

NORDSTROM INC  
Form 8-K  
March 05, 2013

**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) February 27, 2013**

**NORDSTROM, INC.**

**(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)**

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WASHINGTON  
(STATE OR OTHER JURISDICTION)

001-15059  
(COMMISSION FILE

91-0515058  
(I.R.S. EMPLOYER

OF INCORPORATION)

NUMBER)

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 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 February 27, 2013, the Compensation Committee (the Committee) of the Board of Directors of the Company approved the following actions relative to salary and performance-based bonus awards for the Company's Named Executive Officers as set forth in the Company's proxy statement dated March 30, 2012 (the NEOs):

Named Executive Officer	2012 Bonus (1)	2013 Base Salary (2)
Blake W. Nordstrom	\$ 892,080	\$ 725,000
President		
Peter E. Nordstrom	\$ 892,080	\$ 725,000
EVP and President Merchandising		
Erik B. Nordstrom	\$ 892,080	\$ 725,000
EVP and President Stores		
Michael G. Koppel	\$ 458,784	\$ 720,000
EVP and Chief Financial Officer		
Daniel F. Little	\$ 356,832	\$ 560,000
EVP and Chief Administrative Officer		

- (1) Nordstrom follows a pay-for-performance philosophy. Our compensation plans are designed to focus NEOs on goals that align with business strategy, operating performance and shareholder values. In support of our philosophy, performance-based awards pay out only when pre-determined results are achieved. The 2012 cash bonuses were determined based on the achievement of pre-established performance measures set by the Committee under the shareholder-approved Nordstrom, Inc. Executive Management Bonus Plan (the Bonus Plan).
- (2) Represents NEOs' base salaries as of April 1, 2013, set by the Committee on February 27, 2013. Reported amounts reflect increases in base compensation of \$25,000 each for Blake, Peter and Erik Nordstrom, \$45,000 for Michael Koppel and \$35,000 for Daniel Little. The Committee also awarded stock option grants to the Company's five NEOs, effective March 4, 2013. Stock options were granted pursuant to the terms of the Nordstrom, Inc. 2010 Equity Incentive Plan (the Plan). Stock option grants have a term of ten years with an exercise price equivalent to the closing price of the Company's Common Stock on March 4, 2013. Vesting occurs at a rate of 25% annually beginning one year from the date of grant. The number of options to be awarded to each individual is a function of base pay, a long-term incentive (LTI) percentage and the fair value of an option. The Binomial Lattice model is used to estimate the fair value of an option. This model requires the input of certain assumptions, including risk-free interest rate, volatility, dividend yield and expected life. The formula for determining the number of options granted is:

$$\text{No. of Options} = (\text{base pay} \times \text{LTI}\%) / \text{option fair value}$$

The form of the 2013 Nonqualified Stock Option Grant Agreement was attached as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 14, 2012, and is incorporated herein by reference. The number of options actually granted to each of the NEOs, once determined, will be reported in an amendment to this Current Report on Form 8-K.

On February 27, 2013, the Committee also awarded Performance Share Units (PSUs) to the Company's five NEOs pursuant to the terms of the Plan. Participants may elect to settle PSUs in shares of Company Common Stock or cash upon the achievement of such performance goals as may be established by the Committee at the time of grant based on any one or a combination of certain performance criteria enumerated in the Plan. The 2013 PSUs are earned over a three-year period from fiscal year 2013 through fiscal year 2015. The percentage of PSUs granted that will actually be earned at the end of the three-year period is based upon the Company's total shareholder return compared to the total shareholder return of companies in a pre-defined group of retail peers during that same period. Total shareholder return is based on a 30 trading-day closing price average that is established both prior to the beginning of the performance cycle and prior to the end of the performance cycle. PSUs will only be earned if the Company's total shareholder return for the period is positive. The number of PSUs awarded to each individual was a function of base pay, a long-term incentive (LTI) percentage and stock price. The formula for determining the number of PSUs granted is:

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No. of PSUs = (base pay x LTI%) / stock price

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The form of the 2013 Performance Share Unit Award Agreement was attached as Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 14, 2012, and is incorporated herein by reference. The number of PSUs awarded to the NEOs is shown in the table below.

Named Executive Officer	2013 PSUs Awarded
Blake W. Nordstrom	8,128
<b>President</b>	
Peter E. Nordstrom	8,128
<b>EVP and President Merchandising</b>	
Erik B. Nordstrom	8,128
<b>EVP and President Stores</b>	
Michael G. Koppel	5,487
<b>EVP and Chief Financial Officer</b>	
Daniel F. Little	3,658
<b>EVP and Chief Administrative Officer</b>	

Also on February 27, 2013, the Committee certified the level of attainment of the pre-established performance goals for the 2010 PSU grant relating to fiscal years 2010 through 2012 at 75%. The PSUs for the NEOs were all paid in cash. The number of PSUs vested and the corresponding cash payment to settle the PSUs for each of the NEOs was as follows:

Named Executive Officer	2010 PSUs Vested	Value of PSUs Paid in Cash
Blake W. Nordstrom	7,106.25	\$ 391,697
<b>President</b>		
Peter E. Nordstrom	6,598.50	\$ 363,709
<b>EVP and President - Merchandising</b>		
Erik B. Nordstrom	6,598.50	\$ 363,709
<b>EVP and President - Stores</b>		
Michael G. Koppel	3,654.75	\$ 201,450
<b>EVP and Chief Financial Officer</b>		
Daniel F. Little	3,198.00	\$ 176,274
<b>EVP and Chief Administrative Officer</b>		

Also on February 27, 2013, the Committee amended the Nordstrom Leadership Separation Plan (the "NLSP") to reduce the maximum potential cash severance benefit payable to certain leadership level employees. Previously, the NLSP permitted qualifying leadership level employees to receive up to twenty-four months of severance, depending on their length of service to the Company. As a result of this amendment to the NLSP, qualifying leadership level employees will be entitled to receive a maximum of twelve months of cash severance, with the actual number of months to be determined on the basis of length of service to the Company. A copy of the amendment to the NLSP is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

(d) Exhibits.

10.1 Amendment 2013-1 to the Nordstrom Leadership Separation Plan.

3

**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 Corporate  
Secretary

Dated: March 5, 2013

**EXHIBIT INDEX**

**EXHIBIT**

<b>NUMBER</b>	<b>DESCRIPTION</b>
10.1	Amendment 2013-1 to the Nordstrom Leadership Separation Plan.