

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):
August 8, 2016

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 72716-0215
(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 8.01. Other Events.

The attached press release discusses the agreement by Wal-Mart Stores, Inc. ("Walmart" or the "Company") to acquire Jet.com, Inc. Walmart considers the statements in the attached press release regarding the impact of this acquisition and the anticipated closing date to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Act"), that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by the Act. These forward-looking statements are subject to certain risks, uncertainties and other factors.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 - A copy of the Press Release referenced in Item 8.01 of this Form 8-K is included herewith as Exhibit 99.1.

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: August 8, 2016

WAL-MART STORES, INC.

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



Walmart Agrees to Acquire Jet.com, One of the Fastest Growing e-Commerce Companies in the U.S.

Deal Positions Walmart for Expanded e-Commerce Growth and Customer Reach

BENTONVILLE, Ark. and HOBOKEN, N.J. - (Aug. 8, 2016) Wal-Mart Stores, Inc. and Jet.com, Inc. today announced they have entered into a definitive agreement for Walmart to acquire Jet for approximately \$3 billion in cash, a portion of which will be paid over time. Additionally, \$300 million of Walmart shares will be paid over time as part of the transaction .

The acquisition will build on and complement the significant foundation already in place to serve customers across the Walmart app, site and stores and position the company for even faster e-commerce growth in the future by expanding customer reach and adding new capabilities. The acquisition, which is subject to regulatory approval, has been approved by the Boards of Directors for both companies and is expected to close this calendar year.

“We’re looking for ways to lower prices, broaden our assortment and offer the simplest, easiest shopping experience because that’s what our customers want,” said Doug McMillon, president and CEO, Wal-Mart Stores, Inc. “We believe the acquisition of Jet accelerates our progress across these priorities. Walmart.com will grow faster, the seamless shopping experience we’re pursuing will happen quicker, and we’ll enable the Jet brand to be even more successful in a shorter period of time. Our customers will win. It’s another jolt of entrepreneurial spirit being injected into Walmart.”

Jet is among the fastest growing and most innovative e-commerce companies in the U.S., with an experienced leadership team led by co-founder and CEO Marc Lore, together with fellow co-founders Mike Hanrahan and Nate Faust . Among other things, Lore previously co-founded and led Quidsi, the parent company of e-commerce sites Diapers.com, Soap.com and Wag.com. With the help of Faust and Hanrahan, Lore grew Quidsi into a prominent and successful business that was ultimately sold. The acquisition of Jet will infuse Walmart with fresh ideas and expertise, as well as an attractive brand with proven appeal, especially with Millennials, the first generation of true digital natives. Among other things, Jet has:

- Demonstrated ability to scale with speed, reaching \$1 billion in run-rate Gross Merchandise Value (GMV) and offering 12 million SKUs in its first year.
- A growing customer base of urban and millennial customers with more than 400,000 new shoppers added monthly and an average of 25,000 daily processed orders.
- Best-in-class technology that rewards customers in real time with savings on items that are bought and shipped together, thereby reducing the supply-chain and logistics costs often buried in the price of goods.
- A select group of more than 2,400 retailer and brand partners tailored to create an attractive and distinctive assortment for consumers.

“We started Jet with the vision of creating a new shopping experience,” Lore said. “Today, I couldn’t be more excited that we will be joining with Walmart to help fuel the realization of that vision. The combination of Walmart’s retail expertise, purchasing scale, sourcing capabilities, distribution footprint,

and digital assets - together with the team, technology and business we have built here at Jet - will allow us to deliver more value to customers.”

Walmart and Jet will maintain distinct brands, with Walmart.com focusing on delivering the company’s Everyday Low Price strategy, while Jet will continue to provide a unique and differentiated customer experience with curated assortment. Walmart and Jet will leverage innovative technology solutions from both companies to develop new offerings to help customers save time and money.

Walmart believes it will obtain the necessary regulatory approvals to complete the transaction and both companies intend to make all necessary filings in the near future.

As a reminder, Walmart will release its second quarter earnings on Thursday, Aug. 18, 2016.

Financial advisors to Walmart on this transaction were Allen & Company and J.P. Morgan Securities LLC.

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, nearly 260 million customers and members visit our 11,527 stores under 63 banners in 28 countries and e-commerce websites in 11 countries. With fiscal year 2016 revenue of \$482 billion, Walmart employs more than 2.3 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://corporate.walmart.com> on Facebook at <http://facebook.com/walmart> and on Twitter at <http://twitter.com/walmart>. Online merchandise sales are available at <http://www.walmart.com> and <http://www.samsclub.com>.

###

Investor Relations contact

Steve Schmitt (479) 258-7172

Media Relations contact

Randy Hargrove (800) 331-0085

Forward Looking Statements

The statements in this press release regarding the impact of this acquisition and the anticipated closing date are believed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended (the “Act”), that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by the Act. These forward-looking statements are subject to certain risks, uncertainties and other factors.