

NORDSTROM INC
Form S-8
August 27, 2014

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORDSTROM, INC.

(Exact Name of Registrant as Specified in Its Charter)

Washington
(State or other jurisdiction of
incorporation or organization)

1617 Sixth Avenue
Seattle, Washington 98101

91-0515058
(I.R.S. Employer
Identification No.)

Robert B. Sari
1700 Seventh Avenue, 7th Floor
Seattle, Washington 98101
(206) 628-2111

(Address of Principal Executive Offices, (Name, address and telephone number, including including zip code) area code, of agent for service)
Trunk Club Newco, Inc. 2010 Equity Incentive Plan;

**Options to purchase common stock and shares of restricted stock
granted under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan**

Assumed and Converted by Nordstrom, Inc.

(Full Title of Plan)

Copy to:

Brian B. DeFoe

Lane Powell PC

1420 Fifth Avenue, Suite 4200

Seattle, Washington 98101-2338

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amount To Be | Proposed | Proposed | Amount of |
|--|-------------------------|------------------|-----------------------|-------------------------|
| | | Maximum | Maximum | |
| To Be Registered | Registered (1) | Per Share | Offering Price | Registration Fee |
| In respect of assumed stock options: common stock, no par value per share | 461,106(2) | \$3.98(3) | \$1,835,201.88(3) | \$236.37 |
| In respect of assumed awards of restricted stock: common stock, no par value per share | 16,955(4) | \$68.71(5) | \$1,164,978(5) | \$150.05 |
| Total | 478,061 | N/A | \$3,000,164 | \$386.42 |

- (1) This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Represents shares subject to issuance upon the exercise of stock options outstanding under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan, and assumed by the Registrant on August 22, 2014 pursuant to an Agreement and Plan of Merger by and among the Registrant, Tanzania Acquisition Sub, Inc., Trunk Club, Inc. and Shareholder Representative Services LLC, dated as of July 30, 2014 (the "Merger Agreement").
- (3) Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act"), on the basis of the weighted average exercise price of the outstanding options.
- (4) Represents shares subject to issuance in connection with the vesting of outstanding awards of restricted stock under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan, and assumed by the Registrant on August 22, 2014 pursuant to the Merger Agreement.
- (5) Calculated solely for the purposes of this offering under Rule 457(c) and (h) of the Securities Act, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the New York Stock Exchange on August 21, 2014.

PART I

INFORMATION REQUIRED IN

THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act).

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN

THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are hereby incorporated by reference and shall be deemed to be a part of, this Registration Statement:

- (a) The Registrant's latest Annual Report on Form 10-K for the year ended February 1, 2014, filed with the Commission on March 17, 2014;
- (b) The Registrant's Proxy Statement on Schedule 14A related to the Registrant's Annual Meeting of Shareholders held on May 7, 2014, filed on March 27, 2014.
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above, including the Registrant's current reports on Form 8-K provided, however, that the foregoing shall not include the incorporation by reference of any information furnished pursuant to Items 2.02, 7.01 or 9.01 of Form 8-K; and
- (d) The description of the Registrant's Common Stock contained in any registration statement or report that the Registrant has filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold, or which deregisters

all securities then remaining unsold, are incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to shareholders or document or current report furnished under Items 2.02, 7.01 and 9.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 4. Description of Securities.

The Common Stock being registered hereunder has been registered pursuant to Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters relating to the securities being registered will be passed upon for the Registrant by Lane Powell PC, Seattle, Washington.

Item 6. Indemnification of Directors and Officers.

Sections 23B.08.500 through 23B.08.600 of the Washington Business Corporation Act authorize a court to award, or a corporation's board of directors to grant, indemnification to directors and officers on terms sufficiently broad to permit indemnification under certain circumstances for liabilities arising under the Securities Act of 1933, as amended (the Securities Act). Section 23B.08.320 of the Washington Business Corporation Act authorizes a corporation to limit a director's liability to the corporation or its shareholders for monetary damages for acts or omissions as a director, except in certain circumstances involving intentional misconduct, self-dealing or illegal corporate loans or distributions, or in any transactions from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

Article IX of the Amended and Restated Articles of Incorporation of the Registrant eliminates any personal liability of a director to the Registrant or its shareholders for monetary damages for conduct as a director, except for any liability for any acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, for conduct violating RCW 23B.08.310, for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled, or for any act or omission occurring prior to the date when Article IX of the Amended and Restated Articles of Incorporation of the Registrant became effective. If the Washington Business Corporation Act is subsequently amended to change in a manner affecting the Registrant's power to eliminate or limit the liability of a director to the Registrant, then, upon the effective date of the amendment and without further act: (i) if the amendment permits further elimination or limitation of liability, the liability of a director shall be additionally eliminated and limited to such further extent, or (ii) if the amendment changes the power to eliminate the liability of a director in any other respect, the liability of a director shall be eliminated and limited with respect to acts or omissions occurring after the effective date of the amendment to the fullest extent permitted by the Washington Business Corporation Act as so amended. Article IX of the Registrant's Amended and Restated Articles of Incorporation also contains a provision that no amendment or repeal of the Amended and Restated Articles of Incorporation of the Registrant shall adversely affect any right or any elimination or limitation of liability of a director existing immediately prior to the amendment or repeal.

Article XI of the Registrant's Bylaws provide for, among other things, the indemnification by the Registrant of its directors and officers and the advancement of expenses. The Registrant's Bylaws also permit the purchase and maintenance of insurance, the creation of trust funds, the grant of security interests and the use of other means to secure the Registrant's indemnification obligations. The Registrant has also entered into certain indemnification agreements with its directors, the form of which is attached as Exhibit 10.1 to its Current Report on Form 8-K filed with the Commission on March 3, 2009. The indemnification agreements provide the Registrant's directors with indemnification to the full extent permitted by law.

Officers and directors of the Registrant are covered by insurance (with certain exceptions and limitations) that indemnifies them against certain losses and liabilities, including liabilities under the Securities Act. The effect of this insurance is to indemnify any officer or director of the Registrant against liability and expenses incurred by such officer or director upon a determination that such person acted in good faith.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | Trunk Club Newco, Inc. 2010 Equity Incentive Plan (filed herewith) |
| 5.1 | Opinion of Lane Powell PC (filed herewith) |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of Lane Powell PC (included in Exhibit 5.1) |
| 24.1 | Power of Attorney |

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the matters stated above, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed the value registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in a form of prospectus filed with the Commission in accordance with Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15 of the Exchange Act that are incorporated by reference into the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange

Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be a the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Seattle, State of Washington, on August 27, 2014.

NORDSTROM, INC.

By: /s/ ROBERT B. SARI

Robert B. Sari

Executive Vice President, General

Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on August 27, 2014.

/s/ BLAKE W. NORDSTROM

Blake W. Nordstrom

President and Director

(Principal Executive Officer)

/s/ JAMES A. HOWELL

James A. Howell

Vice President, Finance

(Principal Accounting Officer)

/s/ *

Michelle M. Ebanks

Director

/s/ *

Robert G. Miller

Director

/s/ PETER E. NORDSTROM

Peter E. Nordstrom

Director

/s/ *

Brad D. Smith

Director

/s/ *

Robert D. Walter

Director

/s/ MICHAEL G. KOPPEL

Michael G. Koppel

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)

/s/ *

Phyllis J. Campbell

Director

/s/ *

Enrique Hernandez, Jr.

Chairman and Director

/s/ ERIK B. NORDSTROM

Erik B. Nordstrom

Director

/s/ *

Philip G. Satre

Director

/s/ *

B. Kevin Turner

Director

/s/ *

Alison A. Winter

Director

* The undersigned, by signing his name hereto, signs and executes this registration statement pursuant to the Powers of Attorney executed by the above-named officers and directors and filed with the Securities and Exchange Commission.

By: /s/ ROBERT B. SARI
Robert B. Sari
Attorney-in-Fact

INDEX TO EXHIBITS

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