

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) March 24, 2021

NORDSTROM, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

001-15059
(Commission
File Number)

91-0515058
(IRS Employer
Identification No.)

1617 Sixth Avenue, Seattle, Washington 98101
(Address of principal executive offices)

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

Inapplicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Emerging growth company

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

ITEM 8.01 Other Events

On March 24, 2021, Nordstrom, Inc. (the “Company”) announced the pricing of a private offering of \$250 million aggregate principal amount of 2.300% senior notes due 2024 (the “2024 Notes”) and \$425 million aggregate principal amount of 4.250% senior notes due 2031 (the “2031 Notes” and, together with the 2024 Notes, the “Notes”). A copy of the press release issued in connection with this announcement is attached to this Current Report on Form 8-K as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits

- 99.1 [Press release dated March 24, 2021 announcing the pricing of a private offering of the Notes.](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORDSTROM, INC.
(Registrant)

/s/ Ann Munson Steines

Ann Munson Steines
Executive Vice President,
General Counsel and Corporate Secretary

Date: March 24, 2021

Nordstrom, Inc. Announces Pricing of Offerings of \$250 Million of 2.300% of Senior Notes due 2024 and \$425 Million of 4.250% of Senior Notes due 2031

SEATTLE, Wash. (March 24, 2021) – Nordstrom, Inc. (NYSE: JWN) announced today that it priced an offering of \$250 million aggregate principal amount of its 2.300% senior notes due 2024 (the “2024 Notes”) and \$425 million aggregate principal amount of its 4.250% Senior Notes due 2031 (the “2031 Notes” and, together with the 2024 Notes, the “Notes”), at an offering price of 100% of the principal amount thereof, in the case of the 2024 Notes and 99.922% of the principal amount thereof, in the case of the 2031 Notes. The sale of the Notes is expected to close on or about April 8, 2021.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state or other securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws. Nordstrom, Inc. plans to offer and issue the Notes only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States pursuant to Regulation S. The Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except in compliance with the registration requirements of the Securities Act or pursuant to an exemption therefrom and in compliance with other applicable securities laws.

The Company intends to use the net proceeds from the sale of the Notes, together with cash on hand, to optionally redeem in full its \$600 million aggregate principal amount of outstanding 8.750% Senior Secured Notes due 2025 (the “2025 Notes”), including payment of a “make-whole” premium estimated to be approximately \$78 million. Such redemption will be made solely pursuant to a conditional redemption notice delivered pursuant to the indenture governing the 2025 Notes, and nothing in this press release constitutes a notice of redemption of the 2025 Notes.

This press release is being issued pursuant to Rule 135c under the Securities Act, and is neither an offer to sell nor a solicitation of an offer to buy the Senior Notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the Senior Notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful. The offerings are made only by, and pursuant to, the terms set forth in the related offering memorandum. The offerings are not being made to persons in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

Certain statements in this press release contain or may suggest “forward-looking” information (as defined in the Private Securities Litigation Reform Act of 1995) that involves risks and uncertainties that could cause results to be materially different from expectations. The words “will,” “may,” “intends” and similar expressions identify certain of these forward-looking statements. All statements contained in this press release that address such future events or expectations are forward-looking statements. Important factors that could cause actual results to differ materially from these forward-looking statements are detailed in the Company’s Annual Report on Form 10-K for the fiscal year ended January 30, 2021. These forward-looking statements are not guarantees of future performance and speak only as of the date hereof, and, except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, new information or future circumstances.