

# SCHEDULE 14A

(Rule 14a-101)

## Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

### J. C. Penney Company, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_  
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- (3) Proposed maximum aggregate value of transaction: \_\_\_\_\_
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: \_\_\_\_\_
  - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
  - (3) Filing Party: \_\_\_\_\_
  - (4) Date Filed: \_\_\_\_\_
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**J. C. PENNEY COMPANY, INC.**  
6501 Legacy Drive  
Plano, Texas 75024-3698

**SUPPLEMENT TO THE PROXY STATEMENT DATED APRIL 9, 2018  
FOR THE ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 25, 2018**

On May 22, 2018, J. C. Penney Company, Inc. (the “Company”) issued the following press release announcing that Marvin R. Ellison is resigning as the Company’s Chairman of the Board, effective immediately, and as the Company’s Chief Executive Officer and a director of the Company, effective June 1, 2018.



**JCPenney Announces Resignation of Chairman and CEO Marvin Ellison**

**Lead Independent Director Ron Tysoe elected Chairman of the Board**

**Senior leaders to collectively serve as Office of the CEO**

**PLANO, Texas - (May 22, 2018)** - J. C. Penney Company, Inc. (NYSE: JCP) today announced that Chairman and CEO Marvin R. Ellison has notified the Company of his decision to resign from his role to pursue another opportunity with Lowe’s Companies, Inc. While Ellison will remain a director and CEO through June 1, he will step down from his position as chairman of the board effective immediately. The board of directors has elected current Lead Independent Director Ronald W. Tysoe as Chairman of the Board and has created an Office of the CEO, which will be comprised of Chief Financial Officer Jeff Davis, Chief Customer Officer Joe McFarland, Chief Information Officer and Chief Digital Officer Therace Risch and Executive Vice President of Supply Chain Mike Robbins. These four leaders will share equal responsibility for the Company’s day-to-day operations until a new CEO is appointed. A search committee has been formed to conduct a search for a chief executive officer at JCPenney.

“I want to thank Marvin for his many significant contributions to JCPenney over the past three years. During his tenure, the Company retired \$1.4 billion in debt, renewed and enhanced its revolving credit facility and has significantly strengthened the Company’s financial position,” said Tysoe. “Additionally, he assembled a strong leadership team that will continue to serve the Company in an elevated capacity to ensure the entire organization remains focused on our customer and improving results. We thank Marvin for his leadership and dedication, and wish him much success in his next endeavor.”

“It has been a tremendous honor leading the Company as Chairman and CEO, and working alongside some of the most talented professionals in retail,” said Ellison. “I want to personally thank the entire JCPenney team for their loyalty and hard work over the years. Their warrior spirit is unmatched, and I have the utmost confidence that JCPenney has the talent and expertise to achieve sustainable, long-term growth.”

**About Ron Tysoe**

Ron Tysoe has extensive public company Board experience serving as a director of a number of companies over the last two decades in a variety of leadership roles. In addition, he served as Vice Chairman of Finance and Real Estate at Macy’s Inc., formerly Federated Department Stores Inc., from 1990 to 2006. For the first seven of those years, he also served as Chief Financial Officer of Federated. Tysoe was a member of the Board of Directors of Federated from 1988 to 2005. He joined the JCPenney Board of Directors in 2013.

For JCPenney executive bios and headshots, please visit [jcpnewsroom.com/about-leadership.html](http://jcpnewsroom.com/about-leadership.html).

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**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](http://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 98,000 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](http://jcp.com).