

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)
February 5, 2021 (February 4, 2021)

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.

Today, Walmart Inc. ("Walmart") issued a statement regarding a dismissal of its lawsuit against the U.S. Department of Justice and the U.S. Drug Enforcement Agency that was filed on October 22, 2020 in federal court in the Eastern District of Texas regarding the roles and responsibilities of pharmacists and pharmacies under the Controlled Substances Act. A copy of the statement 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 [Statement by Walmart Inc. with respect to the Lawsuit filed against the U.S. Department of Justice and the U.S. Drug Enforcement Agency \(DEA\) on October 22, 2020 in the Eastern District of Texas.](#)
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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: February 5, 2021

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

February 5, 2021

Statement by Walmart Inc. with respect to the Lawsuit filed against the U.S. Department of Justice and the U.S. Drug Enforcement Agency (DEA) on October 22, 2020 in the Eastern District of Texas

We brought this lawsuit because Walmart and our pharmacists are torn between demands from DEA on one side and federal health agencies and state regulators on the other, and patients are caught in the middle. The court's decision yesterday is purely procedural, based on when the federal government can be sued, and does not resolve the public health concerns raised in our case. We will appeal the court's ruling to seek clarity on the roles and legal responsibilities of pharmacists and pharmacies in filling opioid prescriptions written by DEA approved doctors. Our pharmacists and patients deserve better than the current patchwork of inconsistent, conflicting and contradictory demands from federal and state regulators.