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): August 20, 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 August 20, 2026, The Cato Corporation issued a press release regarding its financial results for the second quarter ending August 1, 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 August 20, 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

August 25, 2026	/s/ John P. D. Cato
Date	John P. D. Cato Chairman, President and Chief Executive Officer
August 25, 2026	/s/ Charles D. Knight
Date	Charles D. Knight Executive Vice President Chief Financial Officer

Exhibit Index

Exhibit	**Exhibit No.**
99.1 - Press Release issued August 20, 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 2Q EARNINGS

CHARLOTTE, N.C. (August 20, 2026) – The Cato Corporation (NYSE: CATO) today reported net income of $1.1 million or $0.06 per diluted share for the second quarter ended August 1, 2026, compared to net income of $6.8 million or $0.35 per diluted share for the second quarter ended August 2, 2025.

Sales for the second quarter ended August 1, 2026 were $163.9 million, or a decrease of 6% from sales of $174.7 million for the second quarter ended August 2, 2025 primarily due to a 3.7% same-store sales decrease for the quarter compared to 2025.

For the six months ended August 1, 2026, the Company reported net income of $10.5 million or $0.53 per diluted share, compared to net income of $10.1 million or $0.51 for the six months ended August 2, 2025. Sales for the six months ended August 1, 2026 were $333.3 million, a decrease of 2.9% from sales of $343.1 million for the six months ended August 2, 2025 primarily due to flat same-store sales compared to 2025 and the impact of closed stores.

"Our results in the quarter are in large part due to the continued pressure on our customers' discretionary income, which is being negatively impacted in part by persistent inflation, higher fuel prices and continued elevated interest rates," stated John Cato, Chairman, President, and Chief Executive Officer. "We expect the negative pressure on our customers' discretionary income to continue for the foreseeable future. We will continue to tightly manage our expenses and inventory as we anticipate the back half of 2026 to be challenging."

Gross margin decreased from 36.2% to 32.8% of sales in the quarter due to lower merchandise margins and deleveraging of occupancy costs. SG&A expenses as a percent of sales increased from 32.8% to 33.0% of sales during the quarter. For the quarter, SG&A expense decreased $3.3 million primarily due to lower payroll costs and credit card fees. Income tax expense for the quarter was $0.1 million versus an income tax benefit of $0.3 million in the prior year.

Year-to-date gross margin decreased from 35.6% of sales to 35.0% primarily due to lower merchandise margins and deleveraging of occupancy costs. Year-to-date SG&A expenses were 32.4% as a percent of sales versus 32.8% in the prior year. Year-to-date SG&A expenses decreased $4.7 million primarily due to lower payroll, equipment and insurance costs, partially offset by professional fees and litigation costs. Income tax expense for the first half increased to $0.7 million from $0.6 million last year.

During the second quarter ended August 1, 2026, the Company closed eight stores. As of August 1, 2026, the Company had 1,057 stores in 31 states, compared to 1,101 stores in 31 states as of August 2, 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 the Company’s expected or estimated operational financial results, activities or opportunities, and potential impacts and effects of events, risks or contingencies 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, levels of unemployment, fuel, energy and food costs, inflation, wage rates, tax rates, interest rates, home values, consumer net worth and the availability of credit; changes in laws or regulations affecting our business, including but not limited to tariffs and taxes; 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 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 negative affect on the Company’s profitability; adverse weather, public health threats, acts of war or aggression or similar conditions 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; 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 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 August 1, 2026 AND August 2, 2025
(Dollars in thousands, except per share data)

	Quarter Ended				Six Months Ended			
	Aug 1, 2026	**% Sales**	Aug 2, 2025	% Sales	**Aug 1, 2026**	**% Sales**	Aug 2, 2025	% Sales
REVENUES								
Retail sales	**$ 163,902**	**100.0%**	$ 174,653	100.0%	**$ 333,312**	**100.0%**	$ 343,072	100.0%
Other revenue (principally finance, late fees and layaway charges)	**1,599**	**1.0%**	1,856	1.1%	**3,293**	**1.0%**	3,679	1.1%
Total revenues	**165,501**	**101.0%**	176,509	101.1%	**336,605**	**101.0%**	346,751	101.1%
GROSS MARGIN (Memo)	**53,722**	**32.8%**	63,186	36.2%	**116,792**	**35.0%**	122,288	35.6%
COSTS AND EXPENSES, NET								
Cost of goods sold	**110,180**	**67.2%**	111,467	63.8%	**216,520**	**65.0%**	220,784	64.4%
Selling, general and administrative	**54,047**	**33.0%**	57,371	32.8%	**107,977**	**32.4%**	112,696	32.8%
Depreciation	**2,246**	**1.4%**	2,525	1.4%	**4,482**	**1.3%**	5,089	1.5%
Interest and other income	**(2,268)**	**-1.4%**	(1,393)	-0.8%	**(3,501)**	**-1.1%**	(2,594)	-0.8%
Costs and expenses, net	**164,205**	**100.2%**	169,970	97.3%	**325,478**	**97.6%**	335,975	97.9%
Income Before Income Taxes	**1,296**	**0.8%**	6,539	3.7%	**11,127**	**3.3%**	10,776	3.1%
Income Tax Expense	**147**	**0.1%**	(293)	-0.2%	**669**	**0.2%**	635	0.2%
Net Income	**$ 1,149**	**0.7%**	$ 6,832	3.9%	**$ 10,458**	**3.1%**	$ 10,141	3.0%
Basic Earnings Per Share	**$ 0.06**		$ 0.35		**$ 0.53**		$ 0.51	
Diluted Earnings Per Share	**$ 0.06**		$ 0.35		**$ 0.53**		$ 0.51	

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

	Aug1, 2026 (Unaudited)		January 31, 2026 (Unaudited)	
ASSETS				
Current Assets				
Cash and cash equivalents	**$**	**35,115**	$	16,788
Short-term investments		**58,650**		56,859
Restricted cash		**2,675**		2,675
Accounts receivable - net		**20,459**		25,462
Merchandise inventories		**82,487**		83,696
Other current assets		**9,077**		7,787
Total Current Assets		**208,463**		193,267
Property and Equipment - net		**51,730**		53,748
Other Assets		**20,942**		20,471
Right-of-Use Assets, net		**142,303**		153,933
TOTAL	**$**	**423,438**	$	421,419
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities	**$**	**105,640**	$	102,385
Current Lease Liability		**47,835**		53,507
Noncurrent Liabilities		**11,264**		11,272
Lease Liability		**90,794**		96,941
Stockholders' Equity		**167,905**		157,314
TOTAL	**$**	**423,438**	$	421,419