UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended November 2, 2019

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________ to___________

Commission File Number: 001-15059

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 98101
(Address of principal executive offices)

206-628-2111
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, without par value	JWN	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
Yes ☑ No ☐

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

☑ Large Accelerated Filer	☐ Accelerated filer
☐ Non-accelerated filer	☐ Smaller reporting company
	☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☑

Common stock outstanding as of November 29, 2019: 155,253,167 shares

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the “safe harbor” created by those sections. Forward-looking statements are based on our management’s beliefs and assumptions and on information currently available to our management. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “could,” “goal,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “project,” “predict,” “potential,” “pursue,” “going forward,” and similar expressions intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance, time frames or achievements to be materially different from any future results, performance, time frames or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, our anticipated financial outlook for the fiscal year ending February 1, 2020, our anticipated annual total sales rates, our anticipated new store openings in existing, new and international markets, our anticipated Adjusted Return on Invested Capital, trends in our operations and the following:

Strategic and Operational

- timely and effective implementation of our evolving business model and successful execution of our customer strategy to provide a differentiated and seamless experience across all Nordstrom channels,
- our ability to execute and manage the costs of our evolving business model, including the execution of new supply chain capabilities and enhancement of existing ones, development of applications for electronic devices, improvement of customer-facing technologies, timely delivery of products purchased digitally, enhancement of inventory management systems, more fluid inventory availability between our digital channels and retail stores through our market strategy, and greater effectiveness in marketing strategies,
- our ability to respond to the rapidly evolving business and retail environment, as well as fashion trends and consumer preferences, including our customers’ changing expectations of service and experience in stores and online,
- our ability to properly balance our investments in existing and new store locations, technology and supply chain facilities, including the expansion of our market strategy,
- successful execution of our information technology strategy, including engagement with third-party service providers,
- our ability to effectively utilize internal and third-party data in strategic planning and decision making,
- our ability to maintain or expand our presence, including timely completion of construction associated with new, relocated and remodeled stores, and Supply Chain Network facilities, all of which may be impacted by third parties, consumer demand and other natural or man-made disruptions,
- efficient and proper allocation of our capital resources,
- effective inventory management processes and systems, fulfillment and supply chain processes and systems, disruptions in our supply chain and our ability to control costs,
- the impact of any systems or network failures, cybersecurity and/or security breaches, including any security breach of our systems or those of a third-party provider that results in the theft, transfer or unauthorized disclosure of customer, employee or Company information or compliance with information security and privacy laws and regulations in the event of such an incident,
- our ability to safeguard our reputation and maintain relationships with our vendors and third-party service providers,
- our ability to maintain relationships with and motivate our employees and to effectively attract, develop and retain our future leaders,
- our ability to realize the expected benefits, respond to potential risks and appropriately manage costs associated with our program agreement with TD Bank, N.A.,
- the effectiveness of our loyalty program, including the implementation of any changes in our program, planned advertising, marketing and promotional campaigns in the highly competitive and promotional retail industry,
- market fluctuations, increases in operating costs, exit costs and overall liabilities and losses associated with owning and leasing real estate,
- potential goodwill impairment charges, future impairment charges and fluctuations in the fair values of reporting units or of assets in the event projected financial results are not achieved within expected time frames,
- compliance with debt and operating covenants, availability and cost of credit, changes in our credit rating and changes in interest rates,
- the timing, price, manner and amounts of future share repurchases by us, if any, or any share issuances by us,

Economic and External

- the impact of the seasonal nature of our business and cyclical customer spending,
- the impact of economic and market conditions and the resultant impact on consumer spending and credit patterns,
- the impact of economic, environmental or political conditions in the U.S. and countries where our third-party vendors operate,
- weather conditions, natural disasters, health hazards, national security or other market and supply chain disruptions, including the effects of tariffs, or the prospects of these events and the resulting impact on consumer spending patterns or information technology systems and communications,

Legal and Regulatory

- our compliance with applicable domestic and international laws, regulations and ethical standards, including those related to employment and tax, information security and privacy, consumer credit and the outcome of any claims and litigation and resolution of such matters,
- the impact of the current regulatory environment and financial system, health care and tax reforms,
- the impact of changes in accounting rules and regulations, changes in our interpretation of the rules or regulations, or changes in underlying assumptions, estimates or judgments,
- the impact of claims, litigation and regulatory investigations, including those related to information security, privacy and consumer credit.

These and other factors, including those factors described in Item 1A. Risk Factors to our Annual Report on Form 10-K for the fiscal year ended February 2, 2019, could affect our financial results and cause our actual results to differ materially from any forward-looking information we may provide. Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this filing. You should read this Quarterly Report on Form 10-Q completely and with the understanding that our actual future results may be materially different from what we expect. We hereby qualify our forward-looking statements by these cautionary statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

All references to “Nordstrom,” “we,” “us,” “our,” or the “Company” mean Nordstrom, Inc. and its subsidiaries.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the filing date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

DEFINITIONS

The following table includes definitions of Nordstrom commonly used terms:

Term	Definition
2002 Plan	2002 Nonemployee Director Stock Incentive Plan
2010 Plan	2010 Equity Incentive Plan
2019 Plan	2019 Equity Incentive Plan
2018 Annual Report	Annual Report on Form 10-K filed on March 18, 2019
Adjusted EBITDA	Adjusted earnings before interest, income taxes, depreciation and amortization (a non-GAAP financial measure)
Adjusted EBITDAR	Adjusted earnings before interest, income taxes, depreciation, amortization and rent (a non-GAAP financial measure)
Adjusted ROIC	Adjusted return on invested capital (a non-GAAP financial measure)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
CODM	Chief operating decision maker
Estimated Non-recurring Charge	Estimated non-recurring credit-related charge recognized during the third quarter of 2018
Digital sales	Online and digitally-assisted store sales, which include Online Order Pickup, Ship to Store and Style Board, a digital selling tool
EBIT	Earnings before interest and income taxes
EPS	Earnings per share
ESPP	Employee Stock Purchase Plan
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
Third quarter of 2019	13 fiscal weeks ending November 2, 2019
Third quarter of 2018	13 fiscal weeks ending November 3, 2018
Fiscal year 2019	52 fiscal weeks ending February 1, 2020
Fiscal year 2018	52 fiscal weeks ending February 2, 2019
FLS	Full-line stores
Full-Price	Nordstrom U.S. FLS, Nordstrom.com, Canada, Trunk Club, Jeffrey and Nordstrom Local
GAAP	Generally accepted accounting principles
Generational Investments	NRHL, Canada, Trunk Club and Nordstrom NYC
Gross profit	Net sales less cost of sales and related buying and occupancy costs
Inventory turnover rate	Trailing 4-quarter cost of sales and related buying and occupancy costs divided by the trailing 4-quarter average inventory
IRS	Internal Revenue Service
Lease Standard	ASU No. 2016-02, Leases, and all related amendments (ASC 842)
LIBOR	London Inter-bank Offered Rate
MD&A	Management’s Discussion and Analysis of Financial Condition and Results of Operations
Nordstrom Local	Nordstrom Local neighborhood hubs
Nordstrom NYC	Our New York City flagship FLS store, including the Men’s location
The Nordy Club	Our customer loyalty program launched in October 2018
NRHL	Nordstromrack.com/HauteLook
NYSE	New York Stock Exchange
Off-Price	Nordstrom U.S. Rack stores, NRHL and Last Chance clearance stores
Operating Lease Cost	Fixed rent expense, including fixed common area maintenance expense, net of developer reimbursement amortization
PCAOB	Public Company Accounting Oversight Board (United States)
Property incentives	Developer and vendor reimbursements
PSU	Performance share unit
Revolver	Senior unsecured revolving credit facility
ROU asset	Operating lease right-of-use asset
RSU	Restricted stock unit
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended
SERP	Unfunded defined benefit Supplemental Executive Retirement Plan
SG&A	Selling, general and administrative
Supply Chain Network	Fulfillment centers that process and ship orders to our customers, distribution centers that process and ship merchandise to our stores and other facilities and Omni-channel centers that both fulfill customer orders and ship merchandise to our stores
TD	Toronto-Dominion Bank, N.A.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

NORDSTROM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts in millions except per share amounts)
(Unaudited)

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Net sales	**$3,566**	$3,648	**$10,694**	$11,097
Credit card revenues, net	**106**	100	**293**	280
Total revenues	**3,672**	3,748	**10,987**	11,377
Cost of sales and related buying and occupancy costs	**(2,344)**	(2,435)	**(7,049)**	(7,311)
Selling, general and administrative expenses	**(1,135)**	(1,208)	**(3,453)**	(3,562)
Earnings before interest and income taxes	**193**	105	**485**	504
Interest expense, net	**(20)**	(25)	**(66)**	(81)
Earnings before income taxes	**173**	80	**419**	423
Income tax expense	**(47)**	(13)	**(115)**	(107)
Net earnings	**$126**	$67	**$304**	$316
Earnings per share:				
Basic	**$0.81**	$0.40	**$1.96**	$1.88
Diluted	**$0.81**	$0.39	**$1.95**	$1.85
Weighted-average shares outstanding:				
Basic	**155.2**	168.8	**155.1**	168.1
Diluted	**155.8**	172.4	**155.9**	171.0

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS
(Amounts in millions)
(Unaudited)

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Net earnings	**$126**	$67	**$304**	$316
Foreign currency translation adjustment	**2**	(3)	**(1)**	(18)
Post retirement plan adjustments, net of tax	**—**	1	**—**	3
Comprehensive net earnings	**$128**	$65	**$303**	$301

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in millions)
(Unaudited)

	November 2, 2019	February 2, 2019	November 3, 2018
Assets			
Current assets:			
Cash and cash equivalents	**$487**	$957	$1,127
Accounts receivable, net	**234**	148	190
Merchandise inventories	**2,542**	1,978	2,614
Prepaid expenses and other	**310**	291	366
Total current assets	**3,573**	3,374	4,297
Land, property and equipment (net of accumulated depreciation of $6,884, $6,647 and $6,517)	**4,146**	3,921	3,858
Operating lease right-of-use assets	**1,784**	—	—
Goodwill	**249**	249	249
Other assets	**323**	342	305
Total assets	**$10,075**	$7,886	$8,709
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	**$2,148**	$1,469	$2,106
Accrued salaries, wages and related benefits	**470**	580	526
Current portion of operating lease liabilities	**238**	—	—
Other current liabilities	**1,125**	1,324	1,202
Current portion of long-term debt	**—**	8	8
Total current liabilities	**3,981**	3,381	3,842
Long-term debt, net	**2,679**	2,677	2,678
Deferred property incentives, net	**4**	457	465
Non-current operating lease liabilities	**1,895**	—	—
Other liabilities	**665**	498	521
Commitments and contingencies (Note 7)			
Shareholders' equity:			
Common stock, no par value: 1,000 shares authorized; 155.2, 157.6 and 168.9 shares issued and outstanding	**3,106**	3,048	3,029
Accumulated deficit	**(2,217)**	(2,138)	(1,777)
Accumulated other comprehensive loss	**(38)**	(37)	(49)
Total shareholders' equity	**851**	873	1,203
Total liabilities and shareholders' equity	**$10,075**	$7,886	$8,709

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS’ EQUITY
(Amounts in millions except per share amounts)
(Unaudited)

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Common stock				
Balance, beginning of period	**$3,084**	$2,899	**$3,048**	$2,816
Issuance of common stock under stock compensation plans	**8**	111	**19**	160
Stock-based compensation	**14**	19	**39**	53
Balance, end of period	**$3,106**	$3,029	**$3,106**	$3,029
Accumulated deficit				
Balance, beginning of period	**($2,286)**	($1,712)	**($2,138)**	($1,810)
Cumulative effect of adopted accounting standards	**—**	—	**(25)**	60
Net earnings	**126**	67	**304**	316
Dividends	**(57)**	(62)	**(172)**	(186)
Repurchase of common stock	**—**	(70)	**(186)**	(157)
Balance, end of period	**($2,217)**	($1,777)	**($2,217)**	($1,777)
Accumulated other comprehensive loss				
Balance, beginning of period	**($39)**	($47)	**($37)**	($29)
Cumulative effect of adopted accounting standards	**—**	—	**—**	(5)
Other comprehensive income (loss)	**1**	(2)	**(1)**	(15)
Balance, end of period	**($38)**	($49)	**($38)**	($49)
Total	**$851**	$1,203	**$851**	$1,203
Dividends per share	**$0.37**	$0.37	**$1.11**	$1.11

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in millions)
(Unaudited)

	Nine Months Ended	
	November 2, 2019	**November 3, 2018**
Operating Activities		
Net earnings	**$304**	$316
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization expenses and other, net	**482**	498
Amortization of deferred property incentives	**—**	(49)
Right-of-use asset amortization	**132**	—
Deferred income taxes, net	**25**	11
Stock-based compensation expense	**55**	72
Change in operating assets and liabilities:		
Accounts receivable	**31**	(45)
Merchandise inventories	**(515)**	(526)
Prepaid expenses and other assets	**(68)**	(78)
Accounts payable	**579**	554
Accrued salaries, wages and related benefits	**(109)**	(50)
Other current liabilities	**(175)**	(102)
Deferred property incentives	**4**	37
Lease liabilities	**(191)**	—
Other liabilities	**15**	4
Net cash provided by operating activities	**569**	642
Investing Activities		
Capital expenditures	**(741)**	(429)
Other, net	**24**	(19)
Net cash used in investing activities	**(717)**	(448)
Financing Activities		
Principal payments on long-term borrowings	**—**	(54)
Increase in cash book overdrafts	**58**	34
Cash dividends paid	**(172)**	(186)
Payments for repurchase of common stock	**(210)**	(155)
Proceeds from issuances under stock compensation plans	**19**	160
Tax withholding on share-based awards	**(17)**	(19)
Other, net	**—**	(28)
Net cash used in financing activities	**(322)**	(248)
Net decrease in cash and cash equivalents	**(470)**	(54)
Cash and cash equivalents at beginning of period	**957**	1,181
Cash and cash equivalents at end of period	**$487**	$1,127
Supplemental Cash Flow Information		
Cash paid during the period for:		
Income taxes, net	**$162**	$278
Interest, net of capitalized interest	**76**	95

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these financial statements.

NORDSTROM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar and share amounts in millions except per share, per option and per unit amounts)
(Unaudited)

NOTE 1: BASIS OF PRESENTATION
The accompanying Condensed Consolidated Financial Statements include the balances of Nordstrom, Inc. and its subsidiaries. All intercompany transactions and balances are eliminated in consolidation. The interim Condensed Consolidated Financial Statements have been prepared on a basis consistent in all material respects with the accounting policies described and applied in our 2018 Annual Report, except as described in Note 2: Leases, and reflect all adjustments of a normal recurring nature that are, in management's opinion, necessary for the fair presentation of the results of operations, financial position and cash flows for the periods presented.

The Condensed Consolidated Financial Statements as of and for the periods ended November 2, 2019 and November 3, 2018 are unaudited. The Condensed Consolidated Balance Sheet as of February 2, 2019 has been derived from the audited Consolidated Financial Statements included in our 2018 Annual Report. The interim Condensed Consolidated Financial Statements should be read together with the Consolidated Financial Statements and related footnote disclosures contained in our 2018 Annual Report.

The preparation of our financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions.

Our business, like that of other retailers, is subject to seasonal fluctuations. Our sales are typically higher during our Anniversary Sale in July and the holidays in the fourth quarter. Results for any one quarter may not be indicative of the results that may be achieved for a full fiscal year.

NOTE 2: LEASES
During the first quarter of fiscal 2019, we adopted the Lease Standard using the transition method provided in ASU 2018-11. As a result, reporting periods beginning in the first quarter of 2019 are presented under the Lease Standard while prior period amounts are not adjusted and continue to be reported in accordance with our historic accounting under ASC 840 — *Leases*.

Adoption of the Lease Standard did not have a material impact on our Condensed Consolidated Statement of Earnings, Condensed Consolidated Statement of Comprehensive Earnings, Condensed Consolidated Statement of Cash Flows or Condensed Consolidated Statement of Shareholders' Equity. The impact of adopting the Lease Standard resulted in the following on February 3, 2019:

- Increase in total assets and total liabilities of $1,849 primarily due to recognizing ROU assets and operating lease liabilities for most leases previously classified as operating leases.
- Reclassification of deferred property incentives, net of $568 to ROU assets on the Condensed Consolidated Balance Sheet.
- Reclassification of deferred property incentives, net of $339 from ROU assets to other current liabilities and other liabilities on the Condensed Consolidated Balance Sheet for property incentives that exceed the associated ROU asset. Property incentives that exceed the associated ROU asset are primarily due to leases with low fixed lease costs that may also have variable lease costs that are excluded from the ROU asset.
- Increase in beginning accumulated deficit of $25 primarily due to the net impact of removing a building and associated financial obligation from land, property and equipment and long-term debt, net on the Condensed Consolidated Balance Sheet related to a failed sale-leaseback transaction.

Upon adoption of the Lease Standard, we record leases, which consist primarily of operating leases, on the Condensed Consolidated Balance Sheet as operating lease ROU assets, current portion of operating lease liabilities and non-current operating lease liabilities. Operating lease liabilities are initially recognized based on the net present value of the fixed portion of our lease and common area maintenance payments from lease commencement through the lease term. To calculate the net present value, we apply an incremental borrowing rate. The incremental borrowing rate is determined using a portfolio approach based on the rate of interest we would pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term. We use quoted interest rates obtained from financial institutions as an input to derive our incremental borrowing rate as the discount rate for the lease. We recognize ROU assets based on operating lease liabilities reduced by property incentives. ROU assets are tested for impairment in the same manner as long-lived assets.

(Dollar and share amounts in millions except per share, per option and per unit amounts)

We elected the following practical expedients permitted under the Lease Standard:

- Upon adoption, we did not reassess our prior conclusions about lease identification, lease classification or initial direct costs, and we did not use hindsight for leases existing at adoption date.
- We do not record leases with an initial term of 12 months or less on the balance sheet but continue to expense them on a straight-line basis over the lease term.
- We combine lease and non-lease components.

We lease the land, buildings, or land and buildings for many of our stores, office facilities and Supply Chain Network facilities. We also lease equipment and have service contracts including transportation agreements and warehouse agreements where we control identified assets such as vehicles, warehouse space and equipment and therefore represent embedded leases under the Lease Standard.

The majority of our fixed, non-cancellable lease terms are 15 to 30 years for Nordstrom FLS, approximately 10 years for Nordstrom Rack stores and 5 to 20 years for office facilities and Supply Chain Network facilities. Many of our leases include options that allow us to extend the lease term beyond the initial commitment period. At the commencement of a lease, we generally include only the initial lease term as we have determined that options to extend are not reasonably certain to occur. The exercise of lease renewal options is generally at our sole discretion. At the renewal of an expiring lease, we reassess our options in the agreement and include all reasonably certain extensions in the measurement of our lease term.

Most of our leases also require we pay certain expenses, such as common area maintenance charges, real estate taxes and other executory costs, the fixed portion of which is included in Operating Lease Cost. We recognize Operating Lease Cost, which is primarily included in occupancy costs, on a straight-line basis over the lease term. Variable lease cost includes payments for variable common area maintenance charges and additional payments based on a percentage of sales, which are recognized when probable. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The following table summarizes the components of lease cost:

	November 2, 2019	
	Quarter Ended	**Nine Months Ended**
Operating Lease Cost	**$70**	**$209**
Variable lease cost[1]	**10**	**34**
Sublease income	**(4)**	**(8)**
Total lease cost	**$76**	**$235**

[1] Variable lease cost includes short-term lease cost, which was immaterial for the quarter and nine months ended November 2, 2019.

The following table summarizes future lease payments as of November 2, 2019:

Fiscal year	**Operating Leases**
2019 (excluding the nine months ended November 2, 2019)	**$64**
2020	**358**
2021	**348**
2022	**323**
2023	**295**
2024	**248**
Thereafter	**1,086**
Total lease payments	**2,722**
Less: amount representing interest	**(589)**
Present value of net lease payments[1]	**$2,133**

[1] Total lease payments exclude $12 of lease payments for operating leases that were signed but have not yet commenced.

NORDSTROM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar and share amounts in millions except per share, per option and per unit amounts)
(Unaudited)

The following table includes supplemental information:

	Nine Months Ended November 2, 2019
Cash paid related to operating lease liabilities	$267
Operating lease interest	76
Operating lease liabilities arising from obtaining ROU assets	2,326
Cash received from developer reimbursements	61
Amortization of developer reimbursements	56

	November 2, 2019
Weighted-average remaining lease term	10 years
Weighted-average discount rate	4.7%

Previous Lease Standard Disclosures

Before fiscal year 2019, we recognized minimum rent expense, net of developer reimbursements, on a straight-line basis over the minimum lease term from the time we controlled the leased property. For scheduled rent escalation clauses during the lease terms, we recorded minimum rent expense on a straight-line basis over the terms of the leases, with the adjustments accrued as current and non-current deferred rent and included in other current liabilities and other liabilities on our Condensed Consolidated Balance Sheet. Contingent rental payments, typically based on a percentage of sales, were recognized in rent expense primarily in occupancy costs when payment of the contingent rent was probable.

The following table summarizes rent expense for the quarter and nine months ended November 3, 2018, before adoption of the Lease Standard:

	November 3, 2018	
	Quarter Ended	Nine Months Ended
Minimum rent	$78	$237
Percentage rent	2	7
Property incentives	(20)	(60)
Total rent expense	$60	$184

The rent expense above does not include common area maintenance charges, real estate taxes and other executory costs, which were $38 for the quarter and $112 for the nine months ended November 3, 2018.

The following table summarizes future minimum lease payments as of February 2, 2019, before adoption of the Lease Standard:

Fiscal year	Operating Leases
2019	$322
2020	313
2021	294
2022	271
2023	249
Thereafter	1,160
Total minimum lease payments	$2,609

NORDSTROM, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollar and share amounts in millions except per share, per option and per unit amounts)
(Unaudited)

NOTE 3: REVENUE

Contract Liabilities
Contract liabilities represent our obligation to transfer goods or services to customers and include deferred revenue for The Nordy Club (including loyalty points and Nordstrom Notes) and gift cards. Our contract liabilities are classified as current on the Condensed Consolidated Balance Sheet and are as follows:

	Contract Liabilities
Opening balance as of February 4, 2018	$498
Balance as of May 5, 2018	460
Balance as of August 4, 2018	445
Balance as of November 3, 2018	450
Balance as of February 2, 2019	548
Balance as of May 4, 2019	504
Balance as of August 3, 2019	488
Balance as of November 2, 2019	**483**

Revenues recognized from our beginning contract liability balance were $110 and $269 for the quarter and nine months ended November 2, 2019 and $116 and $272 for the quarter and nine months ended November 3, 2018.

Disaggregation of Revenue
The following table summarizes our disaggregated net sales:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Full-Price	**$2,270**	$2,367	**$6,928**	$7,314
Off-Price	**1,296**	1,281	**3,766**	3,783
Total net sales	**$3,566**	$3,648	**$10,694**	$11,097
Digital sales as a % of total net sales[1]	**34%**	31%	**32%**	29%

[1] In 2019, we updated our digital sales calculation to include accounting adjustments consistent with our net sales calculation. Prior year amounts have been reclassified to conform with current period presentation. We do not expect this change to be material for the full year, though some timing differences occurred between the second and third quarters.

The following table summarizes the percent of net sales by merchandise category:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Women's Apparel	**32%**	32%	**33%**	33%
Shoes	**25%**	24%	**24%**	24%
Men's Apparel	**16%**	16%	**16%**	16%
Women's Accessories	**10%**	10%	**11%**	10%
Beauty	**10%**	11%	**10%**	11%
Kids' Apparel	**4%**	4%	**4%**	4%
Other	**3%**	3%	**2%**	2%
Total net sales	**100%**	100%	**100%**	100%

NORDSTROM, INC.
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(Dollar and share amounts in millions except per share, per option and per unit amounts)
(Unaudited)

NOTE 4: SEGMENT REPORTING

The following table sets forth information for our reportable segment:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Retail segment EBIT[1]	**$257**	$162	**$671**	$674
Corporate/Other loss before interest and income taxes[1]	**(64)**	(57)	**(186)**	(170)
Interest expense, net	**(20)**	(25)	**(66)**	(81)
Earnings before income taxes	**$173**	$80	**$419**	$423

[1] Certain reclassifications were made to fiscal 2018 amounts to conform with current period presentation, which is the way that management views our results internally.

For information about disaggregated revenues, see Note 3: Revenue.

NOTE 5: DEBT AND CREDIT FACILITIES

Debt

A summary of our long-term debt is as follows:

	November 2, 2019	**February 2, 2019**	**November 3, 2018**
Long-term debt, net of unamortized discount:			
Senior notes, 4.75%, due May 2020	**$500**	$500	$500
Senior notes, 4.00%, due October 2021	**500**	500	500
Senior notes, 4.00%, due March 2027	**349**	349	349
Senior debentures, 6.95%, due March 2028	**300**	300	300
Senior notes, 7.00%, due January 2038	**147**	146	146
Senior notes, 5.00%, due January 2044	**897**	895	894
Other[1]	**(14)**	(5)	(3)
Total long-term debt	**2,679**	2,685	2,686
Less: current portion	**—**	(8)	(8)
Total due beyond one year	**$2,679**	$2,677	$2,678

[1] Other primarily includes deferred bond issue costs.

Subsequent to the end of the third quarter, we issued $500 aggregate principal amount of 4.375% senior unsecured notes due April 2030. We intend to use all of the net proceeds of the notes to prepay all $500 aggregate principal amount of outstanding 4.75% Senior Notes due May 2020. On November 6, 2019 we provided a Notice of Redemption to the holders of the May 2020 Notes to pay the outstanding principal and interest on December 6, 2019. As a result, the May 2020 Notes are classified as long-term on our Condensed Consolidated Balance Sheet as of November 2, 2019.

Credit Facilities

As of November 2, 2019, we had total short-term borrowing capacity of $800 under the Revolver that expires in September 2023. The Revolver contains customary representations, warranties, covenants and terms, including paying a variable rate of interest and a commitment fee based on our debt rating. The Revolver is available for working capital, capital expenditures and general corporate purposes. Provided that we obtain written consent from the lenders, we have the option to increase the Revolver by up to $200, to a total of $1,000, and two options to extend the Revolver by one year.

The Revolver requires that we maintain an adjusted debt to EBITDAR leverage ratio of no more than four times. The Revolver's ratio calculation methodology has not been impacted by the adoption of the new Lease Standard. As of November 2, 2019, we were in compliance with this covenant.

Our $800 commercial paper program allows us to use the proceeds to fund operating cash requirements. Under the terms of the commercial paper agreement, we pay a rate of interest based on, among other factors, the maturity of the issuance and market conditions. The issuance of commercial paper has the effect, while it is outstanding, of reducing available liquidity under the Revolver by an amount equal to the principal amount of commercial paper.

(Dollar and share amounts in millions except per share, per option and per unit amounts)

As of November 2, 2019, we had no issuances outstanding under our commercial paper program and no borrowings outstanding under our Revolver.

Our wholly owned subsidiary in Puerto Rico maintained a $52 unsecured borrowing facility to support our expansion into that market. Borrowings on this facility incurred interest at an annual rate based upon LIBOR plus 1.275% and also incurred a fee based on any unused commitment. In September 2018, we fully repaid $47 outstanding on this facility and did not renew the facility upon expiration in the fourth quarter of 2018.

NOTE 6: FAIR VALUE MEASUREMENTS

We disclose our financial assets and liabilities that are measured at fair value in our Condensed Consolidated Balance Sheets by level within the fair value hierarchy as defined by applicable accounting standards:

Level 1: Quoted market prices in active markets for identical assets or liabilities
Level 2: Other observable market-based inputs or unobservable inputs that are corroborated by market data
Level 3: Unobservable inputs that cannot be corroborated by market data that reflect the reporting entity's own assumptions

Financial Instruments Measured at Carrying Value

Financial instruments measured at carrying value on a recurring basis include cash and cash equivalents, accounts receivable and accounts payable, which approximate fair value due to their short-term nature.

Long term-debt is recorded at carrying value. If long-term debt was measured at fair value, we would use quoted market prices of the same or similar issues, which is considered a Level 2 fair value measurement. The following table summarizes the carrying value and fair value estimate of our long-term debt, including current maturities:

	November 2, 2019	February 2, 2019	November 3, 2018
Carrying value of long-term debt	**$2,679**	$2,685	$2,686
Fair value of long-term debt	**2,831**	2,692	2,700

Non-financial Assets Measured at Fair Value on a Nonrecurring Basis

We also measure certain non-financial assets at fair value on a nonrecurring basis, primarily goodwill, long-lived tangible, right-of-use and intangible assets, in connection with periodic evaluations for potential impairment. We estimate the fair value of these assets using primarily unobservable inputs and, as such, these are considered Level 3 fair value measurements. There were no material impairment charges for these assets for the nine months ended November 2, 2019 and November 3, 2018.

NOTE 7: COMMITMENTS AND CONTINGENCIES

Our New York City flagship store opened in October 2019 and the related building and equipment assets were placed into service as of the end of the third quarter. While our store has opened, construction continues in the residential condominium units above the store. As of November 2, 2019, we had approximately $386 of fee interest in land, which is expected to convert to the condominium interest once the mixed-use tower is fully completed. We are committed to make one remaining installment payment based on the developer meeting final pre-established construction and development milestones.

NOTE 8: SHAREHOLDERS' EQUITY

In August 2018, our Board of Directors authorized a program to repurchase up to $1,500 of our outstanding common stock, with no expiration date. The following is a summary of share repurchase activity:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	November 3, 2018	November 2, 2019	November 3, 2018
2018 Program				
Shares of common stock repurchased	—	1.1	**4.1**	2.9
Aggregate amount of common stock repurchased	—	$70	**$186**	$157

We had $707 remaining in share repurchase capacity as of November 2, 2019. The actual timing, price, manner and amounts of future share repurchases, if any, will be subject to market and economic conditions and applicable SEC rules.

In November 2019, subsequent to quarter end, we declared a quarterly dividend of $0.37 per share, which will be paid on December 16, 2019 to shareholders of record at the close of business on November 29, 2019.

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(Dollar and share amounts in millions except per share, per option and per unit amounts)
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NOTE 9: STOCK-BASED COMPENSATION

In May 2019, our shareholders approved the adoption of the 2019 Plan, which replaced the 2002 Plan and the 2010 Plan. The 2019 Plan authorizes the grant of stock options, PSUs, RSUs, stock appreciation rights and both restricted and unrestricted shares of common stock to employees and nonemployee directors. The aggregate number of shares to be issued under the 2019 Plan may not exceed 9.5 plus any shares currently outstanding under the 2010 Plan that are forfeited or expire during the term of the 2019 Plan. No future grants will be made under the 2002 Plan and the 2010 Plan.

The following table summarizes our stock-based compensation expense:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
RSUs	**$11**	$17	**$39**	$57
Stock options	**2**	3	**9**	9
Other[1]	**2**	1	**7**	6
Total stock-based compensation expense, before income tax benefit	**15**	21	**55**	72
Income tax benefit	**(4)**	(5)	**(14)**	(18)
Total stock-based compensation expense, net of income tax benefit	**$11**	$16	**$41**	$54

[1] Other stock-based compensation expense includes PSUs, ESPP and nonemployee director stock awards.

The following table summarizes our grant allocations:

	Nine Months Ended			
	November 2, 2019		**November 3, 2018**	
	Granted	**Weighted-average grant-date fair value per unit**	**Granted**	**Weighted-average grant-date fair value per unit**
RSUs	**1.2**	**$40**	2.2	$49
Stock options	**1.0**	**$15**	—	—
PSUs	**0.3**	**$42**	—	—

Under our deferred and stock-based compensation plan arrangements, the Company issued 0.3 and 1.7 shares of common stock during the quarter and nine months ended November 2, 2019 and 2.5 and 4.8 shares during the quarter and nine months ended November 3, 2018.

NOTE 10: EARNINGS PER SHARE

The computation of EPS is as follows:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Net earnings	**$126**	$67	**$304**	$316
Basic shares	**155.2**	168.8	**155.1**	168.1
Dilutive effect of common stock equivalents	**0.6**	3.6	**0.8**	2.9
Diluted shares	**155.8**	172.4	**155.9**	171.0
Earnings per basic share	**$0.81**	$0.40	**$1.96**	$1.88
Earnings per diluted share	**$0.81**	$0.39	**$1.95**	$1.85
Anti-dilutive common stock equivalents	**10.6**	1.8	**10.5**	5.5

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

(Dollar and share amounts in millions except per share amounts)

OVERVIEW

In the third quarter of 2019, net earnings of $126, or $0.81 per diluted share, exceeded our expectations, demonstrating substantial progress in the implementation of our strategy and strength of our operating discipline. Our net sales decrease of 2.2% was in-line with our expectations, reflecting improved sales trends across our Full-Price and Off-Price businesses from the first half of the year. The consistent strength of our inventory and expense execution contributed to increased profitability for the quarter. We maintained a positive spread between sales and inventory for the third consecutive quarter. Additionally, we realized $170 in expense savings year-to-date, expecting to exceed our plan of $150 to $200 for the year.

The following achievements demonstrate our continued focus on the customer and execution:

Key Events — To drive our top and bottom-line results, we made notable changes to two key events: Anniversary Sale and Holiday. We improved the economics of our Anniversary Sale event, which positively contributed to merchandise margins in the third quarter. For the Holidays, we are meaningfully expanding our gifting offer across Full-Price and Off-Price, making it easier for customers to find gifts by recipient and price point.

Off-Price — We improved inventory flow, refined product allocation and emphasized seasonally relevant merchandise. As a result, we delivered positive sales growth on less inventory and increased inventory turn for the eighth consecutive quarter. Combined with our strong expense execution, we exceeded our bottom-line expectations.

Market Strategy — Our market strategy leverages inventory to serve customers on their terms through investments in digital capabilities and in people, product and place. Our goal is to gain market share while driving customer engagement and inventory efficiencies. There are two elements to this strategy: first, we are providing customers a greater selection of product available for next-day pickup or delivery, without increasing inventory levels. Second, we are increasing engagement with customers by offering express services such as order pickup, returns and alterations at additional locations.

Since scaling our market strategy in Los Angeles, third quarter sales growth outpaced other markets by approximately 100 basis points. We recently accelerated our market strategy to New York, San Francisco, Chicago and Dallas and will expand to our remaining top ten markets by the end of 2020.

New York — We achieved an important milestone with the opening of our New York City flagship store, significantly increasing our presence in the world's top retail market. We saw a strong customer response with 85,000 visits during the opening weekend alone. In the broader New York City market, customers have faster access to inventory across eight FLS stores, including our flagship and fulfillment center. Additionally, we are engaging with customers by offering express services at Nordstrom Local and Nordstrom Rack locations.

We made meaningful progress in improving the customer experience and continuing our operational discipline. We are encouraged by the momentum in our Full-Price and Off-Price businesses as we execute our holiday strategy to establish Nordstrom as a gifting destination for customers.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations. (Continued) (Amounts in millions except per share amounts)

RESULTS OF OPERATIONS

In our ongoing effort to enhance the customer experience, we are focused on providing customers with a seamless experience across our channels. We invested early in our Omni-channel capabilities, integrating our operations, merchandising and technology across our stores and online, in both our Full-Price and Off-Price businesses. While our customers may engage with us through multiple channels, we know they value the overall Nordstrom brand experience and view us simply as Nordstrom, which is ultimately how we view our business. We have one Retail reportable segment and analyze our results on a total company basis.

We measure our performance through market share, operational and net sales metrics. As this is how we measure our performance, and as comparable sales growth is expected to approximate net sales growth in 2019, we only report changes in net sales.

Net Sales

The following table summarizes net sales by business:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Net sales by business:				
Full-Price	**$2,270**	$2,367	**$6,928**	$7,314
Off-Price	**1,296**	1,281	**3,766**	3,783
Total net sales	**$3,566**	$3,648	**$10,694**	$11,097
Net sales increase (decrease) by business:				
Full-Price	**(4.1%)**	0.4%	**(5.3%)**	1.9%
Off-Price	**1.2%**	5.8%	**(0.4%)**	3.4%
Total Company	**(2.2%)**	2.3%	**(3.6%)**	2.4%
Digital sales as % of total net sales[1]	**34%**	31%	**32%**	29%

[1] In 2019, we updated our digital sales calculation to include accounting adjustments consistent with our net sales calculation. Prior year amounts have been reclassified to conform with current period presentation. We do not expect this change to be material for the full year, though some timing differences occurred between the second and third quarters.

Total Company net sales decreased 2.2% and 3.6% for the third quarter and nine months ended November 2, 2019, compared with the same periods in 2018. Sales trends improved by more than 200 basis points from the first half of the year, driven by aggressive action taken related to loyalty, digital marketing and merchandise assortment. Digital sales increased 7% for the third quarter of 2019 and 6% for the nine months ended November 2, 2019, compared with the same periods in 2018. We saw sequential improvement in digital trends throughout the quarter. In October 2019, we expanded Nordstrom NYC with the opening of our flagship store. Additionally, during the nine months ended November 2, 2019, we opened one FLS store, five Nordstrom Rack stores and two Nordstrom Locals and closed six FLS stores.

Full-Price net sales decreased 4.1% and 5.3% for the third quarter and nine months ended November 2, 2019, compared with the same periods in 2018. Full-Price sales reflected a decrease in number of items sold, partially offset by an increase in average selling price per item sold for the third quarter and nine months ended November 2, 2019. The top-performing merchandise categories were Accessories and Shoes for the third quarter and Shoes and Accessories for the nine months ended November 2, 2019.

Off-Price net sales increased 1.2% for the third quarter of 2019 and decreased 0.4% for the nine months ended November 2, 2019, compared with the same periods in 2018. Off-Price sales reflected an increase in the average selling price per item sold, partially offset by a decrease in the number of items sold for the third quarter of 2019. Men's and Women's were the top-performing merchandise categories for the third quarter and for the nine months ended November 2, 2019.

Credit Card Revenues, Net

TD is the exclusive issuer of our consumer credit cards and we perform account servicing functions. Credit card revenues, net include our portion of the ongoing credit card revenue, net of credit losses, pursuant to our program agreement with TD. Credit card revenues, net was $106 for the third quarter, compared with $100 for the same period in 2018 and $293 for the nine months ended November 2, 2019, compared with $280 for the same period in 2018. The increases of $6 and $13 for the quarter and nine months ended November 2, 2019 were primarily a result of growing the related receivables and associated revenue.

(Continued) (Amounts in millions except per share amounts)

Gross Profit

The following table summarizes gross profit:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Gross profit	**$1,222**	$1,213	**$3,645**	$3,786
Gross profit as a % of net sales	**34.3%**	33.3%	**34.1%**	34.1%
			November 2, 2019	**November 3, 2018**
Inventory turnover rate			**4.47**	4.56

Our gross profit rate increased 100 basis points for the third quarter of 2019, compared with the same period in 2018, primarily due to fewer markdowns from continued inventory discipline in Off-Price and higher sell-through of Anniversary Sale product in Full-Price.

Lower sales volume led to a decrease in inventory turnover rate as of November 2, 2019. Ending inventory as of November 2, 2019 decreased 2.7% compared with the prior period, reflecting three consecutive quarters of maintaining a positive spread between the change in inventory and sales.

Selling, General and Administrative Expenses

SG&A is summarized in the following table:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
SG&A expenses	**$1,135**	$1,208	**$3,453**	$3,562
SG&A expenses as a % of net sales	**31.8%**	33.1%	**32.3%**	32.1%

SG&A decreased 132 basis points and $73 for the third quarter of 2019, compared with the same period in 2018. Excluding the Estimated Non-recurring Charge of $72 in 2018, expenses deleveraged by approximately 60 basis points, which was primarily driven by New York City flagship pre-opening costs. SG&A increased 19 basis points for the nine months ended November 2, 2019, primarily due to our fixed expense deleverage and higher marketing spend. SG&A decreased $109 for the nine months ended November 2, 2019, primarily due to our continued expense efficiencies and the $72 Estimated Non-recurring Charge.

Earnings Before Interest and Income Taxes

EBIT is summarized in the following table:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
EBIT	**$193**	$105	**$485**	$504
EBIT as a % of sales	**5.4%**	2.9%	**4.5%**	4.5%

EBIT increased $88 and 252 basis points for the third quarter of 2019, compared with the same period in 2018. Excluding a $72 Estimated Non-recurring Charge in 2018, EBIT margin expanded by approximately 50 basis points, which was primarily due to our ongoing inventory discipline and progress in bending the expense curve. EBIT decreased $19 for the nine months ended November 2, 2019, compared with the same period in 2018, primarily due to lower sales volume.

Interest Expense, Net

Interest expense, net was $20 for the third quarter of 2019, compared with $25 for the same period in 2018, and $66 for the nine months ended November 2, 2019, compared with $81 for the same period in 2018. The decrease for the third quarter of 2019 and nine months ended November 2, 2019 was primarily due to higher capitalized interest in 2019 associated with our New York City flagship store and Supply Chain Networks.

(Continued) (Amounts in millions except per share amounts)

Income Tax Expense

Income tax expense is summarized in the following table:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Income tax expense	**$47**	$13	**$115**	$107
Effective tax rate	**26.9%**	16.4%	**27.6%**	25.3%

The effective tax rate increased for the third quarter of 2019, compared with the same period in 2018, primarily due to the tax benefit recorded in the third quarter of 2018 for the Estimated Non-recurring Charge. The effective tax rate increased for the nine months ended November 2, 2019, compared with the same period in 2018, primarily due to decreased tax benefits from stock compensation.

Earnings Per Share

Earnings per share is as follows:

	Quarter Ended		Nine Months Ended	
	November 2, 2019	**November 3, 2018**	**November 2, 2019**	**November 3, 2018**
Basic	**$0.81**	$0.40	**$1.96**	$1.88
Diluted	**$0.81**	$0.39	**$1.95**	$1.85

Earnings per diluted share increased $0.42 for the third quarter of 2019, compared with the same period in 2018, primarily due to the Estimated Non-recurring Charge in the third quarter of 2018, in addition to strong inventory and expense execution in the third quarter of 2019. Earnings per diluted share increased $0.10 for the nine months ended November 2, 2019, primarily due to the Estimated Non-recurring Charge in the third quarter of 2018 and the impact of share repurchases in 2018, partially offset by lower sales volumes.

Fiscal Year 2019 Outlook

Our revised annual earnings per diluted share outlook of $3.30 to $3.50 does not include an estimated one-time charge of approximately $0.04 related to our debt refinancing in the fourth quarter. The impact of tariffs is not expected to be material for the year.

	Prior Outlook	**Current Outlook**
Net sales	Approximately 2 percent decrease	Approximately 2 percent decrease
Credit card revenues, net	Low to mid single-digit growth	Mid single-digit growth
EBIT	$805 to $855 million	$815 to $855 million
EBIT margin	5.3 to 5.6 percent	5.4 to 5.6 percent
Earnings per diluted share (excluding the impact of any potential future share repurchases)	$3.25 to $3.50	$3.30 to $3.50

(Continued) (Amounts in millions except per share amounts)

Adjusted ROIC (Non-GAAP financial measure)

We believe that Adjusted ROIC is a useful financial measure for investors and credit agencies in evaluating the efficiency and effectiveness of the capital we have invested in our business to generate returns over time. In addition, we have incorporated it in our executive incentive measures and we believe it is an important indicator of shareholders' return over the long term.

For 2019, income statement activity for adjusted net operating profit and balance sheet amounts for average invested capital are comprised of three quarters of activity under the Lease Standard for 2019, and the fourth quarter of 2018 under the previous lease standard. Under the previous lease standard, we estimated the value of our operating leases as if they met the criteria for capital leases or we had purchased the properties. This provided additional supplemental information that estimated the investment in our operating leases. Estimated depreciation on capitalized operating leases and average estimated asset base of capitalized operating leases are not calculated in accordance with, nor an alternative for, GAAP and should not be considered in isolation or as a substitution for our results as reported under GAAP.

Adjusted ROIC is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for, return on assets, net earnings, total assets or other GAAP financial measures. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The financial measure calculated under GAAP which is most directly comparable to Adjusted ROIC is return on assets.

The following is a reconciliation of return on assets to Adjusted ROIC:

	Four Quarters Ended	
	November 2, 2019	**November 3, 2018**
Net earnings	**$551**	$467
Add: income tax expense	**178**	276
Add: interest expense	**101**	124
Earnings before interest and income tax expense	**830**	867
Add: operating lease interest[1]	**76**	—
Add: rent expense, net	**66**	251
Less: estimated depreciation on capitalized operating leases[2]	**(35)**	(134)
Adjusted net operating profit	**937**	984
Less: estimated income tax expense	**(228)**	(365)
Adjusted net operating profit after tax	**$709**	$619
Average total assets	**$9,403**	$8,269
Less: average non-interest-bearing current liabilities	**(3,563)**	(3,429)
Less: average deferred property incentives in excess of ROU assets[3]	**(232)**	—
Add: average estimated asset base of capitalized operating leases[2]	**502**	1,994
Less: average deferred property incentives and deferred rent liability	**(150)**	(625)
Average invested capital	**$5,960**	$6,209
Return on assets[4]	**5.9%**	5.6%
Adjusted ROIC[4]	**11.9%**	10.0%

[1] As a result of the adoption of the Lease Standard, we add back the operating lease interest to reflect how we manage our business. Operating lease interest is a component of operating lease cost recorded in occupancy costs and is calculated in accordance with the Lease Standard.

[2] Capitalized operating leases is our best estimate of the asset base we would record for our leases that are classified as operating under the previous lease standard if they had met the criteria for a finance lease or we had purchased the property. The asset base for each quarter is calculated as the trailing four quarters of rent expense multiplied by eight, a commonly used method to estimate the asset base we would record for our capitalized operating leases.

[3] For leases with property incentives that exceed the ROU assets, we reclassify the amount from assets to other current liabilities and other liabilities. As a result of the adoption of the Lease Standard, we reduce average total assets, as this better reflects how we manage our business.

[4] Results for the four quarters ended November 3, 2018 included the $72 impact related to the Estimated Non-recurring Charge, which negatively impacted return on assets by approximately 60 basis points and Adjusted ROIC by approximately 80 basis points. For the four quarters ended November 2, 2019, the adoption of the Lease Standard negatively impacted return on assets by approximately 90 basis points and Adjusted ROIC by approximately 20 basis points.

(Continued) (Amounts in millions except per share amounts)

LIQUIDITY AND CAPITAL RESOURCES

We strive to maintain a level of liquidity sufficient to allow us to cover our seasonal cash needs and to maintain appropriate levels of short-term borrowings. We believe that our operating cash flows, available credit facility and potential future borrowings are sufficient to meet our cash requirements for the next 12 months and beyond.

Over the long term, we manage our cash and capital structure to maximize shareholder return, maintain our financial position, manage refinancing risk and allow flexibility for strategic initiatives. We regularly assess our debt and leverage levels, capital expenditure requirements, debt service payments, dividend payouts, potential share repurchases and other future investments. We believe that as of November 2, 2019, our existing cash and cash equivalents on-hand of $487, available credit facility of $800 and potential future operating cash flows and borrowings will be sufficient to fund these scheduled future payments and potential long-term initiatives.

The following is a summary of our cash flows by activity:

	Nine Months Ended	
	November 2, 2019	**November 3, 2018**
Net cash provided by operating activities	**$569**	$642
Net cash used in investing activities	**(717)**	(448)
Net cash used in financing activities	**(322)**	(248)

Operating Activities

Net cash provided by operating activities decreased $73 for the period ended November 2, 2019, compared with the same period in 2018, primarily due to payments made related to the Estimated Non-recurring Charge.

Investing Activities

Net cash used in investing activities increased $269 for the period ended November 2, 2019, compared with the same period in 2018, primarily due to an increase in capital expenditures related to Nordstrom NYC and our Supply Chain Network, including our Omni-channel center.

The opening of our first large-scale Omni-channel center in Riverside, California, which will initially support our Full-Price customers in the West Coast region and Off-Price customers in the future, is expected to open in the spring of 2020. We also plan to open a smaller Local Omni-channel Hub in Torrance, California by the end of fiscal year 2019, which will support the greater Los Angeles market as part of our market strategy.

Financing Activities

Net cash used in financing activities increased $74 for the period ended November 2, 2019, compared with the same period in 2018, primarily due to increased share repurchase activity executed in the first quarter of 2019.

(Continued) (Amounts in millions except per share amounts)

Free Cash Flow (Non-GAAP financial measure)

Free Cash Flow is one of our key liquidity measures, and when used in conjunction with GAAP measures, we believe it provides investors with a meaningful analysis of our ability to generate cash from our business.

Free Cash Flow is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for, operating cash flows or other financial measures prepared in accordance with GAAP. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The financial measure calculated under GAAP which is most directly comparable to Free Cash Flow is net cash provided by operating activities. The following is a reconciliation of net cash provided by operating activities to Free Cash Flow:

	Nine Months Ended	
	November 2, 2019	**November 3, 2018**
Net cash provided by operating activities	**$569**	$642
Less: capital expenditures	**(741)**	(429)
Add: change in cash book overdrafts	**58**	34
Free Cash Flow	**($114)**	$247

Adjusted EBITDA (Non-GAAP financial measure)

Adjusted EBITDA is our key financial metric to reflect our view of cash flow from net earnings. Adjusted EBITDA excludes significant items which are non-operating in nature in order to evaluate our core operating performance against prior periods. The financial measure calculated under GAAP which is most directly comparable to Adjusted EBITDA is net earnings.

Adjusted EBITDA is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for net earnings, overall change in cash or liquidity of the business as a whole. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies. The following is a reconciliation of net earnings to Adjusted EBITDA:

	Nine Months Ended	
	November 2, 2019	**November 3, 2018**
Net earnings	**$304**	$316
Add: income tax expense	**115**	107
Add: interest expense, net	**66**	81
Earnings before interest and income taxes	**485**	504
Add: depreciation and amortization expenses	**486**	498
Less: amortization of developer reimbursements	**(56)**	(60)
Adjusted EBITDA	**$915**	$942

Credit Capacity and Commitments

As of November 2, 2019, we had total short-term borrowing capacity of $800 under the Revolver that expires September 2023. Provided that we obtain written consent from our lenders, we have the option to increase the Revolver by up to $200, to a total of $1,000, and two options to extend the Revolver by one year. As of November 2, 2019, we had no borrowings outstanding under our Revolver. For more information about our credit facilities, see Note 5: Debt and Credit Facilities in Item 1.

Impact of Credit Ratings

Changes in our credit ratings may impact our costs to borrow and may require we hold collateral.

For our Revolver, the interest rate applicable to any borrowings we may enter into depends upon the type of borrowing incurred plus an applicable margin, which is determined based on our credit ratings. At the time of this report, our credit ratings and outlook were as follows:

	Credit Ratings	**Outlook**
Moody's	Baa2	Stable
Standard & Poor's	BBB	Stable

(Continued) (Amounts in millions except per share amounts)

Should the ratings assigned to our long-term debt improve, the applicable margin associated with any borrowings under the Revolver may decrease, resulting in a lower borrowing cost under this facility. Conversely, should the ratings assigned to our long-term debt worsen, the applicable margin associated with any borrowings under the Revolver may increase, resulting in a higher borrowing cost under this facility.

Debt Covenants

The Revolver requires that we maintain an adjusted debt to EBITDAR leverage ratio of no more than four times. The Revolver's ratio calculation methodology has not been impacted by the adoption of the new Lease Standard. As of November 2, 2019, we were in compliance with this covenant.

Adjusted Debt to EBITDAR (Non-GAAP financial measure)

Adjusted Debt to EBITDAR is one of our key financial metrics and we believe that our debt levels are best analyzed using this measure, as it provides a reflection of our credit worthiness that could impact our credit rating and borrowing costs. Our goal is to manage debt levels to maintain an investment-grade credit rating while operating with an efficient capital structure.

For 2019, income statement activity for Adjusted EBITDAR is comprised of three quarters of activity under the Lease Standard for 2019 and the fourth quarter of 2018 under the previous lease standard. Balance sheet amounts are as of the end of the quarter, and under the new Lease Standard for 2019 and the previous lease standard for 2018. Under the previous lease standard, we estimated the value of our operating leases as if they met the criteria for capital leases or we had purchased the properties. This provided additional supplemental information that estimated the investment in our operating leases. Estimated capitalized operating lease liability is not calculated in accordance with, nor an alternative for, GAAP and should not be considered in isolation or as a substitution for our results as reported under GAAP.

Adjusted Debt to EBITDAR is not a measure of financial performance under GAAP and should be considered in addition to, and not as a substitute for, debt to net earnings, net earnings, debt or other GAAP financial measures. Our method of determining non-GAAP financial measures may differ from other companies' methods and therefore may not be comparable to those used by other companies.

The following is a reconciliation of debt to net earnings to Adjusted Debt to EBITDAR:

	2019[1]	**2018**[1]
Debt	**$2,679**	$2,686
Add: operating lease liabilities	**2,133**	—
Add: estimated capitalized operating lease liability[2]	**—**	2,011
Adjusted Debt	**$4,812**	$4,697
Net earnings	**$551**	$467
Add: income tax expense	**178**	276
Add: interest expense, net	**89**	111
Earnings before interest and income taxes	**818**	854
Add: depreciation and amortization expenses	**656**	686
Add: lease costs, net[3]	**205**	—
Add: rent expense, net	**66**	251
Adjusted EBITDAR	**$1,745**	$1,791
Debt to Net Earnings[4]	**4.9**	5.8
Adjusted Debt to EBITDAR[4]	**2.8**	2.6

[1] The components of Adjusted Debt are as of November 2, 2019 and November 3, 2018, while the components of Adjusted EBITDAR are for the four quarters ended November 2, 2019 and November 3, 2018.

[2] Based upon the estimated lease liability as of the end of the period, calculated as the trailing four quarters of rent expense multiplied by eight, a commonly used method of estimating the debt we would record for our leases that are classified as operating if they had met the criteria for a capital lease or we had purchased the property.

[3] As a result of the adoption of the Lease Standard, we add back lease costs, net to calculate Adjusted EBITDAR.

[4] Results for the four quarters ended November 3, 2018 included the $72 impact related to the Estimated Non-recurring Charge, which negatively impacted Debt to Net Earnings by 0.5 and Adjusted Debt to EBITDAR by 0.1. For the four quarters ended November 2, 2019, the adoption of the Lease Standard had no impact on Debt to Net Earnings nor Adjusted Debt to EBITDAR.

Off-Balance Sheet Arrangements

As of November 2, 2019, there have been no material changes to our off-balance sheet arrangements as disclosed in our 2018 Annual Report except for our operating leases, which are recorded on the balance sheet as a result of adopting the Lease Standard.

CRITICAL ACCOUNTING ESTIMATES

The preparation of our financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. We believe that the estimates, assumptions and judgments involved in the accounting policies referred to in our 2018 Annual Report have the greatest potential effect on our financial statements, so we consider these to be our critical accounting policies and estimates. Our management has discussed the development and selection of these critical accounting estimates with the Audit & Finance Committee of our Board of Directors.

Except as disclosed in Note 2: Leases of Item 1, pertaining to our adoption of the Lease Standard, there have been no material changes to our significant accounting policies or critical accounting estimates as described in our 2018 Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We discussed our interest rate risk and our foreign currency exchange risk in our 2018 Annual Report. There have been no material changes to these risks since that time.

Item 4. Controls and Procedures.

DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this Quarterly Report on Form 10-Q, we performed an evaluation under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the design and effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures were effective in the timely and accurate recording, processing, summarizing and reporting of material financial and non-financial information within the time periods specified within the SEC’s rules and forms. Our principal executive officer and principal financial officer also concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the nine months ended November 2, 2019, we adopted the Lease Standard. As a result of our adoption of the Lease Standard, we implemented a new lease accounting information system and modified our processes and internal controls over lease accounting.

There were no other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

We are subject from time to time to various claims and lawsuits arising in the ordinary course of business, including lawsuits alleging violations of state and/or federal wage and hour and other employment laws, privacy and other consumer-based claims. Some of these lawsuits include certified classes of litigants, or purport or may be determined to be class or collective actions and seek substantial damages or injunctive relief, or both, and some may remain unresolved for several years. We believe the recorded accruals in our Condensed Consolidated Financial Statements are adequate in light of the probable and estimable liabilities. As of the date of this report, we do not believe any currently identified claim, proceeding or litigation, either alone or in the aggregate, will have a material impact on our results of operations, financial position or cash flows. Since these matters are subject to inherent uncertainties, our view of them may change in the future.

Item 1A. Risk Factors.

There have been no material changes to the risk factors we discussed in our 2018 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) SHARE REPURCHASES
(Dollar and share amounts in millions, except per share amounts)

In August 2018, our Board of Directors authorized a program to repurchase up to $1,500 of our outstanding common stock, with no expiration date. During the third quarter of 2019, we did not repurchase any shares of our common stock and we had $707 remaining in share repurchase capacity as of November 2, 2019. The actual timing, price, manner and amounts of future share repurchases, if any, will be subject to market and economic conditions and applicable SEC rules.

Item 6. Exhibits.

Exhibits are incorporated herein by reference or are filed or furnished with this report as set forth in the Exhibit Index on page 27 hereof.

NORDSTROM, INC.
Exhibit Index

	Exhibit	Method of Filing
4.1	Form of 4.375% Note due 2030	Incorporated by reference from the Registrant's Form 8-K filed on November 6, 2019, Exhibit 4.1
10.1	Form of 2019 Restricted Stock Unit Award Agreement, Supplemental Award	Filed herewith electronically
31.1	Certification of Co-President required by Section 302(a) of the Sarbanes-Oxley Act of 2002	Filed herewith electronically
31.2	Certification of Chief Financial Officer required by Section 302(a) of the Sarbanes-Oxley Act of 2002	Filed herewith electronically
32.1	Certification of Co-President and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished herewith electronically
101.INS	Inline XBRL Instance Document	Filed herewith electronically
101.SCH	Inline XBRL Taxonomy Extension Schema Document	Filed herewith electronically
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith electronically
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith electronically
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith electronically
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith electronically
104	Cover Page Interactive Data File (Inline XBRL)	Filed herewith electronically

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 thereunto duly authorized.

NORDSTROM, INC.
(Registrant)

/s/ Anne L. Bramman
Anne L. Bramman
Chief Financial Officer
(Principal Financial Officer)

Date: December 4, 2019

Exhibit 10.1

Restricted Stock Unit Award Agreement

Supplemental Award

AN AWARD ("Award") OF RESTRICTED STOCK UNITS ("Units"), representing a number of shares of Nordstrom Common Stock ("Common Stock") as noted in the Restricted Stock Unit Award Notice (the "Notice"), of Nordstrom, Inc., a Washington Corporation (the "Company"), is hereby granted to the Recipient ("Unit holder") on the date set forth in the Notice, subject to the terms and conditions of this Award Agreement. The Units are also subject to the terms, definitions and provisions of the Nordstrom, Inc. 2019 Equity Incentive Plan (the "Plan"), adopted by the Board of Directors of the Company (the "Board") and approved by the Company's shareholders, which is incorporated in this Award Agreement. To the extent inconsistent with this Award Agreement, the terms of the Plan shall govern. Terms not defined herein shall have the meanings as set forth in the Plan. The Compensation, People and Culture Committee of the Board (the "Committee") has the discretionary authority to construe and interpret the Plan and this Award Agreement. All decisions of the Committee upon any question arising under the Plan or under this Award Agreement shall be final and binding on all parties. The Units are subject to the following terms and conditions:

1. **VESTING AND CONVERSION OF UNITS**
Unless otherwise specified within this Award Agreement, the Units will vest and automatically convert into Common Stock according to the applicable terms set forth in the Notice. For the avoidance of doubt, only Common Stock shall be deliverable upon the vesting of the Units, not cash. The Company shall not be required to issue fractional shares of Common Stock upon conversion of the Units into Common Stock. The delivery of Common Stock on vesting of the Units is intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), together with regulatory guidance issued thereunder, and shall occur as soon as practicable after the applicable vesting date.

2. **ACCEPTANCE OF UNITS AND TERMS**
Whether or not the Company requires the Unit holder to accept the Award, if the Unit holder takes no action to accept the Award, the Unit holder is deemed to have accepted the Award and will be subject to the terms and conditions of this Award Agreement. The Unit holder agrees to comply with any and all legal requirements and Company policies related to the resale or disposition of any Awards under this Award Agreement. The Unit holder acknowledges receipt of a copy of the Plan in connection with the acceptance of the Award.

3. **NONTRANSFERABILITY OF UNITS**
The Units may not be sold, pledged, assigned or transferred in any manner except in the event of the Unit holder's death. In the event of the Unit holder's death, the Units may be transferred to the person indicated on a valid beneficiary form, as designated by the Company, or if no designated beneficiary form is available, then to the person to whom the Unit holder's rights have passed by will or the laws of descent and distribution. Except as set forth in Section 4, Common Stock may be delivered in respect of the Units during the lifetime of the Unit holder only to the Unit holder or to the guardian or legal representative of the Unit holder. The terms of the Award Agreement shall be binding on the executors, administrators, heirs and successors of the Unit holder.

4. **SEPARATION OF EMPLOYMENT**
Except as set forth in this section, the Units will vest, and shares of Common Stock will be delivered in respect of the Units, only if the Unit holder is an employee of the Company or one of its subsidiaries (the "Employer") on the vesting date. If the Unit holder's employment with the Employer is terminated, the Units will vest only as follows:
    (a) If the Unit holder dies while employed by the Employer, a prorated number of Units represented by the Award shall immediately vest, based on the number of full months the Unit holder was employed during the term of this Award Agreement, as of the date of the Unit holder's death and be delivered as Common Stock promptly thereafter. Shares shall be issued in the name of the person identified on the Unit holder's beneficiary form, as designated by the Company. If no valid beneficiary form exists, then the Common Stock delivered pursuant to the preceding sentence shall be issued in the name of the person to whom the Unit holder's rights under this Award Agreement have passed by will or the laws of descent and distribution. If the Units were granted less than one month prior to death, the Units shall be forfeited as of the date of death.
    (b) If the Unit holder is separated due to his or her disability, as defined in Section 22(e)(3) of the Code and the Unit holder provides Nordstrom Compensation department, or any successor department, with reasonable documentation of his or her disability, a prorated number of Units represented by this Award shall immediately vest, based on the number of full months the Unit holder was employed during the term of this Award Agreement, as of the date of such separation and be delivered as Common Stock promptly thereafter. If the Units were granted less than one month prior to separation due to the Unit holder's disability, the Units shall be forfeited as of the date of separation.

(c) Notwithstanding subparagraphs (a) and (b) of this section, a Unit holder shall immediately forfeit any unvested and unsettled Units represented by this Award and any shares of Common Stock or proceeds from the sale of such shares of Common Stock, and the post-separation proration of Units and settlement rights set forth above shall cease immediately, if: (i) he or she is terminated by the Company or any of its subsidiaries for: embezzlement, theft of funds, fraud, violation of rules, regulations or policies, or any intentional harmful act or acts; or (ii) he or she at any time during the term of this Award directly or indirectly, either as an employee, employer, consultant, agent, principal, partner, shareholder, corporate officer, director or in any other capacity, with respect to the Company or any of its subsidiaries, engages or assists any third party in engaging in any competitive business, divulges any confidential or proprietary information to a third party who is not authorized to receive the confidential or proprietary information, or improperly uses any confidential or proprietary information.

(d) If the Unit holder is separated for any reason other than those set forth in subparagraphs (a), (b) or (c) above, then all Units represented by this Award shall be forfeited as of the date of the Unit holder's separation.

5. **ADJUSTMENTS UPON CHANGES IN CAPITALIZATION**

The Units shall be adjusted pursuant to the Plan, in such manner, to such extent (if any) and at such time as the Committee deems appropriate and equitable in the circumstances, to reflect any stock dividend, stock split, split up, extraordinary cash dividend, any combination or exchange of shares or other Strategic Transaction.

6. **NO DIVIDEND RIGHTS**

Except to the extent required pursuant to Section 5 of this Award Agreement, ownership of Units shall not entitle the Unit holder to receive any dividends declared with respect to Common Stock.

7. **ADDITIONAL UNITS**

The Committee may or may not grant the Unit holder additional Units in the future. Nothing in this Award Agreement or any future agreement should be construed as suggesting that additional awards to the Unit holder will be forthcoming.

8. **LEAVES OF ABSENCE**

For purposes of this Award Agreement, the Unit holder's service does not terminate due to a military leave, a medical leave or another bona fide leave of absence if the leave was approved by the Employer in writing and if continued crediting of service is required by the terms of the leave or by applicable law. But, service terminates when the approved leave ends, unless the Unit holder immediately returns to active work.

9. **TAX WITHHOLDING**

No stock certificates will be distributed to the Unit holder unless the Unit holder has made acceptable arrangements to pay any withholding taxes that may be due as a result of the settlement of this Award. These arrangements may include withholding shares of Common Stock that otherwise would be distributed when the Units are settled. The fair market value of the shares required to cover withholding will be applied to the withholding of taxes prior to the Unit holder receiving the remaining shares.

10. **INDEPENDENT TAX ADVICE**

The tax consequences to the Unit holder of receiving the Units or disposing of the shares of Common Stock which may be issuable upon vesting and conversion of the Units is complicated and will depend, in part, on the Unit holder's specific tax situation. The Unit holder is advised to consult with an independent tax advisor for a full understanding of the specific tax consequences of receiving or disposing of the Units or the shares of Common Stock which may be received upon vesting and conversion of the Units.

11. **RIGHTS AS A SHAREHOLDER**

Neither the Unit holder nor the Unit holder's beneficiary or representative shall have any rights as a shareholder with respect to any Common Stock which may be issuable upon vesting and conversion of the Units, unless and until the Units vest and Common Stock has been issued and any other requirements imposed by applicable law or the Plan have been satisfied.

12. **NO RETENTION RIGHTS**

Nothing in this Award Agreement or in the Plan shall give the Unit holder the right to be retained by the Employer as an employee or in any other capacity. The Employer reserves the right to terminate the Unit holder's service at any time, with or without cause.

13. **CLAWBACK POLICY**

The Units, and any Common Stock delivered upon vesting of the Units and the proceeds from any sale of such Common Stock, shall be subject to the Clawback Policy adopted by the Board, as amended from time to time.

In the event the Clawback Policy is deemed unenforceable with respect to the Units or with respect to the Common Stock deliverable or delivered upon vesting of the Units, then the Award of Units subject to this Award Agreement shall be deemed unenforceable due to lack of adequate consideration.

14. **ENTIRE AGREEMENT**

The Notice, this Award Agreement and the Plan constitute the entire contract between the parties hereto with regard to the subject matter hereof. They supersede any other agreements, representations or understandings (whether oral or written and whether express or implied) that relate to the subject matter hereof.

This Award Agreement may not be modified or amended, except for a unilateral amendment by the Company that does not materially adversely affect the rights of the Unit holder under this Award Agreement. No party to this Award Agreement may unilaterally waive any provision hereof, except in writing. Any such modification, amendment or waiver signed by, or binding upon, the Unit holder, shall be valid and binding upon any and all persons or entities who may, at any time, have or claim any rights under or pursuant to this Award Agreement.

15. **CHOICE OF LAW**

This Award Agreement shall be governed by, and construed in accordance with, the laws of the State of Washington without regard to principles of conflicts of laws, as such laws are applied to contracts entered into and performed in such State.

16. **SEVERABILITY**

If any provision of this Award Agreement shall be invalid or unenforceable, such invalidity or unenforceability shall attach only to such provision and shall not in any manner affect or render invalid or unenforceable any other severable provision of this Award Agreement, and this Award Agreement shall be carried out as if such invalid or unenforceable provision were not contained herein.

17. **CODE SECTION 409A**

The Company reserves the right, to the extent the Company deems reasonable or necessary in its sole discretion, to unilaterally amend or modify this Award Agreement as may be necessary to ensure that all vesting or delivery of Common Stock provided under this Award Agreement is made in a manner that complies with Section 409A of the Code, together with regulatory guidance issued thereunder. Notwithstanding the foregoing, neither the Company nor the Committee shall have any obligation to take any action to prevent the assessment of any additional tax or penalty on any Unit holder under Section 409A of the Code and neither the Company nor the Committee will have any liability to any Unit holder for such tax or penalty.

Exhibit 31.1

Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Erik B. Nordstrom, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nordstrom, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2019

/s/ Erik B. Nordstrom

Erik B. Nordstrom
Co-President of Nordstrom, Inc.

Exhibit 31.2

Certification required by Section 302(a) of the Sarbanes-Oxley Act of 2002

I, Anne L. Bramman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Nordstrom, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 4, 2019

/s/ Anne L. Bramman

Anne L. Bramman
Chief Financial Officer of Nordstrom, Inc.

Exhibit 32.1

NORDSTROM, INC.

1617 SIXTH AVENUE

SEATTLE, WASHINGTON 98101

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Nordstrom, Inc. (the “Company”) on Form 10-Q for the period ended November 2, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Erik B. Nordstrom, Co-President (Principal Executive Officer), and Anne L. Bramman, Chief Financial Officer (Principal Financial Officer), of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 4, 2019

/s/ Erik B. Nordstrom
Erik B. Nordstrom
Co-President of Nordstrom, Inc.

/s/ Anne L. Bramman
Anne L. Bramman
Chief Financial Officer of Nordstrom, Inc.

A signed original of this written statement required by Section 906 has been provided to Nordstrom, Inc. and will be retained by Nordstrom, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.