

J C PENNEY CO INC  
Form 8-K  
September 21, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): September 21, 2016

J. C. PENNEY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware                      1-15274                      26-0037077  
(State or other jurisdiction      (Commission File No.)      (IRS Employer  
of incorporation )                      Identification No.)

6501 Legacy Drive                      75024-3698  
Plano, Texas

(Address of principal executive offices) (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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Effective September 21, 2016, the Board of Directors (the “Board”) of J. C. Penney Company, Inc. (the “Company”) has elected Paul J. Brown as a member of the Board. There are no arrangements or understandings between Mr. Brown and any other person pursuant to which he was elected as a director. The committees of the Board on which Mr. Brown will serve have not yet been determined.

In connection with his election to the Board, and pursuant to the terms of the Company’s 2016 Long-Term Incentive Plan, Mr. Brown will be granted an award of restricted stock units that represents 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. Brown’s 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 dated September 21, 2016

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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.

J. C. PENNEY COMPANY, INC.

/s/ Janet Link

By: Janet Link

Executive Vice President, General Counsel

Date: September 21, 2016

EXHIBIT INDEX

Exhibit Index Description

99.1 J. C. Penney Company, Inc. News Release dated September 21, 2016