

**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):  
September 26, 2014

**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.**

Effective September 26, 2014, the Board of Directors (the "Board") of Wal-Mart Stores, Inc. ("Walmart") appointed Kevin Systrom as a director of Walmart. Mr. Systrom is also expected to serve on the Compensation, Nominating and Governance Committee and on the Technology and eCommerce Committee of the Board. There is no arrangement or understanding between Mr. Systrom and any other persons or entities pursuant to which Mr. Systrom was appointed as a director.

Upon his appointment to the Board, Mr. Systrom became entitled to a prorated portion of the non-management directors' compensation for the term ending on the date of Walmart's 2015 Annual Shareholders' Meeting. The components of Walmart's non-management director compensation were disclosed in Walmart's proxy statement dated April 23, 2014 relating to the Annual Shareholders' Meeting held on June 6, 2014. As part of his non-management director compensation, on September 26, 2014, Mr. Systrom received a prorated stock award in the amount of 1,586 shares of Walmart common stock. Mr. Systrom will also receive a prorated portion of the \$75,000 annual retainer payable to non-management directors, as well as a prorated portion of the additional \$15,000 annual retainer payable to non-management directors who serve on more than one standing committee of the Board. These annual retainers will be paid quarterly in arrears through the 2015 Annual Shareholders' Meeting, and Mr. Systrom may elect to receive these retainers 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. Systrom'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.**

(d) Exhibits

99.1 Press Release dated September 29, 2014, announcing appointment of Kevin Systrom 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: September 29, 2014

WAL-MART STORES, INC.

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

## EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Exhibit Name</u></b>
99.1	Press Release dated September 29, 2014, announcing appointment of Kevin Systrom to the Board

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

Randy Hargrove  
800-331-0085

**Investor Relations Contact**

Carol Schumacher  
479-277-1498

**Instagram CEO and Co-Founder Kevin Systrom Joins Walmart's Board of Directors**

BENTONVILLE, Ark., Sept. 29, 2014 -- Wal-Mart Stores, Inc. (NYSE: WMT) today announced that its Board of Directors has appointed Kevin Systrom, an entrepreneur, software engineer and co-founder of photo-sharing service Instagram, as a new member of the company's Board, effective Sept. 26. Systrom became the 15th member of the Board and will also serve as a member of the company's Technology and eCommerce Committee and its Compensation, Nominating and Governance Committee (CNGC).

"Kevin's entrepreneurial background and his technical and digital expertise will be invaluable as we further connect with customers and deploy new capabilities through e-commerce and mobile channels," said Walmart Chairman Rob Walton. "Walmart is investing in e-commerce capabilities through talent, technology and fulfillment. Kevin's passion and deep knowledge of social media align with our focus to engage customers through our digital and physical channels."

"Walmart has had a profound impact as a global leader in retail," Systrom said. "It's an honor to join the Walmart Board and have an opportunity to help provide more convenient and flexible ways for people to shop."

Systrom, 30, is best known as CEO and co-founder of Instagram, the photo-and-video sharing social networking service. Founded in 2010, Instagram was acquired by Facebook in August 2012. Systrom is currently CEO of Instagram, where he is responsible for its day-to-day operations and has overseen its growth to more than 200 million monthly active accounts.

A native of Massachusetts, Systrom holds a B.S. in management science and engineering from Stanford University. Since 2011, Systrom has consistently been ranked in lists such as *Fortune's* 40-under-40 and *TIME's* 100 most influential people.

**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, more than 250 million customers and members visit our 11,053 stores under 71 banners in 27 countries and e-commerce websites in 11 countries. With fiscal year 2014 sales of over \$473 billion, Walmart employs approximately 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://corporate.walmart.com> on Facebook at <http://facebook.com/walmart> and on Twitter at <http://twitter.com/walmart>.

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