

NORDSTROM INC
 Form S-8
 October 13, 2015

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
 NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington

91-0515058

(State or other jurisdiction
 of incorporation or organization)

(I.R.S. Employer
 Identification No.)

1617 Sixth Avenue, Seattle, Washington
 (Address of Principal Executive Offices)

98101

(Zip Code)

Trunk Club Newco, Inc. 2010 Equity Incentive Plan;

Options to purchase common stock granted under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan Assumed
 and Converted by Nordstrom, Inc.

(Full title of the plan)

Robert B. Sari

1700 Seventh Avenue, 7th Floor
 Seattle, Washington 98101

(Name and address of agent for service)

206-628-2111

(Telephone number, including area code, of agent for service)

Copy to:

Brian B. DeFoe

Lane Powell PC

1420 Fifth Avenue, Suite 4200
 Seattle, Washington 98101-2338

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer,
 or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting
 company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ¹ | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--------------------------------------|---|---|----------------------------|
| In respect of assumed stock options: common stock, no par value per share | 20,000 ² | \$4.07 ³ | \$81,400 ³ | \$8.20 |
| Total | 20,000 | N/A | \$81,400 | \$8.20 |

¹ This Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.

² Represents shares subject to issuance upon the exercise of stock options outstanding under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan, and assumed by the registrant on August 22, 2014 pursuant to an Agreement and

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Plan of Merger by and among the Registrant, Tanzania Acquisition Sub, Inc., Trunk Club, Inc. and Shareholder Representative Services LLC, dated as of July 30, 2014 (the “Merger Agreement”).

³ Calculated solely for the purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the “Securities Act”), on the basis of the weighted average exercise price of the outstanding options.

EXPLANATORY NOTE

By this Registration Statement, Nordstrom, Inc. (the “Registrant”) is registering an additional 20,000 shares of its common stock reserved for issuance under the Trunk Club Newco, Inc. 2010 Equity Incentive Plan (the “Plan”), as assumed by the Registrant on August 22, 2014 pursuant to an Agreement and Plan of Merger by and among the Registrant, Tanzania Acquisition Sub, Inc., Trunk Club, Inc. and Shareholder Representative Services LLC, dated as of July 30, 2014. The contents of the Registrant’s prior registration statement on Form S-8, Registration No. 333-198413, filed August 27, 2014, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Documents Incorporated by Reference

The following documents, which have been filed with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference and shall be deemed to be a part, of this Registration Statement:

- (a) The Registrant’s latest Annual Report on Form 10-K for the year ended January 31, 2015, filed with the Commission on March 16, 2015;
- (b) The Registrant’s Proxy Statement on Schedule 14A related to the Registrant’s Annual Meeting of Shareholders held on May 5, 2015, filed on March 26, 2015.

All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Annual Report on Form 10-K (c)referred to in (a) above, including the Registrant’s current reports on Form 8-K provided, however, that the foregoing shall not include the incorporation by reference of any information furnished pursuant to Items 2.02, 7.01 or 9.01 of Form 8-K; and

- (d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed on June 2, 1999, including any amendment or report filed for the purpose of updating such description.
- All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to shareholders or document or current report furnished under Items 2.02, 7.01 and 9.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

ITEM 8. Exhibits

- 4.1 Trunk Club Newco, Inc. 2010 Equity Incentive Plan (Incorporated by reference from the Registrant’s Registration Statement on Form S-8, filed August 27, 2014, Exhibit 4.1)
- 5.1 Opinion of Lane Powell PC
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
- 23.2 Consent of Lane Powell PC (included in Exhibit 5.1)
- 24.1 Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Seattle, State of Washington, on October 13, 2015.

NORDSTROM, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on October 13, 2015.

/s/ Blake W. Nordstrom
Blake W. Nordstrom
Co-President and Director (Principal Executive Officer)

/s/ Michael G. Koppel
Michael G. Koppel
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ James A. Howell
James A. Howell
Executive Vice President, Finance and Treasurer
(Principal Accounting Officer)

/s/ *
Phyllis J. Campbell
Director

/s/ *
Michelle M. Ebanks
Director

/s/ *
Enrique Hernandez, Jr.
Chairman of the Board of Directors

/s/ *
Robert G. Miller
Director

/s/ *
Philip G. Satre
Director

/s/ *
B. Kevin Turner
Director

/s/
Erik B. Nordstrom
Erik B. Nordstrom
Co-President and Director

/s/ Peter E. Nordstrom
Peter E. Nordstrom
Co-President and Director

*The undersigned, by signing his name hereto, signs and executes this registration statement pursuant to the Powers of Attorney executed by the above-named officers and directors and filed with the Securities and Exchange Commission.

/s/ Robert B. Sari
Robert B. Sari
Attorney-in-Fact

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|--|
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