

NORDSTROM INC  
Form 8-K  
May 12, 2011

**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) May 11, 2011**

**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.)**

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**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 2.02 Results of Operations and Financial Condition

On May 12, 2011, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter ended April 30, 2011, its financial position as of April 30, 2011, and its cash flows for the quarter ended April 30, 2011. A copy of this earnings release is attached as Exhibit 99.1.

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

(d) On May 12, 2011, Nordstrom, Inc. issued a press release announcing the reelection of all existing members of the Board of Directors and the addition of Michelle M. Ebanks, President of Essence Communications, Inc. as a new director on the Board. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

ITEM 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of Nordstrom, Inc. (the Company) held on May 11, 2011, the shareholders voted on the election of each of the company's twelve nominees for directors for the term of one year, the approval of the amendment to the Nordstrom, Inc. Employee Stock Purchase Plan, the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm, an advisory resolution on executive compensation, and an advisory vote on the frequency of future advisory votes on executive compensation.

The results of the voting were as follows:

|  | For             | Against          | Abstentions        | Broker Non-Votes        |
|--|-----------------|------------------|--------------------|-------------------------|
| <b>Election of Directors</b>   |                 |                  |                    |                         |
| Phyllis J. Campbell  | 166,760,174     | 203,416          | 241,985            | 18,054,294              |
| Michelle M. Ebanks   | 166,566,170     | 344,893          | 294,512            | 18,054,294              |
| Enrique Hernandez, Jr.   | 160,143,854     | 6,868,552        | 193,169            | 18,054,294              |
| Robert G. Miller   | 166,728,318     | 185,351          | 291,906            | 18,054,294              |
| Blake W. Nordstrom   | 166,750,554     | 217,359          | 237,662            | 18,054,294              |
| Erik B. Nordstrom  | 166,748,603     | 218,481          | 238,491            | 18,054,294              |
| Peter E. Nordstrom   | 166,755,876     | 208,931          | 240,768            | 18,054,294              |
| Philip G. Satre  | 162,266,586     | 4,591,360        | 347,629            | 18,054,294              |
| Felicia D. Thornton  | 166,691,584     | 197,098          | 316,893            | 18,054,294              |
| B. Kevin Turner  | 166,730,927     | 210,454          | 264,194            | 18,054,294              |
| Robert D. Walter   | 163,286,609     | 3,535,614        | 383,352            | 18,054,294              |
| Alison A. Winter   | 166,730,309     | 224,051          | 251,215            | 18,054,294              |
| <b>Approval of the Amendment to the Nordstrom, Inc. Employee Stock Purchase Plan</b>             | 165,935,957     | 912,033          | 357,585            | 18,054,294              |
| <b>Ratification of the Appointment of Independent Registered Public Accounting Firm</b>          | 182,991,469     | 1,924,089        | 344,311            | n/a                     |
| <b>Approval of Advisory Resolution on Executive Compensation</b>                                 | 162,475,553     | 4,270,888        | 459,134            | 18,054,294              |
|  | <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Broker Non-Votes</b> |
| <b>Approval of Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation</b> | 155,594,232     | 1,090,108        | 10,264,368         | 256,867                 |

Based on the Board of Directors' recommendation in the Proxy Statement and the voting results with respect to the advisory vote on the frequency of future advisory votes on executive compensation, the Company has adopted a policy to hold an advisory vote on executive compensation annually.

ITEM 7.01 Regulation FD Disclosure

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On May 12, 2011, Nordstrom, Inc. issued an earnings release announcing its results of operations for the quarter ended April 30, 2011, its financial position as of April 30, 2011, and its cash flows for the quarter ended April 30, 2011. A copy of this earnings release is attached as Exhibit 99.1.

### ITEM 8.01 Other Events

On May 12, 2011, Nordstrom, Inc. issued a press release announcing that its Board of Directors has authorized a \$750 million share repurchase program. Nordstrom, Inc. also announced that its Board of Directors has approved a quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

### ITEM 9.01 Financial Statements and Exhibits

- 99.1 Nordstrom earnings release dated May 12, 2011 relating to the Company's results of operations for the quarter ended April 30, 2011, its financial position as of April 30, 2011, and its cash flows for the quarter ended April 30, 2011.
- 99.2 Press release dated May 12, 2011 announcing the reelection of the Company's existing directors and the appointment of Michelle M. Ebanks to the Company's Board of Directors.
- 99.3 Press release of Nordstrom, Inc., dated May 12, 2011.

SIGNATURE

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: May 12, 2011

EXHIBIT INDEX

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>  |
|---------------------------|---|
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| 99.2                      | Press release dated May 12, 2011 announcing the reelection of the Company's existing directors and the appointment of Michelle M. Ebanks to the Company's Board of Directors.   |
| 99.3                      | Press release of Nordstrom, Inc., dated May 12, 2011.   |