

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
December 03, 2012

**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): November 28, 2012

**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.)

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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))

**Item 8.01 Other Events**

On November 28, 2012, Costco Wholesale Corporation (the Company) entered into an underwriting agreement with J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein, for the public offering of: \$1.2 billion aggregate principal amount of its 0.650% Senior Notes due December 7, 2015; \$1.1 billion aggregate principal amount of its 1.125% Senior Notes due December 15, 2017; and \$1.2 billion aggregate principal amount of its 1.700% Senior Notes due December 15, 2019 (together, 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 the Company and U.S. Bank National Association, as trustee, a supplement to a Senior Debt Securities Indenture dated as of October 26, 2001. The issuance and sale of the Senior Notes is expected to close on December 7, 2012. A copy of the underwriting agreement and forms of the Senior Notes are attached hereto as exhibits and incorporated herein by reference.

**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 November 28, 2012
4.1	Form of 0.650% Senior Notes due December 7, 2015
4.2	Form of 1.125% Senior Notes due December 15, 2017
4.3	Form of 1.700% Senior Notes due December 15, 2019
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 December 3, 2012.

COSTCO WHOLESALE CORPORATION

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

**Exhibit Index**

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