

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](http://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](http://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](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*                1-800-579-1639
- 3) *BY E-MAIL\*:*                      [sendmaterial@proxyvote.com](mailto: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](http://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.



