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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 5, 2018

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**NORDSTROM, INC.**

(Exact name of registrant as specified in its charter)

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**Washington**  
(State or other jurisdiction  
of incorporation)

**001-15059**  
(Commission  
File Number)

**91-0515058**  
(I.R.S. 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

**Not applicable**  
(Former name or former address, if changed since last report)

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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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On March 5, 2018, Nordstrom, Inc. (the “Company”) issued a press release to report that a group consisting of members of the Nordstrom family – Company Co-Presidents Blake W. Nordstrom, Peter E. Nordstrom, and Erik B. Nordstrom, President of Stores James F. Nordstrom, Chairman Emeritus Bruce A. Nordstrom, and Anne E. Gittinger – (the “Group”) have delivered to the Special Committee of the Board of Directors of the Company (the “Special Committee”) a non-binding letter indicating that the Group intends to submit a proposal to purchase all of the outstanding shares of common stock of the Company not already owned by the Group, and approximately 21% of the shares owned by the Nordstrom family members in the Group, for \$50.00 per share in cash.

No assurances can be given regarding the terms and details of any transaction, that any proposal will be made by the Group, that any proposal made by the Group regarding a proposed transaction will be accepted by the Special Committee, that definitive documentation relating to any such transaction will be executed, or that a transaction will be consummated in accordance with that documentation, if at all.

**Item 9.01 Financial Statements and Exhibits**

The following Exhibit is filed as part of this Current Report on Form 8-K.

Exhibit 99.1 [Nordstrom, Inc. Press Release, dated March 5, 2018.](#)

**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.

Dated: March 5, 2018

By: /s/ Robert B. Sari

Robert B. Sari

Senior Vice President, General Counsel and Corporate Secretary

**SPECIAL COMMITTEE OF NORDSTROM BOARD ANNOUNCES THE RECEIPT AND REJECTION OF AN INDICATIVE PROPOSAL TO ACQUIRE THE COMPANY**

SEATTLE, WA — March 5, 2018 — The Special Committee of the Board of Directors of Nordstrom, Inc. (NYSE: JWN) announced today that it has been notified by a group consisting of members of the Nordstrom family – Company Co-Presidents Blake W. Nordstrom, Peter E. Nordstrom, and Erik B. Nordstrom, President of Stores James F. Nordstrom, Chairman Emeritus Bruce A. Nordstrom, and Anne E. Gittinger (the “Group”) that the Group intends to submit a proposal to purchase all of the outstanding shares of common stock of the Company not already owned by the Group, and approximately 21% of the shares owned by the Nordstrom family members in the Group, for \$50.00 per share in cash.

The Special Committee has reviewed the Group’s indicative acquisition proposal, in consultation with its financial advisor and legal counsel, and has determined that the price proposed is inadequate. The Special Committee has directed its advisors and management not to provide further due diligence information to the Group. Furthermore, unless the Group can promptly and substantially improve the price it is proposing to pay for the Company, the Special Committee intends to terminate discussions.

The Special Committee is committed to protecting the interests of the Company and all of its shareholders. The Special Committee is being advised by Centerview Partners LLC as financial advisor and Sidley Austin LLP as legal counsel.

No assurances can be given regarding the terms and details of any transaction, that any proposal made by the Group will be accepted by the Special Committee, that definitive documentation relating to a transaction will be executed, or that a transaction will be consummated in accordance with that documentation, if at all. The Company undertakes no obligation to update or revise this press release to reflect subsequent events, new information or future circumstances, except as required by law.

Special Committee of the Board of Directors of Nordstrom:

Sard Verbinen & Co  
Meghan Gavigan/Emily Claffey/Alyssa Linn  
415.618.8750/212.687.8080