

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

**Form 8-K/A**

(Amendment No. 1)

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 19, 2026

**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

### **Explanatory Note**

The Cato Corporation Inc. (the “*Company*”) filed a Current Report on Form 8-K on March 23, 2026 (the “*Initial Report*”). This amendment (the “*Amended Report*”) to the Initial Report amends and restates in its entirety the press release attached as exhibit 99.1 (the “Original Press Release”) to the Initial Report solely to correct a typographical error in the date of the current year balance sheet included in the Original Press Release. The error misidentified the current year balance sheet date as November 1, 2025 rather than the correct date of January 31, 2026. Except for this correction to Exhibit 99.1, this Amended Report does not amend or update any other information set forth in the Initial Report.

### **Item 2.02. Results of Operations and Financial Condition.**

On March 19, 2026, the Company issued the Original Press Release announcing its financial results for the fourth quarter ending January 31, 2026. A copy of the press release, as corrected, is attached as Exhibit 99.1 and incorporated by reference herein.

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

(d) Exhibits

[Exhibit 99.1 - Press Release issued March 19, 2026, as corrected](#)

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

March 25, 2026

Date

/s/ John P. D. Cato

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

March 25, 2026

Date

/s/ Charles D. Knight

Charles D. Knight  
Executive Vice President  
Chief Financial Officer



Exhibit Index

<u>Exhibit</u>	<u>Exhibit No.</u>
<a href="#">99.1 - Press Release issued March 19, 2026, as corrected</a>	99.1
104 Cover page Interactive Data File (embedded within Inline XBRL document)	104

**NEWS RELEASE**

**FOR IMMEDIATE RELEASE**

For Further Information Contact:

Charles D. Knight  
Executive Vice President  
Chief Financial Officer  
InvestorRelations@catocorp.com

**CATO REPORTS 4Q AND FULL YEAR LOSS**

CHARLOTTE, N.C. (March 19, 2026) – The Cato Corporation (NYSE: CATO) today reported a net loss of (\$10.7) million or (\$0.55) per diluted share for the fourth quarter ended January 31, 2026, compared to a net loss of (\$14.1) million or (\$0.74) per diluted share for the fourth quarter ended February 1, 2025. Full-year fiscal 2025 net loss was (\$5.9) million or (\$0.31) per diluted share compared to a net loss of (\$18.1) million or (\$0.97) per diluted share for 2024.

Sales for the fourth quarter ended January 31, 2026 were \$150.0 million, a decrease of 3.4% from sales of \$155.3 million for the fourth quarter ended February 1, 2025. Same-store sales for the fourth quarter were flat compared to 2024. For the year, the Company's sales increased 0.7% to \$646.8 million from 2024 sales of \$642.1 million. Year-to-date same-store sales increased 4% compared to 2024.

"Compared to 2024, our fiscal 2025 sales trend was encouraging although 2024 was negatively impacted by supply chain interruptions which caused late merchandise to our stores, as well as more severe weather events including three hurricanes," said John Cato, Chairman, President, and Chief Executive Officer. "During 2025 we continued to focus on improving our merchandise offering, serving the customer, controlling expenses, and leveraging the investments in our store and distribution center technologies."

Fourth-quarter gross margin increased from 28.0% of sales in 2024 to 29.2% of sales in 2025 primarily due to decreases in payroll and occupancy costs, partially offset by higher sales of markdown product. Selling, general and administrative (SG&A) expenses decreased \$1.9 million in the quarter. SG&A as a percent of sales increased slightly from 37.8% in 2024 to 37.9% in 2025 during the quarter. Income tax benefit for the quarter was \$1.1 million compared to expense of \$0.3 million last year.

For the full year 2025, gross margin increased from 32.0% of sales in 2024 to 33.3% of sales in 2025. This increase was in part due to lower payroll, distribution, and freight costs, partially offset by higher sales of markdown product. SG&A expenses decreased to 35.0% of sales in 2025 compared to 36.0% of sales in 2024. The SG&A decrease was primarily due to lower payroll costs, closed store, and impairment expenses. For the year, SG&A expenses decreased \$5.0 million. Income tax benefit for the year was \$1.6 million compared to expense of \$1.9 million last year.

"As we look ahead to 2026, we are focused on improving our merchandise assortment including new product offerings, leveraging our investments in technology, especially in our stores and the distribution

center, while continuing to provide excellent customer service,” stated Mr. Cato. “Our 2026 outlook is tempered by the current economic uncertainties and continued pressure on our customers’ disposable income.”

During 2025, the Company closed 48 stores. As of January 31, 2026, the Company operated 1,069 stores in 31 states, compared to 1,117 stores in 31 states as of February 1, 2025. During 2026, the Company plans to open up to 10 new stores and close up to 40 underperforming stores as leases expire. These store closings are anticipated to have minimal financial impact.

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](http://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](http://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 January 31, 2026 AND February 1, 2025**

(Dollars in thousands, except per share data)

	Quarter Ended				Twelve Months Ended			
	January 31, 2026	% Sales	February 1, 2025	% Sales	January 31, 2026	% Sales	February 1, 2025	% Sales
<b>REVENUES</b>								
Retail sales	\$ 150,019	100.0%	\$ 155,292	100.0%	\$ 646,830	100.0%	\$ 642,140	100.0%
Other revenue (principally finance, late fees and layaway charges)	1,640	1.1%	2,617	1.7%	6,982	1.1%	7,666	1.2%
Total revenues	<u>151,659</u>	<u>101.1%</u>	<u>157,909</u>	<u>101.7%</u>	<u>653,812</u>	<u>101.1%</u>	<u>649,806</u>	<u>101.2%</u>
<b>GROSS MARGIN (Memo)</b>	<b>43,770</b>	<b>29.2%</b>	<b>43,434</b>	<b>28.0%</b>	<b>215,279</b>	<b>33.3%</b>	<b>205,700</b>	<b>32.0%</b>
<b>COSTS AND EXPENSES, NET</b>								
Cost of goods sold	106,249	70.8%	111,858	72.0%	431,551	66.7%	436,440	68.0%
Selling, general and administrative	56,792	37.9%	58,680	37.8%	226,462	35.0%	231,489	36.0%
Depreciation	2,454	1.6%	2,711	1.7%	9,986	1.5%	9,817	1.5%
Interest and other income	(1,912)	-1.3%	(1,618)	-1.0%	(6,687)	-1.0%	(11,827)	-1.8%
Costs and expenses, net	<u>163,583</u>	<u>109.0%</u>	<u>171,631</u>	<u>110.5%</u>	<u>661,312</u>	<u>102.2%</u>	<u>665,919</u>	<u>103.7%</u>
Income Before Income Taxes	(11,924)	-7.9%	(13,722)	-8.8%	(7,500)	-1.2%	(16,113)	-2.5%
Income Tax Expense	(1,063)	-0.7%	330	0.2%	(1,591)	-0.2%	1,944	0.3%
Net Income (Loss)	<u>\$ (10,861)</u>	<u>-7.2%</u>	<u>\$ (14,052)</u>	<u>-9.0%</u>	<u>\$ (5,909)</u>	<u>-0.9%</u>	<u>\$ (18,057)</u>	<u>-2.8%</u>
Basic Earnings Per Share	<u>\$ (0.55)</u>		<u>\$ (0.74)</u>		<u>\$ (0.31)</u>		<u>\$ (0.97)</u>	
Diluted Earnings Per Share	<u>\$ (0.55)</u>		<u>\$ (0.74)</u>		<u>\$ (0.31)</u>		<u>\$ (0.97)</u>	
<b>THE CATO CORPORATION</b>								

**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in thousands)

	<b>January 31, 2026 (Unaudited)</b>	February 1, 2025 (Unaudited)
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 16,788	\$ 20,279
Short-term investments	56,859	57,423
Restricted cash	2,675	2,799
Accounts receivable - net	25,462	24,540
Merchandise inventories	83,696	110,739
Other current assets	7,787	7,406
	<hr/>	<hr/>
Total Current Assets	193,267	223,186
Property and Equipment - net	53,748	60,326
Other Assets	20,471	19,979
Right-of-Use Assets, net	153,933	148,870
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TOTAL	\$ 421,419	\$ 452,361
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<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
	\$ 102,385	\$ 130,684
Current Lease Liability	53,507	57,555
Noncurrent Liabilities	11,272	13,485
Lease Liability	96,941	88,341
Stockholders' Equity	157,314	162,296
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TOTAL	\$ 421,419	\$ 452,361
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