

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

91-1223280

(State or other jurisdiction of
incorporation or organization)

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

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.

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.

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		Filing Date
			Form	Period Ending	
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