

NORDSTROM INC  
Form 8-K  
May 08, 2015

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) May 4, 2015

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Washington  | 001-15059                   | 91-0515058                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|  |            |
|--|------------|
| 1617 Sixth Avenue, Seattle, Washington   | 98101      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (206) 628-2111

Inapplicable

(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:

- 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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ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 4, 2015, the Board of Directors of Nordstrom, Inc. (the “Company”) appointed Blake W. Nordstrom, Erik B. Nordstrom and Peter E. Nordstrom to the roles of Co-President of the Company. Previously, Blake Nordstrom served as President, Erik Nordstrom served as Executive Vice President and President - Nordstrom.com, and Peter Nordstrom served as Executive Vice President and President - Merchandising. Each of Blake, Erik and Peter Nordstrom was previously a Named Executive Officer of the Company, and the foregoing appointment did not result in any change in salary, benefits or other compensatory arrangement with respect to these officers. Accordingly, the information required by this Item 5.02(c) with respect to Regulation S-K Item 401(b), (d) and (e), and Regulation S-K Item 404(4) is hereby incorporated by reference to the Company’s Current Report on Form 8-K dated February 19, 2015, as subsequently amended, and the Company’s Proxy Statement dated March 26, 2015.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of the Company held on May 5, 2015, the shareholders voted on the election of each of the Company’s thirteen nominees for directors for the term of one year, the ratification of the appointment of Deloitte & Touche LLP as Independent Auditors of the Company, and cast an advisory vote regarding the compensation of the Company’s Named Executive Officers.

The results of the voting were as follows:

| Election of Directors                                   | For         | Against   | Abstentions | Broker Non-Votes |
|---|-------------|-----------|-------------|------------------|
| Shellye L. Archambeau                                   | 149,569,622 | 213,531   | 146,379     | 19,901,671       |
| Phyllis J. Campbell                                     | 149,151,384 | 633,763   | 144,385     | 19,901,671       |
| Michelle M. Ebanks                                      | 149,548,989 | 200,753   | 179,790     | 19,901,671       |
| Enrique Hernandez, Jr.                                  | 148,289,755 | 1,506,335 | 133,442     | 19,901,671       |
| Robert G. Miller  | 149,348,975 | 397,288   | 183,269     | 19,901,671       |
| Blake W. Nordstrom                                      | 149,152,360 | 671,730   | 105,442     | 19,901,671       |
| Erik B. Nordstrom                                       | 149,122,693 | 699,950   | 106,889     | 19,901,671       |
| Peter E. Nordstrom                                      | 149,119,949 | 703,346   | 106,237     | 19,901,671       |
| Philip G. Satre   | 149,480,301 | 265,849   | 183,382     | 19,901,671       |
| Brad D. Smith   | 149,490,737 | 249,042   | 189,753     | 19,901,671       |
| B. Kevin Turner   | 149,478,123 | 230,021   | 221,388     | 19,901,671       |
| Robert D. Walter  | 149,494,704 | 238,226   | 196,602     | 19,901,671       |
| Alison A. Winter  | 148,505,417 | 1,290,353 | 133,762     | 19,901,671       |
| Ratification of the Appointment of Independent Auditors | 168,536,838 | 1,146,903 | 147,462     | n/a              |
| Advisory Vote Regarding Executive Compensation          | 146,712,573 | 2,787,590 | 429,369     | 19,901,671       |

ITEM 8.01 Other Events

On May 5, 2015, Nordstrom, Inc. issued a press release announcing the appointment of Blake W. Nordstrom, Erik B. Nordstrom and Peter E. Nordstrom to the roles of Co-President of the Company. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On May 5, 2015, Nordstrom, Inc. issued a press release announcing that its Board of Directors has approved a quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

- 99.1 Press release of Nordstrom, Inc., dated May 5, 2015.
- 99.2 Press release of Nordstrom, Inc., dated May 5, 2015.

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.

NORDSTROM, INC.  
(Registrant)

/s/ Robert B. Sari  
Robert B. Sari  
Executive Vice President,  
General Counsel and Corporate Secretary

Date: May 8, 2015

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EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| 99.1              | Press release of Nordstrom, Inc., dated May 5, 2015. |
| 99.2              | Press release of Nordstrom, Inc., dated May 5, 2015. |