

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): May 21, 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 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

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

On May 21, 2026, The Cato Corporation issued a press release regarding its financial results for the first quarter ending May 2, 2026. A copy of this press release is hereby incorporated as Exhibit 99.1 hereto.

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

On May 21, 2026, 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 three nominees for director were elected to the Registrant's Board of Directors (Proposal 1 below).

In addition, management's proposal regarding the Company's executive compensation was approved (Proposal 2 below).

In addition, management's proposal regarding the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2026 was approved (Proposal 3 below).

#### Summary of Voting By Proposal

1. To elect Dr. Pamela L Davies, Thomas B. Henson and Bryan F. Kennedy III, each for a term expiring in 2029 and until their successors are elected and qualified. Votes recorded, by nominee, were as follows:

Nominee	For	Abstain	Broker Non-Votes
Dr. Pamela L Davies	24,168,124	2,213,658	2,051,676
Thomas B. Henson	24,179,447	2,202,335	2,051,676
Bryan F. Kennedy III	24,054,725	2,327,057	2,051,676

2. To approve, on an advisory basis, the Company's executive compensation. The Company's shareholders voted to approve this proposal with 24,699,1186 for and 1,284,938 votes against. There were 397,658 abstentions and 2,51,676 Broker non-votes
3. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending January 30, 2027. The Company's shareholders voted to approve this proposal with 28,338,866 for and 63,838 votes against. There were 30,754 abstentions.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[Exhibit 99.1 - Press Release issued May 21, 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

May 26, 2026

Date

/s/ John P. D. Cato

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

May 26, 2026

Date

/s/ Charles D. Knight

Charles D. Knight  
Executive Vice President  
Chief Financial Officer

## Exhibit Index

<b><u>Exhibit</u></b>	<b><u>Exhibit No.</u></b>
<a href="#">99.1 - Press Release issued May 21, 2026</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

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**CATO REPORTS 1Q EARNINGS**

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CHARLOTTE, N.C. (May 21, 2026) – The Cato Corporation (NYSE: CATO) today reported net income of \$9.3 million or \$0.47 per diluted share for the first quarter ended May 2, 2026, compared to net income of \$3.3 million or \$0.17 per diluted share for the first quarter ended May 3, 2025.

Sales for the first quarter ended May 2, 2026 were \$169.5 million, or an increase of 0.7% from sales of \$168.4 million for the first quarter ended May 3, 2025. The Company's same-store sales for the quarter increased 3%.

"Our results significantly benefited from the refund claim of IEEPA (International Emergency Economic Powers Act) tariffs in the quarter. Our sales trend softened as the quarter continued in part due to higher fuel prices pressuring our customers' discretionary income," said John Cato, Chairman, President and Chief Executive Officer. "For the foreseeable future we expect our sales to be negatively impacted by rising inflation, especially fuel and food prices, which will reduce our customers' discretionary income."

First quarter gross margin as a percentage of sales was 37.2% in 2026 and 35.1% in 2025. The increase in gross margin as a percentage of sales is due in part to a pre-tax \$5.7 million tariff refund claim partially offset by lower merchandise contribution caused in part by higher sales of marked-down goods. Selling, General and Administrative expense decreased to \$53.9 million in the first quarter of 2026 from \$55.3 million in 2025 due to decreases in corporate payroll expense, insurance costs and equipment maintenance partially offset by incentive compensation expense. Selling, General and Administrative expense as a percentage of sales decreased to 31.8% in 2026 compared to 32.8% in 2025. Interest and other income were \$1.2 million in both 2026 and 2025. Income tax expense for the quarter decreased to \$0.5 million in 2026 from \$0.9 million in 2025. The decrease in tax expense is primarily due to a reduction in foreign taxes.

Additionally, the Company bought back 107,823 shares during the quarter.

During the first quarter ended May 2, 2026, the Company opened two stores and closed six stores. As of May 2, 2026, the Company operated 1,065 stores in 31 states, compared to 1,109 stores in 31 states as of May 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](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.*

**THE CATO CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**  
**FOR THE PERIODS ENDED May 2, 2026 AND May 3, 2025**  
(Dollars in thousands, except per share data)

	<u>Quarter Ended</u>			
	<u>May 2</u>	<u>%</u>	<u>May 3</u>	<u>%</u>
	<u>2026</u>	<u>Sales</u>	<u>2025</u>	<u>Sales</u>
<b>REVENUES</b>				
Retail sales	\$ 169,410	100.0%	\$ 168,419	100.0%
Other revenue (principally finance, late fees and layaway charges)	<u>1,694</u>	<u>1.0%</u>	<u>1,823</u>	<u>1.1%</u>
Total revenues	<u>171,104</u>	<u>101.0%</u>	<u>170,242</u>	<u>101.1%</u>
<b>GROSS MARGIN (Memo)</b>	<b>63,070</b>	<b>37.2%</b>	59,101	35.1%
<b>COSTS AND EXPENSES, NET</b>				
Cost of goods sold	106,340	62.8%	109,318	64.9%
Selling, general and administrative	53,930	31.8%	55,325	32.8%
Depreciation	2,236	1.3%	2,564	1.5%
Interest and other income	<u>(1,233)</u>	<u>-0.7%</u>	<u>(1,202)</u>	<u>-0.7%</u>
Costs and expenses, net	<u>161,273</u>	<u>95.2%</u>	<u>166,005</u>	<u>98.6%</u>
Income Before Income Taxes	9,831	5.8%	4,237	2.5%
Income Tax Expense	<u>522</u>	<u>0.3%</u>	<u>928</u>	<u>0.6%</u>
Net Income	<u>\$ 9,309</u>	<u>5.5%</u>	<u>\$ 3,309</u>	<u>2.0%</u>
Basic Earnings Per Share	<u>\$ 0.47</u>		<u>\$ 0.17</u>	
Diluted Earnings Per Share	<u>\$ 0.47</u>		<u>\$ 0.17</u>	

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

	<b>May 2, 2026</b>	<b>January 31, 2026</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 25,412	\$ 16,788
Short-term investments	55,558	56,859
Restricted cash	2,675	2,675
Accounts receivable - net	33,159	25,462
Merchandise inventories	92,490	83,696
Other current assets	<u>7,928</u>	<u>7,787</u>
Total Current Assets	217,222	193,267
Property and Equipment - net	52,504	53,748
Other Assets	20,720	20,471
Right-of-Use Assets, net	<u>148,734</u>	<u>153,933</u>
TOTAL	<u>\$ 439,180</u>	<u>\$ 421,419</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Current Lease Liability	\$ 116,130	\$ 102,385
Noncurrent Liabilities	52,088	53,507
Lease Liability	11,318	11,272
Stockholders' Equity	92,939	96,941
TOTAL	<u>166,705</u>	<u>157,314</u>
TOTAL	<u>\$ 439,180</u>	<u>\$ 421,419</u>

