CATO CORP Form 8-K November 22, 2013

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 22, 2013

THE CATO CORPORATION

1-31340

(Exact Name of Registrant as Specified in Its Charter) Delaware (State or Other Jurisdiction of (Commission **Incorporation**

File Number)

8100 Denmark Road, Charlotte, NC

(Address of Principal Executive Offices)

(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)

56-0484485 (IRS Employer Identification No.)

> 28273-5975 (Zip Code)

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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))

THE CATO CORPORATION

Item 2.02. Results of Operations and Financial Condition.

On November 21, 2013, The Cato Corporation issued a press release regarding its financial results for the third quarter ending November 2, 2013. A copy of this press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 – Press Release issued November 21, 2013.

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 22, 2013 Date /s/ John P. D. Cato John P. D. Cato

Chairman, President and

Chief Executive Officer

November 22, 2013 Date /s/ John R. Howe John R. Howe

Executive Vice President

Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to

Exhibit Index

<u>Exhibit</u>

Press Release issued November 21, 2013.

Exhibit No.

99.1