

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Terry Lundgren

Name of the Holding Company Director and Official

Chairman and CEO of Macy's, Inc.

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

April 20, 2016

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
☐ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

4103310

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

Date of Report (top-tier holding company's fiscal year-end):

January 30, 2016

Month / Day / Year

NONE

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Macy's, Inc.

Legal Title of Holding Company

7 West 7th Street

(Mailing Address of the Holding Company) Street / P.O. Box

Cincinnati

City

Ohio

State

☐ 45202

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna R. Ciclet

Name

VP-Asst. General Counsel

Title

513-573-2745

Area Code / Phone Number / Extension

513-573-2339

Area Code / FAX Number

donna.ciclet@macys.com

E-mail Address

www.macysinc.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

FDS Thrift Holding Co., Inc.

Legal Title of Subsidiary Holding Company

9111 Duke Boulevard

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Mason

Ohio



45040

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City


State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box



City

State

Zip Code

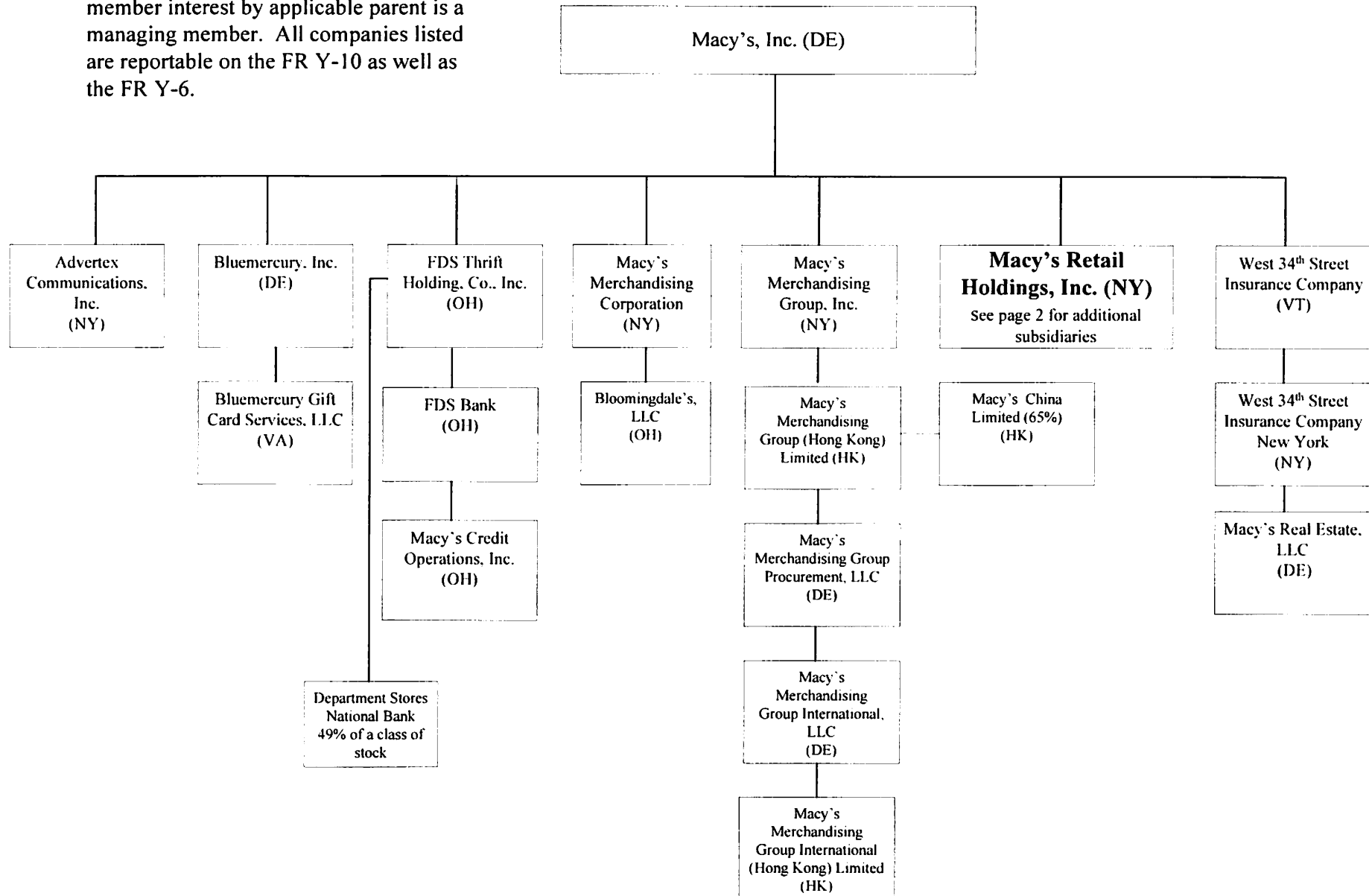
Physical Location (if different from mailing address)

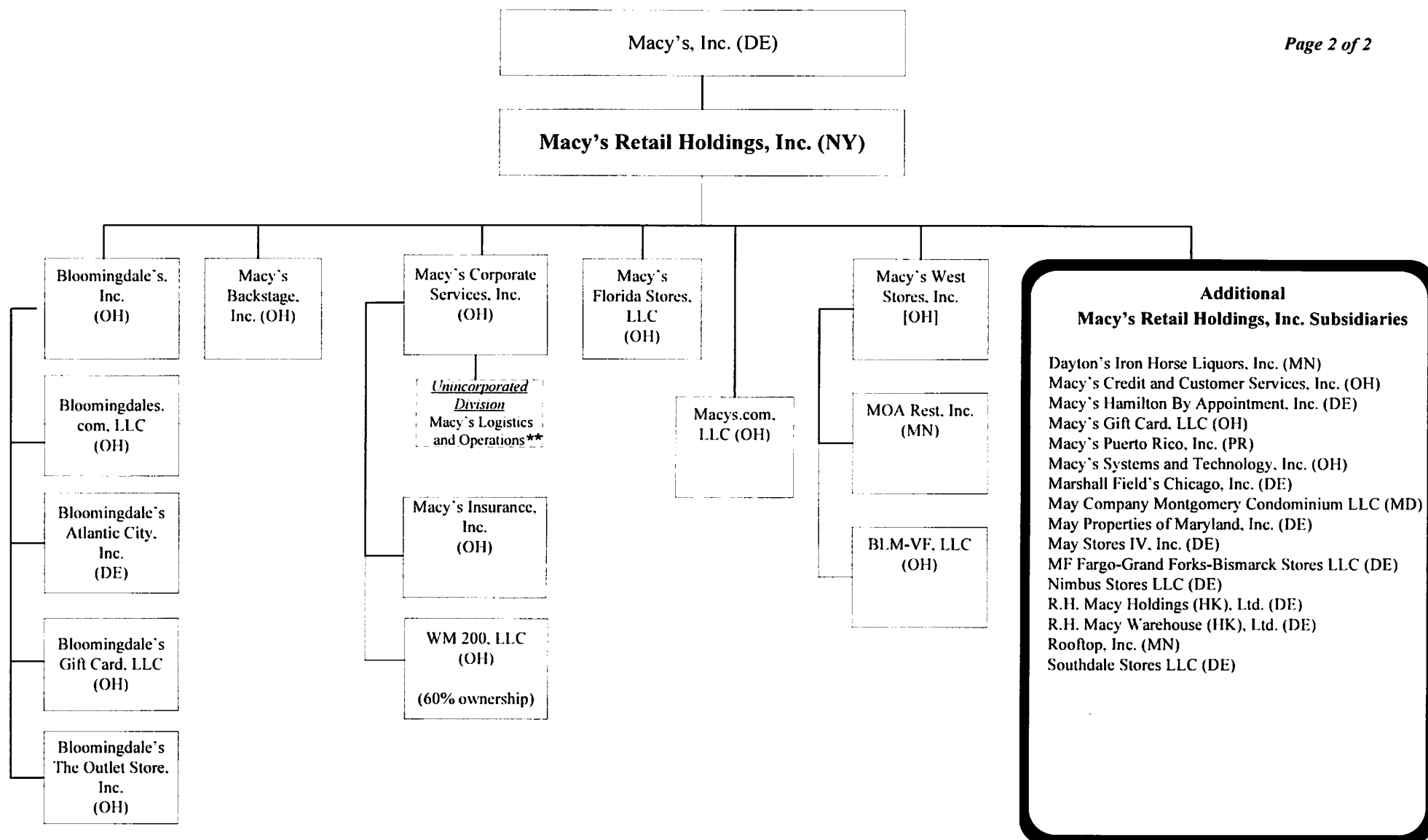
Report Item 2a: Organization Chart

Unless otherwise indicated, entity ownership, or as to LLCs, member interest is 100% by applicable parent. As to LLCs, member interest by applicable parent is a managing member. All companies listed are reportable on the FR Y-10 as well as the FR Y-6.

Form FR Y-6
Macy's Inc.
Fiscal Year Ending January 30, 2016

Page 1 of 2





**Not reportable on FR Y6/Y10

Report Item 2a: Organization Chart
(No LEI for any entity listed below)

Form FR Y-6
Macy's, Inc. Organization Chart
Fiscal Year Ending January 30, 2016

COMPANY	CITY/STATE of LOCATION	STATE OF INCORPORATION	LEGAL ENTITY IDENTIFIER
Bloomington's Gift Card, LLC	Mason, OH	OH	None
Bloomington's The Outlet Store, Inc.	New York, NY	OH	None
Macy's Backstage, Inc.	New York, NY	OH	None
Macy's Puerto Rico, Inc.	New York, NY	PR	None
Macy's Gift Card, LLC	Mason, OH	OH	None
WM 200, LLC	Cincinnati, OH	OH	None
Macy's Systems and Technology, Inc.	Johns Creek, GA	OH	None
Macys.com, LLC	San Francisco, CA	OH	None
R.H. Macy Holdings (HK), Ltd.	Kowloon, Hong Kong	DE	None
R.H. Macy Warehouse (HK), Ltd.	Kowloon, Hong Kong	DE	None
BLM-VF, LLC	Cincinnati, OH	OH	None
Dayton's Iron Horse Liquors, Inc.	Cincinnati, OH	MN	None
Marshall Field's Chicago, Inc.	Cincinnati, OH	DE	None
May Company Montgomery Condominium, LLC	Bethesda, MD	MD	None
May Properties of Maryland, Inc.	Gaithersburg, MD	DE	None
May Stores IV, Inc.	New York, NY	DE	None
MF Fargo-Grand Forks-Bismarck Stores, LLC	New York, NY	DE	None
Nimbus Stores, LLC	Cincinnati, OH	DE	None
Rooftop, Inc.	Cincinnati, OH	MN	None
Southdale Stores, LLC	New York, NY	DE	None

Report Item 2a: Organization Chart
(No LEI for any entity listed below)

Form FR Y-6
Macy's, Inc. Organization Chart
Fiscal Year Ending January 30, 2016

COMPANY	CITY/STATE of LOCATION	STATE of INCORPORATION	LEGAL ENTITY IDENTIFIER
Macy's Inc.	Cincinnati, OH	DE	None
Advertex Communications, Inc.	New York, NY	NY	None
FDS Thrift Holding Co., Inc.	Mason, OH	OH	None
Macy's Retail Holdings, Inc.	New York, NY	NY	None
Macy's Merchandising Corporation	New York, NY	NY	None
West 34th Street Insurance Company	Burlington, VT	VT	None
Department Stores National Bank	Sioux Falls, SD	Federally Chartered Limited Purpose Credit Card Bank	None
FDS Bank	Mason, OH	Federal Savings Bank	None
Bloomingdale's, LLC	New York, NY	OH	None
Macy's Merchandising Group (Hong Kong) Limited	Kowloon, Honk Kong	HK	None
West 34th Street Insurance Company New York	New York, NY	NY	None
Macy's Real Estate, LLC	New York, NY	DE	None
Macy's Credit Operations, Inc.	Mason, OH	OH	None
Macy's Merchandising Group Procurement, LLC	New York, NY	DE	None
Macy's Merchandising Group International, LLC	Kowloon, Hong Kong	DE	None
Macy's Merchandising Group International (Hong Kong) Limited	Kowloon, Honk Kong	HK	None
Macy's Merchandising Group, Inc.	New York, NY	NY	None
Macy's China Limited	Kowloon, Hong Kong	HK	None
Bloomingdale's, Inc.	New York, NY	OH	None
Bluemercury, Inc.	Washington, DC	DE	None
Bluemercury Gift Card Services, LLC	Washington, DC	VA	None
Macy's Credit and Customer Services, Inc.	Mason, OH	OH	None
Macy's Corporate Services, Inc.	Cincinnati, OH	OH	None
Macy's West Stores, Inc.	New York, NY	OH	None
Macy's Florida Stores, LLC	New York, NY	OH	None
Macy's Hamilton by Appointment, Inc.	Cincinnati, OH	DE	None
Bloomingdale's Atlantic City, Inc.	Cincinnati, OH	DE	None
Macy's Insurance, Inc.	Cincinnati, OH	OH	None
MOA Rest, Inc.	Cincinnati, OH	MN	None
Bloomingdales.com, LLC	New York, NY	OH	None

Report Item 3: Securities Holders
(1)(a)(b)(c) and 2(a)(b)(c)

Form FR Y-6

Macy's, Inc.

Fiscal Year Ending January 30, 2016

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 1/30/16

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities*
BlackRock, Inc. New York, NY, USA	USA	22,551,205 - 7.2% Common Stock

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 1/30/16

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities*
n/a		

* Based on a Schedule 13G/A filed with the Securities and Exchange Commission on January 22, 2016, reporting ownership as of December 31, 2015. Information as of fiscal year-end is not available.

The Vanguard Group Malvern, PA	USA	17,483,574 - 5.56% Common Stock
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* Based on a Schedule 13G filed with the SEC on February 10, 2016, reporting ownership as of December 31, 2015. Information as of fiscal year-end is not available.

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Francis Blake Atlanta, GA USA	n/a	Director	n/a	Director - Delta Airlines Director - The Procter & Gamble Company	<1%	none	none that we are aware of
Stephen Bollenbach Los Angeles, CA USA	n/a	Director	n/a	Director-KB Home Director-Mondelez International Director-Time Warner	<1%	none	none that we are aware of
John Bryant Battle Creek, MI USA	n/a	Director	n/a	Director - Kellogg Company	<1%	none	none that we are aware of
Deirdre Connelly Philadelphia, PA USA	n/a	Director	n/a	n/a	<1%	none	none that we are aware of
Meyer Feldberg New York, NY USA	n/a	Director	n/a	Senior Advisor - Morgan Stanley; Dean Emeritus and Professor of Leadership and Ethics - Columbia University business school	<1%	none	none that we are aware of

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
				Director-Revlon, Inc.			
				Director-UBS Global Asset Management			
Leslie D. Hale Bethesda, MD USA	RLJ Lodging Trust	Director	n/a	Executive Vice President, CFO and Treasurer-RLJ Lodging Trust	n/a	n/a	none that we are aware of
Sara Levinson New York, NY USA	katapult	Director	n/a	Co-Founder and Director - Katapult	<1%	none	none that we are aware of
				Director-Harley Davison, Inc.			
Joseph Neubauer Philadelphia, PA USA	n/a	Director	n/a	Director- Mondelez International	<1%	none	none that we are aware of
Joyce Roche Savannah, GA USA	n/a	Director	n/a	Director - AT&T, Inc.	<1%	none	none that we are aware of
				Director - Dr. Pepper Snapple Group			
				Director-Tupperware Corporation			

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

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Paul Varga Louisville, KY USA	Brown-Forman Corporation	Director	n/a	Chairman and CEO- Brown-Forman Corporation Director- Brown-Forman Corporation	<1%	none	none that we are aware of
Craig Weatherup Paul Smiths, NY USA	n/a	Director	n/a	Director-Starbucks Corporation	<1%	none	none that we are aware of
Marna Whittington Yorklyn, DE USA	n/a	Director	n/a	Director-Oaktree Capital Group, LLC Director-Phillips 66	<1%	none	none that we are aware of
Annie Young-Scrivner Seattle, WA USA	Starbucks	Director	n/a	Executive Vice President - Starbucks Corporation	<1%	none	none that we are aware of
Terry Lundgren New York, NY USA	n/a	Chairman and CEO; Director	n/a	Director-The Procter & Gamble Company Director-Federal Reserve Bank of New York	<1%	none	none that we are aware of

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William Allen New York, NY USA	n/a	Chief Human Resources Officer	Chief Human Resources Officer for the following: Bluemercury Gift Card Services, LLC Bluemercury, Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Florida Stores, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.	n/a	<1%	none	none that we are aware of
Jeffrey Gennette Brooklyn, NY USA	n/a	President	President for the following: for the following: Macy's Merchandising Corporation Macy's Merchandising Group, Inc. Macy's Merchandising Group International, LLC Macys.com, LLC	n/a	<1%	none	none that we are aware of
Robert Harrison Ridgewood, NJ USA	n/a	Chief Omnichannel Officer	Chief Omnichannel Officer for the following: Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Florida Stores, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc.	n/a	<1%	none	none that we are aware of

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Karen Hoguet Cincinnati, OH USA	n/a	Chief Financial Officer	Macy's West Stores, Inc. Macy's.com, LLC	Director-The Nielsen Company	<1%	none	none that we are aware of
			Executive Vice President-Macy's Corporate Services, Inc.	Director-Chubb Corp.			
			Vice President & Treasurer- Macy's Insurance, Inc.				
			Vice President for the following: Advertex Communications, Inc. BLM Third Avenue, LLC BLM - VF, LLC Bloomingdale's Gift Card, LLC Bloomingdale's The Outlet Store, Inc. Bloomingdale's, Inc. Bloomingdale's, LLC Bloomingdales.com, LLC Bluemercury Gift Card Services, LLC Bluemercury, Inc. FDS Thrift Holding Co., Inc. Macy's Backstage, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Florida Stores, LLC				

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
			Macy's Gift Card, LLC Macy's Merchandising Corporation Macy's Merchandising Group International, LLC Macy's Merchandising Group Procurement, LLC Macy's Merchandising Group, Inc. Macy's Puerto Rico, Inc. Macy's Real Estate, LLC Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. Macys.com, LLC May Company Montgomery Condominium LLC May Properties of Maryland, Inc. May Stores IV, Inc. MF Fargo-Grand Forks-Bismark Stores, LLC MOA Rest, Inc. Nimbus Stores, LLC R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd Southdale Stores, LLC				
Jeffrey Kantor Larchmont, NY USA	n/a	Chief Stores Officer	Chief Stores Officer for the following - Macy's Backstage, Inc. Macy's Florida Stores, LLC Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc.	n/a	<1%	none	none that we are aware of

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Molly Langenstein Weehawken, NJ USA	n/a	Chief Private Brand Officer	Chief Private Brand Officer for the following: Macy's Merchandising Group International, LLC Macy's Merchandising Group, Inc.	n/a	<1%	none	none that we are aware of
Peter Sachse Purchase, NY USA	n/a	Chief Growth Officer	Chief Growth Officer for the following: Macy's Retail Holdings, Inc. Macy's West Stores, Inc. Director - Macy's China Limited Macy's Puerto Rico, Inc.	Director - XO Group Inc.	<1%	none	none that we are aware of
Joel Belsky Cincinnati, OH USA	n/a	Executive Vice President and Controller	Executive Vice President - FDS Bank Vice President & Controller - Macy's Florida Stores, Inc. Macy's Retail Holdings, Inc. Macy's West Stores, Inc. Vice President - Bloomingdale's, Inc. Bloomingdale's, LLC Bluemercury Gift Card Services, LLC Bluemercury, Inc. Macy's Corporate Services, Inc. Macy's Merchandising Group International, Inc.	n/a	<1%	none	none that we are aware of

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
Macy's, Inc.
Fiscal Year Ending January 31, 2015

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
<p>Director for the following:</p> <p>Bloomingdale's The Outlet Store, Inc. Bloomingdale's, Inc. Bluemercury, Inc. FDS Thrift Holding Co., Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Insurance, Inc. Macy's Merchandising Corporation Macy's Merchandising Group, Inc. Macy's Merchandising Group (Hong Kong) Ltd Macy's Merchandising Group International (Hong Kong) Ltd Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. Macys.com, LLC May Properties of Maryland, Inc. May Stores IV, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd</p>							
Dennis Broderick Cincinnati, OH USA	n/a	Executive Vice President, General Counsel and Secretary	<p>Executive Vice President - FDS Bank</p> <p>President for the following: Southdale Stores, LLC BLM - VF, LLC</p>	n/a	<1%	none	none that we are aware of

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
			Bloomingdales, Inc. Bloomingdales, LLC FDS Thrift Holding Co., Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Florida Stores, LLC Macy's Insurance, Inc. Macy's Merchandising Group Procurement, LLC Macy's Real Estate, LLC Macy's Retail Holdings, Inc. Macy's West Stores, Inc. May Company Montgomery Condominium LLC May Properties of Maryland, Inc. May Stores IV, Inc. MF Fargo-Grand Forks-Bismark Stores, LLC MOA Rest, Inc. Nimbus Stores, LLC R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd Vice President for the following: Advertex Communications, Inc. Bloomingdale's Gift Card, LLC Bloomingdale's The Outlet Store, Inc. Bloomingdale's, LLC Bloomingdales.com, LLC Bluemercury Gift Card Services, LLC Bluemercury, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Gift Card, LLC				

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
			Macy's Merchandising Corporation Macy's Merchandising Group International, LLC Macy's Merchandising Group, Inc. Macy's Puerto Rico, Inc. Macy's Systems and Technology, Inc. Macys.com, LLC Director for the following: Bloomingdale's The Outlet Store, Inc. Bloomingdale's, Inc. Bluemercury, Inc. FDS Thrift Holding Co., Inc. Macy's Backstage, Inc. Macy's Corporate Services, Inc. Macy's Credit and Customer Services, Inc. Macy's Credit Operations, Inc. Macy's Insurance, Inc. Macy's Merchandising Corporation Macy's Merchandising Group, Inc. Macy's Merchandising Group (Hong Kong) Ltd Macy's Merchandising Group International (Hong Kong) Ltd Macy's Puerto Rico, Inc. Macy's Retail Holdings, Inc. Macy's Systems and Technology, Inc. Macy's West Stores, Inc. Macys.com, LLC May Properties of Maryland, Inc. May Stores IV, Inc. MOA Rest, Inc. R.H. Macy Holdings (HK), Ltd R.H. Macy Warehouse (HK), Ltd				

Report Item 3: Securities Holders
(1)(a)(b)(c) and 2(a)(b)(c)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 1/30/16

		(1)(c)	
(1)(a)	(1)(b)	Number and Percentage	
Name,	Country of Citizenship	of Each Class of	
City, State, Country	or Incorporation	Voting Securities*	
Macy's, Inc.	USA	100	100%
Cincinnati, OH		Common Stock	
USA			

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 1/30/16

		(2)(c)
(2)(a)	(2)(b)	Number and Percentage
Name,	Country of Citizenship	of Each Class of
City, State, Country	or Incorporation	Voting Securities*
NONE		

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and
4(a)(b)(c)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

							(4)(c)
							List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(b) Percentage of Voting Shares in Holding Company	
Macy's, Inc. Cincinnati, OH USA	n/a	Principal Securities Holder	n/a	n/a	100%	FDS Bank 100% (direct)	Advertex Communications, Inc. 100% (direct)
						Department Stores National Bank 49% of a class of voting preferred stock (may have no more than 19% of the aggregate voting power of the Bank) (direct)	Macy's Retail Holdings, Inc. 100% (direct)
						Macy's Credit Operations, Inc. 100% (indirect)	Macy's Merchandising Corporation 100% (direct)
							Macy's Merchandising Group, Inc. 100% (direct)
							West 34th Street Insurance Co. 100% (direct)
							Bloomingdale's, LLC 100% membership interest (indirect)
							Macy's Merchandising Group (Hong Kong) Limited 100% (indirect)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

						(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)
						West 34th Street Insurance Company New York 100% (indirect)
						Macy's Real Estate, LLC 100% membership interest (indirect)
						Macy's Merchandising Group Procurement, LLC (indirect) 100% membership interest
						Macy's Merchandising Group International (Hong Kong), Ltd. 100% (indirect)
						Bloomingdale's, Inc. 100% (indirect)
						Bloomingdales.com, LLC 100% membership interest (indirect)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

						(4)(c)
						List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(b)	
Name,	Principal		Title & Position	with Other	Percentage of	
City, State,	Occupation if	Title & Position	Title & Position	Businesses	Voting Shares in	
Country	other than with	with Holding	with Subsidiaries	(include names of other	Subsidiaries	
	Holding	Company	(include names of subsidiaries)	businesses)	Holding Company of subsidiaries)	

Macy's Credit and Customer
Services, Inc.
100% (indirect)

Macy's Corporate Services, Inc.
100% (indirect)

Macy's West Stores, Inc.
100% (indirect)

Macy's Florida Stores, LLC
100% membership interest (indirect)

Macy's Hamilton Bay
Appointment, Inc.
100% (indirect)

Bloomingdale's Atlantic City, Inc.
100% (indirect)

Macy's Insurance, Inc.
100% (indirect)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

						(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)		(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)
				(4)(a) Percentage of Voting Shares in Holding Company		
						MOA Rest, Inc. 100% (indirect)
						Macy's Backstage, Inc. 100% (indirect)
						Bloomingdale's Gift Card, LLC 100% membership interest (indirect)
						BLM-VF, LLC 100% membership interest (indirect)
						Bloomingdale's The Outlet Store, Inc. 100% membership interest (indirect)
						Bluemercury, Inc. 100% (indirect)
						Bluemercury Gift Card Services, Inc. 100% membership interest(indirect)

Form FR Y-6
FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

						(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)
						Macy's Gift Card, LLC 100% membership interest (indirect)
						Dayton's Iron Horse Liquors, Inc. 100% (indirect)
						Macy's Systems and Technology, Inc. 100% (indirect)
						Macys.com, LLC 100% membership interest (indirect)
						R.H. Macy Holdings (HK), Ltd. 100% (indirect)
						R.H. Macy Warehouse (HK), Ltd. 100% (indirect)

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FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

						(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)
						Marshall Field's Chicago, Inc. 100% (indirect)
						May Company Montgomery Condominium, LLC 100% membership interest (indirect)
						May Properties of Maryland, Inc. 100% (indirect)
						May Stores IV, Inc. 100% (indirect)
						Macy's Puerto Rico, Inc. 100% (indirect)
						WM 200, LLC 60% membership interest (indirect)

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Fiscal Year Ending January 30, 2016

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(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Subsidiaries (include names Holding Company of subsidiaries)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names Holding Company of subsidiaries)
						MF Fargo-Grand Forks- Bismarck Stores, LLC 100% membership interest (indirect)
						Nimbus Stores, LLC 100% membership interest (indirect)
						Rooftop, Inc. 100% (indirect)
						Southdale Stores, LLC 100% membership interest (indirect)
						Macy's Merchandising Group International, LLC 100% membership interest (indirect)
						Macy's China Limited 65% (indirect)

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FDS Thrift Holding Co., Inc.
Fiscal Year Ending January 30, 2016

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(c) Title & Position with Other Businesses (include names of other businesses)			(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
			(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(4)(a) Percentage of Voting Shares in Holding Company			
Dennis J. Broderick Cincinnati, OH USA	Executive Vice President General Counsel and Secretary of Macy's Inc.	President Director	Executive Vice President- FDS Bank Vice President and Director- Macy's Credit Operations, Inc.	n/a NONE	NONE		None that we are aware of
Joel Belsky Cincinnati, OH USA	Executive Vice President and Controller of Macy's, Inc.	Director	Executive Vice President- FDS Bank Director- Macy's Credit Operations, Inc.	n/a NONE	NONE		None that we are aware of
Brian M. Szames Cincinnati, OH USA	Treasurer of Macy's, Inc.	Vice President and Treasurer	Vice President and Treasurer- Macy's Credit Operations, Inc.	n/a NONE	NONE		None that we are aware of
Linda J. Balicki St. Louis, Missouri USA	Vice President- Assistant General Counsel and Assistant Secretary of Macy's, Inc.	Secretary	Secretary- Macy's Credit Operations, Inc.	n/a NONE	NONE		None that we are aware of

Results: A list of branches for your holding company: **MACY'S, INC. (4103310) of CINCINNATI, OH.**
The data are as of **12/31/2014**. Data reflects information that was received and processed through **04/06/2015**.

Reconciliation and Verification Steps

- 1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
- 2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Ok		Full Service (Head Office)	3382547	DEPARTMENT STORES NATIONAL BANK	701 EAST 60TH STREET NORTH	SIOUX FALLS	SD	57104	MINNEHAHA	UNITED STATES	441397	0	DEPARTMENT STORES NATIONAL BANK	3382547	
Ok		Full Service (Head Office)	2107181	FDS BANK	9111 DUKE BOULEVARD	MASON	OH	45040	WARREN	UNITED STATES	48138	0	FDS BANK	2107181	