

# 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.**

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(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:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- 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:

**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the Stockholder Meeting  
To Be Held on May 16, 2014.**

**J. C. PENNEY COMPANY, INC.**

**JCPenney**

J. C. PENNEY COMPANY, INC.  
6501 LEGACY DRIVE  
PLANO, TX 75024

**Meeting Information**

**Meeting Type:** Annual  
**For holders as of:** March 17, 2014  
**Date:** May 16, 2014      **Time:** 10:00 A.M., CDT  
**Location:** JCPenney Home Office  
6501 Legacy Drive  
Plano, TX 75024-3698

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT ON FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET:      [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE:    1-800-579-1639
- 3) BY E-MAIL\*:      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 2, 2014 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**Directors recommend a vote FOR Proposal 1.**

1. Election of Directors: Board's nominees for Directors for the term set forth in the Proxy Statement are:

**Nominees:**

- 1a. Colleen C. Barrett
- 1b. Thomas J. Engbous
- 1c. Kent B. Foster
- 1d. Leonard H. Roberts
- 1e. Stephen I. Sadove
- 1f. Javier G. Tenuel
- 1g. R. Gerald Turner
- 1h. Ronald W. Tysoe
- 1i. Myron E. Ullman, III
- 1j. Mary Beth West

**Directors recommend a vote FOR Proposals 2, 3, 4, 5 and 6.**

- 2. To ratify the appointment of KPMG LLP as independent auditor for the fiscal year ending January 31, 2015.
- 3. To approve the 2014 Long-Term Incentive Plan.
- 4. To approve amendments to the Company's Restated Certificate of Incorporation, as amended, to restrict certain transfers of the Company's common stock in order to protect the tax benefits of the Company's net operating loss carryforwards.
- 5. To approve the Amended Rights Agreement in order to protect the tax benefits of the Company's net operating loss carryforwards.
- 6. Advisory vote on executive compensation.

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