

NORDSTROM INC
Form 8-K
April 23, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) April 20, 2010

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
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

**1617 SIXTH AVENUE, SEATTLE,
WASHINGTON**
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

98101
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE **(206) 628-2111**

INAPPLICABLE

(FORMER NAME OR FORMER ADDRESS IF CHANGED SINCE LAST REPORT)

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

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

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On April 20, 2010, Nordstrom, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated as representatives of the several underwriters therein (collectively, the Underwriters) providing for the offer and sale by the Company of \$500,000,000 aggregate principal amount of 4.75% Notes due May 1, 2020 (the Notes). The offering of the Notes was registered under the Securities Act of 1933, as amended (the Securities Act), and is being made pursuant to the Company's automatic shelf registration statement on Form S-3 (File No. 333-147664) and the Prospectus included therein (the Registration Statement), filed by the Company with the Securities and Exchange Commission (the Commission) on November 28, 2007.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. Certain of the Underwriters and their related entities have engaged and may engage in various financial advisory, commercial banking and investment banking transactions with the Company in the ordinary course of their business, for which they have received, or will receive, customary compensation and expense reimbursement.

ITEM 8.01 OTHER EVENTS.

On April 23, 2010, the Company completed the sale of \$500,000,000 aggregate principal amount of the Notes. The sale of the Notes was made pursuant to the Registration Statement and the Prospectus Supplement related thereto dated April 20, 2010 and filed with the Commission pursuant to Rule 424(b)(5) promulgated under the Securities Act, on April 22, 2010.

The Notes were issued pursuant to an Indenture dated December 3, 2007 between the Company and Wells Fargo Bank, National Association, as Trustee, in the form attached to the Registration Statement as Exhibit 4.1 thereto. The form of Note is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit

Number	Description
1.1	Underwriting Agreement dated April 20, 2010, by and among the Company and Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters of the Notes.
4.1	Form of 4.75% Note due May 1, 2020.

SIGNATURES

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

NORDSTROM, INC.

By: /s/ Robert B. Sari
Robert B. Sari
Executive Vice President, General
Counsel and Corporate Secretary

Dated: April 23, 2010.

EXHIBIT INDEX

Exhibit Number	Description
1.1	Underwriting Agreement dated April 20, 2010, by and among the Company and Goldman, Sachs & Co. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters of the Notes.
4.1	Form of 4.75% Note due May 1, 2020.

4