

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) **April 16, 2023**

NORDSTROM

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 16, 2023, the Board of Directors (the "Board") of Nordstrom, Inc. (the "Company") appointed Eric D. Sprunk, age 59, to the Board. The appointment was effective immediately.

Mr. Sprunk has more than 25 years of leadership experience in the consumer retail industry. He most recently served as Chief Operating Officer of NIKE, Inc. from 2013 to 2020, where he led the teams responsible for manufacturing, sourcing, sales, procurement and technology. During his time at NIKE, he held various executive positions of increasing responsibility, including Executive Vice President, Global Product and Merchandising from 2008 to 2013 and Executive Vice President and General Manager, Global Footwear from 2001 to 2008. Prior to joining NIKE, Mr. Sprunk was a certified public accountant at PriceWaterhouse responsible for client service of large multi-national companies and financial services organizations.

As a nonemployee director, Mr. Sprunk will receive compensation for his service on the Board equivalent to the cash retainer and common stock award compensation described under the caption "Director Compensation and Stock Ownership Guidelines" of the Company's proxy statement that was filed with the Securities and Exchange Commission ("SEC") on April 7, 2022. He will also be eligible to participate in the Company's other compensation benefit plans and programs for nonemployee directors as described in such proxy statement. In addition, the Company plans to enter into its standard Independent Director Indemnification Agreement with Mr. Sprunk, the form of which was filed with the SEC as exhibit 10.78 to the Company's Annual Report on Form 10-K for the year ended January 29, 2011.

There are no transactions between the Company and Mr. Sprunk which require disclosure pursuant to Item 404(a) of Regulation S-K. At the time of this Form 8-K, the Board has not determined the committee(s) to which Mr. Sprunk will be appointed.

ITEM 8.01 Other Events

On April 17, 2023, the Company issued a press release announcing the appointment of Mr. Sprunk, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits

99.1 [Press release of Nordstrom, Inc., dated April 17, 2023.](#)

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
Chief Legal Officer,
General Counsel and Corporate Secretary

Date: April 17, 2023

NORDSTROM

Nordstrom Appoints Eric Sprunk to Board of Directors

SEATTLE, April 17, 2023 – Nordstrom, Inc. (NYSE: JWN) today announced the appointment of Eric Sprunk, former chief operating officer of NIKE, Inc., to its Board of Directors, effective immediately. Sprunk will stand for election at the Company's upcoming 2023 Annual Meeting of Shareholders. With Sprunk's appointment, the Nordstrom Board has been expanded to 11 directors.

Sprunk has more than 25 years of leadership experience in the consumer retail industry. He most recently served as chief operating officer of NIKE from 2013 to 2020, where he led the teams responsible for manufacturing, sourcing, sales, procurement and technology. During his time at NIKE, he held various executive positions of increasing responsibility, including executive vice president, global product and merchandising from 2008 to 2013 and executive vice president and general manager, global footwear from 2001 to 2008. Prior to joining NIKE, Sprunk was a certified public accountant at PricewaterhouseCoopers responsible for client service of large multi-national companies and financial services organizations.

"We are pleased to welcome an industry veteran of Eric's caliber to the Nordstrom Board," said Brad Tilden, chairman of the Nordstrom Board. "Eric's appointment demonstrates Nordstrom's commitment to ongoing refreshment and ensuring our board is composed of directors with relevant skills and expertise to oversee the execution of Nordstrom's strategy and drive shareholder value. With Eric's decades of operational experience in the consumer retail industry and track record of driving e-commerce growth and large-scale transformations within a complex global business, we're confident he will be a valuable addition to the board and look forward to benefitting from his expertise."

About Nordstrom

At Nordstrom, Inc. (NYSE: JWN), we exist to help our customers feel good and look their best. Since starting as a shoe store in 1901, how to best serve customers has been at the center of every decision we make. This heritage of service is the foundation we're building on as we provide convenience and true connection for our customers. Our digital-first platform enables us to serve customers when, where and how they want to shop – whether that's in-store at more than 350 Nordstrom, Nordstrom Local and Nordstrom Rack locations or digitally through our Nordstrom and Rack apps and websites. Through it all, we remain committed to leaving the world better than we found it.

Forward-Looking Statements

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,” “designed to,” “outlook,” “believes,” “should,” “targets,” “anticipates,” “assumptions,” “plans,” “expects” or “expectations,” “intends,” “estimates,” “forecasts,” “guidance” and similar expressions identify certain of these forward-looking statements. The Company also may provide forward-looking statements in oral statements or other written materials released to the public. All statements contained or incorporated in this press release or in any other public statements 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 28, 2023. In addition, forward-looking statements contained in this release may be impacted by the actual outcome of events or occurrences related to the wind-down of business operations in Canada. These forward-looking statements are not guarantees of future performance and speak only as of the date made, 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. In addition, the actual timing, price, manner and amounts of future share repurchases, if any, will be subject to the discretion of our board of directors, contractual commitments, market and economic conditions and applicable Securities and Exchange Commission rules.

Important Additional Information and Where to Find It

Nordstrom, Inc. intends to file a definitive proxy statement on Schedule 14A, an accompanying proxy card and other relevant documents with the SEC in connection with such solicitation of proxies from the Company’s shareholders for the Company’s 2023 annual meeting of shareholders. SHAREHOLDERS OF THE COMPANY ARE STRONGLY ENCOURAGED TO READ THE COMPANY’S DEFINITIVE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ALL OTHER DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders may obtain a copy of the definitive proxy statement, an accompanying proxy card, any amendments or supplements to the definitive proxy statement and other documents filed by the Company with the SEC at no charge at the SEC’s website at www.sec.gov. Copies will also be available at no charge by clicking the “SEC Filings” link located under “Financial Information” in the “Investor Relations” section of the Company’s corporate website, investor.nordstrom.com, or by contacting InvRelations@Nordstrom.com as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

Certain Information Regarding Participants to the Solicitation

The Company, its directors and certain of its executive officers are participants in the solicitation of proxies from the Company’s shareholders in connection with matters to be considered at the Company’s 2023 annual meeting of shareholders. Information regarding the direct and indirect interests, by security holdings or otherwise, of the Company’s directors and executive officers in the Company is included in the Company’s Proxy Statement on Schedule 14A for its 2022 annual meeting of shareholders, filed with the SEC on April 7, 2022, the Company’s Annual Report on Form 10-K for the year ended January 28, 2023, filed with the SEC on March 10, 2023, and the Company’s Current Reports on Form 8-K filed with the SEC from time to time. Changes to the direct or indirect interests of the Company’s directors and executive officers are set forth in SEC filings on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4. These documents are available free of charge as described above.

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