaries of the Subsidiary Issuer are also reflected in "Other Subsidiaries."

Condensed Consolidating Statements of Comprehensive Income for the 13 and 26 weeks ended July 29, 2017 and July 30, 2016, Condensed Consolidating Balance Sheets as of July 29, 2017, July 30, 2016 and January 28, 2017, and the related Condensed Consolidating Statements of Cash Flows for the 26 weeks ended July 29, 2017 and July 30, 2016 are presented on the following pages.

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income
For the 13 Weeks Ended July 29, 2017
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 2,186	\$ 4,739	\$ (1,373)	\$ 5,552
Cost of sales	—	(1,356)	(3,330)	1,373	(3,313)
Gross margin	—	830	1,409	—	2,239
Selling, general and administrative expenses	—	(848)	(1,129)	—	(1,977)
Gains on sale of real estate	—	26	17	—	43
Settlement charges	—	(17)	(34)	—	(51)
Operating income (loss)	—	(9)	263	—	254
Interest (expense) income, net:					
External	2	(82)	1	—	(79)
Intercompany	—	(34)	34	—	—
Net premiums on early retirement of debt	—	2	—	—	2
Equity in earnings of subsidiaries	114	39	—	(153)	—
Income (loss) before income taxes	116	(84)	298	(153)	177
Federal, state and local income tax benefit (expense)	—	52	(116)	—	(64)
Net income (loss)	116	(32)	182	(153)	113
Net loss attributable to noncontrolling interest	—	—	3	—	3
Net income (loss) attributable to Macy's, Inc. shareholders	\$ 116	\$ (32)	\$ 185	\$ (153)	\$ 116
Comprehensive income (loss)	\$ 181	\$ 29	\$ 226	\$ (258)	\$ 178
Comprehensive loss attributable to noncontrolling interest	—	—	3	—	3
Comprehensive income (loss) attributable to Macy's, Inc. shareholders	\$ 181	\$ 29	\$ 229	\$ (258)	\$ 181

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income
For the 13 Weeks Ended July 30, 2016
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 2,494	\$ 4,989	\$ (1,617)	\$ 5,866
Cost of sales	—	(1,523)	(3,562)	1,617	(3,468)
Gross margin	—	971	1,427	—	2,398
Selling, general and administrative expenses	—	(957)	(1,090)	—	(2,047)
Gains on sale of real estate	—	16	5	—	21
Impairments and other costs	—	(184)	(65)	—	(249)
Settlement charges	—	(2)	(4)	—	(6)
Operating income (loss)	—	(156)	273	—	117
Interest (expense) income, net:					
External	—	(97)	—	—	(97)
Intercompany	—	(57)	57	—	—
Equity in earnings of subsidiaries	11	22	—	(33)	—
Income (loss) before income taxes	11	(288)	330	(33)	20
Federal, state and local income tax benefit (expense)	—	114	(125)	—	(11)
Net income (loss)	11	(174)	205	(33)	9
Net loss attributable to noncontrolling interest	—	—	2	—	2
Net income (loss) attributable to Macy's, Inc. shareholders	\$ 11	\$ (174)	\$ 207	\$ (33)	\$ 11
Comprehensive income (loss)	\$ (6)	\$ (191)	\$ 195	\$ (6)	\$ (8)
Comprehensive loss attributable to noncontrolling interest	—	—	2	—	2
Comprehensive income (loss) attributable to Macy's, Inc. shareholders	\$ (6)	\$ (191)	\$ 197	\$ (6)	\$ (6)

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income
For the 26 weeks ended July 29, 2017
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 4,242	\$ 9,866	\$ (3,218)	\$ 10,890
Cost of sales	—	(2,735)	(7,102)	3,218	(6,619)
Gross margin	—	1,507	2,764	—	4,271
Selling, general and administrative expenses	(1)	(1,617)	(2,239)	—	(3,857)
Gains on sale of real estate	—	92	19	—	111
Settlement charges	—	(17)	(34)	—	(51)
Operating income (loss)	(1)	(35)	510	—	474
Interest (expense) income, net:					
External	3	(167)	1	—	(163)
Intercompany	—	(69)	69	—	—
Net premiums on early retirement of debt	—	(1)	—	—	(1)
Equity in earnings of subsidiaries	186	30	—	(216)	—
Income (loss) before income taxes	188	(242)	580	(216)	310
Federal, state and local income tax benefit (expense)	(1)	84	(210)	—	(127)
Net income (loss)	187	(158)	370	(216)	183
Net loss attributable to noncontrolling interest	—	—	4	—	4
Net income (loss) attributable to Macy's, Inc. shareholders	\$ 187	\$ (158)	\$ 374	\$ (216)	\$ 187
Comprehensive income (loss)	\$ 258	\$ (91)	\$ 417	\$ (330)	\$ 254
Comprehensive loss attributable to noncontrolling interest	—	—	4	—	4
Comprehensive income (loss) attributable to Macy's, Inc. shareholders	\$ 258	\$ (91)	\$ 421	\$ (330)	\$ 258

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income
For the 26 weeks ended July 30, 2016
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Net sales	\$ —	\$ 4,948	\$ 10,363	\$ (3,674)	\$ 11,637
Cost of sales	—	(3,127)	(7,531)	3,674	(6,984)
Gross margin	—	1,821	2,832	—	4,653
Selling, general and administrative expenses	(1)	(1,853)	(2,173)	—	(4,027)
Gains on sale of real estate	—	30	5	—	35
Impairments and other costs	—	(184)	(65)	—	(249)
Settlement charges	—	(5)	(14)	—	(19)
Operating income (loss)	(1)	(191)	585	—	393
Interest (expense) income, net:					
External	1	(196)	—	—	(195)
Intercompany	—	(115)	115	—	—
Equity in earnings of subsidiaries	127	32	—	(159)	—
Income (loss) before income taxes	127	(470)	700	(159)	198
Federal, state and local income tax benefit (expense)	—	175	(249)	—	(74)
Net income (loss)	127	(295)	451	(159)	124
Net loss attributable to noncontrolling interest	—	—	3	—	3
Net income (loss) attributable to Macy's, Inc. shareholders	\$ 127	\$ (295)	\$ 454	\$ (159)	\$ 127
Comprehensive income (loss)	\$ 102	\$ (320)	\$ 436	\$ (119)	\$ 99
Comprehensive loss attributable to noncontrolling interest	—	—	3	—	3
Comprehensive income (loss) attributable to Macy's, Inc. shareholders	\$ 102	\$ (320)	\$ 439	\$ (119)	\$ 102

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Balance Sheet
As of July 29, 2017
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	\$ 421	\$ 78	\$ 284	\$ —	\$ 783
Receivables	—	132	250	—	382
Merchandise inventories	—	2,236	2,744	—	4,980
Prepaid expenses and other current assets	—	82	330	—	412
Total Current Assets	421	2,528	3,608	—	6,557
Property and Equipment – net	—	3,202	3,620	—	6,822
Goodwill	—	3,315	582	—	3,897
Other Intangible Assets – net	—	47	446	—	493
Other Assets	1	53	756	—	810
Deferred Income Taxes	25	—	—	(25)	—
Intercompany Receivable	1,011	—	2,065	(3,076)	—
Investment in Subsidiaries	3,054	3,690	—	(6,744)	—
Total Assets	<u>\$ 4,512</u>	<u>\$ 12,835</u>	<u>\$ 11,077</u>	<u>\$ (9,845)</u>	<u>\$ 18,579</u>
LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					
Short-term debt	\$ —	\$ 6	\$ 10	\$ —	\$ 16
Merchandise accounts payable	—	698	971	—	1,669
Accounts payable and accrued liabilities	24	900	1,949	—	2,873
Income taxes	28	2	22	—	52
Total Current Liabilities	52	1,606	2,952	—	4,610
Long-Term Debt	—	6,284	17	—	6,301
Intercompany Payable	—	3,076	—	(3,076)	—
Deferred Income Taxes	—	720	817	(25)	1,512
Other Liabilities	72	425	1,276	—	1,773
Shareholders' Equity:					
Macy's, Inc.	4,388	724	6,020	(6,744)	4,388
Noncontrolling Interest	—	—	(5)	—	(5)
Total Shareholders' Equity	4,388	724	6,015	(6,744)	4,383
Total Liabilities and Shareholders' Equity	<u>\$ 4,512</u>	<u>\$ 12,835</u>	<u>\$ 11,077</u>	<u>\$ (9,845)</u>	<u>\$ 18,579</u>

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Balance Sheet
As of July 30, 2016
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	\$ 621	\$ 89	\$ 290	\$ —	\$ 1,000
Receivables	—	146	277	—	423
Merchandise inventories	—	2,500	2,822	—	5,322
Income tax receivable	8	11	—	(19)	—
Prepaid expenses and other current assets	—	84	387	—	471
Total Current Assets	629	2,830	3,776	(19)	7,216
Property and Equipment – net	—	3,586	3,601	—	7,187
Goodwill	—	3,315	582	—	3,897
Other Intangible Assets – net	—	49	453	—	502
Other Assets	—	155	749	—	904
Deferred Income Taxes	23	—	—	(23)	—
Intercompany Receivable	—	—	2,710	(2,710)	—
Investment in Subsidiaries	4,524	3,247	—	(7,771)	—
Total Assets	<u>\$ 5,176</u>	<u>\$ 13,182</u>	<u>\$ 11,871</u>	<u>\$ (10,523)</u>	<u>\$ 19,706</u>
LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					
Short-term debt	\$ —	\$ 1,062	\$ 1	\$ —	\$ 1,063
Merchandise accounts payable	—	825	1,052	—	1,877
Accounts payable and accrued liabilities	29	1,380	1,105	—	2,514
Income taxes	—	—	42	(19)	23
Total Current Liabilities	29	3,267	2,200	(19)	5,477
Long-Term Debt	—	6,549	18	—	6,567
Intercompany Payable	1,043	1,667	—	(2,710)	—
Deferred Income Taxes	—	653	818	(23)	1,448
Other Liabilities	58	573	1,533	—	2,164
Shareholders' Equity:					
Macy's, Inc.	4,046	473	7,298	(7,771)	4,046
Noncontrolling Interest	—	—	4	—	4
Total Shareholders' Equity	4,046	473	7,302	(7,771)	4,050
Total Liabilities and Shareholders' Equity	<u>\$ 5,176</u>	<u>\$ 13,182</u>	<u>\$ 11,871</u>	<u>\$ (10,523)</u>	<u>\$ 19,706</u>

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Balance Sheet
As of January 28, 2017
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS:					
Current Assets:					
Cash and cash equivalents	\$ 938	\$ 81	\$ 278	\$ —	\$ 1,297
Receivables	—	169	353	—	522
Merchandise inventories	—	2,565	2,834	—	5,399
Prepaid expenses and other current assets	—	84	324	—	408
Total Current Assets	938	2,899	3,789	—	7,626
Property and Equipment – net	—	3,397	3,620	—	7,017
Goodwill	—	3,315	582	—	3,897
Other Intangible Assets – net	—	51	447	—	498
Other Assets	—	47	766	—	813
Deferred Income Taxes	26	—	—	(26)	—
Intercompany Receivable	375	—	2,428	(2,803)	—
Investment in Subsidiaries	3,137	3,540	—	(6,677)	—
Total Assets	<u>\$ 4,476</u>	<u>\$ 13,249</u>	<u>\$ 11,632</u>	<u>\$ (9,506)</u>	<u>\$ 19,851</u>
LIABILITIES AND SHAREHOLDERS' EQUITY:					
Current Liabilities:					
Short-term debt	\$ —	\$ 306	\$ 3	\$ —	\$ 309
Merchandise accounts payable	—	590	833	—	1,423
Accounts payable and accrued liabilities	16	1,064	2,483	—	3,563
Income taxes	71	16	265	—	352
Total Current Liabilities	87	1,976	3,584	—	5,647
Long-Term Debt	—	6,544	18	—	6,562
Intercompany Payable	—	2,803	—	(2,803)	—
Deferred Income Taxes	—	688	781	(26)	1,443
Other Liabilities	66	500	1,311	—	1,877
Shareholders' Equity:					
Macy's, Inc.	4,323	738	5,939	(6,677)	4,323
Noncontrolling Interest	—	—	(1)	—	(1)
Total Shareholders' Equity	4,323	738	5,938	(6,677)	4,322
Total Liabilities and Shareholders' Equity	<u>\$ 4,476</u>	<u>\$ 13,249</u>	<u>\$ 11,632</u>	<u>\$ (9,506)</u>	<u>\$ 19,851</u>

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Cash Flows
For the 26 Weeks Ended July 29, 2017
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income (loss)	\$ 187	\$ (158)	\$ 370	\$ (216)	\$ 183
Settlement charges	—	17	34	—	51
Equity in earnings of subsidiaries	(186)	(30)	—	216	—
Dividends received from subsidiaries	340	—	—	(340)	—
Depreciation and amortization	—	178	309	—	487
(Increase) decrease in working capital	(46)	262	(382)	—	(166)
Other, net	12	(29)	(2)	—	(19)
Net cash provided by operating activities	<u>307</u>	<u>240</u>	<u>329</u>	<u>(340)</u>	<u>536</u>
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	85	(307)	—	(222)
Other, net	—	—	9	—	9
Net cash provided (used) by investing activities	<u>—</u>	<u>85</u>	<u>(298)</u>	<u>—</u>	<u>(213)</u>
Cash flows from financing activities:					
Debt repaid	—	(550)	—	—	(550)
Dividends paid	(230)	—	(340)	340	(230)
Common stock acquired, net of issuance of common stock	1	—	—	—	1
Proceeds from noncontrolling interest	—	—	6	—	6
Intercompany activity, net	(605)	259	346	—	—
Other, net	10	(37)	(37)	—	(64)
Net cash used by financing activities	<u>(824)</u>	<u>(328)</u>	<u>(25)</u>	<u>340</u>	<u>(837)</u>
Net increase (decrease) in cash and cash equivalents	(517)	(3)	6	—	(514)
Cash and cash equivalents at beginning of period	938	81	278	—	1,297
Cash and cash equivalents at end of period	<u>\$ 421</u>	<u>\$ 78</u>	<u>\$ 284</u>	<u>\$ —</u>	<u>\$ 783</u>

MACY'S, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Condensed Consolidating Statement of Cash Flows
For the 26 Weeks Ended July 30, 2016
(millions)

	Parent	Subsidiary Issuer	Other Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net income (loss)	\$ 127	\$ (295)	\$ 451	\$ (159)	\$ 124
Impairments and other costs	—	184	65	—	249
Settlement charges	—	5	14	—	19
Equity in earnings of subsidiaries	(127)	(32)	—	159	—
Dividends received from subsidiaries	303	575	—	(878)	—
Depreciation and amortization	—	205	315	—	520
(Increase) decrease in working capital	32	367	(722)	—	(323)
Other, net	17	(37)	(9)	—	(29)
Net cash provided by operating activities	352	972	114	(878)	560
Cash flows from investing activities:					
Purchase of property and equipment and capitalized software, net	—	(50)	(327)	—	(377)
Other, net	—	43	(4)	—	39
Net cash used by investing activities	—	(7)	(331)	—	(338)
Cash flows from financing activities:					
Debt repaid	—	(3)	—	—	(3)
Dividends paid	(228)	—	(878)	878	(228)
Common stock acquired, net of issuance of common stock	(103)	—	—	—	(103)
Proceeds from noncontrolling interest	—	—	4	—	4
Intercompany activity, net	(139)	(937)	1,076	—	—
Other, net	(2)	(27)	28	—	(1)
Net cash provided (used) by financing activities	(472)	(967)	230	878	(331)
Net increase (decrease) in cash and cash equivalents	(120)	(2)	13	—	(109)
Cash and cash equivalents at beginning of period	741	91	277	—	1,109
Cash and cash equivalents at end of period	\$ 621	\$ 89	\$ 290	\$ —	\$ 1,000

MACY'S, INC.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

For purposes of the following discussion, all references to "second quarter of 2017" and "second quarter of 2016" are to the Company's 13-week fiscal periods ended July 29, 2017 and July 30, 2016, respectively, and all references to "2017" and "2016" are to the Company's 26-week fiscal periods ended July 29, 2017 and July 30, 2016, respectively.

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes included elsewhere in this report, as well as the financial and other information included in the 2016 10-K. The following discussion contains forward-looking statements that reflect the Company's plans, estimates and beliefs. The Company's actual results could materially differ from those discussed in these forward-looking statements. Factors that could cause or contribute to those differences include, but are not limited to, those discussed below and elsewhere in this report (particularly in "Forward-Looking Statements") and in the 2016 10-K (particularly in "Risk Factors" and in "Forward-Looking Statements"). This discussion includes non-GAAP financial measures. For information about these measures, see the disclosure under the caption "Important Information Regarding Non-GAAP Financial Measures" on pages 29 to 31.

Overview

The Company is an omnichannel retail organization operating stores, websites and mobile applications under three brands (Macy's, Bloomingdale's and bluemercury) that sell a wide range of merchandise, including apparel and accessories (men's, women's and children's), cosmetics, home furnishings and other consumer goods. The Company operates approximately 850 stores in 45 states, the District of Columbia, Guam and Puerto Rico. As of July 29, 2017, the Company's operations were conducted through Macy's, Bloomingdale's, Bloomingdale's The Outlet, Macy's Backstage, bluemercury and Macy's China Limited. In addition, Bloomingdale's in Dubai, United Arab Emirates and Al Zahra, Kuwait are operated under a license agreement with Al Tayer Insignia, a company of Al Tayer Group, LLC.

The Company has begun the implementation of its North Star strategy to transform its omnichannel business and focus on key growth areas, embrace customer centricity, and optimize value in its real estate portfolio. Inspired by the North Star, there are five points to this strategy.

1. **From Familiar to Favorite** includes everything the Company does to further its brand awareness and identity to its core customers. Actions include understanding and anticipating customers' needs, strengthening the Company's fashion authority and executing initiatives around its loyalty and pricing strategies.
2. **It Must Be Macy's** encompasses delivering the products and experiences customers love and are exclusive to the Company. This includes styles and home fashion for every day and special occasions, from the Company's leading private brands, as well as exclusive national brands or assortments. It celebrates the Company's iconic events and includes strategies to appeal to more value-oriented customers.
3. **Every Experience Matters**, in-store and online. The Company's competitive advantage is the ability to combine the human touch in its physical stores with cutting-edge technology in its mobile applications and websites. Key to this point is the enhancement of a customer's experience as they explore our stores, mobile applications and websites, find their favorite styles, sizes and colors, and receive their purchases through the shopping channels they prefer.
4. **Funding our Future** represents the decisions and actions the Company takes to identify and realize resources to fuel growth. This involves a focus on cost reduction and reinvestment as well as creating value from the Company's real estate portfolio.
5. **What's New, What's Next** explores and develops those innovations to turn consumer and technology trends to the Company's advantage and to drive growth. This includes exploring previously unmet customer needs and making smart investment decisions based on customer insights and analytics.

The Company has taken a number of key steps over the past couple of years to position itself to successfully implement the North Star strategy. Specifically, in August 2016, the Company announced its intention to close approximately 100 Macy's stores, 70 of which were closed or announced to be closed by the end of the second quarter of 2017. Further, in January 2017, the Company announced a series of actions to streamline its store portfolio, intensify cost efficiency efforts and execute its real estate strategy. In addition, the Company has reorganized the field structure that supports the remaining stores and conducted a significant restructuring of the Company's central operations to focus resources on strategic priorities and reduce expense.

MACY'S, INC.

The Company's real estate strategy is designed to create value through both monetization and redevelopment of certain assets:

- In January 2016, the Company completed a \$270 million real estate transaction to recreate Macy's Brooklyn store. The Company continues to own and operate the first four floors and lower level of its existing nine-story retail store, which is currently being reconfigured and remodeled. The remaining portion of the store and its nearby parking facility were sold to Tishman Speyer in a single sales transaction. As the sales agreement required the Company to conduct certain redevelopment activities within the store, the Company is recognizing the gain on the transaction, approximately \$250 million, under the percentage of completion method of accounting over the redevelopment period. Accordingly, \$144 million has been recognized to-date and the remaining gain is anticipated to be recognized over the next two years.
- In fiscal 2016, the Company had property and equipment sales, primarily related to real estate, totaling \$673 million in cash proceeds and recognized real estate gains of \$209 million. These proceeds include the cash received from the sale of the Company's 248,000 square-foot Union Square Men's building in San Francisco for approximately \$250 million in January 2017. The Company will use part of the proceeds to consolidate the Men's store into its main Union Square store. The Company will lease the Men's store property for two to three years as it completes the reconfiguration of the main store. The Company is expected to recognize a gain of approximately \$235 million in January 2018.
- In January 2017, the Company finalized the formation of a strategic alliance with Brookfield Asset Management, a leading global alternative asset manager, to create increased value in its real estate portfolio. Under the alliance, Brookfield has an exclusive right for up to 24 months to create a "pre-development plan" for each of approximately 50 Macy's real estate assets, with an option for Macy's to continue to identify and add assets into the alliance. The breadth of opportunity within the portfolio ranges from the additional development on a portion of an asset (such as a Company-controlled land parcel adjacent to a store) to the complete redevelopment of an existing store. Once a "pre-development plan" is created, the Company has the option to accept the pre-development plan and then either contribute the asset into a joint venture for the development plan to commence or sell the asset to Brookfield. If the Company chooses to contribute the asset into a joint venture, the Company may elect to participate as a funding or non-funding partner. After development, the joint venture may sell the asset and distribute proceeds accordingly. Based on the analysis conducted to date, preliminary indications point to a likelihood that Brookfield will recommend proceeding with redevelopment on roughly two thirds of the assets subject to the alliance.
- In February 2017, the Company sold its downtown Minneapolis store and parking facility for \$59 million of proceeds and recognized a gain of approximately \$47 million in the first quarter of 2017.
- In April 2017, the Company launched a marketing effort for the upper floors of its flagship State Street Macy's store in downtown Chicago. Development and increased utilization of the upper floors are expected to drive more foot traffic to the store.
- In May 2017, the Company signed a contract to sell an additional two floors of the downtown Seattle Macy's store; four floors were sold in a similar transaction in 2015. This transaction is expected to close in the Fall of 2017.

In 2017, the Company opened new Macy's stores in Murray, UT and Los Angeles, CA as well as a Bloomingdale's store in Kuwait under a license agreement with Al Tayer Group. The Company expects to open new Macy's and Bloomingdale's stores in Al Maryah Central in Abu Dhabi, UAE, in fiscal 2018 under a license agreement with Al Tayer Group and two additional Bloomingdale's stores in San Jose, CA and Norwalk, CT in fiscal 2019.

Both Macy's off-price business, Macy's Backstage, and its clearance strategy, Last Act, have been successful in providing unique value opportunities to both existing and new Macy's customers. The Company is currently focused on opening new Macy's Backstage stores within existing Macy's store locations. In the second quarter, the Company opened 12 new Macy's Backstage stores within existing Macy's stores, bringing the total locations in operation to 45 (7 freestanding and 38 inside Macy's stores) as of July 29, 2017. The Company expects to open 7 additional Macy's Backstage locations inside Macy's stores in the remainder of fiscal 2017.

The Company is focused on accelerating the growth of its luxury beauty products and spa retailer, bluemercury, by opening additional freestanding bluemercury stores in urban and suburban markets, enhancing its online capabilities and adding bluemercury products and boutiques to Macy's stores. 16 new freestanding bluemercury locations were opened in the second quarter of 2017 and 11 additional locations are expected to open later in the fiscal year. As of July 29, 2017, the Company is operating 147 bluemercury locations (127 freestanding and 20 inside Macy's stores).

MACY'S, INC.

Results of Operations

Comparison of the Second Quarter of 2017 and the Second Quarter of 2016

	Second Quarter of 2017		Second Quarter of 2016	
	Amount	% to Sales	Amount	% to Sales
	(dollars in millions, except per share figures)			
Net sales	\$ 5,552		\$ 5,866	
Decrease in sales	(5.4) %		(3.9) %	
Decrease in comparable sales	(2.8) %		(2.6) %	
Cost of sales	(3,313)	(59.7) %	(3,468)	(59.1) %
Gross margin	2,239	40.3 %	2,398	40.9 %
Selling, general and administrative expenses	(1,977)	(35.6) %	(2,047)	(34.9) %
Gains on sale of real estate	43	0.8 %	21	0.4 %
Impairments and other costs	—	— %	(249)	(4.3) %
Settlement charges	(51)	(0.9) %	(6)	(0.1) %
Operating income	254	4.6 %	117	2.0 %
Interest expense - net	(79)		(97)	
Net premiums on early retirement of debt	2		—	
Income before income taxes	177		20	
Federal, state and local income tax expense	(64)		(11)	
Net income	113		9	
Net loss attributable to noncontrolling interest	3		2	
Net income attributable to Macy's, Inc. shareholders	\$ 116	2.1 %	\$ 11	0.2 %
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$.38		\$.03	
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding the impact of impairments and other costs, settlement charges and net premiums on early retirement of debt	\$.48		\$.54	

Net Sales

Net sales for the second quarter of 2017 decreased \$314 million or 5.4% compared to the second quarter of 2016 due to fiscal year-end 2016 store closures and the decline in comparable sales. The decrease in comparable sales on an owned basis for the second quarter of 2017 was 2.8% compared to the second quarter of 2016. The decrease in comparable sales on an owned plus licensed basis for the second quarter of 2017 was 2.5% compared to the second quarter of 2016. Sales during the quarter were strongest in shoes, fine jewelry, furniture and mattresses, fragrances, active apparel, and men's tailored clothing. Sales were weaker in cosmetics and housewares. The Company's digital business continued its strong growth with double digit gains in the quarter. Geographically, regional trends were relatively consistent. However, lower international tourism sales contributed to the decline of sales in the second quarter of 2017 compared to the second quarter of 2016.

Cost of Sales

The cost of sales rate as a percent to net sales for the second quarter of 2017 increased to 59.7% compared to 59.1% for the second quarter of 2016. This increase in the cost of sales rate as a percent to net sales was due in part to increased promotional activity in the beauty business, price competition in housewares and small electrics and margin pressures in tech watches. The Company expects these trends to continue and is working to offset the gross margin pressure by increasing margin through faster inventory turnover, and growth in the private brand and Last Act businesses. The application of the last-in, first-out (LIFO) retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales in either period.

MACY'S, INC.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses for the second quarter of 2017 decreased \$70 million or 3.4% from the second quarter of 2016. The SG&A rate as a percent to net sales of 35.6% was 70 basis points higher in the second quarter of 2017, as compared to the second quarter of 2016. SG&A expenses in the second quarter of 2017 include reduced expenses from the year-end 2016 stores closures and the impact of restructuring activities, partially offset by investments in digital growth. Income from credit operations was \$183 million in the second quarter of 2017, an increase of \$2 million compared to \$181 million recognized in the second quarter of 2016. Income from credit operations excludes costs related to new account originations and fraudulent transactions incurred on the Company's private label credit cards.

Gains on Sale of Real Estate

The second quarter of 2017 included asset sale gains of \$43 million, including approximately \$18 million related to the Macy's Brooklyn transaction. This compares to \$21 million of asset sale gains recognized in the second quarter of 2016, inclusive of approximately \$11 million related to the Macy's Brooklyn transaction.

Impairments and Other Costs

Impairments and other costs were \$249 million for the second quarter of 2016 and related primarily to the Company's decision to close approximately 100 Macy's full-line stores. No such charges were recognized in the second quarter of 2017.

Settlement Charges

The second quarter of 2017 and 2016 included \$51 million and \$6 million, respectively, of non-cash settlement charges relating to the Company's defined benefit plans. These charges relate to the pro-rata recognition of net actuarial losses and are the result of an increase in lump sum distributions associated with store closings, a voluntary separation program and organizational restructuring, and periodic distribution activity.

Net Interest Expense

Net interest expense for the second quarter of 2017 decreased \$18 million from the second quarter of 2016 due to a reduction in the Company's debt from \$7.6 billion as of the end of the second quarter of 2016 to \$6.3 billion as of the end of the second quarter of 2017. This approximately \$1.3 billion reduction is due to the maturity and early payment of certain of the Company's borrowings and excludes the impact of the net premiums and expenses associated with the early retirement of debt as discussed below.

Net Premiums on Early Retirement of Debt

The Company repurchased approximately \$101 million face value of senior notes and debentures in the second quarter of 2017. The debt repurchases were made in the open market for a total cash cost of approximately \$108 million, including expenses related to the transactions. As a result of the debt repurchases, the Company recognized income of \$2 million related to amortization of premiums on acquired debt net of expenses and fees in the second quarter of 2017.

Effective Tax Rate

The Company's effective tax rate of 36.2% for the second quarter of 2017 and 55.0% for the second quarter of 2016 differ from the federal income tax statutory rate of 35%, and on a comparative basis, principally because of the effect of state and local income taxes, including the settlement of various tax issues and tax examinations as well as the recognition of approximately \$1 million of net tax deficiencies in the second quarter of 2017 associated with share-based payment awards due to the adoption of ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*. Historically, the Company had recognized such amounts as an offset to accumulated excess tax benefits previously recognized in additional paid-in capital.

Net Income Attributable to Macy's, Inc. Shareholders

Net income attributable to Macy's, Inc. shareholders for the second quarter of 2017 increased \$105 million compared to the second quarter of 2016. The second quarter of 2016 included \$154 million of after tax impairments and other costs, while the second quarter of 2017 included higher asset sale gains compared to second quarter of 2016. These favorable changes in the second quarter of 2017 as well as lower SG&A and interest expenses were partially offset by lower net sales and gross margin and higher retirement plan settlement charges in the second quarter of 2017.

MACY'S, INC.

Diluted Earnings Per Share Attributable to Macy's, Inc. Shareholders

Diluted earnings per share for the second quarter of 2017 increased \$.35 compared to the second quarter of 2016, reflecting higher net income. Excluding the impact of impairments and other costs, settlement charges, and the net premiums on the early retirement of debt, diluted earnings per share for the second quarter of 2017 decreased \$.06 or 11.1% compared to the second quarter of 2016.

Comparison of the 26 Weeks Ended July 29, 2017 and July 30, 2016

	2017		2016	
	Amount	% to Sales	Amount	% to Sales
	(dollars in millions, except per share figures)			
Net sales	\$ 10,890		\$ 11,637	
Decrease in sales	(6.4) %		(5.7) %	
Decrease in comparable sales	(4.0) %		(4.4) %	
Cost of sales	(6,619)	(60.8) %	(6,984)	(60.0) %
Gross margin	4,271	39.2 %	4,653	40.0 %
Selling, general and administrative expenses	(3,857)	(35.3) %	(4,027)	(34.6) %
Gains on sale of real estate	111	1.0 %	35	0.3
Impairments and other costs	—	— %	(249)	(2.1) %
Settlement charges	(51)	(0.5) %	(19)	(0.2) %
Operating income	474	4.4 %	393	3.4 %
Interest expense - net	(163)		(195)	
Net premiums on early retirement of debt	(1)		—	
Income before income taxes	310		198	
Federal, state and local income tax expense	(127)		(74)	
Net income	183		124	
Net loss attributable to noncontrolling interest	4		3	
Net income attributable to Macy's, Inc. shareholders	<u>\$ 187</u>	<u>1.7 %</u>	<u>\$ 127</u>	<u>1.1 %</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	<u>\$.61</u>		<u>\$.41</u>	
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding the impact of impairments and other costs, settlement charges and net premiums on early retirement of debt	<u>\$.71</u>		<u>\$.94</u>	

Net Sales

Net sales for 2017 decreased \$747 million or 6.4% compared to 2016 due to fiscal year-end 2016 store closures and the decline in comparable sales. The decrease in comparable sales on an owned basis for 2017 was 4.0% compared to 2016. The decrease in comparable sales on an owned plus licensed basis for 2017 was 3.6% compared to 2016. Sales during 2017 were strongest in women's apparel, primarily active and dresses, fine jewelry, fragrances, and women's shoes. Sales were weaker in housewares, tabletop, handbags and cosmetics. The Company's digital business continued its strong growth at both macys.com and bloomingdales.com. Geographically, the Company's strongest business was the Southwest region.

Cost of Sales

The cost of sales rate as a percent to net sales for 2017 increased to 60.8% compared to 60.0% for 2016. The increase in the cost of sales rate as a percent to net sales was due in part to increased promotional activity in the beauty business, price competition in housewares and small electrics and margin pressures in tech watches. The Company expects these trends to continue and is working to offset the gross margin pressure by increasing margin through faster inventory turnover, and growth in the private brand and Last Act businesses. The application of the LIFO retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales in either period.

MACY'S, INC.

Selling, General and Administrative Expenses

SG&A expenses for 2017 decreased \$170 million or 4.2% from 2016. The SG&A rate as a percent to net sales of 35.3% was 70 basis points higher in 2017 as compared to 2016. SG&A expenses in 2017 include reduced expenses from the year-end 2016 stores closures and the impact of restructuring activities, partially offset by investments in digital growth and initiatives at bluemercury. Income from credit operations was \$363 million in 2017 and 2016. Income from credit operations excludes costs related to new account originations and fraudulent transactions incurred on the Company's private label credit cards.

Gains on Sale of Real Estate

2017 included asset sale gains of \$111 million, including \$47 million related to the downtown Minneapolis property and \$27 million related to the Macy's Brooklyn transaction. This compares to \$35 million of asset sale gains recognized in 2016, inclusive of approximately \$15 million related to the Macy's Brooklyn transaction.

Impairments and Other Costs

Impairments and other costs were \$249 million for 2016 and related primarily to the Company's decision to close approximately 100 Macy's full-line stores. No such charges were recognized in 2017.

Settlement Charges

2017 and 2016 included \$51 million and \$19 million, respectively, of non-cash settlement charges relating to the Company's defined benefit plans. These charges relate to the pro-rata recognition of net actuarial losses and are the result of an increase in lump sum distributions associated with store closings, a voluntary separation program and organizational restructuring, and periodic distribution activity.

Net Interest Expense

Net interest expense for 2017 decreased \$32 million from 2016 due to a reduction in the Company's debt as discussed previously within the quarterly review.

Net Premiums on Early Retirement of Debt

The Company repurchased approximately \$247 million face value of senior notes and debentures in 2017. The debt repurchases were made in the open market for a total cash cost of approximately \$257 million, including expenses related to the transactions. As a result of the debt repurchases, the Company recognized \$1 million in expenses and fees net of premiums on acquired debt in 2017.

Effective Tax Rate

The Company's effective tax rate of 41.0% for 2017 and 37.4% for 2016 differ from the federal income tax statutory rate of 35%, and on a comparative basis, principally because of the effect of state and local income taxes, including the settlement of various tax issues and tax examinations as well as the recognition of approximately \$12 million of net tax deficiencies in 2017 associated with share-based payment awards due to the adoption of ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting*. Historically, the Company had recognized such amounts as an offset to accumulated excess tax benefits previously recognized in additional paid-in capital.

Net Income Attributable to Macy's, Inc. Shareholders

Net income attributable to Macy's, Inc. shareholders for 2017 increased \$60 million or 47.2% compared to 2016. The increase from 2017 to 2016 is primarily attributable to higher asset sale gains in 2017 as well as the fact that 2016 included \$154 million of after tax impairments and other costs. These favorable changes as well as lower SG&A and interest expenses were partially offset by lower net sales and gross margin and higher retirement plan settlement charges in 2017.

Diluted Earnings Per Share Attributable to Macy's, Inc. Shareholders

Diluted earnings per share for 2017 increased \$.20 or 48.8% compared to 2016, reflecting higher net income. Excluding the impact of impairments and other costs, settlement charges, and the net premiums on the early retirement of debt, diluted earnings per share for 2017 decreased \$.23 or 24.5% compared to 2016.

MACY'S, INC.

Liquidity and Capital Resources

The Company's principal sources of liquidity are cash from operations, cash on hand and the credit facility described below.

Operating Activities

Net cash provided by operating activities in 2017 was \$536 million, compared to \$560 million provided in 2016, primarily due to increased income tax payments, net of refunds, partially offset by a decline in merchandise inventories and interest payments.

Investing Activities

Net cash used by investing activities was \$213 million in 2017, compared to net cash used by investing activities of \$338 million in 2016. Investing activities for 2017 include purchases of property and equipment totaling \$247 million and capitalized software of \$125 million, compared to purchases of property and equipment totaling \$293 million and capitalized software of \$151 million for 2016. Additionally, the Company received cash of \$150 million for the disposition of property and equipment in 2017, primarily related to real estate transactions, as compared to \$67 million received in 2016.

Financing Activities

Net cash used by the Company for financing activities was \$837 million for 2017, including debt payments of \$550 million, payment of \$230 million of cash dividends, and a decrease in outstanding checks of \$64 million. For 2017, the Company repurchased approximately \$247 million face value of senior notes and debentures. During the second quarter of 2017, the Company repaid at maturity \$300 million of 7.45% senior debentures due July 2017.

Net cash used by the Company for financing activities was \$331 million for 2016, including \$130 million for the acquisition of the Company's common stock, primarily under its share repurchase program and the payment of \$228 million of cash dividends, partially offset by \$27 million from the issuance of common stock, primarily related to the exercise of stock options.

The Company is party to a credit agreement with certain financial institutions providing for revolving credit borrowings and letters of credit in an aggregate amount not to exceed \$1,500 million (which may be increased to \$1,750 million at the option of the Company, subject to the willingness of existing or new lenders to provide commitments for such additional financing) outstanding at any particular time. The agreement is set to expire May 6, 2021. As of July 29, 2017, the Company did not have any borrowings or letters of credit outstanding under its credit facility.

The Company is party to a \$1,500 million unsecured commercial paper program. The Company may issue and sell commercial paper in an aggregate amount outstanding at any particular time not to exceed its then-current combined borrowing availability under its bank credit agreement. As of July 29, 2017, the Company did not have any borrowings outstanding under its commercial paper program.

As of July 29, 2017 the Company was required to maintain a specified interest coverage ratio for the latest four quarters of no less than 3.25 and a specified leverage ratio as of and for the latest four quarters of no more than 3.75 under the credit agreement. The Company's interest coverage ratio for the second quarter of 2017 was 7.46 and its leverage ratio at July 29, 2017 was 2.36, in each case as calculated in accordance with the credit agreement.

On August 25, 2017, the Company announced that the Board of Directors declared a quarterly dividend of 37.75 cents per share on its common stock, payable October 2, 2017, to Macy's shareholders of record at the close of business on September 15, 2017.

MACY'S, INC.

Capital Resources

Management believes that, with respect to the Company's current operations, cash on hand and funds from operations, together with its credit facility and other capital resources, will be sufficient to cover the Company's reasonably foreseeable working capital, capital expenditure and debt service requirements and other cash requirements in both the near term and over the longer term. The Company's ability to generate funds from operations may be affected by numerous factors, including general economic conditions and levels of consumer confidence and demand; however, the Company expects to be able to manage its working capital levels and capital expenditure amounts so as to maintain sufficient levels of liquidity. To the extent that the Company's cash balances from time to time exceed amounts that are needed to fund its immediate liquidity requirements, the Company will consider alternative uses of some or all of such excess cash. Such alternative uses may include, among others, the redemption or repurchase of debt, equity or other securities through open market purchases, privately negotiated transactions or otherwise, and the funding of pension related obligations. Depending upon its actual and anticipated sources and uses of liquidity, conditions in the capital markets and other factors, the Company will from time to time consider the issuance of debt or other securities, or other possible capital markets transactions, for the purpose of raising capital which could be used to refinance current indebtedness or for other corporate purposes, including the redemption or repurchase of debt, equity or other securities through open market purchases, privately negotiated transactions or otherwise, and the funding of pension related obligations.

The Company intends from time to time to consider additional acquisitions of, and investments in, retail businesses and other complementary assets and companies. Acquisition transactions, if any, are expected to be financed from one or more of the following sources: cash on hand, cash from operations, borrowings under existing or new credit facilities and the issuance of long-term debt or other securities, including common stock.

MACY'S, INC.

Outlook and Recent Developments

The Company's operations are impacted by competitive pressures from department stores, off-price stores, specialty stores, mass merchandisers, online retailers and all other retail channels. The Company's operations are also impacted by general consumer spending levels, including the impact of general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of weather or natural disasters and other factors over which the Company has little or no control.

In recent years, consumer spending levels have been affected to varying degrees by a number of factors, including modest economic growth, uncertainty regarding governmental spending and tax policies, unemployment levels, tightened consumer credit, an improving housing market and a fluctuating stock market. In addition, consumer spending levels of international customers are impacted by the strength of the U.S. dollar relative to foreign currencies. These factors have affected, to varying degrees, the amount of funds that consumers are willing and able to spend for discretionary purchases, including purchases of some of the merchandise offered by the Company.

All economic conditions ultimately affect the Company's overall operations. However, the effects of economic conditions can be experienced differently and at different times, in the various geographic regions in which the Company operates, in relation to the different types of merchandise that the Company offers for sale, or in relation to each of the Company's branded operations.

On August 10, 2017, the Company issued a press release to report its preliminary earnings for the second quarter of 2017 and reaffirmed its previously provided guidance for full-year fiscal 2017. In summary, the Company expects comparable sales on an owned basis to decline between 2.2 percent and 3.3 percent, with comparable sales on an owned plus licensed basis to decline between 2.0 percent and 3.0 percent. Total sales are expected to be down between 3.2 percent and 4.3 percent in fiscal 2017. Total sales for fiscal 2017 reflect a 53rd week, whereas comparable sales are on a 52-week basis. Adjusted diluted earnings per share between \$3.37 and \$3.62 are expected in fiscal 2017, excluding the impact of the anticipated settlement charges related to the Company's defined benefit plans and net premiums and fees associated with debt repurchases. Excluding the impact of the anticipated fourth quarter gain on the sale of the Union Square Men's building in San Francisco, the anticipated settlement charges related to the Company's defined benefit plans and net premiums and fees associated with debt repurchases, adjusted diluted earnings per share of \$2.90 to \$3.15 are expected in fiscal 2017.

On August 21, 2017, the Company announced the appointment of Hal Lawton as President of Macy's, effective September 8, 2017, as well as the restructuring of its merchandising operations and the strengthening of its consumer insights and data analytics capabilities. As President, Mr. Lawton will be responsible for all aspects of the Macy's brand, including merchandising, marketing, stores, operations, technology, and consumer insights and analytics and will report directly to Jeff Gennette, the Company's Chief Executive Officer.

The restructuring includes the consolidation of three functions (merchandising, planning and private brands) into a single merchandising function. The financial and operational impacts of such actions are estimated as follows:

- Recognition of restructuring charges of approximately \$20 to \$25 million, primarily in the third quarter of 2017.
- Savings of approximately \$5 million, or \$.01 per diluted share, in the fourth quarter of 2017 which is additive to the aforementioned guidance.
- An estimated headcount reduction of approximately 100.
- Future annual savings of approximately \$30 million, some of which may be used for reinvestment in the business.

MACY'S, INC.

Important Information Regarding Non-GAAP Financial Measures

The Company reports its financial results in accordance with U.S. generally accepted accounting principles (GAAP). However, management believes that certain non-GAAP financial measures provide users of the Company's financial information with additional useful information in evaluating operating performance. Management believes that providing supplemental changes in comparable sales on an owned plus licensed basis, which includes the impact of growth in comparable sales of departments licensed to third parties, assists in evaluating the Company's ability to generate sales growth, whether through owned businesses or departments licensed to third parties, on a comparable basis, and in evaluating the impact of changes in the manner in which certain departments are operated. In addition, management believes that excluding certain items from diluted earnings per share attributable to Macy's, Inc. shareholders that are no longer associated with the Company's core operations and that may vary substantially in frequency and magnitude period-to-period provides useful supplemental measures that assist in evaluating the Company's ability to generate earnings and leverage sales and to more readily compare these metrics between past and future periods.

The reconciliation of the forward-looking non-GAAP financial measure of changes in comparable sales on an owned plus licensed basis to GAAP comparable sales (i.e., on an owned basis) is in the same manner as illustrated below, where the impact of growth in comparable sales of departments licensed to third parties is the only reconciling item. In addition, the Company does not provide the most directly comparable forward-looking GAAP measure of diluted earnings per share attributable to Macy's, Inc. shareholders excluding certain items because the timing and amount of excluded items (e.g., asset impairment charges and other costs, retirement plan settlement charges and net premiums on the early retirement of debt) are unreasonably difficult to fully and accurately estimate.

Non-GAAP financial measures should be viewed as supplementing, and not as an alternative or substitute for, the Company's financial results prepared in accordance with GAAP. Certain of the items that may be excluded or included in non-GAAP financial measures may be significant items that could impact the Company's financial position, results of operations or cash flows and should therefore be considered in assessing the Company's actual and future financial condition and performance. Additionally, the amounts received by the Company on account of sales of departments licensed to third parties are limited to commissions received on such sales. The methods used by the Company to calculate its non-GAAP financial measures may differ significantly from methods used by other companies to compute similar measures. As a result, any non-GAAP financial measures presented herein may not be comparable to similar measures provided by other companies.

MACY'S, INC.

Change in Comparable Sales

The following is a tabular reconciliation of the non-GAAP financial measure of changes in comparable sales on an owned plus licensed basis, to GAAP comparable sales (i.e. on an owned basis), which the Company believes to be the most directly comparable GAAP financial measure.

	<u>Second Quarter of 2017</u>	<u>Second Quarter of 2016</u>
Decrease in comparable sales on an owned basis (note 1)	(2.8)%	(2.6)%
Impact of growth in comparable sales of departments licensed to third parties (note 2)	0.3 %	0.6 %
Decrease in comparable sales on an owned plus licensed basis	(2.5)%	(2.0)%
	<u>2017</u>	<u>2016</u>
Decrease in comparable sales on an owned basis (note 1)	(4.0)%	(4.4)%
Impact of growth in comparable sales of departments licensed to third parties (note 2)	0.4 %	0.6 %
Decrease in comparable sales on an owned plus licensed basis	(3.6)%	(3.8)%

Notes:

- (1) Represents the period-to-period percentage change in net sales from stores in operation throughout the year presented and the immediately preceding year and all online sales, excluding commissions from departments licensed to third parties. Stores undergoing remodeling, expansion or relocation remain in the comparable sales calculation unless the store is closed for a significant period of time. Definitions and calculations of comparable sales differ among companies in the retail industry.
- (2) Represents the impact of including the sales of departments licensed to third parties occurring in stores in operation throughout the year presented and the immediately preceding year and all online sales in the calculation of comparable sales. The Company licenses third parties to operate certain departments in its stores and online and receives commissions from these third parties based on a percentage of their net sales. In its financial statements prepared in conformity with GAAP, the Company includes these commissions (rather than the sales of the departments licensed to third parties) in its net sales. The Company does not, however, include any amounts with respect to licensed department sales (or any commissions earned on such sales) in its comparable sales in accordance with GAAP (i.e., on an owned basis). The Company believes that the amounts of commissions earned on sales of departments licensed to third parties are not material to its results of operations for the periods presented.

MACY'S, INC.

Diluted Earnings Per Share Attributable to Macy's, Inc. Shareholders, Excluding Certain Items

The following is a tabular reconciliation of the non-GAAP financial measure of diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items, to GAAP diluted earnings per share attributable to Macy's, Inc., shareholders, which the Company believes to be the most directly comparable GAAP measure.

	<u>Second Quarter of 2017</u>	<u>Second Quarter of 2016</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$.38	\$.03
Add back the pre-tax impact of impairments and other costs	—	.80
Add back the pre-tax impact of settlement charges	.17	.02
Deduct the pre-tax impact of net premiums on the early retirement of debt (note 1)	—	—
Deduct the income tax impact of certain items identified above	(.07)	(.31)
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items	<u>\$.48</u>	<u>\$.54</u>
	<u>2017</u>	<u>2016</u>
Diluted earnings per share attributable to Macy's, Inc. shareholders	\$.61	\$.41
Add back the pre-tax impact of impairments and other costs	—	.80
Add back the pre-tax impact of settlement charges	.17	.06
Add back the pre-tax impact of net premiums on the early retirement of debt (note 1)	—	—
Deduct the income tax impact of certain items identified above	(.07)	(.33)
Diluted earnings per share attributable to Macy's, Inc. shareholders, excluding certain items	<u>\$.71</u>	<u>\$.94</u>

Note:

(1) The impacts during the 13 and 26 weeks ended July 29, 2017 represent values less than \$.01 per diluted share attributable to Macy's, Inc. shareholders.

MACY'S, INC.

New Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contracts with Customers*, which establishes principles to report useful information to financial statements users about the nature, timing and uncertainty of revenue from contracts with customers. ASU No. 2014-09 along with related amendments ASU Nos. 2016-20, 2016-12, 2016-10, 2016-08, and 2015-14 comprise ASC Topic 606, *Revenue from Contracts with Customers*, and provide guidance that is applicable to all contracts with customers regardless of industry-specific or transaction-specific fact patterns. The new standard and its related updates are effective for the Company beginning on February 4, 2018. On the effective date, the Company will apply the new guidance retrospectively to each prior reporting period presented, or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application. The Company is currently evaluating the methods of adoption and has not yet decided on the method to be applied when the new revenue guidance is effective.

Combined with the guidance in ASU No. 2017-05, *Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20)*, the Company currently estimates the material impacts to its consolidated financial statements to include changes in the presentation of estimates for future sales returns and related recoverable assets, presentation of earnings from credit operations, timing of certain real estate gains (particularly those with leaseback components) and the presentation of certain consignment and license arrangements.

The Company does not expect the new guidance to materially impact the revenue recognition associated with gift card breakage as well as the accounting for its warranty arrangements, loyalty programs and other customer incentive arrangements. The Company is continuing to evaluate the impact of the new standards and the final determinations of the impact of the new guidance may differ from these initial estimates.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which requires lessees to recognize substantially all leases on-balance sheet and disclose key information about leasing arrangements. The new standard establishes a right of use ("ROU") model that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.

The new standard is effective for the Company on February 3, 2019, with early adoption permitted. The new standard is to be adopted utilizing a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the consolidated financial statements, with certain practical expedients available. The Company has not yet decided whether it will early adopt the new standard but the Company currently plans to elect all of the standard's available practical expedients on adoption.

The Company expects that the new lease standard will have a material impact on the Company's consolidated financial statements. While the Company is continuing to assess the effects of adoption, the Company currently believes the most significant changes relate to the recognition of new ROU assets and lease liabilities on the consolidated balance sheets for real property and personal property operating leases as well as changes to the timing of recognition of certain real estate asset sale gains in the consolidated statements of income due to application of the new sale-leaseback guidance and ASU No. 2017-05 as discussed above. The Company expects that substantially all of its operating lease commitments will be subject to the new guidance and will be recognized as operating lease liabilities and ROU assets upon adoption. A significant change in leasing activity between the date of this report and adoption is not expected.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation-Retirement Benefits (Topic 715)*, which requires employers to disaggregate the service cost component from other components of net periodic benefit costs and to disclose the amounts of net periodic benefit costs that are included in each income statement line item. The standard requires employers to report the service cost component in the same line item as other compensation costs and to report the other components of net periodic benefit costs (which include interest costs, expected return on plan assets, amortization of prior service cost or credits and actuarial gains and losses) separately and outside a subtotal of operating income. The income statement guidance requires application on a retrospective basis. The new standard is effective for the Company beginning in the first quarter of 2018, with early adoption permitted. The Company is currently evaluating the impact this standard will have on its consolidated financial position, results of operations, and related disclosures. The Company plans to adopt this standard on February 4, 2018.

The Company does not anticipate that the adoption of any other recent accounting pronouncements will have a material impact on the Company's consolidated financial position, results of operations or cash flows.

MACY'S, INC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes to the Company's market risk as described in the Company's 2016 10-K. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of the 2016 10-K.

Item 4. Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer have carried out, as of July 29, 2017, with the participation of the Company's management, an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of July 29, 2017 the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in reports the Company files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission (the "SEC") rules and forms, and that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control over financial reporting that occurred during the Company's most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

MACY'S, INC.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

The Company and its subsidiaries are involved in various proceedings that are incidental to the normal course of their businesses. As of the date of this report, the Company does not expect that any of such proceedings will have a material adverse effect on the Company's financial position or results of operations.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described in Part I, "Item 1A. Risk Factors" in the Company's 2016 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table provides information regarding the Company's purchases of Common Stock during the second quarter of 2017.

	Total Number of Shares Purchased	Average Price Paid per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Dollar Value of Shares that may yet be Purchased Under the Plans or Programs (1)(\$)
	(thousands)		(thousands)	(millions)
April 30, 2017 – May 27, 2017	—	—	—	1,716
May 28, 2017 – July 1, 2017	—	—	—	1,716
July 2, 2017 – July 29, 2017	—	—	—	1,716
	—	—	—	

- (1) Commencing in January 2000, the Company's Board of Directors has from time to time approved authorizations to purchase, in the aggregate, up to \$18 billion of Common Stock as of July 29, 2017. All authorizations are cumulative and do not have an expiration date. As of July 29, 2017, \$1,716 million of authorization remained unused. The Company may continue, discontinue or resume purchases of Common Stock under these or possible future authorizations in the open market, in privately negotiated transactions or otherwise at any time and from time to time without prior notice.

Item 5. Other Information.**Forward-Looking Statements**

This report and other reports, statements and information previously or subsequently filed by the Company with the SEC contain or may contain forward-looking statements. Such statements are based upon the beliefs and assumptions of, and on information available to, the management of the Company at the time such statements are made. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (i) statements preceded by, followed by or that include the words "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "think," "estimate" or "continue" or the negative or other variations thereof, and (ii) statements regarding matters that are not historical facts. Such forward-looking statements are subject to various risks and uncertainties, including risks and uncertainties relating to:

- the possible invalidity of the underlying beliefs and assumptions;
- competitive pressures from department and specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, and all other retail channels, including the Internet, catalogs and television;
- the Company's ability to remain competitive and relevant as consumers' shopping behaviors migrate to other shopping channels;
- general consumer-spending levels, including the impact of general economic conditions, consumer disposable income levels, consumer confidence levels, the availability, cost and level of consumer debt, the costs of basic necessities and other goods and the effects of the weather or natural disasters;
- conditions to, or changes in the timing of, proposed transactions, including planned store closings, and changes in expected synergies, cost savings and non-recurring charges;
- the success of the Company's operational decisions (e.g., product curation, marketing programs) and strategic initiatives;
- the cost of employee benefits as well as attracting and retaining quality employees;
- transactions involving our real estate portfolio;
- the seasonal nature of the Company's business;
- possible changes or developments in social, economic, business, industry, market, legal, and regulatory circumstances and conditions;
- possible actions taken or omitted to be taken by third parties, including customers, suppliers, business partners, competitors and legislative, regulatory, judicial and other governmental authorities and officials;
- changes in relationships with vendors and other product and service providers;
- currency, interest and exchange rates and other capital market, economic and geo-political conditions;
- unstable political conditions, civil unrest, terrorist activities and armed conflicts;
- the possible inability of the Company's manufacturers or transporters to deliver products in a timely manner or meet the Company's quality standards;
- the Company's reliance on foreign sources of production, including risks related to the disruption of imports by labor disputes, regional health pandemics, and regional political and economic conditions;
- duties, taxes, other charges and quotas on imports; and
- possible systems failures and/or security breaches, including, any security breach that results in the theft, transfer or unauthorized disclosure of customer, employee or company information, or the failure to comply with various laws applicable to the Company in the event of such a breach.

In addition to any risks and uncertainties specifically identified in the text surrounding such forward-looking statements, the statements in the immediately preceding sentence and the statements under captions such as "Risk Factors" in reports, statements and information filed by the Company with the SEC from time to time constitute cautionary statements identifying important factors that could cause actual amounts, results, events and circumstances to differ materially from those expressed in or implied by such forward-looking statements.

MACY'S, INC.

Item 6. Exhibits.

- 10.13.2 2017-2019 Performance-Based Restricted Stock Unit Terms and Conditions *
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)
- 32.1 Certification by Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act
- 32.2 Certification by Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act
- 101 The following financial statements from Macy's, Inc.'s Quarterly Report on Form 10-Q for the quarter ended July 29, 2017, filed on August 25, 2017, formatted in XBRL: (i) Consolidated Statements of Income, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, and (v) the Notes to Consolidated Financial Statements.

* Corrected version of exhibit previously filed as Exhibit 10.13.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 2017.

SIGNATURES

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, thereunto duly authorized.

MACY'S, INC.

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

By: _____ /s/ FELICIA WILLIAMS
Felicia Williams
Executive Vice President, Controller and Enterprise Risk
(Principal Accounting Officer)

Date: August 25, 2017

**2017-2019 Performance-Based Restricted Stock Unit
Terms and Conditions
Amended and Restated 2009 Omnibus Incentive Compensation Plan**

1. **Grant of Performance-Based Restricted Stock Units.** Subject to and upon the terms, conditions, and restrictions set forth in these Terms and Conditions and in the Amended and Restated 2009 Omnibus Incentive Compensation Plan (the “Plan”) of Macy’s, Inc. (the “Company”), as amended from time to time, the Company has granted to the Grantee on March 24, 2017 (such date hereinafter referred to as the “Date of Grant”) that “Target” number of Performance-Based Restricted Stock Units “Performance Units”) provided in the Performance-Based Restricted Stock Unit Award Letter to which these Terms and Conditions apply (the “Award Letter”). These Terms and Conditions and the Award Letter together constitute an Evidence of Award, as defined in the Plan. Each Performance Unit represents the right to receive one share of the common stock of the Company (“Common Stock”), subject to the terms and conditions set forth below.

2. **Limitations on Transfer of Performance Units; Performance Period.**

(a) During the Performance Period hereinafter described, the Performance Units may not be transferred, sold, pledged, exchanged, assigned or otherwise encumbered or disposed of by the Grantee, except to the Company, until they are earned and become nonforfeitable (“Vest”) in accordance with Section 3; provided, however, that the Grantee’s interest in the Performance Units may be transferred at any time by will or the laws of descent and distribution.

(b) The Performance Period shall commence on January 29, 2017 (the “Commencement Date”) and, except as otherwise provided in these Terms and Conditions, will expire in full on February 1, 2020.

3. **Vesting of Performance Units.**

(a) The actual number of Performance Units that become Vested is based on achieving the targeted level of the Company’s average EBITDA Margin, average Return on Invested Capital (“ROIC”) and relative Total Shareholder Return (TSR) goals for the Performance Period, weighted 50%, 30% and 20% respectively, as set forth in the following schedules.

EBITDA MARGIN SCHEDULE

<u>Performance Level*</u>	<u>EBITDA Margin (50%)</u>	
	<u>3-year Average</u>	<u>Vesting Percentage</u>
Outstanding	≥12.2%	150%
Target	11.9%	100%
Threshold	11.2%	50%
Below Threshold	<11.2%	0%

* Straight-line interpolation will apply to performance levels between the ones shown above.

(i) “EBITDA Margin” is defined as EBITDA (adjusted to eliminate the effects of asset impairments, restructurings, acquisitions, divestitures, other unusual or infrequently occurring items, store closing costs, unplanned material tax law changes and/or assessments and the cumulative effect of tax or accounting changes, as determined in accordance with generally accepted accounting principles, as applicable, unless taken into account in the preparation of the Company’s 2017-2019 business plan) divided by Net Sales (defined as owned sales as presented

in the Company's internal books and records, including the business plan for the Performance Period). EBITDA Margin will be measured on a three-year average basis (i.e., the average of Fiscal 2017, Fiscal 2018 and Fiscal 2019 annual EBITDA Margin).

Notwithstanding anything to the contrary contained in any agreement, award letter and/or terms and conditions covering any prior grant of performance restricted stock units by the Company to the Grantee, all such agreements, award letters and/or terms and conditions shall be deemed to define Net Sales in the same manner as Net Sales are defined herein.

ROIC SCHEDULE

Performance Level*	ROIC (30%)	
	3-year Average	Vesting Percentage
Outstanding	≥19.2%	150%
Target	18.8%	100%
Threshold	17.2%	50%
Below Threshold	<17.2%	0%

* Straight-line interpolation will apply to performance levels between the ones shown above.

(ii) "Return on Invested Capital" is defined as EBITDAR divided by Total Average Gross Investment. EBITDAR is equal to the sum of EBITDA (adjusted to eliminate the effects of asset impairments, restructurings, acquisitions, divestitures, other unusual or infrequently occurring items, store closing costs, unplanned material tax law changes and/or assessments and the cumulative effect of tax or accounting changes, as determined in accordance with generally accepted accounting principles, as applicable, unless taken into account in the preparation of the Company's 2017-2019 business plan) plus Net Rent Expense. Net Rent Expense represents rent expense as reported in the Company's financial statements included in its Form 10-K less the deferred rent amortization related to contributions received from landlords. Total Average Gross Investment is equal to the sum of Gross Property, Plant and Equipment (PPE) plus Capitalized Value of Non-Capitalized Leases, Working Capital – which includes Receivables, Merchandise Inventories, Prepaid Expenses and Other Current Assets – offset by Merchandise Accounts Payable and Accounts Payable and Accrued Liabilities, and Other Assets, each as reported in the Company's financial statements in the applicable Form 10-K or Form 10-Q. Gross PPE will be determined using a two-point average (i.e., beginning and end of year). Capitalized Value of Non-Capitalized Leases will be calculated as 8x Net Rent Expense. Working Capital components and Other Assets will be determined using a four-point (i.e., quarterly) average. ROIC will be measured on a three-year average basis (i.e., the average of Fiscal 2017, Fiscal 2018 and Fiscal 2019 annual ROIC).

RELATIVE TSR SCHEDULE

Performance Level*	Relative TSR (20%)	
	3-year TSR vs. Peer Group**	Vesting Percentage
Outstanding	≥75%	150%
Target	50%	100%
Threshold	35%	50%
Below Threshold	<35%	0%

* Straight-line interpolation will apply to performance levels between the ones shown above.

** Peer group companies: Bed, Bath & Beyond, Dillard's, Gap, J.C. Penney, Kohl's, L Brands, Nordstrom, Ross Stores, Sears Holdings, Target, TJX Companies, and Walmart.

- (i) TSR will be calculated on a compound annualized basis over the three-year period.
- (ii) TSR is defined as the change in the value of the Common Stock over the three-year performance period, taking into account both stock price appreciation and the reinvestment of dividends. The beginning and ending stock prices will be based on a 20-day average stock price.
- (iii) Dividends will be reinvested at the closing price of the last day of the month after the “ex dividend” date. All cash special dividends shall be treated like regular dividends. All spin-offs or share-based dividends shall be assumed to be sold on the issue date and reinvested in the issuing company that same date.
- (iv) Relative TSR is the percentile rank of the Company’s TSR compared to the TSR of the peer group over the performance period. If any of the companies in the peer group are no longer publicly traded at the end of the performance period due to bankruptcy, they will continue to be included in the relative TSR calculation by force ranking them at the bottom of the array. If any companies are no longer publicly traded due to acquisition, they will be excluded from the calculation.

In all cases the Compensation Committee shall certify whether the Company has achieved the specified levels of average EBITDA margin, average ROIC and relative TSR as soon as administratively feasible following the end of the Performance Period but in no event later than two and a half months following the end of the Performance Period.

From time to time, the company may adopt accounting standards, consistent with GAAP, that may impact the performance measures used in the LTI plan. If this occurs and the adoption of such standards was not included in the financial plans used to develop the performance ranges (outstanding, target, threshold and below threshold) for each measure, then actual performance results shall be adjusted to exclude the impact of the adoption of the accounting standards.

4. Forfeiture of Performance Units. (a) Termination of Employment. Notwithstanding the provisions of Section 3 above, and except as the Board may determine on a case-by-case basis or as provided below, all unvested Performance Units shall be forfeited if the Grantee ceases to be continuously employed by the Company for any reason at any time prior to the end of the Performance Period. For the purposes of these Terms and Conditions the continuous employment of the Grantee with the Company shall not be deemed to have been interrupted, and the Grantee shall not be deemed to have ceased to be an employee of the Company, by reason of the transfer of the Grantee’s employment among the Company and its Subsidiaries, divisions or affiliates or a leave of absence approved by the Company. In the event of a termination for Cause (as hereafter defined in Section 17), all unvested Performance Units shall be immediately forfeited.

(b) Death, disability or retirement. Notwithstanding the provisions of Section 3 above, and except as the Board may determine on a case-by-case basis:

(i) in the event the Grantee retires at least six months after the Date of Grant, on or after age 62 with at least 5 years of vested service, and complies with the provisions of Section 4(d) below, the Grantee will receive at the end of the Performance Period the percentage of Performance Units determined under Section 3 above, *prorated from the Commencement Date through the date of such retirement based on the number of completed months of service during the Performance Period divided by 36¹*; and

(ii) in the event the Grantee dies or becomes permanently and totally disabled during the Performance Period, the Grantee (or his or her estate, as appropriate) will receive at the end of the Performance Period the percentage of Performance Units determined under Section 3 above, *prorated from the Commencement Date through the date of such death or disability based on the number of completed months of service during the Performance Period divided by 36¹*.

(c) Change in Control. In the event of a Change in Control (as defined in the Plan), Performance Units will convert to time-based restricted stock without proration for the percentage of the Performance Period that has elapsed since the Commencement Date, as follows:

(i) If the Change in Control occurs prior to the 24-month anniversary of the Commencement Date, then 100% of the Target award number of Performance Units shall convert to time-based restricted stock (plus an additional number of shares of time-based restricted stock representing the dividend equivalents payable on that Target award number of Performance Units from the Commencement Date to the date of the Change in Control);

(ii) If the Change in Control occurs on or after the 24-month anniversary of the Commencement Date, the conversion of Performance Units to time-based restricted stock (and the corresponding conversion of dividend equivalents payable on those Performance Units to time-based restricted stock) will be based on (a) the Company's EBITDA Margin and ROIC performance determined under Section 3 above from the Commencement Date through the first 24 months of the Performance Period, plus the Company's performance determined under Section 3 above during any completed fiscal quarter thereafter to the date of the Change in Control and (b) the Company's relative TSR as of the date of the Change in Control.

(iii) The vesting of the time-based restricted stock as so converted:

- Will be accelerated if, within the 24-month period following the Change in Control, the Grantee is terminated by the Company or the continuing entity without Cause or if the Grantee voluntarily terminates employment with Good Reason;
- Will be accelerated at the Change in Control if awards are not assumed or replaced by the acquiror/continuing entity on terms deemed by the Compensation Committee to be appropriate; and
- Will occur on the third anniversary of the Date of Grant, if Vesting has not otherwise been accelerated as provided above.

¹ The italicized language does not apply to Mr. Lundgren's grant.

(d) Violation of Restrictive Covenants. Notwithstanding the provisions of Section 4(b) above, all unvested Performance Units shall be forfeited immediately upon the occurrence of any of the following events. If there are no unvested Performance Units outstanding at the time a restricted covenant is violated, the Company may pursue other legal remedies.

- (i) following a voluntary retirement and prior to the later to occur of (a) settlement date for the Performance Units or (b) two years following retirement, the Grantee renders personal services to a Competing Business (as hereafter defined in Section 17) in any manner, including, without limitation, as employee, agent, consultant, advisor, independent contractor, proprietor, partner, officer, director, manager, owner, financier, joint venturer or otherwise; or
- (ii) following a voluntary or involuntary retirement and prior to the later to occur of (a) the settlement date for the Performance Units or (b) two years following retirement, the Grantee directly or indirectly solicits or otherwise entices any of the Company's employees to resign from their employment with the Company, whether individually or as a group; or
- (iii) at any time following a voluntary or involuntary retirement, the Grantee discloses or provides to any third party, or uses, modifies, copies or adapts any of the Company's Confidential Information (as hereafter defined in Section 17).

For purposes of this Section 4(d), an involuntary retirement occurs when the employment of a Grantee who satisfies the age and years of service criteria described in Section 4(b) above is terminated by the Company without Cause (as hereafter defined in Section 17) or is terminated by the Grantee with Good Reason (as hereafter defined in Section 17) within the 24-month period following a Change in Control (as defined in the Plan).

5. **Dividend, Voting and Other Rights.** Except as otherwise provided herein, prior to Vesting the Grantee shall not have any of the rights of a stockholder with respect to the Performance Units, including the right to vote any of the Performance Units. An amount representing dividends payable on shares of Common Stock equal in number to one hundred and fifty percent (150%) of the Target award of Performance Units on a dividend record date shall be deemed reinvested in Common Stock and credited to the Grantee as restricted stock units as of the dividend payment date. If there is any change in the outstanding Common Stock of the Company by reason of a stock dividend, stock split, combination of shares, recapitalization, merger, consolidation, separation or reorganization or any other change in the capital structure of the Company, the Compensation Committee shall determine the appropriate adjustment to the Performance Units, if any, needed to reflect such change. Any restricted stock units or additional Performance Units credited to the Grantee pursuant to this Section 5 will be subject to the terms and restrictions set forth in these Terms and Conditions.

6. **Settlement of Performance Units.** As soon as administratively feasible following the end of the Performance Period and certification by the Compensation Committee as to the level of achievement of the EBITDA, ROIC and TSR performance goals, but in no event later than two and a half months after the end of the Performance Period, the Company shall cause to be paid to the Grantee a number of whole shares of unrestricted Common Stock equal to the number of Performance Units to which the Grantee is entitled and the earned dividend equivalents on those earned Performance Units, if any.

Such shares of Common Stock shall be credited as book entry shares to the Grantee's trading account. In the event Performance Units are not earned, those Performance Units, and the related restricted stock units attributed to any dividend equivalents on those Performance Units, shall be forfeited.

7. **Clawback.** Any incentive-based compensation received by Grantee from the Company hereunder or otherwise shall be subject to recovery by the Company in the circumstances and manner provided in any Incentive-Based Compensation Recovery Policy that may be adopted or implemented by the Company and in effect from time to time on or after the date hereof, and Grantee shall effectuate any such recovery at such time and in such manner as the Company may specify. For purposes of these Terms and Conditions, the term "Incentive-Based Compensation Recovery Policy" means and includes any policy of the type contemplated by Section 10D of the Securities Exchange Act, any rules or regulations of the Securities and Exchange Commission adopted pursuant thereto, or any related rules or listing standards of any national securities exchange or national securities association applicable to the Company. Until the Company shall adopt such an Incentive-Based Compensation Recovery Policy, the following clawback provision shall apply:

In the event that, within three years of the end of the Performance Period, the Company restates its financial results with respect to the Company's performance during the Performance Period to correct a material error that the Compensation Committee determines is the result of fraud or intentional misconduct, then the Compensation Committee, in its discretion, may require the Grantee to repay to the Company all income, if any, derived from the Performance Units.

8. **No Employment Contract.** Nothing contained in these Terms and Conditions or the Award Letter shall confer upon the Grantee any right with respect to continuance of employment by the Company, or limit or affect in any manner the right of the Company to terminate the employment or adjust the compensation of the Grantee.

9. **Taxes and Withholding.** If the Company shall be required to withhold any federal, state, local or foreign tax in connection with the issuance or Vesting of, or other event triggering a tax obligation with respect to, any Performance Units or the issuance of any unrestricted shares of Common Stock or other securities following Vesting pursuant to these Terms and Conditions, it shall be a condition to such Vesting, issuance or event that the Grantee pay the tax or make provisions that are satisfactory to the Company for the payment thereof. Unless the Grantee makes alternative arrangements satisfactory to the Company prior to the Vesting of the Performance Units or the issuance of shares of unrestricted Common Stock or other event triggering a tax obligation, as the case may be, the Grantee will satisfy the minimum statutory tax withholding obligations by providing for the sale of enough of the shares to generate proceeds that will satisfy such withholding obligation or surrendering to the Company a portion of the shares of nonforfeitable and unrestricted Common Stock that are issued or transferred to the Grantee hereunder following the Vesting Date, and the shares of Common Stock so surrendered by the Grantee shall be credited against any such withholding obligation at the Market Value per Share of such shares of Common Stock on the Vesting Date.

10. **Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws; provided, however, notwithstanding any other provision of the Award Letter or these Terms and Conditions, the Company shall not be obligated to issue any Performance Units or shares of unrestricted Common Stock or other securities pursuant to the Award Letter or these Terms and Conditions if the issuance thereof would result in a violation of any such law.

11. **Relation to Other Benefits.** Any economic or other benefit to the Grantee under the Award Letter or these Terms and Conditions shall not be taken into account in determining any benefits to which the Grantee may be entitled under any profit-sharing, retirement or other benefit or compensation plan maintained by the Company and shall not affect the amount of any life insurance coverage available to any beneficiary under any life insurance plan covering employees of the Company.

12. **Amendments.** Any Amendment to the Plan shall be deemed to be an amendment to these Terms and Conditions to the extent that the amendment is applicable hereto; provided, however, that

no amendment shall adversely affect the rights of the Grantee under these Terms and Conditions without the Grantee's consent.

13. **Severability.** In the event that one or more of the provisions of these Terms and Conditions shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

14. **Relation to Plan; Miscellaneous.** These Terms and Conditions are subject to the terms and conditions of the Plan. In the event of any inconsistent provisions between these Terms and Conditions and the Plan, the Plan shall govern. Capitalized terms used herein without definition shall have the meanings assigned to them in the Award Letter or the Plan. All references in these Terms and Conditions to the Company shall be deemed to include, unless the context in which it is used suggests otherwise, its subsidiaries, divisions and affiliates.

15. **Successors and Assigns.** Subject to Section 2 hereof, the provisions of these Terms and Conditions shall inure to the benefit of, and be binding upon, the successors, administrators, heirs, legal representatives and assigns of the Grantee and the successors and assigns of the Company.

16. **Governing Law.** The interpretation, performance, and enforcement of these Terms and Conditions shall be governed by the laws of the State of Delaware.

17. **Definitions.**

(a) "*Cause*" shall mean that the Grantee has committed prior to termination of employment any of the following acts:

(i) an intentional act of fraud, embezzlement, theft, or any other material violation of law in connection with the Grantee's duties or in the course of the Grantee's employment;

(ii) intentional wrongful damage to material assets of the Company;

(iii) intentional wrongful disclosure of material confidential information of the Company;

(iv) intentional wrongful engagement in any competitive activity that would constitute a material breach of the duty of loyalty;

(v) intentional breach of any stated material employment policy of the Company; or

(vi) intentional neglect by the Grantee of the Grantee's duties and responsibilities.

(b) "*Good Reason*" shall mean:

(i) a material diminution in the Grantee's base compensation;

(ii) a material diminution in the Grantee's authority, duties or responsibilities;

(iii) a material change in the geographic location at which the Grantee must perform the Grantee's services; or

(iv) any other action or inaction that constitutes a material breach by the Company of an agreement under which the Grantee provides services.

(c) “*Competing Business*” shall mean:

(i) any of the following named companies, or any other business into which such company is merged, consolidated, or otherwise combined, and the subsidiaries, affiliates and successors of each such company:

Abercrombie & Fitch	The Gap	Ross Stores
Bed, Bath & Beyond	J.C. Penney	Saks
Belk, Inc.	Kohl’s	Sears
Burlington Coat Factory	L Brands	Target
Bon-Ton Stores	Nordstrom	TJX
Dillard’s	Neiman-Marcus	Walmart

or

(ii) any business or enterprise engaged in the business of retail sales that (1) had annual revenues for its most recently completed fiscal year of at least \$2.5 billion; and (2) both (i) offers a category or categories of merchandise (e.g., Fine Jewelry, Cosmetics, Kids, Big Ticket, Housewares, Men’s, Dresses), any of which are offered by the Company (and its subsidiaries, divisions or controlled affiliates), and (ii) the revenue derived by such other retailer during such retailer’s most recently ended fiscal year from such category or categories of merchandise represent(s), in the aggregate, more than 50% of the Company’s (and its subsidiaries, divisions or controlled affiliates) total revenues for the most recently completed fiscal year derived from the same category or categories of merchandise.

(d) “*Confidential Information*” shall mean any data or information that is material to the Company and not generally known to the public, including, without limitation: (i) price, cost and sales data; (ii) the identities and locations of vendors and consultants furnishing materials and services to the Company and the terms of vendor or consultant contracts or arrangements; (iii) lists and other information regarding customers and suppliers; (iv) financial information that has not been released to the public; (v) future business plans, marketing or licensing strategies, and advertising campaigns; or (vi) information about the Company’s employees and executives, as well as the Company’s talent strategies including but not limited to compensation, retention and recruiting initiatives.

18. **Data Privacy.** Grantee hereby explicitly accepts the grant of Performance Units and unambiguously consents to the collection, use and transfer, in electronic or other form, of personal data as described in the Award Letter and/or these Terms and Conditions by and among the Company and its subsidiaries and affiliates for the exclusive purpose of implementing, administering and managing Grantee’s participation in the Plan.

(a) Grantee understands that the Company holds certain personal information about Grantee, including, but not limited to, Grantee’s name, home address and telephone number, date of birth, social security number or other identification number, salary, nationality, job title, shares of Common Stock held, details of all grants of Performance Units or any other entitlement to shares of Common Stock awarded, canceled, exercised, vested, unvested or outstanding in Grantee’s favor, for the purpose of implementing, administering and managing the Plan (the “Data”).

(b) Grantee understands that the Data may be transferred to any third parties assisting in the implementation, administration and management of the Plan, that these recipients may be located in the United States or elsewhere, and that the recipient's country may have different data privacy laws and protections than the United States. Grantee understands that Grantee may request a list with the names and addresses of any potential recipients of the Data by contacting Grantee's local human resources representative.

(c) Grantee authorizes the recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, for the purposes of implementing, administering and managing Grantee's participation in the Plan, including any requisite transfer of such Data as may be required to a broker or other third party with whom Grantee may elect to deposit any shares of Common Stock acquired.

(d) Grantee understands that Data will be held only as long as is necessary to implement, administer and manage Grantee's participation in the Plan.

(e) Grantee understands that Grantee may, at any time, view the Data, request additional information about the storage and processing of the Data, require any necessary amendments to the Data or refuse or withdraw the consents herein, in any case without cost, by contacting in writing Grantee's local human resources representative.

(f) Grantee understands, however, that refusing or withdrawing Grantee's consent may affect Grantee's ability to participate in the Plan.

CERTIFICATION

I, Jeff Gennette, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;
 - 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 - 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 - 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
-

- d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 25, 2017

/s/ Jeff Gennette
Jeff Gennette
Chief Executive Officer

CERTIFICATION

I, Karen M. Hoguet, certify that:

- 1 I have reviewed this quarterly report on Form 10-Q of Macy's, Inc.;
 - 2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 - 3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
 - 4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
-

- d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 25, 2017

/s/ Karen M. Hoguet
Karen M. Hoguet
Chief Financial Officer

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended July 29, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to his knowledge:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: August 25, 2017

/s/ Jeff Gennette

Name: Jeff Gennette

Title: Chief Executive Officer

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in connection with the filing of the Form 10-Q of Macy's, Inc. (the "Company") for the fiscal quarter ended July 29, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies that, to her knowledge:

- 1 The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

- 2 The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

Dated: August 25, 2017

/s/ Karen M. Hoguet

Name: Karen M. Hoguet

Title: Chief Financial Officer

