

COSTCO WHOLESALE CORP /NEW
Form 8-K
December 05, 2014

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): December 3, 2014

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.)

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

On December 3, 2014, William H. Gates submitted to Costco Wholesale Corporation (the Company) a letter stating that he is resigning as a member of the Board of Directors, effective after the conclusion of the Company s annual meeting on January 29, 2015. The voluntary resignation is not due to any disagreement with the Company on any matter relating to the Company s operations, policies or practices The Company and its Board of Directors express their deepest gratitude to Mr. Gates for his more than eleven years of dedicated service.

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 5, 2014.

COSTCO WHOLESALE CORPORATION

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

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For	Against	Abstain	Broker Non-Vote
93,810,303	171,354	108,781	7,400,314

3. Approval of an amendment to our Amended and Restated Equity Incentive Plan.

For	Against	Abstain	Broker Non-Vote
87,703,045	6,254,189	134,204	7,400,314

4. Approval of an amendment to our Amended and Restated Employee Stock Purchase Plan.

For	Against	Abstain	Broker Non-Vote
93,458,174	528,493	104,771	7,400,314

5. An advisory (non-binding) resolution to approve the executive compensation.

For	Against	Abstain	Broker Non-Vote
92,006,319	1,101,843	983,276	7,400,314

6. Ratification of the Selection of Independent Registered Public Accounting Firm.

The selection of Ernst & Young as the Company's independent registered public accounting firm for the fiscal year ending April 27, 2013, was ratified based upon the following votes:

For	Against	Abstain	Non-Vote
100,848,779	522,060	120,913	0

7. An advisory (non-binding) resolution to approve the shareholder proposal regarding the adoption of cumulative voting.

For	Against	Abstain	Broker Non-Vote
20,705,163	73,230,086	156,189	7,400,314

Item 9.01 Financial Statement and Exhibits
(d) Exhibits

3.2 Amended and Restated ByLaws of Patterson Companies, Inc.

SIGNATURES

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.

PATTERSON COMPANIES, INC.

Date: September 14, 2012

By: /s/ R. Stephen Armstrong

R. Stephen Armstrong
Executive Vice President, Treasurer and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description
3.2	Amended and Restated ByLaws of Patterson Companies, Inc.