

COSTCO WHOLESALE CORP /NEW

Form 10-Q/A

December 24, 2013

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 November 24, 2013

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

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 December 13, 2013 was 439,722,405.

EXPLANATORY NOTE

Costco Wholesale Corporation (also referred to as the “Company,” “we,” or “our”) is filing this Amendment No. 1 (the “Amendment No. 1”) to our Form 10-Q for the quarter ended November 24, 2013, originally filed with the Securities and Exchange Commission on December 20, 2013 (the “Original Filing”), for the sole purpose of correcting typographical errors in the versions of the certifications filed as Exhibit 31.1 and Exhibit 32.1 to the Original Filing. The correct versions of these certifications are filed as Exhibits 31.1 and 32.1 to this Amendment No. 1. No other information included in the Form 10-Q has been modified or updated in any way. This Amendment No.1 continues to speak as of the original filing date of the Form 10-Q, does not reflect any events that may have occurred subsequent to the original filing date, and does not modify or update any related disclosures made in the Form 10-Q. This Amendment No. 1 reflects only the changes to Item 6—Exhibits and the Exhibits 31.1 and 32.1 referenced above.

Item 6—Exhibits

The following exhibits are filed as part of this Quarterly Report on Form 10-Q/A or are incorporated herein by reference.

| Exhibit Number | Exhibit Description | Filed Herewith | Incorporated by Reference | | |
|----------------|--|----------------|---------------------------|---------------|-------------|
| | | | Form | Period Ending | Filing Date |
| 3.1 | Articles of Incorporation of the registrant | | 8-K | | 8/30/1999 |
| 3.2 | Bylaws of the registrant | | 8-K | | 8/24/2010 |
| 10.6.2* | Fiscal 2014 Executive Bonus Plan | | 8-K | | 10/30/2013 |
| 10.6.3* | Executive Employment Agreement between W. Craig Jelinek and Costco Wholesale Corporation | | 10-Q | | 12/20/2013 |
| 31.1 | Rule 13(a) – 14(a) Certifications | x | | | |
| 32.1 | Section 1350 Certifications | x | | | |
| 101.INS | XBRL Instance Document | | 10-Q | 11/24/2013 | 12/20/2013 |
| 101.SCH | XBRL Taxonomy Extension Schema Document | | 10-Q | 11/24/2013 | 12/20/2013 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | | 10-Q | 11/24/2013 | 12/20/2013 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | | 10-Q | 11/24/2013 | 12/20/2013 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document | | 10-Q | 11/24/2013 | 12/20/2013 |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | | 10-Q | 11/24/2013 | 12/20/2013 |

* Management contract, compensatory plan or arrangement.

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)

December 23, 2013

Date

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

3