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):
November 6, 2017

Wal-Mart Stores, Inc.
(Exact Name of Registrant as Specified in 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 8.01. Other Events.

On November 6, 2017, Wal-Mart Stores, Inc. (the “Company”), issued a press release (the “Press Release”) announcing the expiration and final results, as of such expiration, of the Company’s previously announced cash tender offer for outstanding notes of its series of 6.500% Notes due 2037, 6.200% Notes due 2038, 5.625% Notes due 2040, 5.625% Notes due 2041, 5.25% Notes due 2035, 5.000% Notes due 2040, 4.875% Notes due 2040, 4.750% Notes due 2043, 4.300% Notes due 2044, 4.000% Notes due 2043, 5.875% Notes due 2027, 4.125% Notes due 2019 and 3.625% Notes due 2020 (collectively, the “Securities”) (such cash tender offer, the “Tender Offer”). The Tender Offer expired by its terms at 11:59 p.m., New York City time, on November 3, 2017 (the “Expiration Date”), and all Securities validly tendered in the Tender Offer after the Early Participation Date, which was 5:00 p.m., New York City time, on October 20, 2017, but at or prior to the Expiration Date, will be purchased by Walmart on the Final Payment Date, which is November 6, 2017. A copy of the Press Release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following document is filed as an exhibit to this Current Report on Form 8-K:

99.1 PRESS RELEASE
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: November 6, 2017

WAL-MART STORES, INC.

By: /s/ Gordon Y. Allison

Gordon Y. Allison
Vice President and General Counsel, Corporate
Wal-Mart Stores, Inc. Announces Expiration and Final Results Of Its Cash Tender Offer

BENTONVILLE, Ark., November 6, 2017 -- Wal-Mart Stores, Inc. (NYSE: WMT) (“Walmart” or the “Company”) today announced the expiration and final results of its previously announced cash tender offer (the “Tender Offer”) of its 6.500% Notes due 2037, 6.200% Notes due 2038, 5.625% Notes due 2040, 5.625% Notes due 2041, 5.25% Notes due 2035, 5.000% Notes due 2040, 4.875% Notes due 2040, 4.750% Notes due 2043, 4.300% Notes due 2044, 4.000% Notes due 2043, 5.875% Notes due 2027, 4.125% Notes due 2019 and 3.625% Notes due 2020 (collectively, the “Securities”). The Tender Offer expired at 11:59 p.m., New York City time, on November 3, 2017 (such date and time, the “Expiration Date”).

As previously announced, at or prior to 5:00 p.m., New York City time, on October 20, 2017 (the “Early Participation Date”), Walmart received valid tenders of Securities with an aggregate principal amount of $5,449,291,000, which Securities were accepted for purchase and were purchased by Walmart in the Tender Offer on October 24, 2017. After the Early Participation Date and at or prior to the Expiration Date, Walmart received valid tenders of Securities with an aggregate principal amount of $4,177,000. All Securities validly tendered after the Early Participation Date, but at or prior to the Expiration Date, will be purchased by Walmart in the Tender Offer on the Final Payment Date, which is expected to be today, November 6, 2017, and the Securities so purchased will receive the applicable “Tender Offer Consideration” set forth in Table I below per $1,000 principal amount. In addition, the holders of the Securities purchased by Walmart in the Tender Offer on the Final Payment Date will receive accrued and unpaid interest on their purchased Securities from, and including, the most recent interest payment date prior to the Final Payment Date up to, but excluding, the Final Payment Date (“Accrued Interest”). Upon the payment for the Securities purchased in the Tender Offer on the Final Payment Date, Walmart will have paid aggregate consideration, excluding Accrued Interest, of $6,730,860,169 for all Securities purchased by it in the Tender Offer.

Table I below sets forth, among other things, the Tender Offer Consideration offered per $1,000 principal amount of Securities of each series validly tendered after the Early Participation Date, but at or prior to the Expiration Date, the aggregate principal amount of the Securities of each series that were validly tendered in the Tender Offer, the aggregate consideration that, as of the Final Payment Date, will have been paid for the Securities of each series purchased by Walmart in the Tender Offer, and the aggregate principal amount of Securities of each series that will remain outstanding after the purchase by Walmart of all validly tendered Securities in the Tender Offer.
Questions regarding the terms of the Tender Offer may be directed to Credit Suisse, Goldman Sachs, Wells Fargo Securities or the Information Agent at their addresses and telephone numbers set forth below:

**Credit Suisse Securities (USA) LLC**
Eleven Madison Avenue
New York, New York 10010
Toll-Free: (800) 820-1653
Collect: (212) 325-2476
Attn: Liability Management Group

**Goldman Sachs & Co. LLC**
200 West Street
New York, New York 10282
Toll-Free: (800) 828-3182
Collect: (212) 902-6595
Attn: Liability Management Group

**Wells Fargo Securities, LLC**
550 South Tryon Street, 5th Floor
Charlotte, North Carolina 28202
Toll-Free: (866) 309-6316
Collect: (704) 410-4760
Attn: Liability Management Group

This press release is for informational purposes only. The Tender Offer was made solely by means of the Offer to Purchase, dated October 6, 2017 (the “Offer to Purchase”), and the related Letter of Transmittal. Capitalized terms used in this announcement but not defined herein have the meanings given to them in the Offer to Purchase. This press release does not constitute an offer to purchase nor a solicitation of an offer to sell securities nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful.


Table I

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Security Identifiers</th>
<th>Applicable Maturity Date/Par Call Date</th>
<th>Acceptance Priority Level</th>
<th>Principal Amount Outstanding Prior to Tender Offer (millions)</th>
<th>Tender Offer Consideration (1)</th>
<th>Aggregate Principal Amount Tendered in Tender Offer</th>
<th>Aggregate Consideration that will have been Paid for All Securities Purchased (millions)</th>
<th>Principal Amount to be Outstanding After Tender Offer (millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.500% Notes due 2037</td>
<td>CUSIP: 931142CK7 ISIN: US931142CK74</td>
<td>August 15, 2037</td>
<td>1</td>
<td>$1,762</td>
<td>$1,391.68</td>
<td>$311,039,000</td>
<td>$442</td>
<td>$1,451</td>
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<td>6.200% Notes due 2038</td>
<td>CUSIP: 931142CM3 ISIN: US931142CM31</td>
<td>April 15, 2038</td>
<td>2</td>
<td>$1,822</td>
<td>$1,361.59</td>
<td>$709,742,000</td>
<td>$988</td>
<td>$1,113</td>
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<tr>
<td>5.625% Notes due 2040</td>
<td>CUSIP: 931142CS0 ISIN: US931142CS01</td>
<td>April 1, 2040</td>
<td>3</td>
<td>$1,250</td>
<td>$1,284.64</td>
<td>$382,319,000</td>
<td>$503</td>
<td>$868</td>
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<tr>
<td>6.500% Notes due 2041</td>
<td>CUSIP: 931142DB6 ISIN: US931142DB66</td>
<td>April 15, 2041</td>
<td>4</td>
<td>$2,000</td>
<td>$1,294.02</td>
<td>$679,713,000</td>
<td>$900</td>
<td>$1,320</td>
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<tr>
<td>5.250% Notes due 2035</td>
<td>CUSIP: 931142CB7 ISIN: US931142CB75</td>
<td>September 1, 2035</td>
<td>5</td>
<td>$2,500</td>
<td>$2,220.01</td>
<td>$407,297,000</td>
<td>$509</td>
<td>$2,093</td>
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<tr>
<td>5.000% Notes due 2040</td>
<td>CUSIP: 931142CY7 ISIN: US931142CY78</td>
<td>October 25, 2040</td>
<td>6</td>
<td>$1,250</td>
<td>$1,192.36</td>
<td>$605,143,000</td>
<td>$740</td>
<td>$645</td>
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<tr>
<td>4.875% Notes due 2040</td>
<td>CUSIP: 931142CV5 ISIN: US931142CV50</td>
<td>July 8, 2040</td>
<td>7</td>
<td>$750</td>
<td>$1,171.11</td>
<td>$276,997,000</td>
<td>$333</td>
<td>$473</td>
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<td>4.750% Notes due 2043</td>
<td>CUSIP: 931142DK6 ISIN: US931142DK65</td>
<td>October 2, 2043/ April 2, 2043</td>
<td>8</td>
<td>$750</td>
<td>$1,161.66</td>
<td>$317,440,000</td>
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<td>$433</td>
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<td>4.300% Notes due 2044</td>
<td>CUSIP: 931142DQ3 ISIN: US931142DQ36</td>
<td>April 22, 2044/ October 22, 2044</td>
<td>9</td>
<td>$1,000</td>
<td>$1,099.56</td>
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<td>4.000% Notes due 2043</td>
<td>CUSIP: 931142DG5 ISIN: US931142DG53</td>
<td>April 11, 2043/ October 11, 2042</td>
<td>10</td>
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<td>5.875% Notes due 2027</td>
<td>CUSIP: 931142CH4 ISIN: US931142CH46</td>
<td>April 5, 2027</td>
<td>11</td>
<td>$750</td>
<td>$1,226.71</td>
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<td>4.125% Notes due 2019</td>
<td>CUSIP: 931142CP6 ISIN: US931142CP61</td>
<td>February 1, 2019</td>
<td>12</td>
<td>$500</td>
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<td>3.625% Notes due 2020</td>
<td>CUSIP: 931142CU5 ISIN: US931142CU56</td>
<td>July 8, 2020</td>
<td>13</td>
<td>$1,500</td>
<td>$1,021.05</td>
<td>$660,506,000</td>
<td>$694</td>
<td>$839</td>
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</table>

(1) The Tender Offer Consideration being paid per $1,000 principal amount of Securities accepted for purchase by the Company and purchased on the Final Payment Date. Holders whose Securities are accepted for purchase will also receive Accrued Interest on such Securities.
Questions concerning tender procedures should be directed to the Information Agent.

**Global Bondholder Services Corporation**

65 Broadway, Suite 404  
New York, New York 10006  
Attention: Corporate Actions  
Email: contact@gbsc-usa.com  
http://www.gbsc-usa.com/Wal-Mart/

Banks and Brokers call: (212) 430-3774  
U.S. Toll-Free: (866) 924-2200  
International call: 001-212-430-3774

**About Walmart**

Wal-Mart Stores, Inc. (NYSE: WMT) helps people around the world save money and live better - anytime and anywhere - in retail stores, online, and through their mobile devices. Each week, over 260 million customers and members visit our more than 11,600 stores under 59 banners in 28 countries and e-commerce websites in 11 countries. With fiscal year 2017 revenue of $485.9 billion, Walmart employs approximately 2.3 million associates worldwide. Walmart continues to be a leader in sustainability, corporate philanthropy and employment opportunity.