

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

The Cato Corporation
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

149205106
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|--|--|
| 1 | NAMES OF REPORTING PERSONS S.S. or I.R.S. Identification Nos. of Above Persons (Entities Only) John P. D. Cato | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION United States | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 2,963,229 (1)(2) |
| | 6 | SHARED VOTING POWER 16,011 (2)(3) |
| | 7 | SOLE DISPOSITIVE POWER 2,963,229 (1)(2) |
| | 8 | SHARED DISPOSITIVE POWER 16,011 (2)(3) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,979,240 (1)(2)(3) | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 14.5% (1)(2)(3)(4)(5) | |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | |

- (1) Consists of (i) 1,760,652 shares of Class B Common Stock held of record by John P.D. Cato, (ii) 1,148,436 shares of Class A Common Stock held of record by John P.D. Cato and (iii) 51,141 shares of Class A Common Stock held by John P.D. Cato in the Cato Employee Stock Ownership Plan.
- (2) Each share of Class B Common stock is convertible at any time into one share of Class A Common Stock at the option of the holder, and upon the occurrence of certain other events as described in the Amended and Restated Certificate of Incorporation of the Issuer.
- (3) Consists of (i) 3,000 shares of Class B Common Stock held of record by the Reporting Person's wife, Jane G. Cato, and (ii) 13,011 shares of Class A Common Stock held of record by Jane G. Cato. The Reporting Person disclaims beneficial ownership of these shares, and the inclusion of and reference to such shares in this report is subject in all respects to this disclaimer.
- (4) Based on the quotient obtained by dividing (a) the aggregate number of shares of Class A Common Stock and Class B Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 18,802,742 shares of Class A Common Stock outstanding as of December 31, 2023, as reported by the Issuer to the Reporting Person, and (ii) 1,763,652 shares of Class B Common Stock beneficially owned by the Reporting Person. The aggregate number of shares of Class B Common Stock beneficially owned by the Reporting Person as set forth in clauses "(a)" and "(b)" of this footnote are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to ten votes. There were 1,763,652 shares of Class B Common Stock outstanding as of December 31, 2023, as reported by the Issuer to the Reporting Person, all of which were beneficially owned by the Reporting Person as set forth in footnote "(4)" immediately above. The percentage reported does not reflect the ten for one voting power of the Class B Common Stock because these shares are treated as converted into Class A Common Stock for the purpose of this report. The 1,763,652 shares of Class B Common Stock and 1,212,588 shares of Class A Common Stock beneficially owned by Reporting Person represent 51.7% of the aggregate combined voting power of the Company's Class A Common Stock and Class B Common Stock as of December 31, 2023.

Item 1(a) Name of Issuer: The Cato Corporation

Item 1(b) Address of Issuer's Principal Executive Offices: 8100 Denmark Road, Charlotte, NC 28275

Item 2(a) Name of Person Filing: John P.D. Cato

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address for the principal business office of John P.D. Cato is:

c/o The Cato Corporation .

8100 Denmark Road, Charlotte, NC 28275

Item 2(c) Citizenship: John P.D. Cato - United States

Item 2(d) Title of Class of Securities: Class A Common Stock, par value \$0.033 per share

Item 2(e) CUSIP No.: 149205106

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a :

This statement is not filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c).

Item 4 Ownership:

(a) Amount beneficially owned: 2,888,475 (1)(2)(3)

(b) Percent of class: 14.1% (1)(2)(3)(4)(5)

(c) Number of shares as to which the person has:

(i) *Sole power to vote or direct the vote or to direct the vote*: 2,963,229 (1)(2)

(ii) *Shared power to vote or to direct the vote*: 16,011 (2)(3)

(iii) *Sole power to dispose or to direct the disposition of*: 2,963,229 (1)(2)

(iv) *Shared power to dispose of or direct the disposition of*: 16,011 (2)(3)

- (1) Consists of (i) 1,760,652 shares of Class B Common Stock held of record by John P.D. Cato, (ii) 1,148,436 shares of Class A Common Stock held of record by John P.D. Cato and (iii) 51,141 shares of Class A Common Stock held by John P.D. Cato in the Cato Employee Stock Ownership Plan.
- (2) Each share of Class B Common stock is convertible at any time into one share of Class A Common Stock at the option of the holder, and upon the occurrence of certain other events as described in the Amended and Restated Certificate of Incorporation of the Issuer.
- (3) Consists of (i) 3,000 shares of Class B Common Stock held of record by the Reporting Person's wife, Jane G. Cato, and (ii) 13,011 shares of Class A Common Stock held of record by Jane G. Cato. The Reporting Person disclaims beneficial ownership of these shares, and the inclusion of and reference to such shares in this report is subject in all respects to this disclaimer.
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- Item 5** Ownership of Five Percent or Less of a Class: Not applicable.
- Item 6** Ownership of More than Five Percent on Behalf of Another Person: Not applicable.
- Item 7** Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person: Not applicable.
- Item 8** Identification and Classification of Members of the Group: Not applicable.
- Item 9** Notice of Dissolution of Group: Not applicable.
- Item 10** Certifications: Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2024

John P. D. Cato

/s/ John P. D. Cato

Name: John P. D. Cato