

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)
December 22, 2020

Walmart Inc.

(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction of incorporation or
organization)

001-06991
(Commission File Number)

71-0415188
(I.R.S. Employer Identification No.)

702 S.W. 8th Street
Bentonville, AR 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.10 per share | WMT | NYSE |
| 1.900% Notes Due 2022 | WMT22 | NYSE |
| 2.550% Notes Due 2026 | WMT26 | NYSE |

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 7.01. Regulation FD Disclosure.

Earlier today, the United States Department of Justice filed a complaint against Walmart Inc. ("Walmart") regarding the dispensing and distribution of opioids in the United States. A copy of the Corporate Statement issued by Walmart in response to the complaint is furnished as Exhibit 99.1 to this report.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liability of that section and shall not be incorporated by reference into any filing or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 [Walmart Corporate Statement dated December 22, 2020 issued by Walmart Inc. related to a complaint filed by the United States Department of Justice.](#)
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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: December 22, 2020

WALMART INC.

By: /s/ Gordon Y. Allison
Name: Gordon Y. Allison
Title: Senior Vice President, Chief Counsel
Finance and Governance, Office of the
Corporate Secretary

Corporate Statement Issued by Walmart Inc. dated December 22, 2020

The Justice Department's investigation is tainted by historical ethics violations, and this lawsuit invents a legal theory that unlawfully forces pharmacists to come between patients and their doctors, and is riddled with factual inaccuracies and cherry-picked documents taken out of context. Blaming pharmacists for not second-guessing the very doctors DEA approved to prescribe opioids is a transparent attempt to shift blame from DEA's well-documented failures in keeping bad doctors from prescribing opioids in the first place.

In contrast to DEA's own failures, Walmart always empowered our pharmacists to refuse to fill problematic opioids prescriptions, and they refused to fill hundreds of thousands of such prescriptions. Walmart sent DEA tens of thousands of investigative leads, and we blocked thousands of questionable doctors from having their opioid prescriptions filled at our pharmacies.

By demanding pharmacists and pharmacies second-guess doctors, the Justice Department is putting pharmacists and pharmacies between a rock and a hard place with state health regulators who say they are already going too far in refusing to fill opioid prescriptions. Ultimately, patients are caught in the middle.

Walmart already sued the Department and DEA to stand up for our pharmacists, and we will keep defending our pharmacists as we fight this new lawsuit in court.