
**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): March 20, 2018

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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 7.01 Regulation FD Disclosure

On March 20, 2018, Nordstrom, Inc. (the “Company”) issued a press release to announce that the Special Committee of the Board of Directors of the Company (the “Special Committee”) has terminated discussions with members of the Nordstrom family – Company Co-Presidents Blake W. Nordstrom, Peter E. Nordstrom, and Erik B. Nordstrom, President of Stores James F. Nordstrom, Chairman Emeritus Bruce A. Nordstrom, and Anne E. Gittinger (the “Group”) – regarding the Group’s acquisition of the outstanding shares of common stock of the Company. The Special Committee took this action because it could not reach agreement with the Group on an acceptable price for the Company. A copy of this press release is attached as Exhibit 99.1.

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 9.01 Financial Statements and Exhibits

99.1 [Nordstrom, Inc. Press Release, dated March 20, 2018.](#)

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.

Dated: March 20, 2018

By: /s/ Robert B. Sari
Robert B. Sari
Senior Vice President, General Counsel
and Corporate Secretary

**Special Committee of Nordstrom Board Terminates Discussions with Nordstrom Family Group
Regarding Potential Going Private Transaction**

Business Wire
20 March 2018

SEATTLE—(BUSINESS WIRE)—The Special Committee (the “Special Committee”) of the Board of Directors of Nordstrom (NYSE: JWN) announced today that it has terminated discussions with members of the Nordstrom family – Company Co-Presidents Blake W. Nordstrom, Peter E. Nordstrom, and Erik B. Nordstrom, President of Stores James F. Nordstrom, Chairman Emeritus Bruce A. Nordstrom, and Anne E. Gittinger (the “Group”) – regarding the Group’s acquisition of the outstanding shares of common stock of the Company. The Special Committee took this action because it could not reach agreement with the Group on an acceptable price for the Company.

The Special Committee believes that Nordstrom is well positioned to capitalize on future opportunities to gain market share through its customer strategy, centered on three strategic pillars: providing a differentiated product offering; delivering exceptional services and experiences; and leveraging the strength of its brand. Nordstrom continues to integrate its digital and physical assets to deliver best-in-class capabilities across supply chain, technology, marketing, product and services to better serve customers on their terms. The company is uniquely positioned in the industry and has generated market share gains and industry leading e-commerce penetration fueled by investments in digital capabilities to expand customer reach and engagement. The Special Committee is confident that the company’s ability to leverage its digital capabilities and its local market assets of people, product, and place will support growth across both its full-price and off-price businesses.

The Special Committee is being advised by Centerview Partners LLC as financial advisor and Sidley Austin LLP as its legal counsel.

SOURCE Nordstrom, Inc.

Special Committee of the Board of Directors of Nordstrom:

Sard Verbinnen & Co
Meghan Gavigan/Emily Claffey/Alyssa Linn
415-618-8750/212-687-8080