

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
February 11, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **February 5, 2015**

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**COSTCO WHOLESALE CORPORATION**

(Exact name of registrant as specified in its charter)

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**Washington**  
(State or other jurisdiction

of incorporation)

**0-20355**  
(Commission

File No.)

**91-1223280**  
(I.R.S. Employer

Identification No.)

**999 Lake Drive**

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**Issaquah, WA 98027**

(Address of principal executive offices and zip code)

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

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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))
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**Item 8.01 Other Events**

On February 5, 2015, Costco Wholesale Corporation (the Company ) entered into an underwriting agreement with J.P. Morgan Securities LLC, Guggenheim Securities, LLC, and Wells Fargo Securities, LLC, as representatives of the underwriters named therein (the Underwriting Agreement ), for the public offering of \$500 million aggregate principal amount of its 1.750% Senior Notes due February 15, 2020 (the 2020 Notes ) and \$500 million aggregate principal amount of its 2.250% Senior Notes due August 15, 2022 (the 2022 Notes and, together with the 2020 Notes, the Senior Notes ) under the Company s Shelf Registration Statement on Form S-3 (File No. 333-185166).

The Senior Notes are to be issued under a First Supplemental Indenture dated as of March 20, 2002, between Costco and U.S. Bank National Association, as trustee, a supplement to a Senior Debt Securities Indenture dated as of October 26, 2001, between Costco and the trustee. The issuance and sale of the Senior Notes is expected to close on February 17, 2015.

A copy of the Underwriting Agreement and forms of the 2020 Notes and 2022 Notes are attached hereto as exhibits and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibits are included in this report:

<b>Exhibit</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 5, 2015, by and among the Company and J.P. Morgan Securities LLC, Guggenheim Securities, LLC, and Wells Fargo Securities, LLC, as representatives of the underwriters named therein
4.1	Form of 1.750 % Senior Notes due February 15, 2020
4.2	Form of 2.250% Senior Notes due February 15, 2022
5.1	Opinion of Perkins Coie LLP

**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 February 11, 2015.

COSTCO WHOLESALE CORPORATION

By: */s/ John C. Sullivan*  
John C. Sullivan  
Vice President & Associate General Counsel

**Exhibit Index**

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