

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 10-Q/A**

**Amendment No. 1**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended December 31, 2023

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from . . . to . . .

Commission File Number: 000-20322

**Starbucks Corporation**

(Exact Name of Registrant as Specified in its Charter)



**Washington**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**91-1325671**  
(IRS Employer  
Identification No.)

**2401 Utah Avenue South, Seattle, Washington 98134**  
(Address of principal executive offices, zip code)

**(206) 447-1575**  
(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	SBUX	Nasdaq Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Shares Outstanding as of January 24, 2024**

1,132.2 million

---

---

## EXPLANATORY NOTE

Starbucks Corporation (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2023, which was originally filed with the Securities and Exchange Commission (the “SEC”) on January 30, 2024 (the “Original Filing”). This Amendment is being filed to revise Part II “Item 5. Other Information” by adding a Rule 10b5-1 trading arrangement entered into by Michael Conway, our group president, International and Channel Development, during the quarter ended December 31, 2023, which was inadvertently omitted from the disclosure included in the Original Filing.

In addition, as required by Rule 12b-15 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment, under Item 6 hereof, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. The Company is also not including new certifications under Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) (Section 906 of the Sarbanes-Oxley Act of 2002), as no financial statements are being filed with this Amendment.

Other than as expressly set forth herein, this Amendment does not, and does not purport to, amend, update or restate the information in Original Filing or reflect any events that have occurred after the Original Filing was made. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time as of which the Original Filing was made. No changes have been made to the financial statements of the Company as contained in the Original Filing. Accordingly, this Amendment should be read together with the Original Filing and the Company’s other filings with the SEC.

### Item 5. *Other Information*

#### Insider Adoption or Termination of Trading Arrangements:

During the fiscal quarter ended December 31, 2023, none of our directors or officers informed us of the adoption or termination of a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as those terms are defined in Regulation S-K, Item 408, except as described in the table below:

Name & Title	Date Adopted	Character of Trading Arrangement <sup>(1)</sup>	Aggregate Number of Shares of Common Stock to be Purchased or Sold Pursuant to Trading Arrangement	Duration <sup>(6)</sup>	Other Material Terms	Date Terminated
Rachel Ruggeri, <i>executive vice president, chief financial officer</i>	November 28, 2023	Rule 10b5-1 Trading Arrangement	Up to \$900,000 of shares to be sold <sup>(2)</sup> <i>Plus</i> Up to 4,979 shares to be sold <sup>(3)</sup> <i>Plus</i> Up to 2,165 shares to be sold <sup>(4)</sup>	December 3, 2024 <sup>(7)</sup>	N/A	N/A
Michael Conway, <i>group president, International and Channel Development</i>	November 14, 2023	Rule 10b5-1 Trading Arrangement	Up to 13,000 shares to be sold <sup>(5)</sup>	October 31, 2024 <sup>(7)</sup>	N/A	N/A

<sup>(1)</sup> Except as indicated by footnote, each trading arrangement marked as a “Rule 10b5-1 Trading Arrangement” is intended to satisfy the affirmative defense of Rule 10b5-1(c), as amended (the “Rule”).

- 
- (2) Ms. Ruggeri's trading plan provides for the sale of up to \$300,000 of shares pursuant to each of three orders, to be entered in March, May, and August 2024, respectively, with such sales subject to a limit price of \$80 per share during the applicable good-until-cancelled period for such order.
- (3) Ms. Ruggeri's trading plan provides for the sale, on November 11, 2024, at market price, of up to 4,979 shares to be received by Ms. Ruggeri upon the vesting of performance-based RSUs in November 2024.
- (4) Ms. Ruggeri's trading plan provides for the sale, on November 18, 2024, at market price, of up to up to 2,165 shares to be received by Ms. Ruggeri upon the vesting of time-based RSUs in November 2024.
- (5) Mr. Conway's trading plan provides for the sale of up to 3,250 shares pursuant to each of four orders, to be entered in February, April, June, and August 2024, respectively, with such sales subject to a limit price of \$80 per share during the applicable good-until-cancelled period for such order.
- (6) Except as indicated by footnote, each trading arrangement permitted or permits transactions through and including the earlier to occur of (a) the completion of all purchases or sales or the expiration of all of the orders relating to such trades, or (b) the date listed in the table. The trading arrangement marked as a "Rule 10b5-1 Trading Arrangement" only permits transactions upon expiration of the applicable mandatory cooling-off period under the Rule.
- (7) The arrangement also provides for automatic expiration in the event of the officer's death, bankruptcy, or insolvency, notice from the officer or the officer's agent of termination of the trading arrangement, or a determination by the broker that the trading arrangement has been terminated or that a breach by the officer has occurred or upon the broker's exercise of its termination rights under the trading arrangement.

**Item 6. Exhibits**

<u>Exhibit No.</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Date of Filing</u>	<u>Exhibit Number</u>	
31.1	<a href="#"><u>Certification of Principal Executive Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>	—	—	—	—	X
31.2	<a href="#"><u>Certification of Principal Financial Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>	—	—	—	—	X
101	Inline XBRL ("iXBRL") for the information under Part II, Item 5, "Other Information" of this Amendment No. 1 on Form 10-Q/A	—	—	—	—	X
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101)	—	—	—	—	X

---

**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.

February 16, 2024

**STARBUCKS CORPORATION**

By: /s/ Rachel Ruggeri

Rachel Ruggeri  
executive vice president, chief financial officer  
Signing on behalf of the registrant and as  
principal financial officer

CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Laxman Narasimhan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the fiscal quarter ended December 31, 2023, of Starbucks Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 16, 2024

/s/ Laxman Narasimhan

\_\_\_\_\_  
Laxman Narasimhan

chief executive officer

CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rachel Ruggeri, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A for the fiscal quarter ended December 31, 2023, of Starbucks Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 16, 2024

/s/ Rachel Ruggeri

Rachel Ruggeri

executive vice president, chief financial  
officer