

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): March 28, 2022

### **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, North Carolina  
(Address of Principal Executive Offices)

28273-5975  
(Zip Code)

(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)
- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A - Common Stock, par value \$.033 per share	CATO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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.

## THE CATO CORPORATION

### **Item 5.01. Changes in Control of Registrant.**

As a result of recent repurchases of the Class A Common Stock of The Cato Corporation (“we,” “us” or the “Company”) occurring between March 22, 2022 and March 29, 2022 pursuant to the Company’s stock repurchase program that have reduced the total outstanding shares of our Class A Common Stock to 19,516,462 as of March 29, 2022, Mr. John P.D. Cato, Chairman, President and Chief Executive Officer of the Company and the largest shareholder of the Company, now beneficially owns 50.2% of the outstanding voting power of our common stock, which includes both our Class A Common Stock and Class B Common Stock. As disclosed by Mr. Cato in a Schedule 13G filed with the Securities and Exchange Commission on March 30, 2022, as of March 29, 2022, Mr. Cato beneficially owns 1,004,232 shares of Class A Common Stock, which are entitled to one vote per share, and 1,763,652 shares of Class B Common Stock, which are entitled to ten votes per share. These shares reported as beneficially owned by Mr. Cato include 21,147 shares of Class A Common Stock and 3,000 shares of Class B Common stock held by Mr. Cato’s wife, with respect to which he has disclaimed beneficial ownership.

For as long as Mr. Cato continues to beneficially own more than 50% of the Company’s voting power for the election of directors, the Company may qualify for exemption as a “controlled company” from compliance with certain corporate governance rules of the New York Stock Exchange relating to director independence, including the requirements that we have a majority of independent directors on our Board, an independent compensation committee and an independent corporate governance and nominating committee. Mr. Cato has indicated that he has no current intention to propose or request that the Company cease complying with these independence requirements, and to date no such proposal or request has been made to the Board of Directors for consideration.

Except as described herein, there are no arrangements or undertakings known to us between Mr. Cato and his associates and the Board of Directors or any other shareholders of the Company with respect to election of directors of the Company or other matters relating to the Company. Additionally, there are no arrangements known to us, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the Company.

### **Item 9.01 Financial Statements and Exhibits**

#### **(d) Exhibits**

104 Cover page Interactive Data File (embedded within Inline XBRL document)

## 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

March 31, 2022

Date

/s/ John P. D. Cato

John P. D. Cato  
Chairman, President and  
Chief Executive Officer

March 31, 2022

Date

/s/ Charles D. Knight

Charles D. Knight  
Executive Vice President  
Chief Financial Officer

## Exhibit Index

<b><u>Exhibit</u></b>	<b><u>Exhibit No.</u></b>
104 Cover page Interactive Data File (embedded within Inline XBRL document)	104

