

# DISTRIBUTION & SERVICE D&S SA

Filed by  
**WAL MART STORES INC**

**FORM CB/A**  
(Amended Tender Offer/Rights Offering Notification)

Filed 03/30/09

Telephone	0115622005000
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SIC Code	5331 - Variety Stores
Industry	Retail (Department & Discount)
Sector	Services
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form CB  
Amendment No. 9**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)   
Securities Act Rule 802 (Exchange Offer)   
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)   
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)   
Exchange Act Rule 14e-2(d) (Subject Company Response)

Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)

**Distribución y Servicio D&S S.A.**  
(Name of Subject Company)

**Not Applicable**  
(Translation of Subject Company's Name into English (if applicable))

**Republic of Chile**  
(Jurisdiction of Subject Company's Incorporation or Organization)

**Inversiones Australes Tres Limitada  
Wal-Mart Stores, Inc.**  
(Name of Person(s) Furnishing Form)

**American Depositary Shares**  
(Title of Class of Subject Securities)

**254753106**  
(CUSIP Number of Class of Securities)

**Shares of Common Stock**  
(Title of Class of Subject Securities)

**Not Applicable**  
(CUSIP Number of Class of Securities)

**Not Applicable**  
(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

**December 23, 2008**  
(Date Tender Offer Commenced)

**February 23, 2009**  
(Date Follow-on Tender Offer Commenced)

## PART I - INFORMATION SENT TO SECURITY HOLDERS

### Item 1. Home Jurisdiction Documents

The following documents are attached as exhibits to this Form:

<u>Exhibit Number</u>	<u>Description</u>
1.*	English translation of Chilean Prospectus dated December 23, 2008.
2.*	English translation of Chilean Notice of Commencement dated December 23, 2008.
2.1.#	English translation of Chilean Prospectus for follow-on tender offer dated February 23, 2009.
2.2.#	English translation of Chilean Notice of Commencement for follow-on tender offer dated February 23, 2009.
*	Previously furnished as Exhibits 2 and 3 to Form CB filed with the Securities and Exchange Commission on December 23, 2008.
#	Previously furnished as Exhibits 2.1 and 2.2 to Form CB Amendment No. 7 filed with the Securities and Exchange Commission on February 23, 2009.

### Item 2. Informational Legends

Not applicable.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

<u>Exhibit Number</u>	<u>Description</u>
3.**	Notice to U.S. Stockholders of Distribución y Servicio D&S S.A. (the "U.S. Supplement").
4.**	ADS Letter of Transmittal.
5.**	Form of Acceptance.
6.**	Summary newspaper advertisement published in <i>The Wall Street Journal</i> on December 23, 2008.
7.**	Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees.
8.***	English translation of response, dated January 2, 2009, by Mr. Felipe Ibáñez Scott, to a letter from the Superintendency of Securities and Insurance (the "SVS"), dated December 24, 2008.
9.***	English translation of newspaper advertisement published in <i>El Mercurio</i> , a Chilean newspaper, on January 5, 2009.
10.****	English translation of interview with representatives of IM Trust Corredores de Bolsa S.A. published by <i>El Mercurio</i> , a Chilean newspaper, on January 12, 2009.
11.*****	Agreement to Tender, dated as of December 19, 2008, by and among Inversiones Australes Tres Limitada and the parties listed on the signature pages thereto under the titles Stockholder Group I, Stockholder Group II, Stockholder Group III, Principal Stockholders and Guarantor, as published by the SVS on its website on January 16, 2009 ("Agreement to Tender").
12.*****	Stockholders' Agreement, dated as of December 19, 2008, by and among Inversiones Australes Tres Limitada and the parties listed on the signature pages thereto under the titles Stockholder Group I, Stockholder Group II and Principal Minority Stakeholders, as published by the SVS on its website on January 16, 2009 ("Stockholders' Agreement").
13.*****	Form of Offering Rights Agreement, to be entered into by Inversiones Australes Tres Limitada, Distribución y Servicio D&S S.A. and the parties listed on the signature pages thereto under the title Holders, as published by the SVS on its website on January 16, 2009 ("Form of Offering Rights Agreement").
14.*****	Form of Put Option Agreement, to be entered into by Inversiones Australes Tres Limitada and the parties listed on the signature pages thereto under the titles Optionor, Stockholder Group I, Stockholder Group II and Guarantor, as published by the SVS on its website on January 16, 2009 ("Form of Put Option Agreement").
15.*****	Summary of Agreement to Tender, Stockholders' Agreement, Form of Offering Rights Agreement and Form of Put Option Agreement.
16.†	Certain exhibits to the Stockholders' Agreement, as published by the SVS on its website on January 21, 2009.
17.††	Press release of Wal-Mart Stores, Inc. announcing tender offer results, published on January 23, 2009.
18.††	English translation of Chilean Notice of Results, published in Chile on January 25, 2009.
19.†††	Press release of Wal-Mart Stores, Inc. relating to New York Stock Exchange action regarding American Depositary Shares of Distribución y Servicio D&S S.A. and Wal-Mart follow-on tender offer.
20.††††	Notice to U.S. Stockholders of Distribución y Servicio D&S S.A. of the follow-on tender offer.
21.††††	ADS Letter of Transmittal for follow-on tender offer.

- 22.†††† Form of Acceptance for follow-on tender offer.
- 23.†††† Form of Letter to brokers, dealers, commercial banks, trust companies and other nominees in connection with follow-on tender offer.
- 24.†††† Press Release of Wal-Mart Stores, Inc. relating to follow-on tender offer.
- 25.††††† English translation of newspaper advertisement published in *La Tercera*, a Chilean newspaper, on March 10, 2009.
- 26.## English translation of Chilean Notice of Results, published in Chile on March 28, 2009.

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- \*\* Previously furnished as Exhibits 1, 4, 5, 6 and 7, respectively, to Form CB filed with the Securities and Exchange Commission on December 23, 2008.
- \*\*\* Previously furnished as Exhibits 8 and 9 to Form CB Amendment No. 1 filed with the Securities and Exchange Commission on January 5, 2009.
- \*\*\*\* Previously furnished as Exhibit 10 to Form CB Amendment No. 2 filed with the Securities and Exchange Commission on January 13, 2009.
- \*\*\*\*\* Previously furnished as Exhibits 11 through 15 to Form CB Amendment No. 3 filed with the Securities and Exchange Commission on January 16, 2009.
- † Previously furnished as Exhibit 16 to Form CB Amendment No. 4 filed with the Securities and Exchange Commission on January 21, 2009.
- †† Previously furnished as Exhibits 17 and 18 to Form CB Amendment No. 5 filed with the Securities and Exchange Commission on January 26, 2009.
- ††† Previously furnished as Exhibit 19 to Form CB Amendment No. 6 filed with the Securities and Exchange Commission on January 27, 2009.
- †††† Previously furnished as Exhibits 20 through 24 to Form CB Amendment No. 7 filed with the Securities and Exchange Commission on February 23, 2009.
- ††††† Previously furnished as Exhibit 25 to Form CB Amendment No. 8 filed with the Securities and Exchange Commission on March 10, 2009.
- ## Furnished herewith.

### **PART III - CONSENT TO SERVICE OF PROCESS**

On December 23, 2008, Inversiones Australes Tres Limitada filed with the Securities and Exchange Commission a written irrevocable consent and power of attorney on Form F-X.

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**PART VI - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Inversiones Australes Tres Limitada**

/s/ Gordon Y. Allison

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Name: Gordon Y. Allison

Title: Attorney-in-Fact

March 30, 2009

**Wal-Mart Stores, Inc.**

/s/ Gordon Y. Allison

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Name: Gordon Y. Allison

Title: Vice President and General Counsel -  
Corporate Division, and Assistant Secretary

March 30, 2009

NOTICE OF RESULTS  
OF PUBLIC OFFERING FOR  
THE PURCHASE OF SHARES  
of

DISTRIBUCIÓN Y SERVICIO D&S S.A.

by

INVERSIONES AUSTRALES TRES LIMITADA, subsidiary of  
WAL-MART STORES, INC.

Inversiones Australes Tres Limitada (the “Bidder”), in compliance with the provisions of Section 202 of Law No. 18,045 of the *Mercado de Valores* (the “Securities Market Law”) and with what is set forth in the *Norma de Carácter General* No. 104 of the *Superintendencia de Valores de Seguros* (the “SVS”), published in the newspapers *El Mercurio* and *La Tercera* on February 23, 2009 the notice of commencement (the “Notice of Commencement”) of a public offering for the purchase of the shares of the publicly-held company *Distribución y Servicio D&S S.A.* (“D&S”), registered with the Securities Registry of the SVS under No. 593. On the same date, the respective prospectus (the “Prospectus”) was made available to the interested parties.

Pursuant to the Notice of Commencement and the Prospectus, the Bidder offered to purchase 2,719,609,749 shares of D&S, representing 41.7118% of its share capital (the “Tender Offer”). Based on the terms of the Tender Offer, there was no pro-rata mechanism.

The Tender Offer was implemented in Chile. At the same time, the offer to purchase American Depositary Shares (“ADSs”) was made in the United States of America in reliance on the exemption from certain requirements of Regulation 14D and Regulation 14E of the U.S. Securities Exchange Act of 1934, as amended, provided by Rule 14d-1. Taking into account that the shares of D&S are traded on Latibex in Spain, the existence of the Tender Offer was communicated in such country to comply with local applicable rules.

The Tender Offer period extended from 00:00 hour on February 24, 2009 until 24:00 hour on March 25, 2009.

During the Tender Offer, the Bidder received tenders in Chile for an aggregate of 1,032,319,661 shares of D&S, and received tenders in the United States of America for an aggregate of 466,805 ADSs, equivalent to 28,008,300 shares of D&S (each ADS represents 60 shares of D&S).

The aggregate amount of tenders received in Chile and in the United States of America is 1,060,327,961 shares of D&S, representing 16.2627% of its share capital.

In compliance with the provisions of Section 212 of the Securities Market Law and with what is set forth in the *Norma de Carácter General* No. 104 of the SVS, the Bidder accepts

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and acquires 1,032,319,661 shares of D&S and 466,805 ADSs. As a result, and taking into account that the Bidder already held directly or indirectly (through the ADSs) 3,800,390,251 shares of D&S, representing 58.2882% of its share capital, the Bidder now holds directly or indirectly (through the ADSs) 4,860,718,212 shares of D&S, representing 74.5509% of its share capital.

The price per share of D&S and per ADS acquired by the Bidder shall be paid starting on April 2, 2009, in the terms and conditions set forth in the Notice of Commencement and the Prospectus. In respect of those tendering shareholders that opted to receive the price in *pesos*, local currency, as set forth in the Notice of Commencement and the Prospectus, the price of 0.408 dollars of the United States of America per share of D&S shall be converted into *pesos*, local currency, using the average of the exchange rate “Dólar Observado” published by the *Banco Central de Chile* in the *Diario Oficial de la República de Chile* on March 26, 27, 30, 31, and April 1 and 2, 2009.

INVERSIONES AUSTRALES TRES LIMITADA