

CATO CORP  
Form 8-K  
December 10, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
450 Fifth Street NW  
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): December 6, 2007

**THE CATO CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-31340

56-0484485

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

8100 Denmark Road, Charlotte, North Carolina

28273-5975

(Address of Principal Executive Offices)

(Zip Code)

(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 (see General Instruction A.2. below):

- 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))
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THE CATO CORPORATION

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 6, 2007, The Cato Corporation (the Company ) adopted a resolution amending the By-Laws to make express the Company s authority to issues shares in uncertificated form. These changes were made in order to clarify the Company s ability to comply with a change to the New York Stock Exchange ( NYSE ) rules that will require the Company and other NYSE listed issuers to be eligible to participate in the Direct Registration System ( DRS ). The DRS enables investors to maintain securities electronically on the books of a transfer agent or issuer, and allows for the electronic transfer of securities.

A copy of the resolution and related By-Laws amendment, as well as an entire copy of the Company s By-Laws as amended, are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit</u>	<u>Exhibit No.</u>
Resolution of The Board of Directors adopted December 6, 2007, along with By-Laws Amendment	99.1
The Company s entire By-Laws, as amended and restated	99.2

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

December 10, 2007

/s/ John P. D. Cato

Date

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

December 10, 2007

/s/ Thomas W. Stoltz

Date

Thomas W. Stoltz Executive Vice  
President Chief Financial Officer