

Edgar Filing: NORDSTROM INC - Form 8-K

NORDSTROM INC
Form 8-K
June 26, 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) June 25, 2013

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) | (I.R.S. 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 June 26, 2013, Nordstrom, Inc. issued a press release announcing that effective June 25, 2013, the Board of Directors of the Company, upon recommendation of its Corporate Governance and Nominating Committee, appointed Brad Smith, President and Chief Executive Officer of Intuit, Inc. to the Board of Directors of Nordstrom. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As a nonemployee director, Mr. Smith 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 April 1, 2013. 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. Smith, the form of which was filed with the Securities and Exchange Commission. Mr. Smith and the Company are not parties to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

SIGNATURES

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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: June 26, 2013

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|-------------|
|-------------------|-------------|

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99.1 Nordstrom press release dated June 26, 2013 announcing the appointment of Brad Smith to the Company's Board of Directors.