

WAL MART STORES INC
Form 8-K
June 10, 2014

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 6, 2014

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 6, 2014 in Fayetteville, Arkansas. As of the close of business on April 11, 2014, the record date for the Meeting, there were 3,227,139,271 shares of the Company's common stock outstanding, with each share entitled to one vote. The holders of 2,902,066,150 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 fourteen persons nominated for election as directors as set forth in the Company's proxy statement dated April 23, 2014. 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 | 2,478,644,150 | 201,268,819 | 3,187,455 | 218,965,726 |
| James I. Cash, Jr. | 2,519,489,889 | 160,429,160 | 3,181,375 | 218,965,726 |
| Roger C. Corbett | 2,624,446,664 | 55,734,928 | 2,918,832 | 218,965,726 |
| Pamela J. Craig | 2,567,135,068 | 113,120,473 | 2,844,883 | 218,965,726 |
| Douglas N. Daft | 2,591,362,177 | 88,813,089 | 2,925,158 | 218,965,726 |
| Michael T. Duke | 2,325,989,165 | 353,524,508 | 3,586,751 | 218,965,726 |
| Timothy P. Flynn | 2,602,045,756 | 78,144,371 | 2,910,297 | 218,965,726 |
| Marissa A. Mayer | 2,623,632,615 | 56,634,211 | 2,833,598 | 218,965,726 |
| C. Douglas McMillon | 2,659,151,111 | 21,052,456 | 2,896,857 | 218,965,726 |
| Gregory B. Penner | 2,612,783,937 | 67,006,137 | 3,310,350 | 218,965,726 |
| Steven S Reinemund | 2,620,217,663 | 59,941,688 | 2,941,073 | 218,965,726 |
| Jim C. Walton | 2,613,088,147 | 66,868,817 | 3,143,460 | 218,965,726 |
| S. Robson Walton | 2,381,071,659 | 298,630,532 | 3,398,233 | 218,965,726 |
| Linda S. Wolf | 2,581,750,892 | 98,414,475 | 2,935,057 | 218,965,726 |

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, 2015. The votes on this proposal were as follows:

| For | Against | Abstain |
|---------------|-----------|-----------|
| 2,888,719,929 | 9,047,432 | 4,298,789 |

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 23, 2014. The votes on this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------------|-------------|-----------|------------------|
| 2,318,544,653 | 358,499,932 | 6,055,839 | 218,965,726 |

Shareholder Proposals

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 |
|-------------|---------------|-----------|------------------|
| 412,462,438 | 2,265,049,255 | 5,588,731 | 218,965,726 |

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 |
|-------------|---------------|-----------|------------------|
| 394,366,496 | 2,282,291,351 | 6,442,577 | 218,965,726 |

The Company's shareholders voted upon and rejected a shareholder proposal requesting an annual report on lobbying activities. The votes on this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 294,808,362 | 2,228,322,015 | 159,970,047 | 218,965,726 |

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 10, 2014

WAL-MART STORES, INC.

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