

NORDSTROM INC  
Form 8-K  
May 12, 2014

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 7, 2014

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Washington  | 001-15059                   | 91-0515058                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>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 5.03 Amendments to Articles of Incorporate or Bylaws; Change in Fiscal Year.

On May 7, 2014, the Board of Directors (the “Board”) of Nordstrom, Inc. (the “Company”) approved an amendment and restatement of the Company’s Bylaws (the “Amended and Restated Bylaws”). The changes are intended to address what the Company believes are current best practices in corporate governance.

With respect to shareholder meetings, the Amended and Restated Bylaws contain changes to provide that special meetings of the shareholders may be called upon the request of holders of at least 10% of the Company’s outstanding shares, a decrease from the prior requirement of 15%; the Non-Executive Chairman or the President, if there is not then a Non-Executive Chairman, may recess or adjourn a meeting from time to time without further notice; and a shareholder whose shares are pledged will be permitted to continue to vote such shares until the shares have been transferred into the name of the pledgee, at which time the pledgee shall be entitled to vote the shares.

The Amended and Restated Bylaws also expand the prior provisions of the Bylaws to require additional disclosures to be made to the Company by a shareholder wishing to nominate an individual for election to the Board or wishing to propose business to be considered at a shareholder meeting. In general terms, these additional disclosures require information concerning the shareholder’s and potential nominee’s economic investment in the Company, participation in any voting agreement or similar arrangement or other material interest in the proposed nomination or business to be considered. In the event that a shareholder or nominee fails to comply with the requirements of the Amended and Restated Bylaws with respect to any proposed nominee or item of business, the document provides that the Company may disregard the nominee or proposal even if the Company has received proxies with respect to the matter.

In addition to the foregoing changes, the Amended and Restated Bylaws revise certain administrative items, such as the amount of notice required for a special meeting of the Board, the effective dates for notice being provided to the Board or the Shareholders, and the authorization of the Company to appoint additional officers, with such powers as may be assigned by the Board or by the President.

The foregoing summary of the amendments contained within the Company’s Amended and Restated Bylaws is qualified in its entirety by the text of the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.2 and is incorporated herein by reference.

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## ITEM 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of the Company held on May 7, 2014, the shareholders voted on the election of each of the Company's twelve nominees for directors for the term of one year, the ratification of the appointment of Deloitte & Touche LLP as Independent Auditors of the Company, and cast an advisory vote regarding the compensation of the Company's Named Executive Officers.

The results of the voting were as follows:

| Election of Directors                                   | For         | Against   | Abstentions | Broker Non-Votes |
|---|-------------|-----------|-------------|------------------|
| Phyllis J. Campbell                                     | 151,569,371 | 169,452   | 303,897     | 16,704,546       |
| Michelle M. Ebanks                                      | 151,610,882 | 135,868   | 295,970     | 16,704,546       |
| Enrique Hernandez, Jr.                                  | 148,705,268 | 3,036,159 | 301,293     | 16,704,546       |
| Robert G. Miller  | 151,535,216 | 205,277   | 302,227     | 16,704,546       |
| Blake W. Nordstrom                                      | 150,977,148 | 777,200   | 288,372     | 16,704,546       |
| Erik B. Nordstrom                                       | 150,858,334 | 891,578   | 292,808     | 16,704,546       |
| Peter E. Nordstrom                                      | 150,844,953 | 905,440   | 292,327     | 16,704,546       |
| Philip G. Satre   | 151,570,129 | 169,997   | 302,594     | 16,704,546       |
| Brad D. Smith   | 151,451,960 | 290,045   | 300,715     | 16,704,546       |
| B. Kevin Turner   | 151,524,352 | 209,478   | 308,890     | 16,704,546       |
| Robert D. Walter  | 151,509,690 | 224,821   | 308,209     | 16,704,546       |
| Alison A. Winter  | 150,004,063 | 1,733,300 | 305,357     | 16,704,546       |
| Ratification of the Appointment of Independent Auditors | 167,214,327 | 1,005,373 | 527,566     | n/a              |
| Advisory Vote Regarding Executive Compensation          | 142,137,276 | 9,420,588 | 484,856     | 16,704,546       |

## ITEM 9.01 Financial Statements and Exhibits

- (d) Exhibits.
- 3.2 Bylaws of Nordstrom, Inc. (Amended and Restated as of May 7, 2014)

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: May 12, 2014

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EXHIBIT INDEX

| EXHIBIT<br>NUMBER | DESCRIPTION  |
|-------------------|--|
| 3.2               | Bylaws of Nordstrom, Inc. (Amended and Restated as of May 7, 2014) |