

NORDSTROM INC  
Form 8-K  
October 11, 2011

**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**  
**THE SECURITIES EXCHANGE ACT OF 1934**

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DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) **October 5, 2011**

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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.)

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1617 SIXTH AVENUE, SEATTLE, WASHINGTON  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

98101  
(ZIP CODE)

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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (206) 628-2111

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INAPPLICABLE

(FORMER NAME OR FORMER ADDRESS IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K 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 1.01 *ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.*

On October 5, 2011, Nordstrom, Inc. (the *Company*) entered into an Underwriting Agreement (the *Underwriting Agreement*) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC as representatives of the several underwriters therein (collectively, the *Underwriters*) providing for the offer and sale by the Company of \$500,000,000 aggregate principal amount of 4.00% Notes due 2021 (the *Notes*). The offering of the Notes was registered under the Securities Act of 1933, as amended (the *Securities Act*), and is being made pursuant to the Company's Registration Statement on Form S-3 (Reg. No. 333-177175) and the Prospectus included therein (the *Registration Statement*), filed by the Company with the Securities and Exchange Commission (the *Commission*) on October 5, 2011 and the Prospectus Supplement relating thereto dated October 5, 2011 and filed with the Commission pursuant to Rule 424(b)(5) promulgated under the Securities Act on October 7, 2011.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. Certain of the Underwriters and their related entities have engaged and may engage in various financial advisory, commercial banking and investment banking transactions with the Company in the ordinary course of their business, for which they have received, or will receive, customary compensation and expense reimbursement.

ITEM 8.01 *OTHER EVENTS.*

As noted in item 1.01 above, on October 11, 2011, the Company completed the sale of \$500,000,000 aggregate principal amount Notes. The Notes were issued under an Indenture dated December 3, 2007 between the Company and Wells Fargo Bank, National Association, as Trustee, in the form attached to the Registration Statement as Exhibit 4.1 thereto. The form of Note is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

ITEM 9.01 *FINANCIAL STATEMENTS AND EXHIBITS.*

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No 333-177175) filed by Nordstrom, Inc. with the Securities and Exchange Commission on October 5, 2011. This Current Report is being filed in connection with the offer and sale of the Notes and to file with the Securities and Exchange Commission the documents and instruments attached hereto as exhibits.

(d) Exhibits

**Exhibit**

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| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 1.1           | Underwriting Agreement dated October 5, 2011, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters of the Notes. |
| 4.1           | Form of 4.00% Note due 2021.  |
| 5.1           | Opinion of Lane Powell PC dated October 11, 2011.   |

**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.

By:

/s/ Robert B. Sari  
Robert B. Sari  
Executive Vice President, General Counsel  
and Secretary

Dated: October 11, 2011

**EXHIBIT INDEX**

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