



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

(b) On January 24, 2018, J. Paul Raines resigned from the Board of Directors (the “Board”) of J. C. Penney Company, Inc. (the “Company”). Mr. Raines’ resignation was not the result of any disagreement with the Company or the Board on any matter relating to the Company’s operations, policies or practices.

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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/ Brandy L Treadway

By: Brandy L. Treadway

Senior Vice President, General Counsel

Date: January 30, 2018