
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. __)*

Nordstrom, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

655664100

(CUSIP Number)

**Estate of Bruce A. Nordstrom
1420 Fifth Avenue, Suite 4200
Seattle, WA 98101
(206) 223-7000**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

with copies to:

**Michael E. Morgan
Lane Powell PC
1420 Fifth Avenue, Suite 4200
Seattle, WA 98101
(206) 223-7000**

June 4, 2024

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|---|--------------------------------------|
| 1 | Names of Reporting Person Estate of Bruce A. Nordstrom | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) OO | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization United States of America | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power 10,244,147 |
| | 8 | Shared Voting Power 0 |
| | 9 | Sole Dispositive Power 10,244,147 |
| | 10 | Shared Dispositive Power 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 10,244,147 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 6.27% ⁽¹⁾ | |
| 14 | Type of Reporting Person (See Instructions) OO | |

(1) Based on a total of 163,258,230 shares of the Issuer's Common Stock, no par value, outstanding as of March 13, 2024, as disclosed in the Issuer's Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 11, 2024.

Item 1. Security and Issuer.

This statement on Schedule 13D (this "Schedule 13D") relates to the Common Stock, no par value (the "Common Stock"), of Nordstrom, Inc., a Washington corporation (the "Issuer"). The address of the Issuer's principal executive office is 1420 Fifth Avenue, Suite 4200, Seattle, Washington, 98101.

Item 2. Identity and Background.

- (a) This Schedule 13D is being filed by Estate of Bruce A. Nordstrom (the "Reporting Person").
- (b) The principal business address of the Reporting Person is 1420 Fifth Avenue, Suite 4200, Seattle, Washington, 98101.
- (c) Not applicable.
- (d) During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The Reporting Persons is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

On June 4, 2024, the Reporting Person acquired beneficial ownership of 10,244,147 shares of Common Stock following the death of Mr. Bruce A. Nordstrom, the opening of the probate of his estate, and the issuance of letters testamentary to the co-executors of the estate. No pecuniary or other consideration was exchanged in connection with the Reporting Person's acquisition of the Common Stock.

Item 4. Purpose of Transaction.

As set forth in Item 3 above, the Reporting Person acquired beneficial ownership of 10,244,147 shares of Common Stock following the death of Mr. Bruce A. Nordstrom, the opening of the probate of his estate, and the issuance of letters testamentary to the co-executors of the estate. The co-executors of the Reporting Person are Mrs. Margaret Jean O'Roark Nordstrom and Mr. Nordstrom's two sons, Messrs. Erik and Peter Nordstrom, the two of whom previously announced their desire to make a proposal for consideration by the Issuer's Board of Directors and explore potential equity financing for a "going private transaction" involving the acquisition of the outstanding shares of Common Stock of the Issuer.

Item 5. Interest in Securities of the Issuer.

- (a) As of June 4, 2024, the Reporting Person is the beneficial owner of an aggregate of 10,244,147 shares of Common Stock of the Issuer, representing approximately 6.27% of the outstanding shares of Common Stock of the Issuer.
- (b) The Reporting Person has:
 - (i) sole power to vote or direct the vote of 10,244,147 shares of Common Stock;
 - (ii) shared power to vote or direct the vote of 0 shares of Common Stock;
 - (iii) sole power to dispose or direct the disposition of 10,244,147 shares of Common Stock; and
 - (iv) shared power to dispose or direct the disposition of 0 shares of Common Stock.

The applicable information required by Item 2 for the Reporting Person is provided in Item 2 above.

- (c) Not applicable.

(d) The beneficiaries of the Reporting Person ultimately have the right to receive dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer

There are no other contracts, arrangements, understandings, or relationships (legal or otherwise) among the parties named in Item 2 above and between such persons and any person with respect to any of the Common Stock of the Issuer.

Item 7. Material to be Filed as Exhibits.

| | Exhibit | Method of Filing |
|---------------------------|--|--------------------------------|
| Exhibit 1 | Power of Attorney dated as of May 29, 2024 | Filed herewith |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 5, 2024

Estate of Bruce A. Nordstrom

By: /s/ Margaret Jean O'Roark Nordstrom

Name: Margaret Jean O'Roark Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom

By: /s/ Erik B. Nordstrom

Name: Erik B. Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom

By: /s/ Peter E. Nordstrom

Name: Peter E. Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Charles W. Riley, Jr. and Michael E. Morgan, or either of them acting individually, as attorney-in-fact for and in the name of the undersigned, to:

1. Execute for and on behalf of the undersigned any (a) Form ID, including any attached documents, to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System, (b) Form 3, Form 4 and Form 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (c) Form 144 (including amendments thereto), (d) Schedule 13D and Schedule 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Exchange Act, and (e) any Joint Filing Agreement with respect to the foregoing, but only to the extent each form or schedule relates to the undersigned's beneficial ownership of securities of Nordstrom, Inc., or any of its subsidiaries;
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any Form 3, Form 4, Form 5, Form 144, Schedule 13D or Schedule 13G (including amendments thereto), or Joint Filing Agreement and timely file the forms or schedules with the Securities and Exchange Commission and any stock exchange or quotation system, self-regulatory association or any other authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
3. Take any other action in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in the form and shall contain the terms and conditions.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform all and every act requisite, necessary or proper to be done in the exercise of any of the rights and powers granted herein, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers granted herein. The undersigned acknowledges that the attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that the attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form ID, Form 3, Form 4, Form 5, Form 144, Schedule 13D and Schedule 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Nordstrom, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

This Power of Attorney may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute the same document, whether or not all parties execute each counterpart. Execution and delivery of this document by facsimile or electronically scanned transmission shall be deemed for all purposes to be due execution and delivery by the signing parties.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of May 29, 2024.

Estate of Bruce A. Nordstrom

By: /s/ Margaret Jean O'Roark Nordstrom

Name: Margaret Jean O'Roark Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom

By: /s/ Erik B. Nordstrom

Name: Erik B. Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom

By: /s/ Peter E. Nordstrom

Name: Peter E. Nordstrom

Title: Co-Executor of the Estate of Bruce A. Nordstrom
