

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 23, 2024

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	New York Stock Exchange
2.550% Notes due 2026	WMT26	New York Stock Exchange
1.050% Notes due 2026	WMT26A	New York Stock Exchange
1.500% Notes due 2028	WMT28C	New York Stock Exchange
4.875% Notes due 2029	WMT29B	New York Stock Exchange
5.750% Notes due 2030	WMT30B	New York Stock Exchange
1.800% Notes due 2031	WMT31A	New York Stock Exchange
5.625% Notes due 2034	WMT34	New York Stock Exchange
5.250% Notes due 2035	WMT35A	New York Stock Exchange
4.875% Notes due 2039	WMT39	New York Stock Exchange

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously announced, on January 30, 2024, the Board of Directors of Walmart Inc. (the “Company”) authorized a 3-for-1 forward split (the “Stock Split”) of its common stock, par value \$0.10 per share (the “Common Stock”), to be effected through the filing of a Certificate of Amendment to the Company’s Restated Certificate of Incorporation (the “Certificate of Amendment”). The Company filed the Certificate of Amendment after the close of trading on February 23, 2024, and it became effective upon acceptance of the filing by the Secretary of State of the State of Delaware (the “Effective Time”). The Certificate of Amendment effected the Stock Split and also proportionately increased the number of shares of authorized Common Stock from 11,000,000,000 to 33,000,000,000. Each holder of record of Common Stock as of the close of business on February 22, 2024 is expected receive two additional shares of Common Stock after the close of trading on February 23, 2024. The \$0.10 par value per share remains unchanged. Trading in the Common Stock is expected to commence on a split-adjusted basis on February 26, 2024. Based on 2,684,264,089 shares of Common Stock outstanding as of February 22, 2024, the Company calculates that there will be approximately 8,052,792,267 shares of Common Stock outstanding on February 23, 2024, after giving effect to the Stock Split, less any nominal amount of shares that may be repurchased on such date.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following documents are furnished as exhibits to this Current Report on Form 8-K:

3.1 [Certificate of Amendment to the Restated Certificate of Incorporation of the Company, effective February 23, 2024](#)

Exhibit 104 Cover Page Interactive Data File (formatted as Inline XBRL).

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 23, 2024

WALMART INC.

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

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
WALMART INC.**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

The name of the corporation is Walmart Inc. (the "Corporation"). The Corporation, duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That the Board of Directors of the Corporation duly adopted resolutions setting forth an Amendment of the Restated Certificate of Incorporation declaring that the first sentence of the Article thereof numbered "Fourth" be amended and restated so that said first sentence of Article Fourth shall read in its entirety as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty Three Billion, One Hundred Million (33,100,000,000) shares, of which Thirty Three Billion (33,000,000,000) shares shall be classified as Common Stock, of the par value of 10¢ per share (herein called "Common Stock"), and of which One Hundred Million (100,000,000) shares shall be classified as Preferred Stock of the par value of 10¢ per share (herein called "Preferred Stock").

2. That the Board of Directors of the Corporation duly adopted resolutions setting forth an Amendment of the Restated Certificate of Incorporation declaring that the following sentence be added after first sentence of Article Fourth:

Upon the filing and effectiveness of this Certificate of Amendment (the "Effective Time"), each share of Common Stock issued and outstanding, and each share of Common Stock held as treasury stock, in each case as of immediately prior to the Effective Time, shall automatically, without further action on the part of the Corporation or any holder of thereof, be subdivided and reclassified into three fully paid and nonassessable shares of Common Stock, reflecting a 3:1 stock split.

3. That the foregoing amendments to the Restated Certificate of Incorporation were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 23rd day of February, 2024.

WALMART INC.

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