

WAL MART STORES INC  
Form S-8 POS  
December 23, 2015

As filed with the Securities and Exchange Commission on December 22, 2015

Registration No. 333 60329  
Registration No. 333 128204

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
REGISTRATION STATEMENT ON FORM S-8 (Registration No. 333-60329)  
POST-EFFECTIVE AMENDMENT NO. 2 TO  
REGISTRATION STATEMENT ON FORM S-8 (Registration No. 333-128204)  
UNDER  
THE SECURITIES ACT OF 1933

WAL-MART STORES, INC.  
(Exact Name of Registrant as Specified in its Charter)  
Delaware 71-0415188  
(State of Incorporation) (I.R.S. Employer Identification No.)  
702 Southwest 8<sup>th</sup> Street  
Bentonville, Arkansas 72716  
(Address of Principal Executive Offices)

WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2015  
(formerly known as "Wal-Mart Stores, Inc. Stock Incentive Plan of 2010," "Wal-Mart Stores, Inc. Stock Incentive Plan of 2005" and "Wal-Mart Stores, Inc. Stock Incentive Plan of 1998")  
(Full Title of the Plan)

|   |   |
|---|---|
| Geoffrey W. Edwards<br>Senior Associate General Counsel<br>Wal-Mart Stores, Inc.<br>702 Southwest 8th Street<br>Bentonville, Arkansas 72716<br>(479) 273-4000 | With a Copy to:<br>Dudley W. Murrey<br>Andrews Kurth LLP<br>1717 Main Street<br>Suite 3700<br>Dallas, Texas 75201<br>(214) 659-4530 |
|---|---|

(Name, Address, and Telephone Number, including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large Accelerated Filer | <input checked="" type="checkbox"/> | Accelerated Filer         | <input type="checkbox"/> |
| Non-Accelerated Filer   | <input type="checkbox"/>            | Smaller Reporting Company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

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EXPLANATORY NOTE

Wal-Mart Stores, Inc. hereby amends its Registration Statements on Form S-8 (Registration No. 333-60329 and Registration No. 333-128204) by filing this Post-Effective Amendment No. 2 to such Registration Statements to reflect that the Wal-Mart Stores, Inc. Stock Incentive Plan of 2010 was amended, restated and renamed as the Wal-Mart Stores, Inc. Stock Incentive Plan of 2015, effective as of June 5, 2015, and to file a copy of the Wal-Mart Stores, Inc. Stock Incentive Plan of 2015, as amended and restated to date, and a new opinion as to the validity of the securities registered by such Registration Statements as exhibits to such Registration Statements. Effective as of June 4, 2010, the Wal-Mart Stores, Inc. Stock Incentive Plan of 2010 amended, restated and renamed the Wal-Mart Stores, Inc. Stock Incentive Plan of 2005, which itself amended, restated and renamed the Wal-Mart Stores, Inc. Stock Incentive Plan of 1998. No additional securities are being registered hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- +5.1 Opinion of Andrews Kurth LLP
- 23.1 Consent of Andrews Kurth LLP (contained in Exhibit 5.1 hereto)
- 24.1 Power of Attorney (incorporated by reference to the power of attorney appearing on the signature page of the registrant's Registration Statement on Form S-8 (Registration No. 333-168348))
- 99.1 Wal-Mart Stores, Inc. Stock Incentive Plan of 2015 (incorporated by reference to Appendix A to the registrant's Proxy Statement on Schedule 14A filed with the Commission on April 22, 2015)

+Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment no. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bentonville, State of Arkansas, on December 22, 2015.

WAL-MART STORES, INC.

By: /s/ Jeffrey J. Gearhart

Name: Jeffrey J. Gearhart

Title: Executive Vice President, Global Compliance and  
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 2 to the registration statement has been signed below by the following persons in the capacities indicated on the 22nd day of December, 2015.

| Signature  | Title   |
|--|---|
| Gregory B. Penner                                    | Chairman of the Board of Directors and Director                                       |
| /s/ C. Douglas McMillon<br>C. Douglas McMillon       | President, Chief Executive Officer and Director<br>(Principal Executive Officer)      |
| /s/ Charles M. Holley, Jr.<br>Charles M. Holley, Jr. | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) |
| /s/ Steven P. Whaley<br>Steven P. Whaley             | Senior Vice President and Controller (Principal<br>Accounting Officer)                |
| Aida M. Alvarez                                      | Director  |
| /s/ James I. Cash, Jr.*<br>James I. Cash, Jr., Ph.D. | Director  |
| /s/ Roger C. Corbett*<br>Roger C. Corbett            | Director  |

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| Signature  | Title    |
|--|----------|
| Pamela J. Craig  | Director |
| /s/ Michael T. Duke*<br>Michael T. Duke                              | Director |
| Timothy P. Flynn   | Director |
| Thomas W. Horton   | Director |
| Marissa A. Mayer   | Director |
| /s/ Steven S Reinemund*<br>Steven S Reinemund                        | Director |
| Kevin Y. Systrom   | Director |
| /s/ Jim C. Walton*<br>Jim C. Walton                                  | Director |
| /s/ S. Robson Walton*<br>S. Robson Walton                            | Director |
| /s/ Linda S. Wolf*<br>Linda S. Wolf                                  | Director |
| *By /s/ Jeffrey J. Gearhart<br>Jeffrey J. Gearhart, Attorney-in-Fact |          |

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INDEX TO EXHIBITS

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|----------------|--|
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| 99.1           | Wal-Mart Stores, Inc. Stock Incentive Plan of 2015 (incorporated by reference to Appendix A to the registrant's Proxy Statement on Schedule 14A filed with the Commission on April 22, 2015) |

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