

**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): July 5, 2019

J. C. PENNEY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-15274

26-0037077

(State or other jurisdiction of incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock of 50 cents par value		New York Stock Exchange
Preferred Stock Purchase Rights	JCP	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective July 5, 2019, the Board of Directors (the “Board”) of J. C. Penney Company, Inc. (the “Company”) has elected W. Paul Jones as a member of the Board. There are no arrangements or understandings between Mr. Jones and any other person pursuant to which he was elected as a director. The Board has appointed Mr. Jones to the Corporate Governance Committee and the Human Resources and Compensation Committee of the Board.

In connection with his election to the Board, and pursuant to the terms of the Company’s 2019 Long-Term Incentive Plan, Mr. Jones will be granted an award of restricted stock units representing a pro-rata amount of the current annual equity award to non-associate directors based on the effective date of his election.

A copy of the press release announcing Mr. Jones’ election to the Board is filed with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit 99.1 [J. C. Penney Company, Inc. News Release issued July 10, 2019](#)

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/ Brandy L. Treadway
Brandy L. Treadway
Senior Vice President, General Counsel

Date: July 10, 2019

W. Paul Jones to Join JCPenney Board of Directors

PLANO, Texas - (July 10, 2019) - J. C. Penney Company, Inc. (NYSE: JCP) today announced that W. Paul Jones, a retail industry veteran with more than 30 years of department store and specialty retailing experience, was elected to its Board of Directors. Jones served as chief executive officer of Payless ShoeSource, retiring in 2017, and brings extensive leadership, merchandising and operations proficiency to the JCPenney board.

“Paul’s areas of expertise are highly complementary to the Company’s focus on delivering an exceptional shopping experience to our customers,” said Ron Tysoe, chairman of the JCPenney Board of Directors. “In addition to his impressive omnichannel experience, Paul brings a wealth of merchandise and marketing insight, and I am delighted to welcome him to the JCPenney board.”

“I am proud and excited to join the JCPenney Board of Directors,” added Jones. “This is an iconic American retailer with an incredible history and a strong and ambitious team at every level of the organization. I am looking forward to working with and contributing to the future growth of JCPenney.”

Jones was CEO of Payless ShoeSource from 2012 until 2017 during which time Payless was one of the largest footwear retailers operating over 4,300 stores globally. While there, Jones was responsible for international store growth across more than 30 countries and the development of omnichannel business capabilities and customer experience. Prior to Payless, he served as president, chairman and chief executive officer of Shopko Stores from 2009 to 2012, and held the role of president and chief merchandising officer after joining the company in 2007. At Shopko, Jones spearheaded the company’s successful repositioning and turnaround, while launching and growing Shopko’s e-commerce platform and customer loyalty program. Jones’ prior career highlights include serving in senior leadership and merchandising roles at Kohl’s Department Stores from 1997 to 2004, and at May Department Stores where he started his retail career in 1986 and served for over 11 years.

Jones holds a bachelor’s degree in business, finance and economics from Mount Saint Mary’s University, and a master’s degree in business administration from the University of Oregon.

To download a copy of this news release, please visit:
<https://www.jcpnewsroom.com/news-releases.html>

Media Relations:

(972) 431-3400 or jcpnews@jcp.com

Follow [@jcpnews](https://twitter.com/jcpnews) on Twitter for the latest announcements and Company information.

Investor Relations:

(972) 431-5500 or jcpinvestorrelations@jcp.com

About JCPenney:

J. C. Penney Company, Inc. (NYSE: JCP), one of the nation’s largest apparel and home retailers, combines an expansive footprint of over 860 stores across the United States and Puerto Rico with a powerful e-commerce site, jcp.com, to deliver style and value for all hard-working American families. At every touchpoint, customers will discover stylish merchandise at incredible value from an extensive portfolio of private, exclusive and national brands. Reinforcing this shopping experience is the customer service and warrior spirit of approximately 95,000 associates across the globe, all driving toward the Company’s mission to help customers find what they love for less time, money and effort. For additional information, please visit jcp.com.

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