

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 1, 2018

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2018, the board of directors (the “Board”) of The Cato Corporation (the “Company”) appointed Dr. Pamela Davies as new directors of the Company to expand the Board. Davies’ appointment is effective April 1, 2018. She will join Cato’s Compensation Committee as well as the Corporate Governance and Nominating Committee. With the appointment of Dr. Davies, the Board consists of ten members.

Dr. Davies has served as president of Queens College since 2002 and previously was the dean of the McColl School of Business. Under her leadership, the school’s endowment has grown from \$30 million to \$150 million, and Davies spearheaded the creation of four academic units – the Knight School of Communication, Presbyterian School of Nursing, Blair College of Health and Cato School of Education. She currently serves on the boards of Sonoco Products, Inc., Atrium Health and the YMCA of the USA. She has previously served on the boards of Family Dollar and the Charlotte Chamber.

There is no arrangement or understanding between Dr. Davies and any other persons pursuant to which Dr. Davies was appointed as director of the Company. There have been no transactions during the last two years, or proposed transactions, to which the Company was or is to be a party, in which Dr. Davies is to have a direct or indirect material interest.

A copy of the Company’s press release, dated March 1, 2018, announcing the appointment of Dr. Davies as director of the Company is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 – [Press Release issued November 16, 2017.](#)

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 6, 2018

Date

/s/ John P. D. Cato

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

March 6, 2018

Date

/s/ John R. Howe

John R. Howe
Executive Vice President
Chief Financial Officer

Exhibit

Exhibit No.

[Press Release issued March 1, 2018.](#)

99.1

The CATO Corporation

NEWS RELEASE

FOR IMMEDIATE RELEASE

CEO Approval _____

For Further Information Contact:

John R. Howe
Executive Vice President
Chief Financial Officer
704-551-7315

CATO EXPANDS BOARD OF DIRECTORS, ADDS DR. PAMELA DAVIES

Queens University of Charlotte president brings business background and retail expertise

CHARLOTTE, N.C., (March 1, 2018) – Women’s fashion retailer Cato Corporation (NYSE: CATO) today announced the expansion of its Board of Directors from seven to eight members with the appointment of Dr. Pamela Davies, president of Queens University of Charlotte.

Davies has served as president of Queens since 2002 and previously was the dean of the McColl School of Business. Under her leadership, the school’s endowment has grown from \$30 million to \$150 million, and Davies spearheaded the creation of four academic units – the Knight School of Communication, Presbyterian School of Nursing, Blair College of Health and Cato School of Education.

Davies currently serves on the boards of Sonoco Products, Inc., Atrium Health and the YMCA of the USA. She has previously served on the boards of Family Dollar and the Charlotte Chamber.

“Pamela is the perfect fit for Cato and brings a wealth of knowledge and strong business background, having served on boards of retail and other publicly traded companies,” said John Cato, the company’s chairman, president and chief executive officer. “Her background in business education and success in growing Queens University will introduce fresh ideas and additional perspective to our boardroom.”

Davies’ appointment is effective April 1, 2018. She will join Cato’s Compensation Committee as well as the Corporate Governance and Nominating Committee.

“I am delighted to join a company with such a strong track record and vision for growth in a rapidly changing industry,” said Davies. “Cato’s healthy balance sheet and initiatives in e-commerce, fashion design and product sourcing should promote the company’s future growth and continued success.”

With more than 1,300 stores in 33 states, Cato is the fashion authority for on-trend merchandise at everyday low prices and focuses on delivering excellence in fit, quality, fabrics and selection.

About Cato Corporation

The Cato Corporation is a leading specialty retailer of value-priced fashion apparel and accessories operating three concepts, "Cato," "Versona" and "It's Fashion." The Company's Cato stores offer exclusive merchandise with fashion and quality comparable to mall specialty stores at low prices every day. The Company also offers exclusive merchandise found in its Cato stores at www.catofashions.com. Versona is a unique fashion destination offering apparel and accessories including jewelry, handbags and shoes at exceptional prices every day. Select Versona merchandise can also be found at www.shopversona.com. It's Fashion offers fashion with a focus on the latest trendy styles for the entire family at low prices every day.