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**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): September 11, 2020**

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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  
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))

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 \$.01 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. ☐

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**ITEM 5.03      AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On September 11, 2020 the Board of Directors of Costco Wholesale Corporation (the “Company”) adopted amendments to Sections 3.3, 3.4 and 3.6 of the Company’s Bylaws, as amended (the “Bylaws”), to provide for majority voting in non-contested elections of our directors, with plurality voting to continue to apply in contested elections. The amendments will be effective and first apply with respect to the Company’s 2022 Annual Meeting of Shareholders. The existing Bylaws providing for plurality voting and the existing resignation policy will apply with respect to the Company’s 2021 Annual Meeting of Shareholders.

The foregoing description of the amendments to the Bylaws is not complete and is qualified in its entirety by reference to the text of the amendments, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K.

**ITEM 9.01      Financial Statements and Exhibits*****(d) Exhibits.***

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.2	<a href="#"><u>Amendments to Sections 3.3, 3.4 and 3.6 of the Bylaws of Costco Wholesale Corporation, (to be effective and first apply with respect to the Company’s 2022 Annual Meeting of Shareholders).</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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 September 16, 2020.

COSTCO WHOLESALE CORPORATION

By: /s/ John Sullivan

John Sullivan

Senior Vice President, General Counsel and Secretary