

COSTCO WHOLESALE CORP /NEW  
Form 8-K  
February 01, 2017

**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): January 26, 2017**

**COSTCO WHOLESALE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Washington**  
**(State or other jurisdiction**  
**of incorporation)**

**0-20355**  
**(Commission**  
**File No.)**  
**999 Lake Drive**

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

**Issaquah, WA 98027**

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**(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 5.07. Submission of Matters to a Vote of Security Holders**

On January 26, 2017, Costco Wholesale Corporation (the Company) held its 2017 Annual Meeting of Shareholders. There were 439,343,299 shares of common stock entitled to be voted; 370,789,269 shares were voted in person or by proxy. Shareholders voted on the following matters:

1. The election of each of the four Class III directors nominated by the Board of Directors to hold office until the 2020 Annual Meeting of Shareholders and until their successors are elected and qualified;
2. The ratification of the selection of KPMG LLP as the Company's independent auditors for fiscal year 2017;
3. The approval, on an advisory basis, of the compensation of the Company's executive officers for fiscal year 2016 as disclosed in the Company's definitive proxy statement on Schedule 14A for the Annual Meeting filed with the Securities and Exchange Commission on December 16, 2016; and
4. The approval, on an advisory basis, of holding the frequency of advisory votes on executive compensation. Proposals 1-3 were approved. For proposal 4, the one-year option was approved. The results of the votes are set forth below:

## Election of Directors

Nominees	For	Withheld	Broker Non-Votes
Susan L. Decker	298,553,316	5,987,882	66,248,071
Richard A. Galanti	264,777,241	39,763,957	66,248,071
John W. Meisenbach	280,275,216	24,265,982	66,248,071
Charles T. Munger	261,573,513	42,967,685	66,248,071
Ratification of the Selection of Auditors			

	For	Against	Abstain	Broker Non-Votes
Advisory Vote on Executive Compensation	366,892,658	3,453,818	442,793	66,248,071

	For	Against	Abstain	Broker Non-Votes
Advisory Vote on frequency of Executive Compensation	293,441,968	10,306,880	792,350	66,248,071

	One Year	Two Years	Three Years	Abstain	Broker Non-Votes
	279,301,675	640,479	23,927,234	671,810	66,248,071



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 February 1, 2017.

COSTCO WHOLESALE CORPORATION

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