

WAL MART STORES INC  
Form 8-K  
June 12, 2013

**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 7, 2013**

**Wal-Mart Stores, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction

of Incorporation)

**001-06991**  
(Commission

File Number)

**71-0415188**  
(IRS Employer

Identification No.)

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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))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Shareholders Meeting of Wal-Mart Stores, Inc. (the Company) was held on June 7, 2013 in Fayetteville, Arkansas. At that 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 persons nominated for election as directors as set forth in the Company's proxy statement dated April 22, 2013. 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         | 2,666,740,023 | 132,680,243 | 7,929,067  | 214,228,498      |
| James I. Cash, Jr.      | 2,709,672,236 | 89,738,670  | 7,938,427  | 214,228,498      |
| Roger C. Corbett        | 2,776,830,977 | 21,049,353  | 9,469,003  | 214,228,498      |
| Douglas N. Daft         | 2,752,744,361 | 45,107,439  | 9,497,533  | 214,228,498      |
| Michael T. Duke         | 2,464,677,298 | 339,710,280 | 2,952,755  | 214,228,498      |
| Timothy P. Flynn        | 2,789,170,706 | 13,826,274  | 4,352,353  | 214,228,498      |
| Marissa A. Mayer        | 2,737,903,427 | 60,004,412  | 9,441,494  | 214,228,498      |
| Gregory B. Penner       | 2,722,512,525 | 75,316,524  | 9,520,284  | 214,228,498      |
| Steven S Reinemund      | 2,700,594,964 | 97,242,786  | 9,511,583  | 214,228,498      |
| H. Lee Scott, Jr.       | 2,570,730,341 | 233,694,316 | 2,924,676  | 214,228,498      |
| Jim C. Walton           | 2,700,469,536 | 97,485,845  | 9,393,952  | 214,228,498      |
| S. Robson Walton        | 2,516,164,096 | 281,694,606 | 9,490,631  | 214,228,498      |
| Christopher J. Williams | 2,456,453,720 | 342,405,931 | 8,489,682  | 214,228,498      |
| Linda S. Wolf           | 2,744,643,504 | 52,529,586  | 10,176,243 | 214,228,498      |

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

| For           | Against    | Abstain   |
|---------------|------------|-----------|
| 3,003,487,175 | 13,738,691 | 4,351,965 |

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, 2013. The votes on this proposal were as follows:

| For           | Against    | Abstain   | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| 2,762,651,665 | 38,590,628 | 6,107,040 | 214,228,498      |

*Approval of the Management Incentive Plan, as amended.* The Company's shareholders voted upon and approved the Company's Management Incentive Plan, as amended. The votes on this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|     |         |         |                  |

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2,771,681,018

31,198,352

4,469,963

214,228,498

**Shareholder Proposals**

The Company's shareholders voted upon and rejected a shareholder proposal regarding shareholders being permitted to call special shareholders meetings. The votes on this proposal were as follows:

|             |                |                | <b>Broker</b>    |
|-------------|----------------|----------------|------------------|
| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
| 489,839,669 | 2,310,945,221  | 6,564,443      | 214,228,498      |

The Company's shareholders voted upon and rejected a shareholder proposal regarding an equity retention policy applicable to senior executives. The votes on this proposal were as follows:

|             |                |                | <b>Broker</b>    |
|-------------|----------------|----------------|------------------|
| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
| 196,528,811 | 2,601,791,655  | 9,028,867      | 214,228,498      |

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:

|             |                |                | <b>Broker</b>    |
|-------------|----------------|----------------|------------------|
| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
| 403,835,404 | 2,397,663,195  | 5,850,734      | 214,228,498      |

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:

|             |                |                | <b>Broker</b>    |
|-------------|----------------|----------------|------------------|
| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
| 413,296,255 | 2,386,776,205  | 7,276,873      | 214,228,498      |

**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 12, 2013

WAL-MART STORES, INC.

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