

NORDSTROM INC  
Form 8-K/A  
March 03, 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) February 16, 2017**

**NORDSTROM, INC.**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

**WASHINGTON**  
**(STATE OR OTHER**  
**JURISDICTION**  
**OF INCORPORATION)**

**001-15059**  
**(COMMISSION**  
**FILE NUMBER)**

**91-0515058**  
**(I.R.S. EMPLOYER**  
**IDENTIFICATION NO.)**

**1617 SIXTH AVENUE,**

**SEATTLE, WASHINGTON**

**(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)**

**98101**

**(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 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.**

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 proxy statement dated April 8, 2016. As referenced in the original filing, the number of Performance Share Units (PSUs) 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 PSUs 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 PSUs, effective February 28, 2017, to the Company's five NEOs. The number of PSUs awarded to each of the NEOs is provided in the table below.

| <b>Named Executive Officer</b>                       | <b>2017 PSUs<br/>Awarded</b> |
|--|------------------------------|
| Blake W. Nordstrom                                   | 13,207                       |
| Co-President   |                              |
| Peter E. Nordstrom                                   | 13,207                       |
| Co-President   |                              |
| Erik B. Nordstrom                                    | 13,207                       |
| Co-President   |                              |
| Michael G. Koppel                                    | 7,407                        |
| Executive Vice President and Chief Financial Officer |                              |
| Christine F. Deputy                                  | 5,497                        |
| Executive Vice President - Human Resources           |                              |

Also as referenced in the original filing, the number of Restricted Stock Units (RSUs) 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 RSUs 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 RSUs, effective February 28, 2017, to the Company's five NEOs. The number of RSUs awarded to each of the NEOs is provided in the table below.

| <b>Named Executive Officer</b> | <b>2017 RSUs<br/>Awarded</b> |
|--------------------------------|------------------------------|
| Blake W. Nordstrom             | 28,704                       |

Edgar Filing: NORDSTROM INC - Form 8-K/A

|  |                 |
|--|-----------------|
| Co-President   |                 |
| Peter E. Nordstrom                                   | 28,704          |
| Co-President   |                 |
| Erik B. Nordstrom                                    | 28,704          |
| Co-President   |                 |
| Michael G. Koppel                                    | 16,098          |
| Executive Vice President and Chief Financial Officer |                 |
| Christine F. Deputy                                  | 11,946          |
| Executive Vice President                             | Human Resources |

**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.

By: /s/ Robert B. Sari  
Robert B. Sari  
Executive Vice President, General  
Counsel

and Corporate Secretary

Dated: March 3, 2017