

WAL MART STORES INC
Form DEFA14A
April 20, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

WAL-MART STORES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

***** Exercise Your *Right* to Vote *****

Important Notice Regarding the Availability of Proxy Materials for the Shareholders' Meeting to Be Held on June 2, 2017.

WAL-MART STORES, INC. (NYSE: WMT)

WAL-MART STORES, INC.

C/O PROXY SERVICES

P.O. BOX 9163

FARMINGDALE, NY 11735

Notice of 2017 Annual Shareholders' Meeting

Meeting Type: Annual Shareholders' Meeting

For Shareholders of record as of: Close of business on April 7, 2017

Date: June 2, 2017 **Time:** 8:00 a.m. Central Time

Location: Bud Walton Arena
University of Arkansas
Fayetteville, Arkansas 72701

You are receiving this communication because you hold shares in the above-named company.

This is not a proxy card or ballot. You cannot use this notice to vote these shares. **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail.** You may view the proxy materials online at www.proxyvote.com, scan the QR code on the reverse side, or easily request a paper or e-mail copy of the proxy materials (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of the notice for information about how to obtain the proxy materials and for voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL
REPORT FORM OF PROXY CARD

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) available and visit: www.proxyvote.com, or scan the QR code below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for these materials. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 19, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

SCAN TO

VIEW MATERIALS & VOTE

Vote In Person: The proxy materials described above contain a map showing the location of the Meeting and information regarding admittance to the Meeting and for voting in person at the Meeting. At the Meeting, you must request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com, or, from a smart phone, scan the QR code above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the

instructions. You can also sign up for electronic delivery of future proxy materials by following the prompts after voting.

Vote By Mail or By Phone: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. The proxy card will include instructions for voting by phone. Instructions for voting by phone are also on page 103 of the proxy statement, which you can view online as described above.

Voting Items

The Board of Directors recommends a vote “FOR” each of the nominees listed in Proposal 1, “1 YEAR” on Proposal 2, “FOR” Proposals 3 and 4, and “AGAINST” Proposals 5 through 7.

1. Election of Directors

Nominees:

- 1a. James I. Cash, Jr.
- 1b. Timothy P. Flynn
- 1c. Carla A. Harris
- 1d. Thomas W. Horton
- 1e. Marissa A. Mayer
- 1f. C. Douglas McMillon
- 1g. Gregory B. Penner
- 1h. Steven S Reinemund
- 1i. Kevin Y. Systrom
- 1j. S. Robson Walton
- 1k. Steuart L. Walton

Company Proposals:

- 2. Advisory Vote on the Frequency of Future

Shareholder
Advisory
Votes to
Approve
Named
Executive
Officer
Compensation

3. Advisory Vote
to Approve
Named
Executive
Officer
Compensation

4. Ratification of
Ernst & Young
LLP as
Independent
Accountants

**Shareholder
Proposals:**

5. Request to
Adopt an
Independent
Chairman
Policy

6. Shareholder
Proxy Access

7. Request for
Independent
Director with
Environmental
Expertise

NOTE: Such other
business as may
properly come before
the meeting or any
adjournment thereof
will be voted on by
the proxy holders in
their discretion.

