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): November 19, 2026

THE CATO CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-31340	56-0484485
(State or Other Jurisdiction of Incorporation	(Commission File Number)	(IRS Employer Identification No.)

8100 Denmark Road, Charlotte, North Carolina	28273-5975
(Address of Principal Executive Offices)	(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 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. ☐

Item 2.02. Results of Operations and Financial Condition.

On November 19, 2026, The Cato Corporation issued a press release regarding its financial results for the third quarter ending October 31, 2026. A copy of this press release is hereby incorporated as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 - Press Release issued November 19, 2026

Exhibit 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

November 23, 2026
Date

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

November 23, 2026
Date

/s/ Charles D. Knight
Charles D. Knight
Executive Vice President
Chief Financial Officer

Exhibit Index

Exhibit	**Exhibit No.**
99.1 - Press Release issued November 19, 2026	99.1
104 Cover page Interactive Data File (embedded within Inline XBRL document)	104

EXHIBIT 99.1

NEWS RELEASE
FOR IMMEDIATE RELEASE

For Further Information Contact:
Charles D. Knight
Executive Vice President
Chief Financial Officer
InvestorRelations@catocorp.com

CATO REPORTS 3Q RESULTS

CHARLOTTE, N.C. (November 19, 2026) – The Cato Corporation (NYSE: CATO) today reported a net loss of $10.4 million or ($0.54) per diluted share for the third quarter ended October 31, 2026, compared to a net loss of $5.2 million or ($0.28) per diluted share for the third quarter ended November 1, 2025.

Sales for the third quarter ended October 31, 2026 were $148.0 million, a decrease of 4% from sales of $153.7 million for the third quarter ended November 1, 2025. The Company's same-store sales for the quarter decreased 1% compared to 2025.

For the nine months ended October 31, 2026, the Company reported net income of $0.1 million or $0.01 per diluted share, compared to net income of $5.0 million or $0.25 per diluted share for the nine months ended November 1, 2025. Sales for the nine months ended October 31, 2026 were $481.3 million, a decrease of 3% to sales of $496.8 million for the nine months ended November 1, 2025. Year-to-date same-store sales decreased 0.6% compared to 2025.

"Although our overall sales trend improved compared to the second quarter, the effect of persistent inflation and higher fuel costs continues to erode our customers' discretionary income" stated John Cato, Chairman, President, and Chief Executive Officer. "The continued negative sales trend caused us to take more markdowns which impacted our gross margins. We believe the pressure on our customers' discretionary spending will continue into the fourth quarter and the foreseeable future. We will continue to manage our expenses and inventory levels as we navigate through this difficult economic environment."

Gross margin decreased from 32.0% to 30.0% of sales in the quarter due to lower merchandise margins and higher markdowns, partially offset by lower buying and occupancy costs as a percent of sales. SG&A expenses as a percent of sales decreased from 37.1% to 37.0% of sales during the quarter primarily due to lower payroll, professional fees and insurance costs as a percent of sales, partially offset by expenses related to store closings. SG&A expenses were $54.7 million, a $2.2 million reduction compared to last year's third quarter. Tax expense for the quarter was $0.2 million versus tax benefit of $1.2 million in the prior year, primarily due to a reduction in the release of reserves for uncertain tax positions in the current year.

Year-to-date gross margin decreased to 33.5% of sales from 34.5% in the prior year primarily due to lower merchandise margins and higher markdowns, partially offset by our tariff refund as well as lower buying and occupancy costs as a percent of sales. The year-to-date SG&A rate was 33.8% versus last year's 34.2% primarily due to lower payroll and insurance costs as a percent of sales. Year-to-date SG&A expenses decreased $7.0 million to $162.7 million. Tax expense for the nine-month period was $0.9 million compared to $0.5 million tax benefit last year, due to a reduction in the release of reserves for uncertain tax positions in the current year.

Year-to-date, the Company has closed 22 stores and opened two stores. The Company is in process of closing approximately 90 additional stores in the fourth quarter. As of October 31, 2026, the Company has 1,049 stores in 31 states, compared to 1,101 stores in 31 states as of November 1, 2025.

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.

Statements in this press release that express a belief, expectation or intention, as well as those that are not a historical fact, including, without limitation, statements regarding additional planned store closures and the expected costs and potential impact on future operating results associated with these planned closures are considered “forward-looking” within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations that are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those contemplated by the forward-looking statements. Such factors include, but are not limited to, any actual or perceived deterioration in the conditions that drive consumer confidence and spending, including, but not limited to, prevailing social, economic, political and public health conditions and uncertainties, war or similar hostilities and their collateral effects, levels of unemployment, fuel, energy and food costs, inflation, wage rates, tax rates, tariff rates, interest rates, home values, consumer net worth and the availability of credit; changes in laws, regulations or government policies affecting our business, including but not limited to tariffs, taxes and customs enforcement; uncertainties regarding the impact of any governmental action regarding, or responses to, the foregoing conditions; competitive factors and pricing pressures; our ability to predict and respond to rapidly changing fashion trends and consumer demands; our ability to successfully open new stores in attractive locations and the ability of any such new stores to grow and perform as expected; underperformance or other factors that may lead to a continuation or acceleration of store closures and negatively affect the Company’s profitability, financial condition or prospects; adverse weather, public health threats, acts of war or aggression or similar conditions and related consequences that may affect our sales or operations; inventory risks due to shifts in market demand, including the ability to liquidate excess inventory at anticipated margins; adverse developments or volatility affecting the financial services industry or broader financial markets; and other factors discussed under “Risk Factors” in Part I, Item 1A of the Company’s most recently filed annual report on Form 10-K and in other reports the Company files with or furnishes to the SEC from time to time. The Company does not undertake, and expressly declines any obligation, to publicly update or revise the forward-looking statements even if experience or future changes make it clear that the projected results expressed or implied therein will not be realized. The Company is not responsible for any changes made to this press release by wire or Internet services.

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THE CATO CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
FOR THE PERIODS ENDED October 31, 2026 AND November 1, 2025
(Dollars in thousands, except per share data)

	Quarter Ended				Nine Months Ended			
	October 31, 2026	**% Sales**	November 1, 2025	% Sales	**October 31, 2026**	**% Sales**	November 1, 2025	% Sales
REVENUES								
Retail sales	**$ 148,025**	**100.0%**	$ 153,739	100.0%	**$ 481,337**	**100.0%**	$ 496,811	100.0%
Other revenue (principally finance, late fees and layaway charges)	**1,444**	**1.0%**	1,663	1.1%	**4,737**	**1.0%**	5,342	1.1%
Total revenues	**149,469**	**101.0%**	155,402	101.1%	**486,074**	**101.0%**	502,153	101.1%
GROSS MARGIN (Memo)	**44,412**	**30.0%**	49,222	32.0%	**161,204**	**33.5%**	171,509	34.5%
COSTS AND EXPENSES, NET								
Cost of goods sold	**103,613**	**70.0%**	104,517	68.0%	**320,133**	**66.5%**	325,302	65.5%
Selling, general and administrative	**54,747**	**37.0%**	56,974	37.1%	**162,724**	**33.8%**	169,670	34.2%
Depreciation	**2,293**	**1.5%**	2,444	1.6%	**6,775**	**1.4%**	7,532	1.5%
Interest and other income	**(1,066)**	**-0.7%**	(2,181)	-1.4%	**(4,567)**	**-0.9%**	(4,775)	-1.0%
Costs and expenses, net	**159,587**	**107.8%**	161,754	105.2%	**485,065**	**100.8%**	497,729	100.2%
Income Before Income Taxes	**(10,118)**	**-6.8%**	(6,352)	-4.1%	**1,009**	**0.2%**	4,424	0.9%
Income Tax Expense	**236**	**0.2%**	(1,163)	-0.8%	**905**	**0.2%**	(528)	-0.1%
Net Income	**$ (10,354)**	**-7.0%**	$ (5,189)	-3.4%	**$ 104**	**0.0%**	$ 4,952	1.0%
Basic Earnings Per Share	**$ (0.54)**		$ (0.28)		**$ 0.01**		$ 0.25	
Diluted Earnings Per Share	**$ (0.54)**		$ (0.28)		**$ 0.01**		$ 0.25	

THE CATO CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	Octobewr 31, 2026 (Unaudited)	January 31, 2026 (Unaudited)
ASSETS		
Current Assets		
Cash and cash equivalents	**$ 22,577**	$ 16,788
Short-term investments	**59,695**	56,859
Restricted cash	**2,675**	2,675
Accounts receivable - net	**19,251**	25,462
Merchandise inventories	**89,007**	83,696
Other current assets	**8,252**	7,787
Total Current Assets	**201,457**	193,267
Property and Equipment - net	**50,755**	53,748
Other Assets	**20,871**	20,471
Right-of-Use Assets, net	**155,545**	153,933
TOTAL	**$ 428,628**	$ 421,419
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities	**$ 107,572**	$ 102,385
Current Lease Liability	**46,193**	53,507
Noncurrent Liabilities	**11,275**	11,272
Lease Liability	**105,673**	96,941
Stockholders' Equity	**157,915**	157,314
TOTAL	**$ 428,628**	$ 421,419