Macy's, Inc.
Form FWP
September 03, 2013

Free Writing Prospectus

Filed Pursuant to Rule 433

Registration No. 333-185321

Pricing Term Sheet

Macy s, Inc.

September 3, 2013

	4.375% **Senior Notes due 2023**
Issuer:	Macy s Retail Holdings, Inc.
Guarantor:	Macy s, Inc.
Size:	$400,000,000
Maturity:	September 1, 2023
Coupon:	4.375%
Price to Public:	99.314% of face amount
Yield to Maturity:	4.461%
Spread to Benchmark Treasury:	+ 160 basis points
Benchmark Treasury:	2.500% due August 15, 2023
Benchmark Treasury Price and Yield:	96-28+; 2.861%
Interest Payment Dates:	March 1 and September 1, commencing on March 1, 2014
Make-Whole Call:	Prior to June 1, 2023, Treasury price + 25 basis points
Par Call:	At any time on or after June 1, 2023, at 100% of the principal amount of the senior notes to be redeemed
Trade Date:	September 3, 2013
Settlement Date:	September 6, 2013 (T+3)
CUSIP / ISIN:	55616X AK3/US55616XAK37
Denominations:	$2,000 x $1,000
Ratings (Moody s / S&P / Fitch):	Baa3 positive / BBB stable / BBB stable
Joint Book-Running Managers:	Credit Suisse Securities (USA) LLC J.P. Morgan Securities LLC

	Merrill Lynch, Pierce, Fenner & Smith Incorporated
	Goldman, Sachs & Co.
	U.S. Bancorp Investments, Inc.
	Wells Fargo Securities, LLC
Co-Managers:	BNY Mellon Capital Markets, LLC
	Citigroup Global Markets Inc.
	Fifth Third Securities, Inc.
	Loop Capital Markets LLC
	Mitsubishi UFJ Securities (USA), Inc.
	PNC Capital Markets LLC
	Samuel A. Ramirez & Company, Inc.
	Standard Chartered Bank
	The Williams Capital Group, L.P.

The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by Moody s, Standard and Poor s and Fitch Ratings. Each of the security ratings above should be evaluated independently of any other security rating.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Credit Suisse Securities (USA) LLC at 800-221-1037, J.P. Morgan Securities LLC collect at 1-212-834-4533, or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.