

CATO CORP  
Form 8-K  
June 02, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
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): May 27, 2010

**THE CATO CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-31340  
(Commission  
File Number)

56-0484485  
(IRS Employer  
Identification No.)

8100 Denmark Road, Charlotte, NC

28273-5975  
(Zip Code)

(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)

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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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THE CATO CORPORATION

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 27, 2010, the Registrant held its Annual Meeting. The following are the voting results on each matter submitted to the Registrant's stockholders at the Annual Meeting. The proposals below are described in detail in the Proxy Statement.

At the Annual Meeting, the two nominees for director were elected to the Registrant's Board of Directors (Proposal 1 below).

In addition, management's proposal regarding ratification of the retention of PricewaterhouseCoopers LLP as the Registrant's registered independent public accounting firm for 2010 was approved (Proposal 2 below).

1. Election to the Registrant's Board of Directors the following 2 nominees:

	<b>For</b>	<b>Against</b>	<b>Broker Non-Votes</b>
D. Harding Stowe	42,085,441	212,559	644,510
Edward I. Weisiger, Jr.	42,164,370	133,630	644,510

2. Ratification of selection of PricewaterhouseCoopers LLP as the Registrant's registered independent public accounting firm for 2010:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
42,810,220	103,955	28,335



**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 hereunto duly authorized.

**THE CATO CORPORATION**

June 2, 2010  
Date

/s/ John P. D. Cato  
John P. D. Cato  
Chairman, President and  
Chief Executive Officer

June 2, 2010  
Date

/s/ John R. Howe  
John R. Howe  
Executive Vice President  
Chief Financial Officer