

WAL MART STORES INC

FORM 8-K (Current report filing)

Filed 07/30/12 for the Period Ending 07/27/12

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| Address | 702 SOUTHWEST 8TH ST BENTONVILLE, AR 72716 |
| Telephone | 5012734000 |
| CIK | 0000104169 |
| Symbol | WMT |
| SIC Code | 5331 - Variety Stores |
| Industry | Retail (Department & Discount) |
| Sector | Services |
| Fiscal Year | 01/31 |

**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): July 27, 2012

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.)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 27, 2012, the Board of Directors (the “Board”) of Wal-Mart Stores, Inc. (“Walmart”) appointed Timothy P. Flynn as a director of Walmart. In addition, Mr. Flynn was appointed to the Audit Committee of the Board. There is no arrangement or understanding between Mr. Flynn and any other persons or entities pursuant to which Mr. Flynn was appointed as a director.

Upon his appointment to the Board, Mr. Flynn became entitled to a prorated portion of the non-management directors’ compensation for the term ending on the date of Walmart’s 2013 Annual Shareholders’ Meeting. The components of Walmart’s non-management director compensation were disclosed in Walmart’s proxy statement dated April 16, 2012 relating to the Annual Shareholders’ Meeting held on June 1, 2012. As part of his non-management director compensation, on July 27, 2012, Mr. Flynn received a prorated stock award in the amount of 1,988 shares of Walmart common stock. Mr. Flynn will also receive a prorated portion of the remaining \$60,000 of the annual retainer payable to non-management directors, which will be paid quarterly through the 2013 Annual Shareholders’ Meeting, and which he may elect to take in cash or Walmart common stock, defer in stock units, defer in an interest bearing account, or receive in any combination thereof.

A copy of the press release announcing Mr. Flynn’s appointment to the Board is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated July 30, 2012, announcing appointment of Timothy P. Flynn to the Board

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: July 30, 2012

WAL-MART STORES, INC.

By: /s/ Gordon Y. Allison

Gordon Y. Allison

Vice President and General Counsel, Corporate

EXHIBIT INDEX

Exhibit No.

Exhibit Name

99.1

Press Release dated July 30, 2012 announcing appointment of Timothy P. Flynn to the Board

**For Immediate Release****Media Relations Contact**

Randy Hargrove
800-331-0085

Investor Relations Contact

Carol Schumacher
479-277-1498

Walmart Board of Directors Adds Former KPMG International Chairman Tim Flynn

BENTONVILLE, Ark., July 30, 2012 — Wal-Mart Stores, Inc. (NYSE: WMT) today announced that its board of directors has appointed Timothy P. Flynn, retired chairman of KPMG International, as a new member of the company's board, effective immediately. Flynn became the seventeenth member of the board and will also serve as a member of the company's audit committee.

"Throughout his career, Tim has demonstrated a level of professionalism and personal integrity that is synonymous with our values at Walmart," said Walmart Chairman Rob Walton. "He's a talented leader whose global insights, strategic vision and expertise in business strategy and governance will be a valuable addition to our company. I look forward to working with Tim and seeing the significant contributions we know he will make."

"I have admired Walmart for years and have a deep appreciation for the principles and values of Sam Walton that still guide the company today," said Flynn. "Not only does Walmart have a strong and successful business model, it is also making a major impact by addressing social issues like environmental sustainability and access to healthier food. I am honored to become a part of all this and seeing where I can uniquely make a difference."

Flynn, 55, has extensive experience in risk management, financial services, financial reporting and accounting from his 32 years at KPMG International and its predecessors, serving as the company's international chairman from 2007 until his retirement in October 2011. In this role, he directed a global executive team responsible for the firm's management and operations, and managed a global board of senior partners responsible for the strategy, oversight and governance of the global network. He also served as chairman from 2005 to 2010 and chief executive officer from 2005 to 2008 of KPMG LLP, the U.S. and largest member firm of KPMG International.

Flynn holds a bachelors degree in accounting from the University of St. Thomas, St. Paul, Minn., and is a member of its board of trustees. He currently serves as a member of the board of directors of JPMorgan Chase & Co. He has previously served as a trustee of the Financial Accounting Standards Board, a member of the World Economic Forum's International Business Council, and was a founding member of The Prince of Wales' International Integrated Reporting Committee.

About Walmart

Wal-Mart Stores, Inc. (NYSE: WMT) serves customers and members more than 200 million times per week at 10,130 retail units under 69 different banners in 27 countries. With fiscal year 2012 sales of \$444 billion, Walmart employs about 2.2 million associates worldwide. Walmart continues to be a leader in sustainability, corporate philanthropy and employment opportunity. Additional information about Walmart can be found by visiting <http://walmartstores.com> and on Twitter at <http://twitter.com/walmart>. Online merchandise sales are available at <http://www.walmart.com> and <http://www.samsclub.com>.

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