

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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|--|-----------|
| <b>OMB APPROVAL</b>                          |           |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |   |  |
|--|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p><u>FREEMAN JAMES I</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>1600 CANTRELL ROAD</p> <hr/> <p>(Street)</p> <p>LITTLE ROCK AR 72201</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>DILLARD'S, INC.</u> [ <u>DDS</u> ]</p> | <p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> |
| <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>05/24/2021</p>  |   | <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p> |
| <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                    |   |  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 500   | D          | \$130.03 <sup>(2)</sup>  | 107,764   | D  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 2,276   | D          | \$131.19 <sup>(3)</sup>  | 105,488   | D  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 1,895   | D          | \$132.06 <sup>(4)</sup>  | 103,593   | D  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 2,416   | D          | \$133.2 <sup>(5)</sup>   | 101,177   | D  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 1,081   | D          | \$134.47 <sup>(6)</sup>  | 100,096   | D  |   |
| Common Class A                  | 05/24/2021                           |  | s <sup>(1)</sup>               |   | 1,832   | D          | \$135.12 <sup>(7)</sup>  | 98,264  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 1,928   | D          | \$129.14 <sup>(8)</sup>  | 96,336  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 900   | D          | \$130 <sup>(9)</sup>     | 95,436  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 600   | D          | \$131.32 <sup>(10)</sup> | 94,836  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 1,500   | D          | \$132.11 <sup>(11)</sup> | 93,336  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 3,010   | D          | \$133.29 <sup>(12)</sup> | 90,326  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 1,462   | D          | \$134.14 <sup>(13)</sup> | 88,864  | D  |   |
| Common Class A                  | 05/25/2021                           |  | s <sup>(1)</sup>               |   | 600   | D          | \$135.25 <sup>(14)</sup> | 88,264  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

1. All sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
2. Sale prices ranged from \$129.69 to \$130.34. Reporting person undertakes to provide to the Staff or any security holder full information regarding the number of shares purchased or sold at each separate price upon request.
3. Sale prices ranged from \$130.70 to \$131.65.
4. Sale prices ranged from \$131.70 to \$132.55.
5. Sale prices ranged from \$132.72 to \$133.71.
6. Sale prices ranged from \$133.73 to \$134.72.
7. Sale prices ranged from \$134.73 to \$135.66.
8. Sale prices ranged from \$128.54. to \$129.51.
9. Sale prices ranged from \$129.64 to \$130.59.
10. Sale prices ranged from \$130.79 to \$131.60.
11. Sale prices ranged from \$131.65 to \$132.61.
12. Sale prices ranged from \$132.73 to \$133.72.
13. Sale prices ranged from \$133.73 to \$134.63.
14. Sale prices ranged from \$135.04 to \$135.46.

**Remarks:**

/s/ James I. Freeman

05/26/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**