

NORDSTROM INC

Form 8-K

November 19, 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) November 17, 2015

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington

001-15059

91-0515058

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
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))

---

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

On November 17, 2015, Nordstrom, Inc. issued a press release announcing that effective November 17, 2015, the Board of Directors of the Company, upon recommendation of its Corporate Governance and Nominating Committee, appointed Gordon Smith, Chief Executive Officer of Consumer and Community Banking at JPMorgan Chase to the Board of Directors of Nordstrom. At the time of his appointment, Mr. Smith has been appointed to the Compensation and the Corporate Governance and Nominating Committees of the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As a nonemployee director, Mr. Smith will receive compensation for his services on the Board equivalent to the cash retainer and common stock award compensation described under the caption "Director Compensation" of the Company's proxy statement that was filed with the Securities and Exchange Commission on March 26, 2015. He will also be eligible to participate in the Company's other compensation benefit plans and programs for nonemployee directors as described in the proxy statement.

The Company plans to enter into its standard Independent Director Indemnification Agreement with Mr. Smith, the form of which was filed with the Securities and Exchange Commission. Mr. Smith and the Company are not parties to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

**ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 17, 2015, the Board of Directors of the Company approved an amendment and restatement of the Company's Bylaws (the "Amended and Restated Bylaws"). Section 3 of Article III is revised to increase the maximum number of directors from fourteen (14) to fifteen (15).

The foregoing summary of the amendments contained within the Company's Amended and Restated Bylaws is qualified in its entirety by the text of the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.1 and is incorporated herein by reference.

**ITEM 8.01 Other Events**

On November 18, 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**

- 3.1 Bylaws, as amended and restated on November 17, 2015.
- 99.1 Press release of Nordstrom, Inc., dated November 17, 2015.
- 99.2 Press release of Nordstrom, Inc., dated November 18, 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: November 19, 2015

---

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
3.1	Bylaws, as amended and restated on November 17, 2015.
99.1	Press release of Nordstrom, Inc., dated November 17, 2015.
99.2	Press release of Nordstrom, Inc., dated November 18, 2015.