

CATO CORP  
Form 8-K  
October 18, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street NW  
Washington, D.C. 29549

**Form 8-K**

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

Date of Report (Date of earliest event reported): May 23, 2013

**THE CATO CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-31340  
(Commission  
File Number)

56-0484485  
(IRS Employer  
Identification No.)

8100 Denmark Road, Charlotte, NC

28273-5975  
(Zip Code)

(Address of Principal Executive Offices)

(704) 554-8510

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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THE CATO CORPORATION

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

On May 23, 2013, the Registrant held its Annual Meeting. The following are the voting results on each matter submitted to the Registrant's stockholders at the Annual Meeting. The proposals below are described in detail in the Proxy Statement.

At the Annual Meeting, the two nominees for director were elected to the Registrant's Board of Directors (Proposal 1 below).

Management's proposal regarding The Cato Corporation 2013 Incentive Compensation Plan was approved (Proposal 2 below).

Management's proposal regarding The Cato Corporation 2013 Employee Stock Purchase Plan was approved (Proposal 3 below).

In addition, management's proposal regarding ratification of the retention of PricewaterhouseCoopers LLP as the Registrant's registered independent public accounting firm for 2012 was approved (Proposal 4 below).

Summary Of Voting By Proposal

1. To elect D. Harding Stowe and Edward I. Weisiger, Jr., each for a term expiring in 2016 and until their successors are elected and qualified. Votes recorded, by nominee, were as follows:

Nominee

Broker

Withheld

Non-Votes

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For

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D. Harding Stowe

41,987,946

1,005,443

754,717

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|                         |            |           |         |
|-------------------------|------------|-----------|---------|
| Edward I. Weisiger, Jr. | 41,985,671 | 1,007,718 | 754,717 |
|-------------------------|------------|-----------|---------|

2. To approve The Cato Corporation 2013 Incentive Compensation Plan. The Company's shareholders voted to approve this proposal with 42,167,663 votes for and 803,759 votes against. There were 21,967 abstentions and 754,717 broker non-votes.

3. To approve The Cato Corporation 2013 Employee Stock Purchase Plan. The Company's shareholders voted to approve this proposal with 42,703,454 votes for and 255,445 votes against. There were 34,490 abstentions and 754,717 broker non-votes.

4. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending February 1, 2014. The Company's shareholders voted to approve this proposal with 43,511,990 votes for and 213,971 votes against. There were 22,145 abstentions.

**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.**

THE CATO CORPORATION

October 18, 2013  
Date

/s/ John P. D. Cato  
John P. D. Cato

Chairman, President and  
Chief Executive Officer

October 18, 2013  
Date

/s/ John R. Howe  
John R. Howe

Executive Vice President  
Chief Financial Officer