

NORDSTROM INC

Form 8-K

August 31, 2016

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) August 23, 2016

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington 001-15059 91-0515058

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) 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))

ITEM 8.01 Other Events

On August 23, 2016, Erik B. Nordstrom, Co-President of Nordstrom, Inc. adopted a stock trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. On August 29, 2016, Blake W. Nordstrom, Co-President of Nordstrom, Inc. and Peter E. Nordstrom, Co-President of Nordstrom, Inc. each adopted a stock trading plan in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. These stock trading plans were adopted in a scheduled open window period under the Company's insider trading policy. Under Rule 10b5-1, directors, officers and other employees who are not in possession of material non-public information may adopt a pre-arranged plan or contract for the sale of Company securities under specified conditions and at specified times. Using these 10b5-1 plans, individuals can gradually diversify their investment portfolios, spread stock trades out over an extended period of time to reduce market impact and avoid concerns about transactions occurring at a time when they might possess material non-public information.

Blake Nordstrom's 10b5-1 plan provides for the sale of up to 42,847 shares to be acquired through the exercise of stock options which are scheduled to expire in March 2017. It also provides for the sale of up to 6,760 shares to be acquired through the multiple vestings of restricted stock units which are scheduled to vest in February 2017 and March 2017. Shares may be sold under Blake Nordstrom's plan on the open market at prevailing market prices and subject to minimum price thresholds specified in his plan.

Erik Nordstrom's 10b5-1 plan provides for the sale of up to 29,992 shares to be acquired through the exercise of stock options which are scheduled to expire in March 2017. Shares may be sold under Erik Nordstrom's plan on the open market at prevailing market prices and subject to minimum price thresholds specified in his plan.

Peter Nordstrom's 10b5-1 plan provides for the sale of up to 29,992 shares to be acquired through the exercise of stock options which are scheduled to expire in March 2017. It also provides for the sale of up to 6,836 shares to be acquired through the multiple vestings of restricted stock units which are scheduled to vest in February 2017 and March 2017.

Shares may be sold under Peter Nordstrom's plan on the open market at prevailing market prices and subject to minimum price thresholds specified in his plan.

Transactions under the 10b5-1 plan will be reported to the Securities and Exchange Commission in accordance with applicable securities laws, rules and regulations. Nordstrom does not undertake to report Rule 10b5-1 plans that may be adopted by any officers or directors in the future, or to report any modifications or termination of any publicly announced trading plan, except to the extent required by law.

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: August 31, 2016