

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

**Nordstrom, Inc.**

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(Name of Issuer)

**Common Stock, no par value**

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(Title of Class of Securities)

**655664100**

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(CUSIP Number)

**Erik B. Nordstrom  
Peter E. Nordstrom  
Nordstrom, Inc.  
1617 Sixth Avenue, Seattle, Washington  
(206) 628-2111**

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

with copies to:

**Barry L. Dastin  
Hogan Lovells US LLP  
1999 Avenue of the Stars #1400,  
Los Angeles, CA 90067**

**Keith A. Trammell  
Wilmer Cutler Pickering Hale and Dorr LLP  
1225 17<sup>th</sup> Street Suite 2600,  
Denver, CO 80202**

**January 31, 2019**

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(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. o

**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).

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1 Names of Reporting Person  
Bruce A. Nordstrom

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO

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5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
18,733,707

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
6,506,716

---

9 Sole Dispositive Power  
18,733,707

---

10 Shared Dispositive Power  
6,506,716

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
25,240,423\*

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13 Percent of Class Represented by Amount in Row (11)  
15.1%

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14 Type of Reporting Person (See Instructions)  
IN

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\*The Reporting Person reported on this Schedule 13D as a member of a “group” with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% of the outstanding shares of Common Stock. See Item 5.

1 Names of Reporting Person  
Anne E. Gittinger

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

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)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
15,403,460

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
-0-

---

9 Sole Dispositive Power  
15,403,460

---

10 Shared Dispositive Power  
-0-

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
15,403,460\*

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13 Percent of Class Represented by Amount in Row (11)  
9.2%

---

14 Type of Reporting Person (See Instructions)  
IN

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\*The Reporting Person reported on this Schedule 13D as a member of a “group” with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% of the outstanding shares of Common Stock. See Item 5.

1 Names of Reporting Person  
Estate of Blake W. Nordstrom

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

3 SEC Use Only

---

4 Source of Funds (See Instructions)  
OO (1)

---

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
3,140,993 (2)

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
377,626

---

9 Sole Dispositive Power  
3,140,993 (2)

---

10 Shared Dispositive Power  
377,626

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,518,619\*

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13 Percent of Class Represented by Amount in Row (11)  
2.1%

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14 Type of Reporting Person (See Instructions)  
OO (3)

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(1) The securities beneficially owned by the Estate of Blake W. Nordstrom (the "Estate") were acquired as a result of the death of Blake W. Nordstrom on January 2, 2019. The securities were acquired by the Estate upon Mr. Nordstrom's death for no consideration. Therefore, this item is not applicable.

(2) Includes 86,370 shares of Common Stock granted pursuant to restricted stock unit awards that are subject to acceleration as a result of Mr. Nordstrom's death.

(3) The Reporting Person is an estate which acquired title to the securities reported herein upon the death of Blake W. Nordstrom.

\*The Reporting Person reported on this Schedule 13D as a member of a "group" with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% of the outstanding shares of Common Stock. See Item 5.

1 Names of Reporting Person  
Erik B. Nordstrom

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

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)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
3,645,118

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
42,646

---

9 Sole Dispositive Power  
3,645,118

---

10 Shared Dispositive Power  
42,646

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,687,764

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13 Percent of Class Represented by Amount in Row (11)  
2.2%

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14 Type of Reporting Person (See Instructions)  
IN

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\*The Reporting Person reported on this Schedule 13D as a member of a “group” with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% of the outstanding shares of Common Stock. See Item 5.

1 Names of Reporting Person  
James F. Nordstrom, Jr.

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

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)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
873,562

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
76,051

---

9 Sole Dispositive Power  
873,562

---

10 Shared Dispositive Power  
76,051

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
949,613\*

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13 Percent of Class Represented by Amount in Row (11)  
0.6%

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14 Type of Reporting Person (See Instructions)  
IN

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\*The Reporting Person reported on this Schedule 13D as a member of a “group” with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% the outstanding shares of Common Stock. See Item 5.

1 Names of Reporting Person  
Peter E. Nordstrom

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2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

---

(b)

---

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)

---

6 Citizenship or Place of Organization  
United States of America

---

7 Sole Voting Power  
3,356,599

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

8 Shared Voting Power  
175,972

---

9 Sole Dispositive Power  
3,356,599

---

10 Shared Dispositive Power  
175,972

---

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,532,571\*

---

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13 Percent of Class Represented by Amount in Row (11)  
2.1%

---

14 Type of Reporting Person (See Instructions)  
IN

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\*The Reporting Person reported on this Schedule 13D as a member of a “group” with the other Reporting Persons. The group beneficially owned 52,183,995 shares of Common Stock owned by all of the Reporting Persons in the aggregate, representing approximately 31.2% the outstanding shares of Common Stock. See Item 5.

This Amendment No. 4 to Schedule 13D (“Amendment”) amends and supplements the information set forth in the Schedule 13D filed by the Reporting Persons with the United States Securities and Exchange Commission (the “Commission”) on June 7, 2017, as amended by Amendment No. 1 to Schedule 13D on October 16, 2017, Amendment No. 2 to Schedule 13D on March 5, 2018 and Amendment No. 3 to Schedule 13D on March 22, 2018 (collectively, the “Schedule 13D”), relating to the common stock, no par value (the “Common Stock”), of Nordstrom, Inc., a Washington corporation (the “Issuer”). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D.

## **Item 2. Identity and Background.**

Item 2 is hereby amended and supplemented to add the following:

The securities reported herein as beneficially owned by the Estate of Blake W. Nordstrom (the “Estate”) were acquired on January 2, 2019 as a result of Blake W. Nordstrom’s death on that date.

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

Item 3 is hereby amended and supplemented to add the following:

The securities reported herein as beneficially owned by the Estate were acquired on January 2, 2019 as a result of Mr. Nordstrom’s death on that date.

## **Item 4. Purpose of Transaction.**

Item 4 is hereby amended and supplemented to add the following:

As previously disclosed, on June 7, 2017, the Reporting Persons received approval from a special committee of the board of directors of the Issuer to form the Group to explore the possibility of pursuing a “going private transaction” with the Issuer. As a condition to receiving that approval, the Reporting Persons entered into the previously disclosed Letter Agreement with the Issuer. On March 20, 2018, the special committee announced that it had terminated discussions with the Group.

As specified in the Letter Agreement, on January 31, 2019, the Group was automatically disbanded without any further action by any person. In furtherance of the Letter Agreement, members of the Group and the Estate, have entered into a Termination Agreement, dated as January 31, 2019, whereby each member of the Group and the Estate have acknowledged that the Group has been disbanded and agreed to terminate the previously disclosed Joint Filing Agreement executed in connection with the Group’s formation and the filing of the Schedule 13D with the Commission. The Termination Agreement is attached as Exhibit 30 hereto, and is incorporated by reference herein.

## **Item 5. Interest in Securities of the Issuer.**

Item 5(a) is hereby amended and restated with the following:

(a) As of January 31, 2019, the Reporting Persons, on a combined basis, were the beneficial owners of an aggregate of 52,183,995 shares of Common Stock of the Issuer, representing approximately 31.2% of the outstanding shares of Common Stock of the Issuer.(1)

Item 5(b) is hereby amended to amend the previously reported information as to Bruce A. Nordstrom as follows:

Bruce A. Nordstrom has:

- (i) sole power to vote or direct the vote of 18,733,707 shares of Common Stock;
- (ii) shared power to vote or direct the vote of 6,506,716 shares of Common Stock;

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(1) Based on 167,323,864 shares of Common Stock issued and outstanding as of as of November 28, 2018, as reported in the Issuer’s Quarterly Report on Form 10-Q for the Issuer’s third fiscal quarter ended November 3, 2018, the most recently filed Securities Exchange Act of 1934 filing made by the Issuer that contains outstanding share information, filed with the Commission on December 10, 2018.

- (iii) sole power to dispose or direct the disposition of 18,733,707 shares of Common Stock; and
- (iv) shared power to dispose or direct the disposition of 6,506,716 shares of Common Stock.

Bruce A. Nordstrom reports beneficial ownership of 25,240,423 shares of Common Stock, representing 15.1% of the outstanding shares of Common Stock.

Item 5(b) is hereby amended to amend the previously reported information as to Anne E. Gittinger as follows:

Anne E. Gittinger has:

- (i) sole power to vote or direct the vote of 15,403,460 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 15,403,460 shares of Common Stock; and
- (iv) shared power to dispose or direct the disposition of -0- shares of Common Stock.

Anne E. Gittinger reports beneficial ownership of 15,403,460 shares of Common Stock, representing 9.2% of the outstanding shares of Common Stock.

Item 5(b) is hereby amended to amend the previously reported information as to Blake W. Nordstrom as follows:

The Estate Blake W. Nordstrom has:

- (i) sole power to vote or direct the vote of 3,140,993 shares of Common Stock;
- (ii) shared power to vote or direct the vote of 377,626 shares of Common Stock;
- (iii) sole power to dispose or direct the disposition of 3,140,993 shares of Common Stock; and
- (iv) shared power to dispose or direct the disposition of 377,626 shares of Common Stock.

The Estate of Blake W. Nordstrom reports beneficial ownership of 3,518,619 shares of Common Stock, representing 2.1% of the outstanding shares of Common Stock.

Item 5(b) is hereby amended to amend the previously reported information as to Erik B. Nordstrom as follows:

Erik B. Nordstrom has:

- (i) sole power to vote or direct the vote of 3,645,118 shares of Common Stock;
- (ii) shared power to vote or direct the vote of 42,646 shares of Common Stock;
- (iii) sole power to dispose or direct the disposition of 3,645,118 shares of Common Stock; and
- (iv) shared power to dispose or direct the disposition of 42,646 shares of Common Stock.

Erik B. Nordstrom reports beneficial ownership of 3,687,764 shares of Common Stock, representing 2.2% of the outstanding shares of Common Stock.

Item 5(b) is hereby amended to amend the previously reported information as to James F. Nordstrom, Jr. as follows:

James F. Nordstrom, Jr. has:

- (i) sole power to vote or direct the vote of 873,562 shares of Common Stock;
- (ii) shared power to vote or direct the vote of 76,051 shares of Common Stock;

(iii) sole power to dispose or direct the disposition of 873,562 shares of Common Stock; and

(iv) shared power to dispose or direct the disposition of 76,051 shares of Common Stock.

James F. Nordstrom reports beneficial ownership of 949,613 shares of Common Stock, representing 0.6% of the outstanding shares of Common Stock.

Item 5(b) is hereby amended to amend the previously reported information as to Peter E. Nordstrom as follows:

Peter E. Nordstrom has:

(i) sole power to vote or direct the vote of 3,356,599 shares of Common Stock;

(ii) shared power to vote or direct the vote of 175,972 shares of Common Stock;

(iii) sole power to dispose or direct the disposition of 3,356,599 shares of Common Stock; and

(iv) shared power to dispose or direct the disposition of 175,972 shares of Common Stock.

Peter E. Nordstrom reports beneficial ownership of 3,532,571 shares of Common Stock, representing 2.1% of the outstanding shares of Common Stock.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended and supplemented to add the following:

|            | <u>Exhibit</u>   | <u>Method of Filing</u> |
|------------|--|-------------------------|
| Exhibit 30 | Termination Agreement, dated as of January 31, 2019, by and among Bruce A. Nordstrom, Anne E. Gittinger, the Estate of Blake W. Nordstrom, Erik B. Nordstrom, James F. Nordstrom and Peter E. Nordstrom. | 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: February 4, 2019

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Bruce A. Nordstrom

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Anne E. Gittinger

ESTATE OF BLAKE W. NORDSTROM

By /s/ Molly A. Nordstrom  
Molly A. Nordstrom, Executor

/s/ Erik B. Nordstrom  
Erik B. Nordstrom

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James F. Nordstrom, Jr.

/s/ Peter E. Nordstrom  
Peter E. Nordstrom

\* By: /s/ Peter E. Nordstrom  
Peter E. Nordstrom as Attorney-In-Fact \*

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**Exhibit Index**

|            | <u>Exhibit</u>   | <u>Method of Filing</u> |
|------------|--|-------------------------|
| Exhibit 30 | Termination Agreement, dated as of January 31, 2019, by and among Bruce A. Nordstrom, Anne E. Gittinger, the Estate of Blake W. Nordstrom, Erik B. Nordstrom, James F. Nordstrom and Peter E. Nordstrom. | Filed herewith          |

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**TERMINATION AGREEMENT**

This Termination Agreement (“Termination Agreement”) is made and entered into as of January 31, 2019, by and among Bruce A. Nordstrom, Anne E. Gittinger, the Estate of Blake W. Nordstrom, Erik B. Nordstrom, James F. Nordstrom and Peter E. Nordstrom (each a “Party,” and collectively the “Parties”). Reference is hereby made to the Statement of Beneficial Ownership on Schedule 13D, originally filed with the Securities and Exchange Commission on June 7, 2017 by the Parties and Blake W. Nordstrom (as amended and supplemented to date, the “Schedule 13D”).

WHEREAS, Bruce A. Nordstrom, Anne E. Gittinger, Blake W. Nordstrom, Erik B. Nordstrom, James F. Nordstrom and Peter E. Nordstrom (collectively, the “Group”) entered into a Joint Filing Agreement, dated as of June 8, 2017 (the “Joint Filing Agreement”), pursuant to which they agreed, among other things, to prepare jointly and file timely the Schedule 13D with respect to their respective beneficial ownership of the common stock, no par value, of Nordstrom, Inc. (the “Common Stock”);

WHEREAS, following the death of Blake W. Nordstrom on January 2, 2019, the Estate of Blake W. Nordstrom (the “Estate”) acquired the securities previously reported as beneficially owned by Blake W. Nordstrom and acceded to his membership in the Group;

WHEREAS, pursuant to the terms of that Letter Agreement, dated June 7, 2017, by and among members of the Group and Nordstrom, Inc. (the “Letter Agreement”), the parties thereto agreed that the Group would automatically be disbanded on January 31, 2019; and

WHEREAS, the Parties now mutually desire to terminate the Joint Filing Agreement effective as of January 31, 2019 and acknowledge the termination of their participation as members of the “group” (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Act”) and Rule 13d-5 thereunder) previously formed in accordance with the terms of the Letter Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

1. **Termination of Group.** Each Party hereby acknowledges and confirms that, as of the date hereof (the “Effective Date,” his, her or its participation as a member of the “group” (within the meaning of Section 13(d)(3) of the Act and Rule 13d-5 thereunder) formed in accordance with the Letter Agreement and disclosed in the Schedule 13D, has been terminated.
  2. **Termination of Joint Filing Agreement.** Effective as of the Effective Date, each Party hereby expressly acknowledges, agrees and confirms that the Joint Filing Agreement is hereby terminated and shall cease to be of further effect.
  3. **Further Amendments to Schedule 13D.** From and after the Effective Date, no Party shall have any obligation to each other to file any amendment to the Schedule 13D that may be required, in accordance with the rules and regulations promulgated under the Act, with respect to the Common Stock, except on such Party’s own behalf or pursuant to such other agreements as such Party may enter.
  4. **Release and Discharge.** Each Party hereby mutually and unconditionally releases and discharges the other Parties, as applicable from all obligations under the Joint Filing Agreement to which each is a party.
  5. **Counterparts.** This Termination Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument.
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IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the date first specified above.

/s/ Bruce A. Nordstrom

Bruce A. Nordstrom

/s/ Anne E. Gittinger

Anne E. Gittinger

ESTATE OF BLAKE W. NORDSTROM

By: /s/ Molly A. Nordstrom

Molly A. Nordstrom, Executor

/s/ Erik B. Nordstrom

Erik B. Nordstrom

/s/ James F. Nordstrom, Jr.

James F. Nordstrom, Jr.

/s/ Peter E. Nordstrom

Peter E. Nordstrom

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