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Less: Comprehensive income attributable to noncontrolling interests
8

8

15

23

COMPREHENSIVE INCOME ATTRIBUTABLE TO COSTCO
$
587

$
561

$
960

$
1,414

The accompanying notes are an integral part of these condensed consolidated financial statements.

5

Table of Contents

COSTCO WHOLESALE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in millions)
(unaudited)

	36 Weeks Ended	
	May 10, 2015	May 11, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income including noncontrolling interests	$1,631	$1,383
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:		
Depreciation and amortization	776	708
Stock-based compensation	301	251
Excess tax benefits on stock-based awards	(84)	(75)
Other non-cash operating activities, net	12	19
Deferred income taxes	(42)	(2)
Changes in operating assets and liabilities:		
Increase in merchandise inventories	(680)	(584)
Increase in accounts payable	786	603
Other operating assets and liabilities, net	557	839
Net cash provided by operating activities	3,257	3,142
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of short-term investments	(1,033)	(1,856)
Maturities and sales of short-term investments	860	1,800
Additions to property and equipment	(1,588)	(1,426)
Other investing activities, net	(14)	(5)
Net cash used in investing activities	(1,775)	(1,487)
CASH FLOWS FROM FINANCING ACTIVITIES		
Change in bank checks outstanding	(128)	(74)
Repayments of short-term borrowings	0	(15)
Proceeds from short-term borrowings	52	59
Proceeds from issuance of long-term debt	1,037	0
Proceeds from exercise of stock options	39	22
Minimum tax withholdings on stock-based awards	(178)	(164)
Excess tax benefits on stock-based awards	84	75
Repurchases of common stock	(225)	(171)
Cash dividend payments	(2,514)	(273)
Other financing activities, net	(10)	(1)
Net cash used in financing activities	(1,843)	(542)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(314)	(21)
Net (decrease)/increase in cash and cash equivalents	(675)	1,092
CASH AND CASH EQUIVALENTS BEGINNING OF YEAR	5,738	4,644
CASH AND CASH EQUIVALENTS END OF PERIOD	$5,063	$5,736
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the first thirty-six weeks of year for:		
Interest (reduced by $9 and $8 interest capitalized in 2015 and 2014, respectively)	$93	$85

Income taxes, net	$609	$299
SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:		
Cash dividend declared, but not yet paid	$176	$156

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents

COSTCO WHOLESALE CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(amounts in millions, except share, per share, and warehouse count data)
(unaudited)

Note 1—Summary of Significant Accounting Policies

Description of Business

Costco Wholesale Corporation (Costco or the Company), a Washington corporation, and its subsidiaries operate membership warehouses based on the concept that offering members low prices on a limited selection of nationally branded and select private-label products in a wide range of merchandise categories will produce high sales volumes and rapid inventory turnover. At May 10, 2015, Costco operated 673 warehouses worldwide: 474 United States (U.S.) locations (in 43 states, Washington, D.C., and Puerto Rico), 89 Canada locations, 35 Mexico locations, 26 United Kingdom (U.K.) locations, 20 Japan locations, 11 Korea locations, 10 Taiwan locations, 7 Australia locations and 1 Spain location. The Company's online business operates websites in the U.S., Canada, U.K., and Mexico.

Basis of Presentation

The condensed consolidated financial statements include the accounts of Costco, its wholly-owned subsidiaries, and subsidiaries in which it has a controlling interest. The Company reports noncontrolling interests in consolidated entities as a component of equity separate from the Company’s equity. All material inter-company transactions between and among the Company and its consolidated subsidiaries and other consolidated entities have been eliminated in consolidation. The Company’s net income excludes income attributable to noncontrolling interests in Taiwan and Korea. Unless otherwise noted, references to net income relate to net income attributable to Costco.
These unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q for interim financial reporting pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). While these statements reflect all normal recurring adjustments that are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements. Therefore, the interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company's annual report filed on Form 10-K for the fiscal year ended August 31, 2014.

Fiscal Year End

The Company operates on a 52/53 week fiscal year basis, with the fiscal year ending on the Sunday closest to August 31. References to the third quarters of 2015 and 2014 relate to the 12-week fiscal quarters ended May 10, 2015, and May 11, 2014, respectively. References to the first thirty-six weeks of 2015 and 2014 relate to the thirty-six weeks ended May 10, 2015, and May 11, 2014, respectively.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Fair Value of Financial Instruments

The Company accounts for certain assets and liabilities at fair value. The carrying value of the Company’s financial instruments, including cash and cash equivalents, receivables and accounts payable, approximate

Table of Contents

Note 1—Summary of Significant Accounting Policies (Continued)

fair value due to their short-term nature or variable interest rates. See Notes 2, 3, and 4 for the carrying value and fair value of the Company's investments, derivative instruments, and fixed-rate debt, respectively.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying a fair value hierarchy, which requires maximizing the use of observable inputs when measuring fair value. The three levels of inputs are:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Significant unobservable inputs that are not corroborated by market data.

The Company's current financial liabilities have fair values that approximate their carrying values. The Company's long-term financial liabilities consist of long-term debt, which is recorded on the balance sheet at issuance price and adjusted for any applicable unamortized discounts or premiums. There have been no material changes to the valuation techniques utilized in the fair value measurement of assets and liabilities as disclosed in the Company's 2014 Form 10-K.

Merchandise Inventories

Merchandise inventories are valued at the lower of cost or market, as determined primarily by the retail inventory method, and are stated using the last-in, first-out (LIFO) method for substantially all U.S. merchandise inventories. Merchandise inventories for all foreign operations are primarily valued by the retail inventory method and are stated using the first-in, first-out (FIFO) method. The Company believes the LIFO method more fairly presents the results of operations by more closely matching current costs with current revenues. The Company records an adjustment each quarter, if necessary, for the projected annual effect of inflation or deflation, and these estimates are adjusted to actual results determined at year-end, after actual inflation rates and inventory levels for the year have been determined.

Due to overall net deflationary trends in the third quarter and first thirty-six weeks of 2015, a benefit of $7 and $13 was recorded to merchandise costs, respectively, to reduce the cumulative LIFO valuation on merchandise inventories. A charge of $12 and $18 was recorded to merchandise costs in the third quarter and first thirty-six weeks of 2014, respectively. At May 10, 2015, and August 31, 2014, the cumulative impact of the LIFO valuation on merchandise inventories was $96 and $109, respectively.

Derivatives

The Company is exposed to foreign-currency exchange-rate fluctuations in the normal course of business. It manages these fluctuations, in part, through the use of forward foreign-exchange contracts, seeking to economically hedge the impact of fluctuations of foreign exchange on known future expenditures denominated in a non-functional foreign-currency. The contracts relate primarily to U.S. dollar merchandise inventory expenditures made by the Company's international subsidiaries, whose functional currency is not the U.S. dollar. Currently, these contracts do not qualify for derivative hedge accounting. The Company seeks to mitigate risk with the use of these contracts and does not intend to engage in speculative transactions. These contracts do not contain any credit-risk-related contingent features. The aggregate notional amounts of open, unsettled forward foreign-exchange contracts were $668 and $585 at May 10, 2015, and August 31, 2014, respectively.

While the Company seeks to manage counterparty risk associated with these contracts by limiting transactions to counterparties with which the Company has an established banking relationship, there can be no assurance that this practice is effective. The contracts are limited to less than one year in duration. See Note 3 for information on the fair value of unsettled forward foreign-exchange contracts as of May 10, 2015, and August 31, 2014.

Table of Contents

Note 1—Summary of Significant Accounting Policies (Continued)

The unrealized gains or losses recognized in interest income and other, net in the accompanying condensed consolidated statements of income relating to the net changes in the fair value of unsettled forward foreign-exchange contracts were a net loss of $15 for the third quarter and an immaterial net loss for the first thirty-six weeks of 2015, respectively, and were immaterial for the third quarter and first thirty-six weeks of 2014.

The Company is exposed to fluctuations in prices for the energy it consumes, particularly electricity and natural gas, which it seeks to partially mitigate through the use of fixed-price contracts for certain of its warehouses and other facilities, primarily in the U.S. and Canada. The Company also enters into variable-priced contracts for some purchases of natural gas, in addition to fuel for its gas stations, on an index basis. These contracts meet the characteristics of derivative instruments, but generally qualify for the “normal purchases or normal sales” exception under authoritative guidance and thus require no mark-to-market adjustment.

Foreign Currency

The Company recognizes foreign-currency transaction gains and losses related to revaluing or settling monetary assets and liabilities denominated in currencies other than the functional currency in interest income and other, net in the accompanying condensed consolidated statements of income. Generally, this includes the U.S. dollar cash and cash equivalents and the U.S. dollar payables of consolidated subsidiaries revalued to their functional currency. Also included are realized foreign-currency gains or losses from settlements of forward foreign-exchange contracts. These items resulted in a net gain of $12 and $24 in the third quarter and first thirty-six weeks of 2015, respectively, as compared to an immaterial net gain for the third quarter and a net gain of $25 in the first thirty-six weeks of 2014, respectively.

Stock Repurchase Programs

Repurchased shares of common stock are retired, in accordance with the Washington Business Corporation Act. The par value of repurchased shares is deducted from common stock and the excess repurchase price over par value is deducted by allocation to both additional paid-in capital and retained earnings. The amount allocated to additional paid-in capital is calculated as the current value of additional paid-in capital per share outstanding and is applied to the number of shares repurchased. Any remaining amount is allocated to retained earnings. See Note 5 for additional information.

Recent Accounting Pronouncements Not Yet Adopted

In April 2014, the Financial Accounting Standards Board (FASB) issued guidance that changed the criteria for reporting discontinued operations, as well as requiring new disclosures regarding discontinued operations and disposals that do not qualify for discontinued operations reporting. This guidance is effective for fiscal years beginning after December 15, 2014, with early adoption permitted for disposals that have not been reported in financial statements previously issued. The Company will adopt this guidance at the beginning of fiscal year 2016. Adoption is not expected to have a material impact on the Company’s consolidated financial statements or disclosures.

In May 2014, the FASB issued new guidance on the recognition of revenue from contracts with customers. The guidance changed the criteria for reporting revenue, as well as requiring disclosures sufficient to describe the nature, amount, timing, and uncertainty of revenue and cash flows arising from these contracts. Companies can transition to the standard either retrospectively or as a cumulative effect adjustment as of the date of adoption. The new standard is effective for fiscal years and interim periods within those years beginning after December 15, 2016. The Company plans to adopt this guidance at the beginning of its first quarter of fiscal year 2018. The Company is evaluating the impact of this standard on its consolidated financial statements and disclosures.

Table of Contents

Note 2—Investments

The Company's major categories of investments have not materially changed from the annual reporting period ended August 31, 2014. The Company’s investments were as follows:

May 10, 2015:	Cost Basis	Unrealized Gains, Net	Recorded Basis
Available-for-sale:			
Government and agency securities	$1,563	$6	$1,569
Asset and mortgage-backed securities	3	0	3
Total available-for-sale	1,566	6	1,572
Held-to-maturity:			
Certificates of deposit	170		170
Total short-term investments	$1,736	$6	$1,742

August 31, 2014:	Cost Basis	Unrealized Gains, Net	Recorded Basis
Available-for-sale:			
Government and agency securities	$1,404	$1	$1,405
Asset and mortgage-backed securities	4	0	4
Total available-for-sale	1,408	1	1,409
Held-to-maturity:			
Certificates of deposit	155		155
Bankers' acceptances	13		13
Total held-to-maturity	168		168
Total short-term investments	$1,576	$1	$1,577

At May 10, 2015, and August 31, 2014, available-for-sale securities that were in continuous unrealized-loss positions were not material, and there were no unrealized gains and losses on cash and cash equivalents.

The proceeds from sales of available-for-sale securities were $104 and $11 during the third quarter of 2015 and 2014, respectively. In the first thirty-six weeks of 2015 and 2014, the proceeds from sales of available-for-sale securities were $171 and $43, respectively. Gross realized gains or losses from sales of available-for-sale securities during the third quarter and first thirty-six weeks of 2015 and 2014 were not material.

The maturities of available-for-sale and held-to-maturity securities at May 10, 2015, were as follows:

	Available-For-Sale		Held-To-Maturity
	Cost Basis	Fair Value	
Due in one year or less	$303	$303	$170
Due after one year through five years	1,215	1,219	0
Due after five years	48	50	0
	$1,566	$1,572	$170

Table of Contents

Note 3—Fair Value Measurement

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The tables below present information regarding the Company’s financial assets and financial liabilities that are measured at fair value on a recurring basis and indicate the level within the fair value hierarchy reflecting the valuation techniques utilized to determine fair value.

May 10, 2015:	Level 1	Level 2
Money market mutual funds[1]	$195	$0
Investment in government and agency securities	0	1,569
Investment in asset and mortgage-backed securities	0	3
Forward foreign-exchange contracts, in asset position[2]	0	5
Forward foreign-exchange contracts, in (liability) position[2]	0	(9)
Total	$195	$1,568

August 31, 2014:	Level 1	Level 2
Money market mutual funds[1]	$312	$0
Investment in government and agency securities	0	1,405
Investment in asset and mortgage-backed securities	0	4
Forward foreign-exchange contracts, in asset position[2]	0	3
Forward foreign-exchange contracts, in (liability) position[2]	0	(3)
Total	$312	$1,409

(1) Included in cash and cash equivalents in the accompanying condensed consolidated balance sheets.

(2) The asset and the liability values are included in deferred income taxes and other current assets and other current liabilities, respectively, in the accompanying condensed consolidated balance sheets. See Note 1 for additional information on derivative instruments.

The Company did not hold any Level 3 financial assets or liabilities that were measured at fair value on a recurring basis at May 10, 2015, or August 31, 2014. There were no financial assets or liabilities measured on a recurring basis using significant unobservable inputs (Level 3) and there were no transfers in or out of Level 1, 2, or 3 during the third quarter or first thirty-six weeks of 2015 or 2014.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Financial assets measured at fair value on a nonrecurring basis include held-to-maturity investments that are carried at amortized cost and are not remeasured to fair value on a recurring basis. There were no fair value adjustments to these financial assets during the third quarter or first thirty-six weeks of 2015 or 2014.

Nonfinancial assets measured at fair value on a nonrecurring basis include items such as long-lived assets that are measured at fair value resulting from an impairment, if deemed necessary. There were no fair value adjustments to these nonfinancial assets and liabilities during the third quarter of 2015 and these adjustments were immaterial for the first thirty-six weeks of 2015. There were no fair value adjustments to these nonfinancial assets and liabilities during the third quarter of 2014 and were immaterial for the first thirty-six weeks of 2014.

Table of Contents

Note 4—Debt

The estimated fair value of the Company’s debt was based primarily on reported market values, recently completed market transactions, and estimates based upon interest rates, maturities, and credit risk. Substantially all of the Company's long-term debt is valued using Level 2 inputs.

The carrying and estimated fair values of the Company’s long-term debt consisted of the following:

	May 10, 2015		August 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
0.65% Senior Notes due December 2015	$1,200	$1,202	$1,199	$1,203
5.5% Senior Notes due March 2017	1,099	1,188	1,099	1,223
1.125% Senior Notes due December 2017	1,100	1,102	1,100	1,095
1.7% Senior Notes due December 2019	1,198	1,202	1,198	1,186
1.75% Senior Notes due February 2020	499	497	0	0
2.25% Senior Notes due February 2022	499	491	0	0
Other long-term debt	431	441	497	510
Total long-term debt	6,026	6,123	5,093	5,217
Less current portion	1,200	1,202	0	0
Long-term debt, excluding current portion	$4,826	$4,921	$5,093	$5,217

On February 17, 2015, the Company issued $1,000 in aggregate principal amount of Senior Notes (February 2015 Notes), as follows: $500 of 1.75% Senior Notes due February 15, 2020; and $500 of 2.25% Senior Notes due February 15, 2022. Interest is due semi-annually on February 15 and August 15, with the first payment due on August 15, 2015.

The Company, at its option, may redeem the February 2015 Notes at any time, in whole or in part, at the redemption price plus accrued and unpaid interest to the date of redemption. The redemption price is equal to the greater of 100% of the principal amount of the notes to be redeemed or the sum of the present value of the remaining scheduled payments of principal and interest to maturity. The Company will be required to offer to purchase the February 2015 Notes, at a price of 101% of the principal amount plus accrued and unpaid interest to the date of repurchase, upon certain events as defined by the terms of the February 2015 Notes. The discount and issuance costs associated with the February 2015 Notes are being amortized to interest expense over the term of the notes, which are valued using Level 2 inputs.

Subsequent to the end of the quarter, on May 21, 2015, the Company's Japanese subsidiary issued approximately $125 of 0.79% promissory notes through a private placement. Interest is payable semi-annually, and principal is due in May 2025. These notes are valued using Level 3 inputs.

Note 5—Equity and Comprehensive Income

Dividends

The Company’s current quarterly dividend rate is $0.40 per share, compared to $0.355 per share in the third quarter of 2014. On February 27, 2015, an aggregate payment of approximately $2,358 was made in connection with the quarterly and special cash dividends declared by the Board of Directors during the second quarter. On April 17, 2015, the Board of Directors declared a quarterly cash dividend in the amount of $0.40 per share, which was paid on May 15, 2015.

Table of Contents

Note 5—Equity and Comprehensive Income (Continued)

Stock Repurchase Programs

The Company's stock repurchase activity during the third quarter and first thirty-six weeks of 2015 and 2014 is summarized below:

	Shares Repurchased (000's)	Average Price per Share	Total Cost
Third quarter of 2015	839	$147.89	$124
First thirty-six weeks of 2015	1,620	$144.20	$234
Third quarter of 2014	1,623	$113.14	$184
First thirty-six weeks of 2014	1,623	$113.14	$184

The amounts in the table above may differ from the stock repurchase balances in the condensed consolidated statements of cash flows due to changes in unsettled stock repurchases at the end of a quarter. On April 17, 2015, the Board of Directors authorized a new share repurchase program in the amount of $4,000, which expires April 17, 2019. This authorization revoked previously authorized but unused amounts, totaling $2,528. Purchases are made from time-to-time, as conditions warrant, in the open market or in block purchases, and pursuant to plans under SEC Rule 10b5-1.

Components of Equity and Comprehensive Income

The following tables show the changes in equity attributable to Costco and the noncontrolling interests of consolidated subsidiaries:

	Attributable to Costco	Noncontrolling Interests	Total Equity
Equity at August 31, 2014	$12,303	$212	$12,515
Comprehensive income:			
Net income	1,610	21	1,631
Foreign-currency translation adjustment and other, net	(650)	(6)	(656)
Comprehensive income	960	15	975
Stock-based compensation	301	0	301
Stock options exercised, including tax effects	68	0	68
Release of vested restricted stock units (RSUs), including tax effects	(121)	0	(121)
Repurchases of common stock	(234)	0	(234)
Cash dividends declared	(2,690)	0	(2,690)
Equity at May 10, 2015	$10,587	$227	$10,814

Table of Contents

Note 5—Equity and Comprehensive Income (Continued)

	Attributable to Costco	Noncontrolling Interests	Total Equity
Equity at September 1, 2013	$10,833	$179	$11,012
Comprehensive income:			
Net income	1,361	22	1,383
Foreign-currency translation adjustment and other, net	53	1	54
Comprehensive income	1,414	23	1,437
Stock-based compensation	251	0	251
Stock options exercised, including tax effects	35	0	35
Release of vested RSUs, including tax effects	(101)	0	(101)
Repurchases of common stock	(184)	0	(184)
Cash dividends declared	(429)	0	(429)
Equity at May 11, 2014	$11,819	$202	$12,021

Note 6—Stock-Based Compensation

In the second quarter of 2015, the Sixth Restated 2002 Stock Incentive Plan was amended, following shareholder approval, and is now referred to as the Seventh Restated 2002 Incentive Plan (Seventh Plan). The Seventh Plan authorized the issuance of 23,500,000 shares (13,429,000 RSUs) of common stock for future grants in addition to the shares authorized under the previous plan. The Company issues new shares of common stock upon exercise of stock options and upon vesting of RSUs. Shares for vested RSUs are generally delivered to participants annually, net of shares equal to the minimum statutory withholding taxes.

As required by the Company's Seventh Plan, in conjunction with the special cash dividend discussed in Note 5, adjustments were made to awards outstanding on the dividend record date to preserve their value following the special cash dividend, as follows: (i) the number of shares subject to outstanding RSUs was increased; and (ii) the exercise prices of outstanding stock options were reduced and the number of shares subject to such options was increased. Approximately 410,000 stock options were adjusted, and approximately 8,956,000 RSUs were adjusted. These adjustments did not result in additional share-based compensation expense, as the fair value of the outstanding awards immediately following the payment of the special cash dividend was equal to the fair value immediately prior to such distribution. As further required by the Seventh Plan, the maximum number of shares issuable under the Seventh Plan was proportionally adjusted, which resulted in an additional 750,000 RSU shares available to be granted.

Summary of Restricted Stock Unit Activity

At May 10, 2015, 18,284,000 shares were available to be granted as RSUs and the following awards were outstanding:

- 8,737,000 time-based RSUs, which vest upon continued employment over specified periods of time;
- 254,000 performance-based RSUs granted to certain executive officers of the Company for which the performance targets have been met. Further restrictions lapse upon achievement of continued employment over specified periods of time; and
- 281,000 performance-based RSUs to be granted to executive officers of the Company upon achievement of performance targets for fiscal 2015, as determined by the Compensation Committee of the Board of Directors after the end of the fiscal year. These awards are included in the table below and the Company recognized compensation expense for these awards as it is currently deemed probable that the targets will be achieved.

Table of Contents

Note 6—Stock-Based Compensation (Continued)

The following table summarizes RSU transactions during the first thirty-six weeks of 2015:

	Number of Units (in 000's)	Weighted-Average Grant Date Fair Value
Outstanding at August 31, 2014	9,117	$86.92
Granted	4,017	125.68
Vested and delivered	(4,088)	87.31
Forfeited	(150)	102.36
Special cash dividend	376	N/A
Outstanding at May 10, 2015	9,272	$99.71

The remaining unrecognized compensation cost related to non-vested RSUs at May 10, 2015 was $738, and the weighted-average period over which this cost will be recognized is 1.8 years.

Summary of Stock-Based Compensation

The following table summarizes stock-based compensation expense and the related tax benefits under the Company's plans:

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Stock-based compensation expense before income taxes	$65	$66	$301	$251
Less recognized income tax benefit	(21)	(22)	(101)	(84)
Stock-based compensation expense, net of income taxes	$44	$44	$200	$167

Note 7—Income Taxes

The Company's reported effective income tax rates for the third quarter and first thirty-six weeks of 2015 were 35.0% and 33.4%, respectively, compared to 33.9% and 34.5% for third quarter and first thirty-six weeks of 2014, respectively, which include the net impact of discrete tax items. The provision for income taxes in the third quarter of 2014 was positively impacted by a change in the estimated annual effective tax rate. This change in estimate was predominantly due to a change in expected pre-tax income between the Company's domestic and international operations. The provision for income taxes in the first thirty-six weeks of 2015 was favorably impacted by discrete net tax benefits of $45, primarily due to a $57 tax benefit recorded in the second quarter of 2015 in connection with the special cash dividend paid to employees through the Company's 401(k) Retirement Plan. Dividends on these shares are deductible for U.S. income tax purposes. The provision was negatively impacted by a $14 tax charge in the second quarter of 2015 related to an ongoing income tax matter.

Table of Contents

Note 8—Net Income per Common and Common Equivalent Share

The following table shows the amounts used in computing net income per share and the effect on net income and the weighted average number of shares of potentially dilutive common shares outstanding (shares in 000's):

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Net income available to common stockholders after assumed conversions of dilutive securities	$516	$473	$1,610	$1,361
Weighted average number of common shares used in basic net income per common share	440,070	439,446	439,733	439,058
RSUs and stock options	3,050	3,259	2,976	3,569
Conversion of convertible notes	12	15	12	24
Weighted average number of common shares and dilutive potential of common stock used in diluted net income per share	443,132	442,720	442,721	442,651

Note 9—Commitments and Contingencies

Legal Proceedings

The Company is involved in a number of claims, proceedings and litigation arising from its business and property ownership. In accordance with applicable accounting guidance, the Company establishes an accrual for legal proceedings if and when those matters reach a stage where they present loss contingencies that are both probable and reasonably estimable. There may be exposure to loss in excess of any amounts accrued. The Company monitors those matters for developments that would affect the likelihood of a loss and the accrued amount, if any, thereof, and adjusts the amount as appropriate. As of the end of the quarter, the Company has not recorded an accrual with respect to any matter described below. If the loss contingency at issue is not both probable and reasonably estimable, the Company does not establish an accrual, but will continue to monitor the matter for developments that will make the loss contingency both probable and reasonably estimable. In each case, there is a reasonable possibility that a loss may be incurred, including a loss in excess of the applicable accrual. For matters where no accrual has been recorded, the possible loss or range of loss (including any loss in excess of the accrual) cannot in our view be reasonably estimated because, among other things: (i) the remedies or penalties sought are indeterminate or unspecified; (ii) the legal and/or factual theories are not well developed; and/or (iii) the matters involve complex or novel legal theories or a large number of parties.

The Company is a defendant in the following matters, among others:

Numerous putative class actions have been brought around the United States against motor fuel retailers, including the Company, alleging that they have been overcharging consumers by selling gasoline or diesel that is warmer than 60 degrees without adjusting the volume sold to compensate for heat-related expansion or disclosing the effect of such expansion on the energy equivalent received by the consumer. The Company is named in the following actions: Raphael Sagalyn, et al., v. Chevron USA, Inc., et al., Case No. 07-430 (D. Md.); Phyllis Lerner, et al., v. Costco Wholesale Corporation, et al., Case No. 07-1216 (C.D. Cal.); Linda A. Williams, et al., v. BP Corporation North America, Inc., et al., Case No. 07-179 (M.D. Ala.); James Graham, et al. v. Chevron USA, Inc., et al., Civil Action No. 07-193 (E.D. Va.); Betty A. Delgado, et al., v. Allsups, Convenience Stores, Inc., et al., Case No. 07-202 (D.N.M.); Gary Kohut, et al. v. Chevron USA, Inc., et al., Case No. 07-285 (D. Nev.); Mark Rushing, et al., v. Alon USA, Inc., et al., Case No. 06-7621 (N.D. Cal.); James Vanderbilt, et al., v. BP Corporation North America, Inc., et al., Case No. 06-1052 (W.D. Mo.); Zachary Wilson, et al., v. Ampride, Inc., et al., Case No. 06-2582 (D.Kan.); Diane Foster, et al., v. BP North America Petroleum, Inc., et al., Case No. 07-02059 (W.D. Tenn.); Mara Redstone, et al., v. Chevron USA, Inc., et al., Note 9—Commitments and Contingencies (Continued)

Case No. 07-20751 (S.D. Fla.); Fred Aguirre, et al. v. BP West Coast Products LLC, et al., Case No. 07-1534 (N.D. Cal.); J.C. Wash, et al., v. Chevron USA, Inc., et al.; Case No. 4:07cv37 (E.D. Mo.); Jonathan Charles Conlin, et al., v. Chevron USA, Inc., et al.; Case No. 07 0317 (M.D. Tenn.); William Barker, et al. v. Chevron USA, Inc., et al.; Case No. 07-cv-00293 (D.N.M.); Melissa J. Couch, et al. v. BP Products North America, Inc., et al., Case No. 07cv291 (E.D. Tex.); S. Garrett Cook, Jr., et al., v. Hess Corporation, et al., Case No. 07cv750 (M.D. Ala.); Jeff Jenkins, et al. v. Amoco Oil Company, et al., Case No. 07-cv-00661 (D. Utah); and Mark Wyatt, et al., v. B. P. America Corp., et al., Case No. 07-1754 (S.D. Cal.). On June 18, 2007, the Judicial Panel on Multidistrict Litigation assigned the action, entitled In re Motor Fuel Temperature Sales Practices Litigation, MDL Docket No 1840, to Judge Kathryn Vratil in the United States District Court for the District of Kansas. On April 12, 2009, the Company agreed to settle the actions in which it is named as a defendant. Under the settlement, which was subject to final approval by the court, the Company agreed, to the extent allowed by law and subject to other terms and conditions in the agreement, to install over five years from the effective date of the settlement temperature-correcting dispensers in the States of Alabama, Arizona, California, Florida, Georgia, Kentucky, Nevada, New Mexico, North Carolina, South Carolina, Tennessee, Texas, Utah, and Virginia. Other than payments to class representatives, the settlement does not provide for cash payments to class members. On September 22, 2011, the court preliminarily approved a revised settlement, which did not materially alter the terms. On April 24, 2012, the court granted final approval of the revised settlement. A class member who objected has filed a notice of appeal from the order approving the settlement. Plaintiffs have moved for an award of $10 in attorneys' fees, as well as an award of costs and payments to class representatives. The Company has opposed the motion. On March 20, 2014, the Company filed a notice invoking a "most favored nation" provision under the settlement, under which it seeks to adopt provisions in later settlements with certain other defendants, an invocation that class counsel has opposed. The motion was denied on January 23, 2015.

The Company has received notices from most states stating that they have appointed an agent to conduct an examination of the books and records of the Company to determine whether it has complied with state unclaimed property laws. In addition to seeking the turnover of unclaimed property subject to escheat laws, the states may seek interest, penalties, costs of examinations, and other relief. Certain states have separately also made requests for payment by the Company concerning a specific type of property.

The Company has received from the Drug Enforcement Administration subpoenas and administrative inspection warrants concerning the Company's fulfillment of prescriptions related to controlled substances and related practices. Offices of the United States Attorney in various districts have communicated to the Company their belief that the Company has committed civil regulatory violations concerning these subjects. The Company is seeking to cooperate with these processes.

The Company does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate, will have a material adverse effect on the Company's financial position; however, it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual fiscal quarter.

Table of Contents

Note 10—Segment Reporting

The Company and its subsidiaries are principally engaged in the operation of membership warehouses in the U.S., Canada, Mexico, U.K., Japan, Australia, and Spain and through majority-owned subsidiaries in Taiwan and Korea. Reportable segments are largely based on management's organization of the operating segments for operational decisions and assessments of financial performance, which consider geographic locations. The material accounting policies of the segments are the same as described in the notes to the consolidated financial statements included in the Company's annual report filed on Form 10-K for the fiscal year ended August 31, 2014, and Note 1 above. All material inter-segment net sales and expenses have been eliminated in computing total revenue and operating income. Certain operating expenses, predominantly stock-based compensation, are incurred on behalf of the Company's Canadian and Other International Operations, but are included in the U.S. Operations because those costs are not allocated internally and generally come under the responsibility of the Company's U.S. management team.

	United States Operations	Canadian Operations	Other International Operations	Total
Twelve Weeks Ended May 10, 2015				
Total revenue	$19,141	$3,778	$3,182	$26,101
Operating income	551	164	106	821
Depreciation and amortization	199	27	36	262
Additions to property and equipment	302	25	94	421
Twelve Weeks Ended May 11, 2014				
Total revenue	$18,655	$3,940	$3,199	$25,794
Operating income	445	172	120	737
Depreciation and amortization	173	28	36	237
Additions to property and equipment	243	40	122	405
Thirty-six Weeks Ended May 10, 2015				
Total revenue	$58,201	$12,010	$10,210	$80,421
Operating income	1,540	538	390	2,468
Depreciation and amortization	580	85	111	776
Additions to property and equipment	1,065	103	420	1,588
Net property and equipment	10,494	1,503	3,086	15,083
Total assets	23,340	3,859	6,292	33,491
Thirty-six Weeks Ended May 11, 2014				
Total revenue	$55,238	$12,120	$9,759	$77,117
Operating income	1,233	522	374	2,129
Depreciation and amortization	517	87	104	708
Additions to property and equipment	856	158	412	1,426
Net property and equipment	9,960	1,640	2,983	14,583
Total assets	21,933	4,732	6,036	32,701
Year Ended August 31, 2014				
Total revenue	$80,477	$17,943	$14,220	$112,640
Operating income	1,880	796	544	3,220
Depreciation and amortization	755	124	150	1,029
Additions to property and equipment	1,245	204	544	1,993
Net property and equipment	10,132	1,662	3,036	14,830
Total assets	21,929	4,892	6,203	33,024

Table of Contents

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (amounts in millions, except per share, share, and warehouse count data)

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Report constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. They include statements that address activities, events, conditions or developments that we expect or anticipate may occur in the future and may relate to such matters as net sales growth, increases in comparable warehouse sales, cannibalization of existing locations by new openings, price or fee changes, earnings performance, earnings per share, stock-based compensation expense, warehouse openings and closures, capital spending, the effect of adopting certain accounting standards, future financial reporting, financing, margins, return on invested capital, strategic direction, expense controls, membership renewal rates, shopping frequency, litigation, and the demand for our products and services. Forward-looking statements may also be identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “w continue,” “will likely result,” and similar expressions. Forward-looking statements involve risks and uncertainties that may cause actual events, results, or performance to differ materially from those indicated by such statements. These risks and uncertainties include, but are not limited to, domestic and international economic conditions, including exchange rates, the effects of competition and regulation, uncertainties in the financial markets, consumer and small business spending patterns and debt levels, breaches of security or privacy of member or business information, conditions affecting the acquisition, development, ownership or use of real estate, actions of vendors, rising costs associated with employees (generally including health care costs), energy and certain commodities, geopolitical conditions, and other risks identified from time to time in the Company's public statements and reports filed with the SEC. Forward-looking statements speak only as of the date they are made, and we do not undertake to update these statements, except as required by law.

This management discussion should be read in conjunction with the management discussion included in our fiscal 2014 annual report on Form 10-K, previously filed with the SEC.

OVERVIEW

We operate membership warehouses based on the concept that offering our members low prices on a limited selection of nationally branded and select private-label products in a wide range of merchandise categories will produce high sales volumes and rapid turnover. This turnover, when combined with the operating efficiencies achieved by volume purchasing, efficient distribution and reduced handling of merchandise in no-frills, self-service warehouse facilities, enables us to operate profitably at significantly lower gross margins than traditional wholesalers, mass merchandisers, supermarkets, and supercenters.

We believe that the most important driver of increasing our profitability is sales growth, particularly comparable warehouse sales (comparable sales) growth. We define comparable sales as sales from warehouses open for more than one year, including remodels, relocations and expansions, as well as online sales related to websites operating for more than one year. Comparable sales growth is achieved through increasing shopping frequency from new and existing members and the amount they spend on each visit. Sales comparisons can also be particularly influenced by two factors that are beyond our control, including fluctuations in currency exchange rates (with respect to the consolidation of the results of our international operations) and changes in the cost of gasoline and associated competitive conditions (primarily impacting our U.S. and Canadian operations). The higher our comparable sales exclusive of these items, the more we can leverage certain of our selling, general and administrative expenses, reducing them as a percentage of sales and enhancing profitability. Generating comparable sales growth is foremost a question of making available to our members the right merchandise at the right prices, a skill that we believe we have repeatedly demonstrated over the long term. Another substantial factor in sales growth is the health of the economies in which we do business, especially the United States. Sales growth and gross margins are also impacted by our competition, which is vigorous and widespread, across a wide range of global, national and regional wholesalers and retailers,

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

including supermarkets, supercenters, department and specialty stores, gasoline stations, and internet-based retailers. While we cannot control or reliably predict general economic health or changes in competition, we believe that we have been successful historically in adapting our business to these changes, such as through adjustments to our pricing and to our merchandise mix, including increasing the penetration of our private label items.

Our philosophy is to provide our members with quality goods and services at the most competitive prices. We do not focus in the short term on maximizing prices that our members can be charged, but instead seek to maintain what we believe is a perception among our members of our “pricing authority” – consistently providing the most competitive values. Our investments in merchandise pricing can, from time to time, include reducing prices on merchandise to drive sales or meet competition and holding prices steady despite cost increases instead of passing the increases on to our members, all negatively impacting near-term gross margin as a percentage of sales (gross margin percentage). We believe that our gasoline business draws members to our warehouses, but it generally has a significantly lower gross margin percentage relative to our non-gasoline business. A higher penetration of gasoline sales will generally lower our gross margin percentage. Rapidly changing gasoline prices may significantly impact our near-term net sales growth. Generally, rising gasoline prices benefit net sales growth which, given the higher sales base, negatively impacts our gross margin percentage but decreases our selling, general and administrative expenses as a percentage of net sales. A decline in gasoline prices has the inverse effect.

We also achieve sales growth by opening new warehouses. As our warehouse base grows, available and desirable potential sites become more difficult to secure, and square footage growth becomes a comparatively less substantial component of growth. The negative aspects of such growth, however, including lower initial operating profitability relative to existing warehouses and cannibalization of sales at existing warehouses when openings occur in existing markets, are increasingly less significant relative to the results of our total operations. Our rate of square footage growth is higher in foreign markets, due to the smaller base in those markets, and we expect that to continue.

Our membership format is an integral part of our business model and has a significant effect on our profitability. This format is designed to reinforce member loyalty and provide continuing fee revenue. The extent to which we achieve growth in our membership base, increase penetration of our Executive members, and sustain high renewal rates materially influences our profitability.

Our financial performance also depends heavily on our ability to control costs. While we believe that we have achieved successes in this area historically, some significant costs are partially outside our control, most particularly health care and utility expenses. With respect to expenses relating to the compensation of our employees, our philosophy is not to seek to minimize the wages and benefits that they earn. Rather, we believe that achieving our longer-term objectives of reducing employee turnover and enhancing employee satisfaction requires maintaining compensation levels that are better than the industry average for much of our workforce. This may cause us, for example, to absorb costs that other employers might seek to pass through to their workforces. Because our business is operated on very low margins, modest changes in various items in the income statement, particularly gross margin and selling, general and administrative expenses, can have substantial impacts on net income.

Our operating model is generally the same across our U.S., Canada, and Other International operating segments (see Part I, Item 1, Note 10 of this Report). Certain countries in the Other International segment have relatively higher rates of square footage growth, lower wages and benefit costs as a percentage of country sales, and/or less or no direct membership warehouse competition. Additionally, we operate our lower-margin gasoline business in the U.S., Canada, Australia, and U.K.

In discussions of our consolidated operating results, we refer to the impact of changes in foreign currencies relative to the U.S. dollar, which are references to the differences between the foreign-exchange rates we use to convert the financial results of our international operations from local currencies into U.S. dollars for financial reporting purposes. This impact of foreign-exchange rate changes is calculated based on the

20

Table of Contents

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

difference between the current period's currency exchange rates and the comparable prior-year period's currency exchange rates.

Our fiscal year ends on the Sunday closest to August 31. References to the third quarters of 2015 and 2014 relate to the twelve-week fiscal quarters ended May 10, 2015, and May 11, 2014, respectively. References to the first thirty-six weeks of 2015 and 2014 relate to the thirty-six weeks ended May 10, 2015, and May 11, 2014, respectively. Certain percentages presented are calculated using actual results prior to rounding. Unless otherwise noted, references to net income relate to net income attributable to Costco.

Key items for the third quarter of 2015 as compared to the third quarter of 2014 include:

- Net sales increased 1% to $25,517, driven by sales at new warehouses partially offset by a 1% decrease in comparable sales. Net and comparable sales were negatively impacted by decreases in the price of gasoline and changes in all foreign currencies relative to the U.S. dollar;
- Membership fees increased 4% to $584, primarily due to membership sign-ups at existing and new warehouses and increased penetration of our higher-fee Executive Membership program;
- Gross margin (net sales less merchandise costs) as a percentage of net sales increased 47 basis points;
- Selling, general and administrative (SG&A) expenses as a percentage of net sales increased 25 basis points;
- Net income increased 9% to $516, or $1.17 per diluted share, compared to $473, or $1.07 per diluted share in 2014;
- Changes in foreign currencies relative to the U.S. dollar adversely impacted diluted earnings per share by $0.06, primarily due to changes in the Canadian dollar;
- On February 17, 2015, we issued $1,000 in aggregate principal amount of Senior Notes; and
- On February 27, 2015, approximately $2,358 was paid in connection with the quarterly and special cash dividends declared by our Board of Directors during the second quarter. On April 17, 2015, our Board of Directors declared a quarterly cash dividend in the amount of $0.40 per share, which was paid subsequent to the end of the third quarter.

Table of Contents

Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

RESULTS OF OPERATIONS

Net Sales

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Net Sales	$25,517	$25,233	$78,673	$75,457
Changes in net sales:				
U.S.	3%	7%	5%	6%
International	(3)%	8%	2%	7%
Total Company	1%	7%	4%	6%
Comparable warehouse sales:				
U.S.	1%	5%	4%	4%
International	(6)%	3%	(2)%	1%
Total Company	(1)%	4%	2%	3%
Comparable warehouse sales excluding the impact of gasoline price and foreign currency changes:				
U.S.	5%	6%	7%	5%
International	7%	8%	7%	7%
Total Company	6%	6%	7%	5%

Net Sales

Net sales increased $284 or 1%, and $3,216 or 4% during the third quarter and first thirty-six weeks of 2015, respectively, compared to the third quarter and first thirty-six weeks of 2014. This was attributable to sales at the 20 net new warehouses opened since the end of the third quarter of 2014 and a 1% decrease and a 2% increase in comparable warehouse sales in the third quarter and first thirty-six weeks of 2015, respectively.

During the third quarter, changes in gasoline prices negatively impacted net sales by approximately $904, or 358 basis points, due to a 28% decrease in the average sales price per gallon. Changes in foreign currencies relative to the U.S. dollar negatively impacted net sales by approximately $807, or 320 basis points, compared to the third quarter of 2014. The negative impact was attributable to all foreign countries in which we operate, predominately Canada of $466, Mexico of $100, and Japan of $89.

During the first thirty-six weeks of 2015, changes in gasoline prices negatively impacted net sales by approximately $1,967, or 261 basis points, due to a 22% decrease in the average sales price per gallon. Changes in foreign currencies relative to the U.S. dollar negatively impacted net sales by approximately $1,876, or 249 basis points, compared to the first thirty-six weeks of 2014. The negative impact was attributable to all foreign countries in which we operate, predominately Canada of $1,154, Japan of $231, and Mexico of $206.

Comparable Sales

Comparable sales decreased 1% in the third quarter and were negatively impacted by changes in gasoline prices and foreign currencies relative to the U.S. dollar. The average amount spent by our members was also negatively impacted by these items. These changes were partially offset by an increase in shopping

Table of Contents

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

frequency. In the first thirty-six weeks of 2015, comparable sales increased 2% and were positively impacted by an increase in shopping frequency. Changes in gasoline prices and foreign currencies relative to the U.S. dollar negatively impacted comparable sales results in the first thirty-six weeks of 2015. On a segment basis, and excluding the impact of gasoline prices and foreign currency changes relative to the U.S. dollar, our Canadian comparable sales increased 9% in both periods presented. Comparable sales in our Other International segment increased 4% and 5% in the third quarter and first thirty-six weeks of 2015, respectively. The increase in comparable sales also includes the negative impact of cannibalization (established warehouses losing sales to our newly opened locations), which occurred primarily in our Other International operations.

Membership Fees

	12 Weeks Ended				36 Weeks Ended			
	May 10, 2015		May 11, 2014		May 10, 2015		May 11, 2014	
Membership fees	$584		$561		$1,748		$1,660	
Membership fees as a percentage of net sales	2.29	%	2.22	%	2.22	%	2.20	%
Total paid cardholders (000's)	43,700		40,900		43,700		40,900	
Total cardholders (000's)	79,600		74,600		79,600		74,600	

Membership fees increased 4% and 5% in the third quarter and first thirty-six weeks of 2015, respectively. This was primarily due to membership sign-ups at existing and new warehouses and increased penetration of our higher-fee Executive Membership program. Changes in foreign currencies relative to the U.S. dollar negatively impacted membership fees by approximately $19 and $44 for the third quarter and first thirty-six weeks of 2015, respectively. Our member renewal rates are currently 91% in the U.S. and Canada and 88% worldwide.

Gross Margin

	12 Weeks Ended				36 Weeks Ended			
	May 10, 2015		May 11, 2014		May 10, 2015		May 11, 2014	
Net sales	$25,517		$25,233		$78,673		$75,457	
Less merchandise costs	22,687		22,554		69,969		67,421	
Gross margin	$2,830		$2,679		$8,704		$8,036	
Gross margin percentage	11.09	%	10.62	%	11.06	%	10.65	%

Quarterly Results

During the third quarter of 2015, the gross margin of our combined core merchandise categories (food and sundries, hardlines, softlines and fresh foods), when expressed as a percentage of core merchandise sales (rather than total net sales), increased 10 basis points, primarily due to increases in softlines and food and sundries, partially offset by decreases in fresh foods and hardlines. This measure eliminates the impact of changes in sales penetration and gross margins from our warehouse ancillary and other businesses.

Our gross margin percentage increased 47 basis points compared to the third quarter of 2014. Excluding the impact of gasoline price deflation of $904 on total net sales for the third quarter of 2015, gross margin as a percentage of adjusted net sales was 10.71%, an increase of nine basis points from the prior year. This increase is predominately due to: an increase in our warehouse ancillary and other business gross margin of 15 basis points across several of our warehouse ancillary and other businesses; a LIFO benefit in the

Table of Contents

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

third quarter of 2015 compared to a charge in third quarter of 2014 contributed 7 basis points; partially offset by a negative contribution from core merchandise categories of 10 basis points, due predominately to hardlines. Changes in foreign currencies relative to the U.S. dollar negatively impacted gross margin by approximately $86 in the third quarter of 2015.

Gross margin on a segment basis, when expressed as a percentage of the segment’s own sales (segment gross margin percentage), increased in our U.S. operations, primarily due to food and sundries and softlines and the LIFO benefit discussed above. The segment gross margin percentage in our Canadian operations decreased primarily due to softlines. The segment gross margin percentage in our Other International operations decreased primarily due to fresh foods.

Year-to-date Results

During the first thirty-six weeks of 2015, the gross margin of our combined core merchandise categories, when expressed as a percentage of core merchandise sales (rather than total net sales), increased one basis point, primarily due to increases in softlines and food and sundries, partially offset by a decrease in fresh foods.

Our gross margin percentage increased 41 basis points compared to the first thirty-six weeks of 2014. Excluding the impact of gasoline price deflation of $1,967 on total net sales for the first thirty-six weeks of 2015, gross margin as a percentage of adjusted net sales was 10.79%, an increase of 14 basis points from the prior year. This increase is predominately due to: an increase in our warehouse ancillary and other business gross margin of 25 basis points, due primarily to our gasoline business; partially offset by a negative contribution from core merchandise categories of 15 basis points, due primarily to hardlines. Changes in foreign currencies relative to the U.S. dollar negatively impacted gross margin by approximately $205 in the first thirty-six weeks of 2015.

Gross margin on a segment basis, when expressed as a percentage of the segment’s own sales, increased in our U.S. operations, primarily due to our gasoline business. The segment gross margin percentage in our Canadian operations was unchanged. The segment gross margin percentage in our Other International operations decreased, primarily in our food and sundries category as a result of a decrease in sales penetration.

Selling, General and Administrative Expenses

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
SG&A expenses	$2,579	$2,487	$7,946	$7,519
SG&A expenses as a percentage of net sales	10.11 %	9.86 %	10.10 %	9.96 %

Quarterly Results

SG&A expenses as a percentage of net sales increased 25 basis points compared to the third quarter of 2014. Excluding the effect of gasoline price deflation on net sales, SG&A expenses as a percentage of adjusted net sales were 9.76%, an improvement of 10 basis points as compared to the third quarter of 2014. This was due to lower warehouse operating costs of 14 basis points, primarily from improvements in payroll in our core business as a result of leveraging increased sales in our U.S. and Canadian operations. This was partially offset by higher central operating costs of six basis points, due to continued investment in modernizing our information systems, primarily incurred by our U.S. operations. Changes in foreign currencies relative to the U.S. dollar decreased our SG&A expenses by approximately $71 in the third quarter of 2015.

Table of Contents

Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

Year-to-date Results

SG&A expenses as a percentage of net sales increased 14 basis points compared to the first thirty-six weeks of 2014. Excluding the effect of gasoline price deflation on net sales, SG&A expenses as a percentage of adjusted net sales were 9.85%, an improvement of 11 basis points as compared to the first thirty-six weeks of 2014. This was due to lower warehouse operating costs of 20 basis points, primarily from improvements in payroll and employee benefit costs in our core business as a result of leveraging increased sales in our U.S. and Canadian operations. This improvement was partially offset by higher central operating costs of five basis points, due to continued investment in modernizing our information systems, primarily incurred by our U.S. operations. Higher stock compensation expense also negatively impacted our SG&A expenses by four basis points, due to the appreciation in the trading price of our stock at the time of grant. Changes in foreign currencies relative to the U.S. dollar decreased our SG&A expenses by approximately $162 in the first thirty-six weeks of 2015.

Preopening Expense

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Preopening expenses	$14	$16	$38	$48
Warehouse openings, including relocations				
United States[1]	1	2	8	13
Canada	1	0	1	2
Other International[2]	2	2	4	5
Total warehouse openings, including relocations	4	4	13	20

(1) Includes one relocation in the first quarter of 2015 and the conversion of an existing warehouse to a business center in the third quarter of 2015.

(2) Includes one relocation in the third quarter of 2015.

Preopening expenses include costs for startup operations related to new warehouses, development in new international markets, and new ancillary and other business additions at existing warehouses. Preopening expenses vary due to the number of warehouse openings, the timing of the opening relative to our quarter-end, whether the warehouse is owned or leased, and whether the opening is in an existing, new, or international market. For the remainder of fiscal 2015, we are expecting to open up to 15 warehouses, including one relocation, compared to 10 warehouses opened in the remainder of fiscal 2014.

Interest Expense

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Interest expense	$31	$25	$84	$78

Interest expense is primarily related to the $1,100 of Senior Notes issued in fiscal 2007, the $3,500 of Senior Notes issued in December 2012, and the $1,000 of Senior Notes issued in February 2015.

Table of Contents

Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

Interest Income and Other, Net

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Interest income	$10	$11	$38	$35
Foreign-currency transaction gains, net	(3)	(2)	20	14
Other, net	2	3	6	11
Interest income and other, net	$9	$12	$64	$60

The increase in net foreign-currency transaction gains in the first thirty-six weeks of 2015 was attributable to the favorable impact of mark-to-market adjustments for forward foreign exchange contracts as the U.S. dollar strengthened in certain international locations compared to the prior year. See Derivatives and Foreign Currency sections in Part I, Item I, Note 1 of this report.

Provision for Income Taxes

	12 Weeks Ended		36 Weeks Ended	
	May 10, 2015	May 11, 2014	May 10, 2015	May 11, 2014
Provision for income taxes	$280	$245	$817	$728
Effective tax rate	35.0 %	33.9 %	33.4 %	34.5 %

Our provision for income taxes for the third quarter of 2014 was positively impacted by a change in the estimated annual effective tax rate. This change in estimate was predominantly due to a change in expected pre-tax income between our domestic and international operations. Our provision for income taxes in the first thirty-six weeks of 2015 was favorably impacted by discrete net tax benefits of $45, primarily due to a $57 tax benefit recorded in the second quarter of 2015 in connection with the special cash dividend paid to employees through our 401(k) Retirement Plan. Dividends paid on these shares are deductible for U.S. income tax purposes. The provision was negatively impacted by a $14 tax charge in the second quarter of 2015 related to an ongoing income tax matter.

LIQUIDITY AND CAPITAL RESOURCES

The following table summarizes our significant sources and uses of cash and cash equivalents:

	36 Weeks Ended	
	May 10, 2015	May 11, 2014
Net cash provided by operating activities	$3,257	$3,142
Net cash used in investing activities	(1,775)	(1,487)
Net cash used in financing activities	(1,843)	(542)

Our primary sources of liquidity are cash flows generated from warehouse operations, cash and cash equivalents, and short-term investment balances. Cash and cash equivalents and short-term investments were $6,805 and $7,315 at May 10, 2015, and August 31, 2014, respectively. Of these balances, approximately $1,342 and $1,383 represented debit and credit card receivables at the end of the third quarter of 2015 and of fiscal year 2014, respectively, primarily related to sales within the last week of our fiscal quarter or fiscal year.

Table of Contents

Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

In 2014, we changed our position regarding a portion of the undistributed earnings of our Canadian operations, which is no longer considered permanently reinvested. This change resulted in an immaterial U.S. tax liability, which was recorded in 2014. In the third quarter of 2015, we repatriated the remaining portion of the earnings in our Canadian operations that were no longer considered permanently reinvested.

Management believes that our cash position and operating cash flows will be sufficient to meet our capital requirements for the foreseeable future. We have not provided for U.S. deferred taxes on cumulative undistributed earnings of certain non-U.S. consolidated subsidiaries as we deem such earnings to be indefinitely reinvested. This includes the remaining undistributed earnings of our Canadian operations that management maintains are indefinitely reinvested. We believe that our U.S. current and projected asset position is sufficient to meet our U.S. liquidity requirements and have no current plans to repatriate for use in the U.S. cash and cash equivalents and short-term investments held by these non-U.S. consolidated subsidiaries. Cash and cash equivalents and short-term investments held at these subsidiaries and considered to be indefinitely reinvested totaled $1,979 at May 10, 2015.

Cash Flows from Operating Activities

Net cash provided by operating activities totaled $3,257 in the first thirty-six weeks of 2015, compared to $3,142 in the first thirty-six weeks of 2014. Our cash flow provided by operations is primarily derived from net sales and membership fees. Our cash flow used in operations generally consists of payments to our merchandise vendors, warehouse operating costs, including payroll and employee benefits, credit card processing fees, and utilities. Cash used in operations also includes payments for income taxes.

Cash Flows from Investing Activities

Net cash used in investing activities totaled $1,775 in the first thirty-six weeks of 2015 compared to $1,487 in the first thirty-six weeks of 2014. Our cash flow used in investing activities is primarily related to funding our warehouse expansion and remodeling activities. Net cash flows from investing activities also includes purchases and maturities of short-term investments.

Capital Expenditure Plans

We opened 10 new warehouses, relocated two warehouses, and converted an existing warehouse to a business center in the first thirty-six weeks of 2015. For the remainder of fiscal 2015, we plan to open up to 15 additional warehouses, including one warehouse relocation. Our primary requirement for capital is the purchase of land and equipment and building construction for new and remodeled warehouses. To a lesser extent, capital is required for initial warehouse operations, the modernization of our information systems, and working capital. Through the first thirty-six weeks of 2015, we spent approximately $1,588, and it is our current intention to spend approximately $2,400 to $2,500 during fiscal 2015. These expenditures are expected to be financed with cash to be provided from operations, existing cash and cash equivalents, and short-term investments. There can be no assurance that current expectations will be realized and plans are subject to change upon further review of our capital expenditure needs.

Cash Flows from Financing Activities

Net cash used in financing activities totaled $1,843 in the first thirty-six weeks of 2015 compared to $542 in the first thirty-six weeks of 2014. Cash flow used in financing activities primarily related to dividend payments, which includes a special cash dividend of $5.00 per share, or $2,514, paid in the first thirty-six weeks of 2015, and repurchases of common stock. Net cash used in financing activities was partially offset by net proceeds from the issuance of $1,000 in Senior Notes.

Table of Contents

Item 2—Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

On February 17, 2015, we issued $1,000 in aggregate principal amount of Senior Notes as follows: $500 of 1.75% Senior Notes due February 15, 2020, and $500 of 2.25% Senior Notes due February 15, 2022. The proceeds were used to pay a portion of the special cash dividend on February 27, 2015.

Subsequent to the end of the quarter, on May 21, 2015, our Japanese subsidiary issued approximately $125 of 0.79% promissory notes through a private placement. Interest is payable semi-annually, and principal is due in May 2025.

Stock Repurchase Programs

On April 17, 2015, our Board of Directors authorized a new share repurchase program in the amount of $4,000, which expires in April 2019. This authorization revoked previously authorized but unused amounts, totaling $2,528. In the first thirty-six weeks of 2015, we repurchased 1,620,000 shares of common stock, at an average price of $144.20, totaling approximately $234. In the first thirty-six weeks of 2014, we repurchased 1,623,000 shares, at an average price of $113.14, totaling $184. The remaining amount available for stock repurchases under our approved plan was $3,959 at May 10, 2015. Purchases are made from time-to-time, as conditions warrant, in the open market or in block purchases, and pursuant to plans under SEC Rule 10b5-1. Repurchased shares are retired, in accordance with the Washington Business Corporation Act.

Dividends

Our current quarterly cash dividend rate is $0.40 per share, or $1.60 per share on an annualized basis. On April 17, 2015, our Board of Directors declared a quarterly dividend of $0.40 per share payable to shareholders of record on May 1, 2015. The dividend was paid on May 15, 2015. On February 27, 2015, an aggregate payment of approximately $2,358 was paid in connection with both the second quarter and special cash dividends declared by our Board of Directors in the second quarter.

Bank Credit Facilities and Commercial Paper Programs

We maintain bank credit facilities for working capital and general corporate purposes. As of May 10, 2015, we had total borrowing capacity within these facilities of $444, of which $374 was maintained by our international operations. Of the $374, $182 is guaranteed by the Company. There were $50 outstanding short-term borrowings under the bank credit facilities at the end of the third quarter of 2015, and none at the end of 2014.

The Company has letter of credit facilities, for commercial and stand-by letters of credit, totaling $150. The outstanding commitments under these facilities at the end of the third quarter of 2015 totaled $96, including $90 in stand-by letters of credit with expiration dates within one year. The bank credit facilities have various expiration dates, all within one year, and we generally intend to renew these facilities prior to their expiration. The amount of borrowings available at any time under our bank credit facilities is reduced by the amount of standby and commercial letters of credit then outstanding.

Contractual Obligations

Other than the issuance of the debt described above, as of the date of this report, there were no material changes to our contractual obligations outside the ordinary course of business since the end of our last fiscal year.

Critical Accounting Estimates

The preparation of our consolidated financial statements in accordance with U.S. generally accepted accounting principles (U.S. GAAP) requires that we make estimates and judgments. We base our estimates and judgments on historical experience and on assumptions that we believe to be reasonable. Our critical accounting policies are discussed in Part II, Item 7, "Management's Discussion and Analysis of Financial

Table of Contents

Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued) (amounts in millions, except per share, share, and warehouse count data)

Condition and Results of Operations” section of our Annual Report on Form 10-K, for the fiscal year ended August 31, 2014. There have been no material changes to the critical accounting policies previously disclosed in that report.

Recent Accounting Pronouncements

See discussion of Recent Accounting Pronouncements in Note 1 to the condensed consolidated financial statements included in Part I, Item 1 of this Report.

Item 3—Quantitative and Qualitative Disclosures About Market Risk

Our direct exposure to financial market risk results from fluctuations in interest rates and foreign currency exchange rates. There have been no material changes to our market risks as disclosed in our Annual Report on Form 10-K, for the fiscal year ended August 31, 2014.

Item 4—Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, we performed an evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934 (the Exchange Act)). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report, our disclosure controls and procedures are effective.

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recently completed fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1—Legal Proceedings

See discussion of Legal Proceedings in Note 9 to the condensed consolidated financial statements included in Part I, Item 1 of this Report.

Item 1A—Risk Factors

In addition to the other information set forth in the Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K, for the fiscal year ended August 31, 2014. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K.

Table of Contents

Item 2—Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth information on our common stock repurchase program activity for the third quarter of fiscal 2015 (amounts in millions, except share and per share data):

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs[1]	Maximum Dollar Value of Shares that May Yet be Purchased Under the Programs[1]
February 16, 2015 - March 15, 2015	272,000	$147.66	272,000	$2,571
March 16, 2015 - April 12, 2015	199,000	150.90	199,000	2,541
April 13, 2015 - May 10, 2015	368,000	146.44	368,000	3,959
Total third quarter	839,000	$147.89	839,000	

(1) Our stock repurchase program is conducted under authorizations made by our Board of Directors. On April 17, 2015, the Board of Directors reauthorized up to $4,000 in common stock repurchases, which expires in April 2019. This authorization revoked previously authorized but unused amounts, totaling $2,528, on April 17, 2015.

Item 3—Defaults Upon Senior Securities

None.

Item 4—Mine Safety Disclosures

Not applicable.

Item 5—Other Information

On February 27, 2015, we entered into a Co-Branded Credit Card Program Agreement (the “Program Agreement”) with Citibank, N.A. (“Citi”). Under the terms of the Program Agreement, Citi would become the exclusive issuer of our co-branded credit cards to new and existing members of the Company and Visa U.S.A. Inc. would replace American Express as the credit card network for Costco in the United States and Puerto Rico beginning April 1, 2016. We would receive various forms of consideration under the Program Agreement. The initial term of the Program Agreement is ten years.

Table of Contents

Item 6—Exhibits

The following exhibits are filed as part of this Quarterly Report on Form 10-Q or are incorporated herein by reference.

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference		
			Form	Period Ending	Filing Date
3.1	Articles of Incorporation as amended of the registrant	x			
3.2	Bylaws of the registrant		8-K		8/24/2010
4.1	Form of 1.750% Senior Notes due February 15, 2020		8-K		2/5/2015
4.2	Form of 2.250% Senior Notes due February 15, 2022		8-K		2/5/2015
10.1	Citibank, N.A. Co-Branded Credit Card Agreement*	x			
31.1	Rule 13(a) - 14(a) Certifications	x			
32.1	Section 1350 Certifications	x			
101.INS	XBRL Instance Document	x			
101.SCH	XBRL Taxonomy Extension Schema Document	x			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	x			
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	x			
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	x			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	x			

* Portions of this exhibit have been omitted pending a determination by the Securities and Exchange Commission as to whether these portions should be granted confidential treatment.

Table of Contents

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, thereunto duly authorized.

COSTCO WHOLESALE CORPORATION
(Registrant)

June 4, 2015 Date	By	/s/ W. CRAIG JELINEK W. Craig Jelinek President, Chief Executive Officer and Director
June 4, 2015 Date	By	/s/ RICHARD A. GALANTI Richard A. Galanti Executive Vice President, Chief Financial Officer and Director

32