

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 20, 2014**

**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**

(IRS Employer  
Identification No.)

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

On August 20, 2014, the Company's Executive Vice President - Human Resources, pursuant to authority delegated to her by the Compensation Committee (the "Committee") of the Company's Board of Directors, approved Amendment 2014-1 to the Nordstrom Supplemental Executive Retirement Plan (the "Plan"). Amendment 2014-1 amends Section 3.07 of the Plan to clarify that the definition of a "Year of Post-Normal Retirement Date Service" will apply to participants under the Plan who have not retired as of the execution date of Amendment 2014-1, and that any such Year of Post-Normal Retirement Date Service will begin on participant's Normal Retirement Date (as defined in the Plan), rather than the first of the month following a participant's Normal Retirement Date.

Also on August 20, 2014, the Committee approved Amendment 2014-2 to the Plan. Amendment 2014-2 adds a new section 3.01(d) to the Plan which provides for a monthly cap on the amount of the Retirement Benefit (as defined in the Plan) payable to a participant under the Plan. The Plan was closed to new entrants beginning in 2012.

Both Amendment 2014-1 and Amendment 2014-2 are immediately effective. The above summary of the material terms of the amendments is qualified in its entirety by reference to Amendment 2014-1 and Amendment 2014-2 which are filed herewith as Exhibit 10.1 and Exhibit 10.2, respectively, and which are incorporated herein by reference.

## **ITEM 8.01 Other Events**

On August 20, 2014, Nordstrom, Inc. issued a press release announcing that its Board of Directors has approved a quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

## **ITEM 9.01 Financial Statements and Exhibits**

10.1	Amendment 2014-1 to the Nordstrom Supplemental Executive Retirement Plan.
10.2	Amendment 2014-2 to the Nordstrom Supplemental Executive Retirement Plan.
99.1	Press release of Nordstrom, Inc., dated August 20, 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: August 25, 2014

## EXHIBIT INDEX

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
10.1	Amendment 2014-1 to the Nordstrom Supplemental Executive Retirement Plan.
10.2	Amendment 2014-2 to the Nordstrom Supplemental Executive Retirement Plan.
99.1	Press release of Nordstrom, Inc., dated August 20, 2014.

AMENDMENT 2014-1

NORDSTROM  
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

The Nordstrom Supplemental Executive Retirement Plan (2008 Restatement) (the "Plan") is hereby amended pursuant to Section 6.01(c) of the Plan to adjust the measuring period for interest on Post-Normal Retirement Date service to begin on a Participant's Normal Retirement Date instead of on the first day of the calendar month following Participant's Normal Retirement Date, effective as stated herein.

1. Section 3.07 Deferred Retirement Benefits is amended effective immediately by deleting existing 3.07 in its entirety and replacing it with the following:

Deferred Retirement Benefits. An Executive who retires after his or her Normal Retirement Date shall be entitled to a Deferred Retirement Benefit equal to the Normal Retirement Benefit under this Article III, but increased with interest for each Year of Post-Normal Retirement Date Service, up to a maximum of ten (10) Years of Post-Normal Retirement Date Service. For Executives who have not retired as of the execution date of this Amendment 2014-1, a Year of Post-Normal Retirement Date Service means the period of twelve (12) consecutive full months beginning with the Participant's Normal Retirement Date, and each successive period of twelve (12) consecutive full months, prior to the Participant's date of Retirement (as defined in 2.02(a)). Partial Years of Post-Normal Retirement Date Service shall be disregarded. An interest rate of five percent (5%) per Year of Post-Normal Retirement Date Service, compounded annually, shall be used to calculate the increase under this section."

Approved pursuant to proper authority this \_\_\_ day of \_\_\_\_\_, 2014.

NORDSTROM, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

AMENDMENT 2014-2

NORDSTROM  
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

The Nordstrom Supplemental Executive Retirement Plan (2008 Restatement) (the “Plan”) is hereby amended pursuant to 6.01(b) of the Plan to impose a maximum annual Retirement Benefit of \$700,000 (\$58,333.33 expressed monthly), effective as stated herein.

1. Section 3.01 Retirement Benefit is amended effective immediately by adding new subsection (d), as follows:

“(d) Maximum Retirement Benefit. Notwithstanding anything in the Plan to the contrary, including but not necessarily limited to this Article III, the Retirement Benefit payable to an Executive under this Plan shall at no time exceed \$58,333.33 per month.”

Approved pursuant to proper authority this \_\_\_ day of August, 2014.

NORDSTROM, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

# NORDSTROM

**ISSUE RELEASE:**  
Wed., Aug. 20, 2014

**INVESTOR CONTACT:** Trina Schurman  
Nordstrom, Inc.  
206-233-6503

**MEDIA CONTACT:** Dan Evans  
Nordstrom, Inc.  
206-303-3036

## **Nordstrom Board of Directors Approves Quarterly Dividend**

**SEATTLE, Wash. – (August 20, 2014)** – Nordstrom, Inc. (NYSE: JWN) announced today that its board of directors approved a quarterly dividend of 33 cents per share payable on September 17, 2014 to shareholders of record at the close of business on September 2, 2014. The quarterly dividend is unchanged when compared to the previous quarter’s dividend and represents an increase of 10 percent when compared to the dividend in September 2013.

### **ABOUT NORDSTROM**

Nordstrom, Inc. is a leading fashion specialty retailer based in the U.S. Founded in 1901 as a shoe store in Seattle, today Nordstrom operates 270 stores in 36 states, including 116 full-line stores, 151 Nordstrom Racks, two Jeffrey boutiques and one clearance store. Nordstrom also serves customers through Nordstrom.com, the newly developed e-commerce site Nordstromrack.com, and its online private sale site, HauteLook. Nordstrom, Inc.’s common stock is publicly traded on the NYSE under the symbol JWN.

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