

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**NORDSTROM, INC.**

(Exact name of registrant as specified in its charter)

**Washington**

(State or other jurisdiction  
of incorporation or organization)

**1617 Sixth Avenue, Seattle, Washington**

(Address of Principal Executive Offices)

**91-0515058**

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

**98101**

(Zip Code)

**Nordstrom, Inc. 2010 Equity Incentive Plan**

(Full title of the plan)

**Robert B. Sari**

**1700 Seventh Avenue, 7th Floor  
Seattle, Washington 98101**

(Name and address of agent for service)

**206-628-2111**

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

**Copy to:**

**Brian B. DeFoe**

Lane Powell PC

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

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>1</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
In respect of assumed stock options: common stock, no par value per share	1,956,446	\$37.73 <sup>2</sup>	\$73,816,708 <sup>2</sup>	\$7,433.34
Total	1,956,446	N/A	\$73,816,708	\$7,433.34

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

<sup>2</sup> Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 on the basis of the average of the high and low prices of the registrant's common stock on the New York Stock Exchange on May 26, 2016.

## EXPLANATORY NOTE

By this Registration Statement, Nordstrom, Inc. (the “Registrant”) is registering an additional 1,956,446 shares of its common stock reserved for issuance under the Nordstrom, Inc. 2010 Equity Incentive Plan (the “Plan”). The contents of the Registrant’s prior registration statement on Form S-8, Registration No. 333-189301, filed June 14, 2013, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. Documents Incorporated by Reference

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

- (a) The Registrant’s latest Annual Report on Form 10-K for the year ended January 30, 2016, filed with the Commission on March 14, 2016;
- (b) The Registrant’s Proxy Statement on Schedule 14A related to the Registrant’s Annual Meeting of Shareholders held on May 19, 2016, filed on April 8, 2016;
- (c) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (a) above, including the Registrant’s current reports on Form 8-K provided, however, that the foregoing shall not include the incorporation by reference of any information furnished pursuant to Items 2.02, 7.01 or 9.01 of Form 8-K; and
- (d) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A filed on June 2, 1999, including any amendment or report filed for the purpose of updating such description.

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

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

#### ITEM 8. Exhibits

- 4.1 Nordstrom, Inc. 2010 Equity Incentive Plan (Incorporated by reference from the Registrant’s Registration Statement on Form S-8, filed May 19, 2010, Exhibit 10.1)
- 5.1 Opinion of Lane Powell PC
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
- 23.2 Consent of Lane Powell PC (included in Exhibit 5.1)
- 24.1 Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Seattle, State of Washington, on June 3, 2016.

NORDSTROM, INC.

/s/ Robert B. Sari

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons on June 3, 2016.

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

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

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

/s/ \* Shellye L. Archambeau  
Director

/s/ \* Tonya L. Domier  
Director

/s/ \* Enrique Hernandez, Jr.  
Director

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

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

/s/ \* Philip G. Satre  
Chairman and Director

/s/ \* Brad D. Smith  
Director

/s/ \* Gordon A. Smith  
Director

/s/ \* Bradley D. Tilden  
Director

/s/ \* B. Kevin Turner  
Director

/s/ \* Robert D. Walter  
Director

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

/s/ Robert B. Sari

Robert B. Sari  
Attorney-in-Fact

## EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1	Nordstrom, Inc. 2010 Equity Incentive Plan (Incorporated by reference from the Registrant's Registration Statement on Form S-8, filed May 19, 2010, Exhibit 10.1)
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23.2	Consent of Lane Powell PC (included in Exhibit 5.1)
24.1	Power of Attorney

June 3, 2016

Nordstrom, Inc.  
1617 Sixth Avenue, 6<sup>th</sup> Floor  
Seattle, Washington 98101

Re: Registration Statement on Form S-8

Dear Sir or Madam:

We have acted as counsel for Nordstrom, Inc. (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission of the registration statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Act"), of 1,956,446 shares of Common Stock (the "Shares") issuable under the Nordstrom, Inc. 2010 Equity Incentive Plan (the "Plan").

In rendering this opinion letter, we have relied as to matters of material fact upon the representations of members of the Company's management; however, we have no reason to believe that any such representations are incorrect or incomplete. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies and the authenticity of the originals of such copies. In connection with this letter, we have concerned ourselves solely with the application of the laws of the State of Washington and the laws of the United States, and no opinion is expressed herein concerning the possible effects of the laws of any other jurisdiction.

For purposes of this opinion letter, we have made such investigations of fact and law, and examined such documents and instruments, or copies thereof established to our satisfaction to be true and correct copies thereof, as we have deemed necessary under the circumstances.

Subject to the foregoing and in reliance thereon, we are of the opinion that, upon the issuance and sale of the Shares in accordance with the terms of the Plan, and subject to the Company complying with the terms of the Plan, including, without limitation, receipt of legal consideration in exchange for the Shares issued and, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefore in the name or on behalf of the purchasers or when certificates representing the Shares have been manually signed by an authorized officer of the transfer agent and registrar therefore, the Shares will be validly issued, fully paid and nonassessable securities of the Company. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the Washington Business Corporation Act.

The opinions contained in this letter are given as of the date hereof and has been prepared for use in connection with the Registration Statement. We render no opinion as to any matter brought to our attention subsequent to the date hereof. We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the prospectus constituting a part thereof, and any amendments or supplements thereto. In giving this consent, we do not thereby admit that we are an "expert" within the meaning of the Securities Act of 1933, as amended.

Very truly yours,

/s/ LANE POWELL PC

Lane Powell PC

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Nordstrom, Inc., and the effectiveness of Nordstrom, Inc.'s internal control over financial reporting dated March 14, 2016, appearing in the Annual Report on Form 10-K of Nordstrom, Inc. for the year ended January 30, 2016.

/s/ Deloitte & Touche LLP

Seattle, Washington

June 3, 2016

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers of NORDSTROM, INC., a Washington corporation (the "Company") does hereby constitute and appoint JAMES A. HOWELL and ROBERT B. SARI, or either of them, his or her true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments which said attorneys and agents, or either of them, may deem necessary or advisable or which may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") relating to the Nordstrom, Inc. 2010 Equity Incentive Plan, including specifically but without limiting the generality of the foregoing, the power and authority to sign in the name and on behalf of the undersigned, in his or her capacity as a director of the Company, any such Form S-8 and any and all amendments and supplements thereto and any other instruments or documents filed as a part of or in connection therewith, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents or any of them, may do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed to these presents this 24th day of February 2016.

/s/ Shellye L Archambeau  
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 Shellye L Archambeau  
 Director

/s/ Tonya L. Domier  
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 Tonya L. Domier  
 Director

/s/ Enrique Hernandez, Jr.  
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 Enrique Hernandez, Jr.  
 Chairman and Director

/s/ Philip G. Satre  
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 Philip G. Satre  
 Director

/s/ Brad D. Smith  
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 Brad D. Smith  
 Director

/s/ Gordon A. Smith  
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/s/ Bradley D. Tilden  
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 Director

/s/ B. Kevin Turner  
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 Director

/s/ Robert D. Walter  
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 Robert D. Walter  
 Director