

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 44)*

Walmart Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

931142103

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 931142103

1	Names of Reporting Persons WALTON S ROBSON
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 7,029,557.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 7,029,557.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,029,557.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.09 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: For additional information regarding rows 5 through 9, see Exhibit 1 and the footnotes thereto.

SCHEDULE 13G

CUSIP No.	931142103
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1	Names of Reporting Persons John T. Walton Estate Trust	
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	

	<input type="checkbox"/>
11	Percent of class represented by amount in row (9) 0 %
12	Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: For additional information regarding rows 5 through 9, see Exhibit 1 and the footnotes thereto.

SCHEDULE 13G

CUSIP No.	931142103
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1	Names of Reporting Persons Jim C. Walton	
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 31,521,372.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 31,521,372.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 31,521,372.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.39 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: For additional information regarding rows 5 through 9, see Exhibit 1 and the footnotes thereto.

SCHEDULE 13G

CUSIP No.	931142103
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1	Names of Reporting Persons Alice L. Walton	
2	Check the appropriate box if a member of a Group (see instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 20,245,740.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 20,245,740.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 20,245,740.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 0.25 %	
12	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: [For additional information regarding rows 5 through 9, see Exhibit 1 and the footnotes thereto.](#)

SCHEDULE 13G

Item 1.

- (a) Name of issuer:
[Walmart Inc.](#)
- (b) Address of issuer's principal executive offices:
[702 S.W. 8th Street, Bentonville, Arkansas, 72716](#)

Item 2.

- (a) Name of person filing:
[S. Robson Walton;](#)
[John T. Walton Estate Trust;](#)
[Jim C. Walton; and](#)
[Alice L. Walton](#)
- (b) Address or principal business office or, if none, residence:
[The principal business office of each person named in Item 2\(a\) above is P.O. Box 1860, Bentonville, Arkansas 72712.](#)
- (c) Citizenship:

Each individual filing this Schedule 13G is a citizen of the United States. The John T. Walton Estate Trust is subject to and governed by United States Federal and State laws.

(d) **Title of class of securities:**

[Common Stock](#)

(e) **CUSIP No.:**

[931142103](#)

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**
- (b) ☐ **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**
- (c) ☐ **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**
- (d) ☐ **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
- (e) ☐ **An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);**
- (f) ☐ **An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);**
- (g) ☐ **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
- (h) ☐ **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) ☐ **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
- (j) ☐ **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**
- (k) ☐ **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

Item 4. Ownership

(a) **Amount beneficially owned:**

[See Exhibit 1 hereto.](#)

(b) **Percent of class:**

[See Exhibit 1 hereto.](#) %

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

[See Exhibit 1 hereto.](#)

(ii) **Shared power to vote or to direct the vote:**

[See Exhibit 1 hereto.](#)

(iii) **Sole power to dispose or to direct the disposition of:**

[See Exhibit 1 hereto.](#)

(iv) **Shared power to dispose or to direct the disposition of:**

[See Exhibit 1 hereto.](#)

Item 5. Ownership of 5 Percent or Less of a Class.

☒ [Ownership of 5 percent or less of a class](#)

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered

under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

As a result of the events described in Exhibit 1 - Item 4 hereto, Walton Enterprises, LLC and Walton Family Holdings Trust have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares beneficially owned by each such entity.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Exhibit 1 - Item 8 hereto.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

See Exhibit 1 - Item 9 hereto.

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WALTON S ROBSON

Signature: /s/ S. Robson Walton

Name/Title: S. Robson Walton

Date: 01/31/2025

John T. Walton Estate Trust

Signature: /s/ S. Robson Walton

Name/Title: S. Robson Walton in his capacity as cotrustee of the John T. Walton Estate Trust

Date: 01/31/2025

Signature: /s/ Jim C. Walton

Name/Title: Jim C. Walton in his capacity as cotrustee of the John T. Walton Estate Trust

Date: 01/31/2025

Signature: /s/ Alice L. Walton

Name/Title: Alice L. Walton in her capacity as cotrustee of the John T. Walton Estate Trust

Date: 01/31/2025

Jim C. Walton

Signature: /s/ Jim C. Walton

Name/Title: Jim C. Walton

Date: 01/31/2025

Alice L. Walton

Signature: /s/ Alice L. Walton

Name/Title: Alice L. Walton

Date: 01/31/2025

Exhibit Information

Exhibit 1 - Additional Information

Item 4

Prior to December 18, 2024, Alice L. Walton, Jim C. Walton, S. Robson Walton, and the John T. Walton Estate Trust (of which Alice L. Walton, Jim C. Walton, and S. Robson Walton were the trustees) were the managing members of Walton Enterprises, LLC (“Walton Enterprises”), and Alice L. Walton, Jim C. Walton, and S. Robson Walton were the trustees of Walton Family Holdings Trust (“WFHT”) and jointly filed beneficial ownership reports on Schedule 13G with respect to the common stock (the “Common Stock”), \$0.10 par value per share, of Walmart Inc. (the “Issuer”), a Delaware corporation. With respect to Walton Enterprises, voting and dispositive power over all of the Common Stock held thereby was and is exercised by the managing members thereof. With respect to WFHT, voting and dispositive power over all of the Common Stock held thereby was exercised by the trustees thereof. As of December 17, 2024, Walton Enterprises held 3,002,673,393 shares of Common Stock and the Walton Family Holdings Trust held 603,989,702 shares of Common Stock.

On December 18, 2024:

- S. Robson Walton’s managing membership interests in Walton Enterprises were transferred, for no consideration, to WELLCO Mgmt Trust #1, an irrevocable trust of which Carrie Walton Penner, Benjamin S. Walton, S. Robson Walton, and Samuel R. Walton are trustees and of which S. Robson Walton is sole current beneficiary;
- Jim C. Walton’s managing membership interests in Walton Enterprises were transferred, for no consideration, to WELLCO Mgmt Trust #2, an irrevocable trust of which Alice Proietti, James M. Walton, Jim C. Walton, Steuart L. Walton, and Thomas L. Walton are trustees and of which Jim C. Walton is sole current beneficiary;
- Alice L. Walton’s managing membership interests in Walton Enterprises were transferred, for no consideration, to WELLCO Mgmt Trust #3, an irrevocable trust of which Alice L. Walton is trustee and current beneficiary;
- The John T. Walton Estate Trust was amended to become WELLCO Mgmt Trust #4, an irrevocable trust of which Lukas T. Walton is trustee and current beneficiary; and
- Carrie Walton Penner, Alice Proietti, Benjamin S. Walton, James M. Walton, Lukas T. Walton, Samuel R. Walton, Steuart L. Walton, and Thomas L. Walton became additional trustees of WFHT (and, along with Alice L. Walton, Jim C. Walton, and S. Robson Walton, the “WFHT Trustees”).

As a result of these events, WELLCO Mgmt Trust #1, WELLCO Mgmt Trust #2, WELLCO Mgmt Trust #3, and WELLCO Mgmt Trust #4 are the managing members of Walton Enterprises and the WFHT Trustees are the trustees of WFHT. WFHT has also granted Walton Enterprises an irrevocable proxy to vote its shares of Common Stock. The managing members of Walton Enterprises act by majority vote with respect to voting and investment power over shares of Common Stock held by Walton Enterprises. The WFHT Trustees act by majority vote with respect to investment power over shares of Common Stock held by WFHT.

As of December 18, 2024, Walton Enterprises held 3,002,673,393 shares of Common Stock and the Walton Family Holdings Trust held 603,989,702 shares of Common Stock. On December 19, 2024, Walton Enterprises and WFHT filed a beneficial ownership report on Schedule 13D with respect to the Common Stock of the Issuer.

Due to the events described above, as of December 18, 2024, Alice L. Walton, Jim C. Walton, S. Robson Walton, and the John T. Walton Estate Trust ceased, to the extent of his, her or its ownership, to beneficially own the shares of Common Stock held by Walton Enterprises and WFHT, as applicable, and are filing this beneficial ownership report on Schedule 13G to report a material change in beneficial ownership, the dissolution of their group (as described in Exhibit 1 – Item 9 below), and that, as of December 31, 2024, each reporting person had ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer for Section 13 purposes. The beneficial ownership of Alice L. Walton, Jim C. Walton, S. Robson Walton, and the John T. Walton Estate Trust as of December 31, 2024 is set forth in the table below.

In the following table, each reference to the percentage of Common Stock beneficially owned by a reporting person is calculated using the 8,033,386,215 shares of Common Stock outstanding on December 4, 2024, as shown by the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 31, 2024, filed on December 6, 2024.

Reporting Person <u>1</u> /	Aggregate Number of Shares of Common Stock Beneficially Owned	Percentage Outstanding Common Stock	Number of Shares of Common Stock as to Which Reporting Person has			
			Sole Power to Vote	Shared Power to Vote	Sole Power to Dispose	Shared Power to Dispose
S. Robson Walton	7,029,557	0.09%	7,029,557	0	7,029,557	0
John T. Walton Estate Trust	0	0%	0	0	0	0
Jim C. Walton	31,521,372	0.39%	31,521,372	0	31,521,372	0
Alice L. Walton	20,245,740	0.25%	20,245,740	0	20,245,740	0

1 / For each reporting person, consists of shares directly held by such person.

Item 8

Prior to the dissolution of the group on December 18, 2024 as described in Exhibit 1 – Item 9 below, the group consisted of S. Robson Walton, Jim C. Walton, Alice L. Walton, and the John T. Walton Estate Trust.

Item 9

On December 18, 2024, the group, which had consisted of S. Robson Walton, Jim C. Walton, Alice L. Walton, and the John T. Walton Estate Trust, was dissolved as a result of the events set forth in Exhibit 1 – Item 4 above. All further filings with respect to transactions in the Issuer’s Common Stock will be filed, if required, by members of the group, in their individual capacity.
