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): November 7, 2026

COSTCO WHOLESALE CORPORATION
(Exact name of registrant as specified in its charter)

Washington	0-20355	91-1223280
(State or other jurisdiction of incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

999 Lake Drive
Issaquah, WA 98027
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: 425-313-8100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.005 per share	**COST**	**NASDAQ**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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

On November 7, 2026, Helena B. Foulkes notified the Board of Directors (the "Board") of Costco Wholesale Corporation (the "Company") of her decision to resign from the Board and all committees of the Board of which she is a member, effective November 7, 2026. She served on the Board since August 16, 2023 and was a member of the Audit Committee and the Nominating and Governance Committee. Ms. Foulkes' resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies, or practices. She was recently elected governor of the State of Rhode Island. The Company and the Board express their deepest gratitude to Ms. Foulkes for her service on the Board.

Item 8.01. **Other Events.**

On November 10, 2026, the Board of Directors declared a special cash dividend on the Company's common stock of $30 per share, payable December 4, 2026, to shareholders of record at the close of business on November 24, 2026. A copy of the press release is attached as Exhibit 99.1.

Item 9.01. **Financial Statements and Exhibits**

(d) Exhibits.

99.1. Press release dated November 10, 2026.
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

COSTCO WHOLESALE CORPORATION

Dated: November 10, 2026

By: /s/ John Sullivan
John Sullivan
Executive Vice President, General Counsel and Secretary

Exhibit 99.1

Press Release

COSTCO WHOLESALE CORPORATION DECLARES $30 SPECIAL CASH DIVIDEND AND REAUTHORIZES STOCK REPURCHASE PROGRAM

ISSAQUAH, Wash., November 10, 2026 - Costco Wholesale Corporation ("Costco" or the "Company") (Nasdaq: COST) today announced that its Board of Directors has declared a special cash dividend of $30 per share on Costco common stock. It is payable December 4, 2026, to shareholders of record as of the close of business on November 24, 2026. The total amount of the payment will be approximately $13.3 billion.

The Company also announced that the Board has reauthorized a common-stock repurchase program of up to $4 billion. This program will expire in November 2030 and replaces the current $4 billion program (adopted in 2023 and scheduled to expire January 2027), under which $3.1 billion had been purchased.

Costco currently operates 945 warehouses, including 653 in the United States and Puerto Rico, 115 in Canada, 43 in Mexico, 37 in Japan, 29 in the United Kingdom, 20 in Korea, 15 in Australia, 14 in Taiwan, seven in China, five in Spain, three in France, two in Sweden, and one each in Iceland, and New Zealand. Costco also operates e-commerce sites in the U.S., Canada, the U.K., Mexico, Korea, Taiwan, Japan, Australia, and China.

Certain statements contained in this document constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For these purposes, forward-looking statements are statements that address activities, events, conditions or developments that the Company expects or anticipates may occur in the future. In some cases forward-looking statements can be identified because they contain words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "likely," "may," "might," "plan," "potential," "predict," "project," "seek," "should," "target," "will," "would," or similar expressions and the negatives of those terms. Such 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, inflation or deflation, 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, capital spending, actions of vendors, rising costs associated with employees (generally including health-care costs and wages), workforce interruptions, energy and certain commodities, geopolitical conditions (including tariffs and global conflicts), the ability to maintain effective internal control over financial reporting, regulatory and other impacts related to environmental and social matters, public-health related factors, and other risks identified from time to time in the Company's public statements and reports filed with the Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made, and the Company does not undertake to update these statements, except as required by law. Comparable sales and comparable sales excluding impacts from changes in gasoline prices and foreign exchange are intended as supplemental information and are not a substitute for net sales presented in accordance with U.S. GAAP.

CONTACTS: **Costco Wholesale Corporation**
Josh Dahmen, 425/313-8254
Andrew Yoon, 425/313-6305
Bryan Starnes, 425/427-7403

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