

CATO CORP
Form 8-K
August 22, 2008

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**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): August 21, 2008
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 (Address of Principal Executive Offices) | (704) 554-8510 | 28273-5975 (Zip Code) |

(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 2.02. Results of Operations and Financial Condition.

On August 21, 2008, The Cato Corporation issued a press release regarding its financial results for the second quarter ending August 2, 2008. A copy of this press release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release issued August 21, 2008.

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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.

THE CATO CORPORATION

August 22, 2008

/s/ John P. D. Cato

Date

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

August 22, 2008

/s/ John R. Howe

Date

John R. Howe
Principal Financial Officer
Senior Vice President Controller

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| Exhibit | Exhibit No. |
|--------------------------------------|------------------------|
| Press Release issued August 21, 2008 | 99.1 |
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