

NORDSTROM INC  
Form 8-K  
May 16, 2013

**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 14, 2013**

**NORDSTROM, INC.**

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

**WASHINGTON**  
**(STATE OR OTHER JURISDICTION**

**001-15059**  
**(COMMISSION FILE**

**91-0515058**  
**(I.R.S. EMPLOYER**

**OF INCORPORATION)**

**NUMBER)**

**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 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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 Results of Operations and Financial Condition

On May 16, 2013, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter ended May 4, 2013, its financial position as of May 4, 2013, and its cash flows for the quarter ended May 4, 2013. A copy of this earnings release is attached as Exhibit 99.1.

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

At the Annual Meeting of Shareholders of Nordstrom, Inc. (the Company) held on May 14, 2013, the shareholders voted on the election of each of the Company's eleven nominees for directors for the term of one year, the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm, an advisory vote to approve executive compensation and the approval of an amendment to the Nordstrom, Inc. 2010 Equity Incentive Plan.

The results of the voting were as follows:

|   | For         | Against    | Abstentions | Broker Non-Votes |
|---|-------------|------------|-------------|------------------|
| <b>Election of Directors</b>  |             |            |             |                  |
| Phyllis J. Campbell   | 162,670,011 | 232,382    | 173,032     | 16,286,745       |
| Michelle M. Ebanks  | 162,676,215 | 231,568    | 167,642     | 16,286,745       |
| Enrique Hernandez, Jr.  | 158,415,576 | 4,104,287  | 555,562     | 16,286,745       |
| Robert G. Miller  | 162,665,187 | 231,910    | 178,328     | 16,286,745       |
| Blake W. Nordstrom  | 161,969,516 | 969,603    | 136,306     | 16,286,745       |
| Erik B. Nordstrom   | 161,934,316 | 1,002,656  | 138,453     | 16,286,745       |
| Peter E. Nordstrom  | 161,930,827 | 1,007,873  | 136,725     | 16,286,745       |
| Philip G. Satre   | 160,340,418 | 2,555,746  | 179,261     | 16,286,745       |
| B. Kevin Turner   | 160,666,991 | 2,231,484  | 176,950     | 16,286,745       |
| Robert D. Walter  | 160,587,994 | 2,306,157  | 181,274     | 16,286,745       |
| Alison A. Winter  | 161,785,410 | 1,125,208  | 164,807     | 16,286,745       |
| <b>Ratification of the Appointment of Independent Registered Public Accounting Firm</b> | 177,646,111 | 1,521,766  | 194,293     | n/a              |
| <b>Advisory Vote to Approve Executive Compensation</b>                                  | 158,017,588 | 4,677,383  | 380,454     | 16,286,745       |
| <b>Approval of an Amendment to the Nordstrom, Inc. 2010 Equity Incentive Plan</b>       | 150,093,057 | 12,529,944 | 452,424     | 16,286,745       |

ITEM 7.01 Regulation FD Disclosure

On May 16, 2013, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter ended May 4, 2013, its financial position as of May 4, 2013, and its cash flows for the quarter ended May 4, 2013. A copy of this earnings release is attached as Exhibit 99.1.

Beginning in the first quarter of 2013, we reclassified amounts in our financial statements to reflect our current view of business performance. Historical results were also reclassified to match the current period presentation. These reclassifications did not impact net earnings, earnings per share, financial position or cash flows. Our reclassified fiscal year 2012 Statement of Earnings and segment data are furnished herewith as Exhibit 99.2 and are incorporated herein by reference.

The information furnished in this Item 7.01 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, except as shall be expressly set forth by a specific reference in such filing.

ITEM 8.01 Other Events

On May 14, 2013, 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 99.3 and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

- 99.1 Nordstrom earnings release dated May 16, 2013 relating to the Company's results of operations for the quarter ended May 4, 2013, its financial position as of May 4, 2013, and its cash flows for the quarter ended May 4, 2013.
- 99.2 Historical Statement of Earnings and segment data for fiscal year 2012 reclassified for consistency with our current view of business performance.
- 99.3 Press release of Nordstrom, Inc., dated May 14, 2013.

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: May 16, 2013

EXHIBIT INDEX

**EXHIBIT**

| <b>NUMBER</b> | <b>DESCRIPTION</b>   |
|---------------|--|
| 99.1          | Nordstrom earnings release dated May 16, 2013 relating to the Company's results of operations for the quarter ended May 4, 2013, its financial position as of May 4, 2013, and its cash flows for the quarter ended May 4, 2013. |
| 99.2          | Historical Statement of Earnings and segment data for fiscal year 2012 reclassified for consistency with our current view of business performance.   |
| 99.3          | Press release of Nordstrom, Inc., dated May 14, 2013.  |