

NORDSTROM INC
Form 8-K/A
March 24, 2017

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

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 20, 2017

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington 001-15059 91-0515058

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) 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

This amended Current Report on Form 8-K/A amends Item 5.02 of the Current Report on Form 8-K, filed by Nordstrom, Inc. (the “Company”) with the Securities and Exchange Commission on February 23, 2017, relating to compensatory arrangements of the Company’s five Named Executive Officers (the “NEOs”) as set forth in the Company’s proxy statement dated April 8, 2016. As referenced in the original filing, the number of stock options (“Options”) to be awarded to the NEOs was to be determined pursuant to an established formula, but at the time of the filing of the Current Report on Form 8-K not all inputs for that formula were available. For that reason, the number of Options actually awarded was indeterminable. This amended Current Report on Form 8-K/A is being filed to update the prior filing and provide this information.

As previously reported in the Current Report on Form 8-K, on February 16, 2017, the Compensation Committee of the Board of Directors of the Company awarded Options, effective February 28, 2017, to the Company’s five NEOs. The number of Options awarded to each of the NEOs is provided in the table below.

| Named Executive Officer | 2017 Options Awarded |
|---|----------------------------|
| Blake W. Nordstrom Co-President | 38,653 |
| Peter E. Nordstrom Co-President | 38,653 |
| Erik B. Nordstrom Co-President | 38,653 |
| Michael G. Koppel Executive Vice President and Chief Financial Officer | 21,677 |
| Christine F. Deputy Executive Vice President, Human Resources | 16,087 |

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: March 24, 2017