

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

Effective August 16, 2017, the Board of Directors of J. C. Penney Company, Inc. (the “Company”) has elected Wonya Y. Lucas as a member of the Board of Directors of the Company (the “Board”). There are no arrangements or understandings between Ms. Lucas and any other person pursuant to which she was elected as a director. The committees of the Board on which Ms. Lucas will serve have not yet been determined.

In connection with her election to the Board, and pursuant to the terms of the Company’s 2016 Long-Term Incentive Plan, Ms. Lucas 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 her election.

A copy of the press release announcing Ms. Lucas’ election to the Board is filed with this report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.
Exhibit 99.1 J. C. Penney Company, Inc. News Release dated August 17, 2017

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.

By: /s/ Jeffrey A. Davis
Jeffrey A. Davis
Executive Vice President and Chief Financial Officer

Date: August 17, 2017

EXHIBIT INDEX

Exhibit Index Description

99.1 J. C. Penney Company, Inc. News Release dated August 17, 2017