

NORDSTROM INC

Form 8-K

February 26, 2016

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) February 23, 2016

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))

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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 February 23, 2016, the Board of Directors of the Company (the "Board"), upon recommendation of its Corporate Governance and Nominating Committee, appointed Bradley D. Tilden, Chairman and Chief Executive Officer of Alaska Air Group, to serve as a member of the Board. This appointment was effective immediately. At the time of his appointment, Mr. Tilden was also appointed to the Audit and Finance Committees of the Board. A copy of the Company's press release announcing Mr. Tilden's appointment is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As a nonemployee director, Mr. Tilden 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. Tilden, the form of which was filed with the Securities and Exchange Commission as an exhibit to the Company's Annual Report on Form 10-K for the year ended January 29, 2011. Mr. Tilden 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 February 23, 2016, the Board approved an amendment to the Company's Bylaws (the "Bylaw Amendment"). The Bylaw Amendment was effective at adoption, and was approved in connection with Mr. Tilden's appointment as a director as described in Item 5.02 above. The sole amendment consisted of increasing the maximum number of directors from fifteen (15) to sixteen (16).

On February 24, 2016, the Board, upon recommendation of its Corporate Governance and Nominating Committee and in connection with the nomination of twelve (12) Directors to be elected at the 2016 Annual Meeting of Shareholders, approved an amendment and restatement of the Company's Bylaws (the "Amended and Restated Bylaws"). The Amended and Restated Bylaws were effective upon adoption. As a result of the adoption of the Amended and Restated Bylaws, the maximum number of directors was reduced from sixteen (16) to twelve (12). In accordance with the provisions of Washington law, this decrease in the number of Directors does not have the effect of shortening the term of any incumbent Director.

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 February 24, 2016, Nordstrom, Inc. issued a press release announcing that the Board 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 February 24, 2016.
- 99.1 Press release of Nordstrom, Inc., dated February 23, 2016.
- 99.2 Press release of Nordstrom, Inc., dated February 24, 2016.

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: February 26, 2016

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EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| 3.1               | Bylaws, as amended and restated on February 24, 2016.      |
| 99.1              | Press release of Nordstrom, Inc., dated February 23, 2016. |
| 99.2              | Press release of Nordstrom, Inc., dated February 24, 2016. |