

COSTCO WHOLESALE CORP /NEW  
Form 10-Q/A  
August 31, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A

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

For the quarterly period ended May 10, 2015

or

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

Commission file number 0-20355

Costco Wholesale Corporation

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction of  
incorporation or organization)

999 Lake Drive, Issaquah, WA 98027

(Address of principal executive offices) (Zip Code)

(Registrant's telephone number, including area code): (425) 313-8100

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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 the 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 company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

The number of shares outstanding of the issuer's common stock as of May 27, 2015 was 439,487,656.

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EXPLANATORY NOTE

Costco Wholesale Corporation (also referred to as the “Company,” “we,” or “our”) is filing this amendment (Amendment No. 1) to the Quarterly Report on Form 10-Q for the quarter ended May 10, 2015 (the May 10, 2015 Form 10-Q), originally filed with the Securities and Exchange Commission on June 4, 2015, for the sole purpose of providing a revised copy of Exhibit 10.1 to restore certain information that was previously omitted from Exhibit 10.1 pursuant to a request for confidential treatment. All other items of the May 10, 2015 Form 10-Q are unaffected by the change described above and have been omitted from this Amendment No. 1.

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## PART II—OTHER INFORMATION

## Item 6—Exhibits

The Exhibit Index listed under Item 6 of Part II of the May 10, 2015 Form 10-Q is hereby amended such that Exhibit 10.1 is replaced in its entirety by the document attached as an exhibit to this Amendment No. 1, which is hereby included as an exhibit to the May 10, 2015 Form 10-Q.

| Exhibit Number | Exhibit Description                                    | Filed Herewith | Incorporated by Reference |               |             |
|----------------|--|----------------|---------------------------|---------------|-------------|
|                |  |                | Form                      | Period Ending | Filing Date |
| 3.1            | Articles of Incorporation as amended of the registrant |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 3.2            | Bylaws of the registrant                               |                | 8-K                       |               | 8/24/2010   |
| 4.1            | Form of 1.750% Senior Notes due February 15, 2020      |                | 8-K                       |               | 2/5/2015    |
| 4.2            | Form of 2.250% Senior Notes due February 15, 2022      |                | 8-K                       |               | 2/5/2015    |
| 10.1           | Citibank, N.A. Co-Branded Credit Card Agreement*       | x              |                           |               |             |
| 31.1           | Rule 13(a) - 14(a) Certifications                      | x              |                           |               |             |
| 32.1           | Section 1350 Certifications                            |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.INS        | XBRL Instance Document                                 |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.SCH        | XBRL Taxonomy Extension Schema Document                |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document  |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document   |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document        |                | 10-Q                      | 5/10/2015     | 6/4/2015    |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document |                | 10-Q                      | 5/10/2015     | 6/4/2015    |

\* Portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Securities and Exchange Commission.

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.

COSTCO WHOLESALE CORPORATION  
(Registrant)

August 31, 2015

Date

By /s/ W. CRAIG JELINEK  
W. Craig Jelinek  
President, Chief Executive Officer and Director