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

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 17, 2026

Dillard's, Inc.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of incorporation)

1-6140	**71-0388071**
(Commission File Number)	(IRS Employer Identification No.)
1600 Cantrell Road Little Rock, Arkansas	**72201**
(Address of principal executive offices)	(Zip Code)

(501) 376-5200
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	DDS	New York Stock Exchange
7.50% Capital Securities of Dillard's Capital Trust I (and the Guarantee of Dillard's, Inc. with respect thereto)	DDT	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 3.01 **Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On September 17, 2026, Dillard’s, Inc. (the “Company”), acting pursuant to authorization from its Board of Directors (the “Board”), notified the New York Stock Exchange (“NYSE”) of its intention to voluntarily withdraw the primary listings of the Company’s Class A common stock, par value $0.01 per share (the “Common Stock”), and the 7.50% Capital Securities of Dillard’s Capital Trust I (and the Guarantee of the Company with respect thereto) (together, the “Trust Securities”) from the NYSE and transfer the primary listings to the Texas Stock Exchange LLC (the “TXSE”). The Company expects that trading of the Common Stock and the Trust Securities on the NYSE as primary listings will end at market close on October 2, 2026, and that trading on the TXSE as primary listings will begin at market open on October 5, 2026.

The Common Stock and the Trust Securities have been approved for listing on the TXSE, where they will continue to trade under the stock symbols “DDS” and “DDT”, respectively.

Item 7.01 **Regulation FD Disclosure**

The Company issued the news release attached hereto as Exhibit 99.1 in connection with the transfer of the primary listings of the Common Stock and the Trust Securities to the TXSE.

The information contained in Item 7.01 of this Report and in Exhibit 99.1 to the Report shall not be deemed “filed” with the Commission for purposes of Section 18 of the Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 **Financial Statements and Exhibits**

Exhibit No.	Description
99.1	Press Release dated September 18, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

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.

DILLARD'S, INC.

Date:	September 18, 2026	By:	/s/ Phillip R. Watts
		Name:	Phillip R. Watts
		Title:	Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer
		By:	/s/ Chris B. Johnson
		Name:	Chris B. Johnson
		Title:	Senior Vice President and Co-Principal Financial Officer

Exhibit 99.1

Dillard's, Inc. to Transfer U.S. Stock Exchange Listings to the Texas Stock Exchange (TXSE)

LITTLE ROCK, AR — September 18, 2026 — Dillard's, Inc. (NYSE: DDS) (the "Company" or "Dillard's"), a Texas corporation headquartered in Little Rock, Arkansas, today announced that it will voluntarily transfer the primary listings of its securities from the New York Stock Exchange ("NYSE") to the Texas Stock Exchange ("TXSE").

The transfer applies to both Dillard's Class A Common Stock (ticker: DDS) and the 7.50% Capital Securities of Dillard's Capital Trust I (and the Guarantee of the Company with respect thereto) (ticker: DDT). Both securities are expected to cease trading on the NYSE as primary listings at the market close on Friday, October 2, 2026, and commence trading on the TXSE as primary listings at the market open on Monday, October 5, 2026, retaining their existing ticker symbols. No action is required by DDS shareholders or DDT securityholders in connection with the transfer.

The move aligns Dillard's deep roots and strong retail presence in Texas with TXSE's technology-driven platform. Dillard's Texas heritage dates back to 1956, when founder William T. Dillard acquired a store in downtown Tyler. The Lone Star State has since grown into the Company's largest market, now home to 54 locations. Dillard's reincorporated from Delaware to Texas in August 2025.

About Dillard's

Dillard's was founded by William T. Dillard in 1938 in Nashville, Arkansas with an $8,000 investment in a hometown department store. Today, Dillard's, Inc. ranks among the nation's largest fashion retailers – operating 272 Dillard's stores, including 28 clearance centers, spanning 30 states and an Internet store at dillards.com. The Company focuses on delivering style, quality and value to its customers by offering premium fashion apparel, beauty and home collections from both national and exclusive brand sources. Dillard's complements this curated merchandise assortment with exceptional, client-focused customer care.

Forward-Looking Statements

Certain matters contained in this press release concerning the listing transfers of DDS and DDT constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based upon management's expectations and beliefs concerning future events impacting the Company. Many factors outside the Company's control, including risks related to delays in the timing for implementing the transfers, potential market disruptions with respect to the trading of the securities and potential impacts on the Company's business or operations as it implements the transfers, could cause actual results to differ materially from those contemplated by forward-looking statements. Forward-looking statements speak only as of the date they were made, and the Company undertakes no obligation to publicly update them. For a description of other factors that could cause the Company's future results to differ from those expressed in any such forward-looking statements, see Item 1A entitled "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended January 31, 2026.

CONTACT:
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