

**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): August 16, 2023

COSTCO WHOLESALE CORPORATION

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

0-20355
(Commission
File No.)

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

999 Lake Drive
Issaquah, WA 98027
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.005 per share	COST	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

(d) On August 16, 2023, the Board of Directors elected Helena Buonanno Foulkes as a director. She was not appointed to serve as a member of any committees of the Board. Her compensation will be the standard fees paid to all non-executive board members and participation in the Company's 2019 Incentive Plan. Additional information is included in the press release attached as an exhibit.

Item 9.01. **Financial Statements and Exhibits**

(d) Exhibits.

99.1. [Press release dated August 16, 2023.](#)

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.

COSTCO WHOLESALE CORPORATION

Dated: August 16, 2023

By: /s/ John Sullivan
John Sullivan
Executive Vice President, General Counsel and Corporate Secretary

**Press Release**

COSTCO WHOLESALE CORPORATION ANNOUNCES NEW BOARD MEMBER

ISSAQUAH, Wash., August 16, 2023 - Costco Wholesale Corporation ("Costco" or the "Company") (Nasdaq: COST) today announced the election to its Board of Directors of Helena Buonanno Foulkes. Most recently, Ms. Foulkes was CEO of Hudson's Bay Company. Previously she spent 25 years at CVS Health, including as President of CVS Pharmacy and Executive Vice President of CVS Health. Ms. Foulkes is also a member of the boards of directors of Follett Higher Education, PM Pediatrics, Harry's Inc., and Skillsoft. She recently completed a term as President of Harvard University's Board of Overseers.

Hamilton (Tony) James, Chairman of the Board, stated: "We are very pleased to welcome Helena as a member of our Board. She is widely recognized as a leading retail executive and advocate for education. She also brings substantial experience in healthcare and as a board member of prominent companies. We look forward to her contributions."

Costco currently operates 858 warehouses, including 590 in the United States and Puerto Rico, 107 in Canada, 40 in Mexico, 32 in Japan, 29 in the United Kingdom, 18 in Korea, 15 in Australia, 14 in Taiwan, four each in China and Spain, two in France, and one each in Iceland, New Zealand and Sweden. Costco also operates e-commerce sites in the U.S., Canada, the U.K., Mexico, Korea, Taiwan, Japan, and Australia.

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