

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 16, 2017**

**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**

(IRS 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:

- 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))

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 16, 2017, Enrique Hernandez, Jr. notified Nordstrom, Inc. (the “Company”) that, after 20 years of service, he would not be seeking re-election to the Board of Directors of the Company at the 2017 Annual Meeting of Shareholders, which will be held on May 16, 2017. Mr. Hernandez’s decision not to pursue re-election was solely for personal reasons and not due to a disagreement with the Company’s management or the Board of Directors. Mr. Hernandez will continue to serve as a director of the Company until the expiration of his term at the 2017 Annual Meeting of Shareholders.

In its acceptance of Mr. Hernandez’s decision not to seek re-election, the Company expressed its gratitude and appreciation to Mr. Hernandez for his 20 years of service, which included serving 5 years as lead director and 10 years as Chairman and Presiding Director.

On February 17, 2017, the Company issued a press release regarding Mr. Hernandez’s decision not to seek re-election. A copy of the Company’s press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 8.01 Other Events**

On February 17, 2017, Nordstrom, Inc. issued a press release announcing that its Board of Directors has authorized a \$500 million share repurchase program and 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**

99.1 Press release of Nordstrom, Inc., dated February 17, 2017.

99.2 Press release of Nordstrom, Inc., dated February 17, 2017.

## 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 21, 2017

## EXHIBIT INDEX

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>   |
|---------------------------|--|
| 99.1                      | Press release of Nordstrom, Inc., dated February 17, 2017. |
| 99.2                      | Press release of Nordstrom, Inc., dated February 17, 2017. |

# NORDSTROM

**ISSUE RELEASE:**

Friday, Feb. 17 at 10:00 am PT

**INVESTOR CONTACT:**

Trina Schurman  
Nordstrom, Inc.  
206-303-6503

## **Nordstrom Inc., Announces Retirement of Enrique Hernandez, Jr., From Board of Directors**

**SEATTLE, Wash (February 17, 2017)** – Seattle-based Nordstrom, Inc. (NYSE: JWN) announced that Enrique "Rick" Hernandez, Jr., has informed the Board of Directors, after 20 years of service, that he will not be seeking re-election to the Board at the end of his current term in May 2017. Hernandez joined the Nordstrom Board of Directors in 1997. He was named lead director in August 2000 and served in that position for more than five years before serving as chairman and presiding director from May 2006 through May 2016.

"It has been a privilege to serve on the Board of this fine company," said Hernandez. "I have enjoyed and will long remember the many talented people with whom I have worked."

"As Rick moves to focus on his other personal and professional pursuits, we want to thank him for his 20 years of service as one of our most valued and longest-term Board members," said Blake Nordstrom, co-president of Nordstrom. "We are so fortunate to have been the beneficiary of his leadership and guidance that has supported our efforts to provide customers with the best possible shopping experience and helped our company grow from \$4.8 billion in sales when he joined us to \$14.1 billion in sales through fiscal year 2015."

### **ABOUT NORDSTROM**

Nordstrom, Inc. is a leading fashion specialty retailer based in the U.S. Founded in 1901 as a shoe store in Seattle, today Nordstrom operates 349 stores in 40 states, including 123 full-line stores in the United States, Canada and Puerto Rico; 215 Nordstrom Rack stores; two Jeffrey boutiques; and two clearance stores. Additionally, customers are served online through Nordstrom.com, Nordstromrack.com and HauteLook. The company also owns Trunk Club, a personalized clothing service serving customers online at TrunkClub.com and its seven clubhouses. Nordstrom, Inc.'s common stock is publicly traded on the NYSE under the symbol JWN.

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# NORDSTROM

**ISSUE RELEASE:**

Friday, Feb. 17 at 6:00 am PT

**INVESTOR CONTACT:**

Trina Schurman  
Nordstrom, Inc.  
206-303-6503

## **Nordstrom Board of Directors Authorizes \$500 Million Share Repurchase Program and Approves Quarterly Dividend**

**SEATTLE - February 17, 2017** - Nordstrom, Inc. (NYSE: JWN) announced today that its board of directors has authorized a repurchase program of up to \$500 million of the Company's outstanding common stock, through August 31, 2018. The Company intends to fund the repurchase program from existing cash on hand. The actual number and timing of share repurchases, if any, will be subject to market conditions and applicable Securities and Exchange Commission rules. This program is in addition to the Company's existing repurchase program that was approved by the board in October 2015. The existing repurchase program has \$529 million outstanding as of January 28, 2017, and will expire on March 1, 2017.

Nordstrom, Inc. also announced today that its board of directors approved a quarterly dividend of 37 cents per share payable on March 15, 2017, to shareholders of record at the close of business on March 1, 2017.

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