

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
March 21, 2017

**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): March 17, 2017**

**COSTCO WHOLESALE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Washington**  
**(State or other jurisdiction**  
**of incorporation)**

**0-20355**  
**(Commission**  
**File No.)**  
**999 Lake Drive**

**91-1223280**  
**(I.R.S. Employer**  
**Identification No.)**

**Issaquah, WA 98027**

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(Address of principal executive offices and zip code)

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

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 (see General Instruction A.2. below):

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

(d) On March 17, 2017, the Board of Directors elected Mr. Kenneth D. Denman as a director. He was not appointed to serve as a member of any committees of the Board. Mr. Denman's compensation will be the standard fees paid to all non-executive board members and participation in the Company's Seventh Amended and Restated 2002 Equity Incentive Plan. Additional information is included in the press release attached as an exhibit.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is included in this report:

99.1. Press release dated March 20, 2017.

SIGNATURE

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, on March 20, 2017.

COSTCO WHOLESALE CORPORATION

By: /s/ Richard A. Galanti  
Richard A. Galanti  
Executive Vice President and Chief  
Financial Officer