

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
August 24, 2010

**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 23, 2010**

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

Effective August 23, 2010, the Board of Directors of the Company adopted amendments to section 3.6 of the Company's bylaws, which became effective immediately. The bylaws as amended provide that if in an uncontested election for directors a nominee receives a greater number of withhold votes than votes for the nominee shall offer his or her resignation. A committee of independent directors whose election is not at issue will determine and publicly report the action to be taken with respect to the resignation offer.

The Company's Bylaws as amended through August 23, 2010, are attached as Exhibit 3.2 and are hereby incorporated by reference.

**Item 9.01. Financial Statements and Exhibits**

3.2 Bylaws of Costco Wholesale Corporation, as amended through August 23, 2010.

**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 August 24, 2010.

COSTCO WHOLESALE CORPORATION

By:                   /s/   RICHARD A. GALANTI  
  **Richard A. Galanti,**  
  **Executive Vice President and Chief Financial Officer**