

WAL MART STORES INC  
Form 8-A12B  
April 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12 (b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**WAL-MART STORES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware** **71-0415188**  
**(State of incorporation or organization)** **(I.R.S. Employer Identification Number)**  
**702 S.W. 8th Street**

**Bentonville, Arkansas 72716**

**(Address of principal executive offices and zip code)**

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

<b>Title of each class to be so registered:</b>	<b>Name of each exchange on which each class is to be registered:</b>
<b>1.900% Notes Due 2022</b>	<b>New York Stock Exchange</b>
<b>2.550% Notes Due 2026</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

**Securities Act registration statement file number to which this form relates:**

**333-178706**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

---

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**
**Item 1. Description of Registrant's Securities To Be Registered.**

The securities to be registered hereby are the series of 1.900% Notes Due 2022 (the 2022 Notes ) and the series of 2.550% Notes Due 2026 (the 2026 Notes ) of Wal-Mart Stores, Inc., a Delaware corporation (the Company ). A description of the 2022 Notes and the 2026 Notes is contained under the heading Description of the Debt Securities in the prospectus dated December 22, 2011, which forms a part of the Company's Registration Statement on Form S-3ASR, Registration No. 333-178706, which registration statement was originally filed with the Securities and Exchange Commission (the Commission ) on December 22, 2011, pursuant to the Securities Act of 1933, as amended (the Securities Act ), and contained under the heading Description of the Notes in the Registrant's Prospectus Supplement, dated April 1, 2014, to the Prospectus contained in the Registration Statement and filed pursuant to Rule 424(b) under the Securities Act on April 2, 2014 are incorporated by reference herein.

**Item 2. Exhibits.**

The following exhibits to this Form 8-A are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission, or filed herewith, in each case, to the extent disclosed below.

<b>Exhibit No.</b>	<b>Exhibit</b>
------------------------	----------------

- |       |   |
|-------|---|
| 4(a)  | Indenture, dated as of July 19, 2005, between the Registrant and The Bank of New York Mellon, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, is incorporated herein by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-3 (File No. 333-126512).   |
| 4(b)  | First Supplemental Indenture, dated as of December 1, 2006, between the Registrant and The Bank of New York Trust Company, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, under the Indenture, dated as of July 19, 2005, is incorporated herein by reference to Exhibit 4.6 to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-3ASR (File No. 333-130569). |
| 4(c)* | Series Terms Certificate Pursuant to Section 3.01 of the Indenture Relating to 1.900% Notes Due 2022 of the Registrant.   |
| 4(d)* | Series Terms Certificate Pursuant to Section 3.01 of the Indenture Relating to 2.550% Notes Due 2026 of the Registrant.   |
| 4(e)* | Form of Global Note to represent the 1.900% Notes Due 2022 of the Registrant.   |
| 4(f)* | Form of Global Note to represent the 2.550% Notes Due 2026 of the Registrant.   |

\* Filed herewith as an Exhibit.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**WAL-MART STORES, INC.**

By: /s/ Steven R. Zielske  
Steven R. Zielske  
Senior Vice President, Finance & Capital Markets

Date: April 2, 2014

**EXHIBIT INDEX**

**Exhibit  
No.**

**Exhibit**

- 4(a) Indenture, dated as of July 19, 2005, between the Registrant and The Bank of New York Mellon, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, is incorporated herein by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-3 (File No. 333-126512).
- 4(b) First Supplemental Indenture, dated as of December 1, 2006, between the Registrant and The Bank of New York Trust Company, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, under the Indenture, dated as of July 19, 2005, is incorporated herein by reference to Exhibit 4.6 to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form S-3ASR (File No. 333-130569).
- 4(c)\* Series Terms Certificate Pursuant to Section 3.01 of the Indenture Relating to 1.900% Notes Due 2022 of the Registrant.
- 4(d)\* Series Terms Certificate Pursuant to Section 3.01 of the Indenture Relating to 2.550% Notes Due 2026 of the Registrant.
- 4(e)\* Form of Global Note to represent the 1.900% Notes Due 2022 of the Registrant.
- 4(f)\* Form of Global Note to represent the 2.550% Notes Due 2026 of the Registrant.

\* Filed herewith as an Exhibit.