

J C PENNEY CO INC
Form 8-K
May 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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 14, 2013

J. C. PENNEY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-15274
(Commission

File No.)

26-0037077
(IRS Employer

Identification No.)

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6501 Legacy Drive Plano, Texas
(Address of principal executive offices)

75024-3698
(Zip code)

Registrant's telephone number, including area code: (972) 431-1000

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 8.01 Other Events.

On May 14, 2013, J. C. Penney Company, Inc. announced that it amended its previously announced cash tender offer to purchase any and all of J. C. Penney Corporation, Inc.'s outstanding $7\frac{1}{8}\%$ Debentures Due 2023 (the Notes) and related solicitation of consents to previously described amendments to the indenture, as amended and supplemented, governing the Notes to extend the expiration dates of the consent solicitation and the tender offer and increase the tender offer consideration payable in the tender offer. A copy of this press release is filed under this report as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibit 99.1 J. C. Penney Company, Inc. Press Release dated May 14, 2013

SIGNATURE

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 hereunto duly authorized.

J. C. PENNEY COMPANY, INC.

By: /s/ Janet Dhillon

Janet Dhillon
Executive Vice President,
General Counsel and Secretary

Date: May 14, 2013

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 99.1 | J. C. Penney Company, Inc. Press Release dated May 14, 2013 |