

WAL MART STORES INC  
Form 8-K  
June 08, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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):

June 5, 2015

Wal-Mart Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-06991

71-0415188

(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

702 S.W. 8th Street

Bentonville, Arkansas 72716

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:

(479) 273-4000

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:

- ☐ 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))
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#### Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Shareholders' Meeting (the "Meeting") of Wal-Mart Stores, Inc. (the "Company") was held on June 5, 2015 in Fayetteville, Arkansas. As of the close of business on April 10, 2015, the record date for the Meeting, there were 3,225,503,170 shares of the Company's common stock outstanding, with each share entitled to one vote. The holders of 2,991,987,424 shares of the Company's common stock were present in person or represented by proxy at the Meeting. At the Meeting, the Company's shareholders voted on the matters set forth below.

#### Election of Directors

The Company's shareholders elected for one-year terms all fifteen persons nominated for election as directors as set forth in the Company's proxy statement dated April 22, 2015. The following table sets forth the vote of the shareholders at the meeting with respect to the election of directors:

| Nominee             | For           | Against     | Abstain   | Broker Non-Votes |
|---------------------|---------------|-------------|-----------|------------------|
| Aida M. Alvarez     | 2,642,539,020 | 124,868,085 | 3,073,667 | 221,506,652      |
| James I. Cash, Jr.  | 2,614,468,267 | 152,868,124 | 3,144,381 | 221,506,652      |
| Roger C. Corbett    | 2,713,918,481 | 53,424,126  | 3,138,165 | 221,506,652      |
| Pamela J. Craig     | 2,644,018,729 | 123,359,932 | 3,102,111 | 221,506,652      |
| Michael T. Duke     | 2,567,986,461 | 199,366,076 | 3,128,235 | 221,506,652      |
| Timothy P. Flynn    | 2,687,422,999 | 79,912,255  | 3,145,518 | 221,506,652      |
| Thomas W. Horton    | 2,691,340,301 | 75,945,697  | 3,194,774 | 221,506,652      |
| Marissa A. Mayer    | 2,714,761,206 | 52,631,386  | 3,088,180 | 221,506,652      |
| C. Douglas McMillon | 2,715,252,216 | 52,169,533  | 3,059,023 | 221,506,652      |
| Gregory B. Penner   | 2,712,672,013 | 54,589,141  | 3,219,618 | 221,506,652      |
| Steven S Reinemund  | 2,713,680,277 | 53,677,780  | 3,122,715 | 221,506,652      |
| Kevin Y. Systrom    | 2,716,700,238 | 50,641,530  | 3,139,004 | 221,506,652      |
| Jim C. Walton       | 2,713,917,416 | 53,570,729  | 2,992,627 | 221,506,652      |
| S. Robson Walton    | 2,630,932,998 | 136,643,871 | 2,903,903 | 221,506,652      |
| Linda S. Wolf       | 2,741,429,235 | 23,958,632  | 5,092,905 | 221,506,652      |

#### Company Proposals

**Ratification of Independent Accountants.** The Company's shareholders voted upon and approved the ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered accountants for the fiscal year ending January 31, 2016. The votes on this proposal were as follows:

| For           | Against   | Abstain   |
|---------------|-----------|-----------|
| 2,977,487,181 | 9,628,495 | 4,871,748 |

There were no broker non-votes with respect to this proposal.

**Advisory Vote on Executive Compensation.** The Company's shareholders voted upon and approved, by nonbinding, advisory vote, the compensation of the Company's named executive officers, as described in the Company's proxy statement dated April 22, 2015. The votes on this proposal were as follows:

| For           | Against     | Abstain   | Broker Non-Votes |
|---------------|-------------|-----------|------------------|
| 2,658,990,080 | 105,525,831 | 5,964,861 | 221,506,652      |

**Stock Incentive Plan of 2015.** The Company's shareholders voted upon and approved the Wal-Mart Stores, Inc. Stock Incentive Plan of 2015. The votes on this proposal were as follows:

| For           | Against    | Abstain   | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 2,735,933,437 | 29,909,757 | 4,637,578 | 221,506,652      |



### Shareholder Proposals

The Company's shareholders voted upon and rejected a shareholder proposal regarding a policy regarding disclosure of recoupment of executive compensation. The votes on this proposal were as follows:

| For         | Against       | Abstain   | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 430,139,593 | 2,334,041,272 | 6,299,907 | 221,506,652      |

The Company's shareholders voted upon and rejected a shareholder proposal requesting that the Company's governing documents be amended to allow shareholders to make nominations for the Company's board of directors. The votes on this proposal were as follows:

| For         | Against       | Abstain   | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 476,145,749 | 2,288,116,111 | 6,218,912 | 221,506,652      |

The Company's shareholders voted upon and rejected a shareholder proposal requesting that the Company's board of directors set quantitative goals for reducing greenhouse gas emissions produced by the international marine shipping of products, and report on such goals. The votes on this proposal were as follows:

| For        | Against       | Abstain     | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,121,544 | 2,539,128,162 | 186,231,066 | 221,506,652      |

The Company's shareholders voted upon and rejected a shareholder proposal requesting an annual report from the Compensation, Nominating and Governance Committee of the Company's board of directors regarding the Company's incentive compensation programs. The votes on this proposal were as follows:

| For         | Against       | Abstain   | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 243,596,158 | 2,519,961,541 | 6,923,073 | 221,506,652      |

The Company's shareholders voted upon and rejected a shareholder proposal regarding a policy that the chairman of the Company's board of directors be independent. The votes on this proposal were as follows:

| For         | Against       | Abstain   | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 447,061,488 | 2,317,521,983 | 5,897,301 | 221,506,652      |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 8, 2015

WAL-MART STORES, INC.

By:           /s/ Gordon Y. Allison  
              Gordon Y. Allison  
              Vice President and General Counsel, Corporate