

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

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**Form 8-K**

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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 26, 2011

**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  
(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))
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## THE CATO CORPORATION

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

On May 26, 2011, 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).

In addition, management's proposal regarding a non-binding advisory vote approving executive compensation was approved (Proposal 2 below).

In addition stockholders selected, on a non-binding advisory basis, "every three years" the frequency for holding the stockholder advisory vote on executive compensation (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 2011 was approved (Proposal 4 below).

### Summary Of Voting By Proposal

1. To elect Bryan F. Kennedy, III and Thomas B. Henson, each for a term expiring in 2014 and until their successors are elected and qualified. Votes recorded, by nominee, were as follows:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Bryan F. Kennedy, III	41,733,096	1,628,744	-	672,034
Thomas B. Henson	42,350,328	1,011,512	-	672,034

2. To hold an advisory (non-binding) vote on executive compensation. The Company's shareholders voted to approve this proposal with 42,036,894 votes for and 513,617 votes against. There were 811,329 abstentions and 672,034 Broker non-votes.
3. To hold an advisory (non-binding) vote on how often a shareholder vote on "say on pay" is held, annually, biannually or triennially. The Company's shareholders voted: 20,025,906 for every 1 YEAR, 342,398 for every 2 YEARS, and 22,098,908 for every 3 YEARS. There were 896,628 abstentions and 672,034 Broker non-votes.

In light of the voting results with respect to the frequency of advisory votes on executive compensation, the Company's board of directors has determined that the Company currently intends to hold an advisory vote on the compensation of our named executive officers every three years until the next required vote on the frequency of advisory votes on executive compensation.

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4. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2012. The Company's shareholders voted to approve this proposal with 43,091,308 votes for and 171,756 votes against. There were 770,810 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

June 1, 2011

Date

/s/ John P. D. Cato

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

June 1, 2011

Date

/s/ John R. Howe

John R. Howe  
Executive Vice President  
Chief Financial Officer