WAL MART STORES INC
Form S-8 POS
December 23, 2015

As filed with the Securities and Exchange Commission on December 22, 2015

Registration No. 333 60329
Registration No. 333 128204

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO
REGISTRATION STATEMENT ON FORM S-8 (Registration No. 333-60329)
POST-EFFECTIVE AMENDMENT NO. 2 TO
REGISTRATION STATEMENT ON FORM S-8 (Registration No. 333-128204)
UNDER
THE SECURITIES ACT OF 1933

WAL-MART STORES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	71-0415188
(State of Incorporation)	(I.R.S. Employer Identification No.)

702 Southwest 8th Street
Bentonville, Arkansas 72716
(Address of Principal Executive Offices)

WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2015
(formerly known as "Wal-Mart Stores, Inc. Stock Incentive Plan of 2010," "Wal-Mart Stores, Inc. Stock Incentive Plan of 2005" and "Wal-Mart Stores, Inc. Stock Incentive Plan of 1998")
(Full Title of the Plan)

Geoffrey W. Edwards Senior Associate General Counsel Wal-Mart Stores, Inc. 702 Southwest 8th Street Bentonville, Arkansas 72716 (479) 273-4000	With a Copy to: Dudley W. Murrey Andrews Kurth LLP 1717 Main Street Suite 3700 Dallas, Texas 75201 (214) 659-4530

(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

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

Large Accelerated Filer	ý	Accelerated Filer	o
Non-Accelerated Filer	o	Smaller Reporting Company	o

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Wal-Mart Stores, Inc. hereby amends its Registration Statements on Form S-8 (Registration No. 333-60329 and Registration No. 333-128204) by filing this Post-Effective Amendment No. 2 to such Registration Statements to reflect that the Wal-Mart Stores, Inc. Stock Incentive Plan of 2010 was amended, restated and renamed as the Wal-Mart Stores, Inc. Stock Incentive Plan of 2015, effective as of June 5, 2015, and to file a copy of the Wal-Mart Stores, Inc. Stock Incentive Plan of 2015, as amended and restated to date, and a new opinion as to the validity of the securities registered by such Registration Statements as exhibits to such Registration Statements. Effective as of June 4, 2010, the Wal-Mart Stores, Inc. Stock Incentive Plan of 2010 amended, restated and renamed the Wal-Mart Stores, Inc. Stock Incentive Plan of 2005, which itself amended, restated and renamed the Wal-Mart Stores, Inc. Stock Incentive Plan of 1998. No additional securities are being registered hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

+5.1	Opinion of Andrews Kurth LLP
23.1	Consent of Andrews Kurth LLP (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (incorporated by reference to the power of attorney appearing on the signature page of the registrant's Registration Statement on Form S-8 (Registration No. 333-168348)
99.1	Wal-Mart Stores, Inc. Stock Incentive Plan of 2015 (incorporated by reference to Appendix A to the registrant's Proxy Statement on Schedule 14A filed with the Commission on April 22, 2015)

+Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment no. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bentonville, State of Arkansas, on December 22, 2015.

WAL-MART STORES, INC.
By: /s/ Jeffrey J. Gearhart
Name: Jeffrey J. Gearhart
Title: Executive Vice President, Global Compliance and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 2 to the registration statement has been signed below by the following persons in the capacities indicated on the 22nd day of December, 2015.

Signature	Title
Gregory B. Penner	Chairman of the Board of Directors and Director
/s/ C. Douglas McMillon C. Douglas McMillon	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Charles M. Holley, Jr. Charles M. Holley, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Steven P. Whaley Steven P. Whaley	Senior Vice President and Controller (Principal Accounting Officer)
Aida M. Alvarez	Director
/s/ James I. Cash, Jr.* James I. Cash, Jr., Ph.D.	Director
/s/ Roger C. Corbett* Roger C. Corbett	Director

Signature	Title
Pamela J. Craig	Director
/s/ Michael T. Duke* Michael T. Duke	Director
Timothy P. Flynn	Director
Thomas W. Horton	Director
Marissa A. Mayer	Director
/s/ Steven S Reinemund* Steven S Reinemund	Director
Kevin Y. Systrom	Director
/s/ Jim C. Walton* Jim C. Walton	Director
/s/ S. Robson Walton* S. Robson Walton	Director
/s/ Linda S. Wolf* Linda S. Wolf	Director

*By /s/ Jeffrey J. Gearhart
Jeffrey J. Gearhart, Attorney-in-Fact

INDEX TO EXHIBITS

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+Filed herewith