

WAL MART STORES INC

Form 10-Q

June 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended April 30, 2016.

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-6991

WAL-MART STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware 71-0415188

(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

702 S.W. 8th Street

Bentonville, Arkansas

72716

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (479) 273-4000

Former name, former address and former fiscal year, if changed since last report: N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  Smaller Reporting Company

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The registrant had 3,116,646,721 shares of common stock outstanding as of June 1, 2016.

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Form 10-Q  
For the Quarterly Period Ended April 30, 2016

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

Wal-Mart Stores, Inc.

Condensed Consolidated Statements of Income  
(Unaudited)

| (Amounts in millions, except per share data)                    | Three Months Ended |           |
|---|--------------------|-----------|
|   | April 30,          |           |
|   | 2016               | 2015      |
| Revenues:   |                    |           |
| Net sales   | \$114,986          | \$114,002 |
| Membership and other income                                     | 918                | 824       |
| Total revenues  | 115,904            | 114,826   |
| Costs and expenses:   |                    |           |
| Cost of sales   | 86,544             | 86,483    |
| Operating, selling, general and administrative expenses         | 24,085             | 22,663    |
| Operating income  | 5,275              | 5,680     |
| Interest:   |                    |           |
| Debt  | 499                | 523       |
| Capital lease and financing obligations                         | 86                 | 320       |
| Interest income   | (24                | ) (19     |
| Interest, net   | 561                | 824       |
| Income before income taxes                                      | 4,714              | 4,856     |
| Provision for income taxes                                      | 1,498              | 1,573     |
| Consolidated net income   | 3,216              | 3,283     |
| Consolidated net income attributable to noncontrolling interest | (137               | ) 58      |
| Consolidated net income attributable to Walmart                 | \$3,079            | \$3,341   |
| Net income per common share:                                    |                    |           |
| Basic net income per common share attributable to Walmart       | \$0.98             | \$1.03    |
| Diluted net income per common share attributable to Walmart     | 0.98               | 1.03      |
| Weighted-average common shares outstanding:                     |                    |           |
| Basic   | 3,144              | 3,231     |
| Diluted   | 3,154              | 3,243     |
| Dividends declared per common share                             | \$2.00             | \$1.96    |
| See accompanying notes.   |                    |           |

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Wal-Mart Stores, Inc.

Condensed Consolidated Statements of Comprehensive Income

(Unaudited)

|  | Three Months<br>Ended April 30, |          |
|--|---------------------------------|----------|
|  | 2016                            | 2015     |
| (Amounts in millions)  |                                 |          |
| Consolidated net income  | \$3,216                         | \$3,283  |
| Less consolidated net income attributable to nonredeemable noncontrolling interest           | (137 )                          | 58       |
| Consolidated net income attributable to Walmart  | 3,079                           | 3,341    |
| Other comprehensive income (loss), net of income taxes                                       |                                 |          |
| Currency translation and other   | 621                             | (1,684 ) |
| Net investment hedges  | (78 )                           | (64 )    |
| Cash flow hedges   | 143                             | 120      |
| Minimum pension liability  | (99 )                           | 70       |
| Other comprehensive income (loss), net of income taxes                                       | 587                             | (1,558 ) |
| Less other comprehensive income (loss) attributable to nonredeemable noncontrolling interest | 15                              | 131      |
| Other comprehensive income (loss) attributable to Walmart                                    | 602                             | (1,427 ) |
| Comprehensive income, net of income taxes  | 3,803                           | 1,725    |
| Less comprehensive income (loss) attributable to nonredeemable noncontrolling interest       | (122 )                          | 189      |
| Comprehensive income attributable to Walmart   | \$3,681                         | \$1,914  |
| See accompanying notes.  |                                 |          |

Table of ContentsWal-Mart Stores, Inc.  
Condensed Consolidated Balance Sheets  
(Unaudited)

| (Amounts in millions)                                       | April 30,<br>2016 | January<br>31,<br>2016 | April 30,<br>2015 |
|---|-------------------|------------------------|-------------------|
| <b>ASSETS</b>   |                   |                        |                   |
| Current assets:   |                   |                        |                   |
| Cash and cash equivalents                                   | \$7,597           | \$8,705                | \$7,759           |
| Receivables, net  | 5,187             | 5,624                  | 5,813             |
| Inventories   | 44,513            | 44,469                 | 46,310            |
| Prepaid expenses and other                                  | 1,800             | 1,441                  | 2,251             |
| Total current assets  | 59,097            | 60,239                 | 62,133            |
| Property and equipment:                                     |                   |                        |                   |
| Property and equipment                                      | 178,296           | 176,958                | 176,403           |
| Less accumulated depreciation                               | (68,509 )         | (66,787 )              | (64,252 )         |
| Property and equipment, net                                 | 109,787           | 110,171                | 112,151           |
| Property under capital lease and financing obligations:     |                   |                        |                   |
| Property under capital lease and financing obligations      | 11,667            | 11,096                 | 7,090             |
| Less accumulated amortization                               | (4,960 )          | (4,751 )               | (3,556 )          |
| Property under capital lease and financing obligations, net | 6,707             | 6,345                  | 3,534             |
| Goodwill  | 16,751            | 16,695                 | 17,531            |
| Other assets and deferred charges                           | 6,363             | 6,131                  | 5,398             |
| Total assets  | \$198,705         | \$199,581              | \$200,747         |
| <b>LIABILITIES AND EQUITY</b>                               |                   |                        |                   |
| Current liabilities:  |                   |                        |                   |
| Short-term borrowings                                       | \$3,813           | \$2,708                | \$799             |
| Accounts payable  | 37,997            | 38,487                 | 37,224            |
| Dividends payable   | 4,723             | —                      | 4,741             |
| Accrued liabilities   | 19,605            | 19,607                 | 18,685            |
| Accrued income taxes  | 1,328             | 521                    | 1,707             |
| Long-term debt due within one year                          | 2,257             | 2,745                  | 6,041             |
| Capital lease and financing obligations due within one year | 559               | 551                    | 427               |
| Total current liabilities                                   | 70,282            | 64,619                 | 69,624            |
| Long-term debt  | 37,151            | 38,214                 | 38,867            |
| Long-term capital lease and financing obligations           | 6,242             | 5,816                  | 4,097             |
| Deferred income taxes and other                             | 7,272             | 7,321                  | 8,169             |
| Commitments and contingencies                               |                   |                        |                   |
| Equity:   |                   |                        |                   |
| Common stock  | 313               | 317                    | 323               |
| Capital in excess of par value                              | 1,720             | 1,805                  | 2,354             |
| Retained earnings   | 84,145            | 90,021                 | 82,492            |
| Accumulated other comprehensive loss                        | (10,995 )         | (11,597 )              | (8,595 )          |
| Total Walmart shareholders' equity                          | 75,183            | 80,546                 | 76,574            |

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|                                       |           |           |           |
|---------------------------------------|-----------|-----------|-----------|
| Nonredeemable noncontrolling interest | 2,575     | 3,065     | 3,416     |
| Total equity                          | 77,758    | 83,611    | 79,990    |
| Total liabilities and equity          | \$198,705 | \$199,581 | \$200,747 |
| See accompanying notes.               |           |           |           |

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Condensed Consolidated Statement of Shareholders' Equity  
(Unaudited)

| (Amounts in millions)                             | Common Stock |        | Capital in Excess of Par Value | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total Shareholders' Equity | Noncontrolling Interest | Total Equity |
|---|--------------|--------|--------------------------------|-------------------|---|----------------------------|-------------------------|--------------|
|   | Shares       | Amount | Par Value                      | Earnings          | (Loss)  | Equity                     | Interest                | Equity       |
| Balances as of February 1, 2016                   | 3,162        | \$ 317 | \$ 1,805                       | \$90,021          | \$ (11,597 )                                  | \$ 80,546                  | \$ 3,065                | \$83,611     |
| Consolidated net income                           | —            | —      | —                              | 3,079             | —   | 3,079                      | 137                     | 3,216        |
| Other comprehensive income, net of income taxes   | —            | —      | —                              | —                 | 602   | 602                        | (15 )                   | 587          |
| Cash dividends declared (\$2.00 per share)        | —            | —      | —                              | (6,291 )          | —   | (6,291 )                   | —                       | (6,291 )     |
| Purchase of Company stock                         | (40 )        | (4 )   | (53 )                          | (2,659 )          | —   | (2,716 )                   | —                       | (2,716 )     |
| Cash dividend declared to noncontrolling interest | —            | —      | —                              | —                 | —   | —                          | (519 )                  | (519 )       |
| Other   | 3            | —      | (32 )                          | (5 )              | —   | (37 )                      | (93 )                   | (130 )       |
| Balances as of April 30, 2016                     | 3,125        | \$ 313 | \$ 1,720                       | \$84,145          | \$ (10,995 )                                  | \$ 75,183                  | \$ 2,575                | \$77,758     |

See accompanying notes.

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Wal-Mart Stores, Inc.

Condensed Consolidated Statements of Cash Flows  
(Unaudited)

|  | Three Months<br>Ended April 30, |          |
|--|---------------------------------|----------|
|  | 2016                            | 2015     |
| (Amounts in millions)  |                                 |          |
| Cash flows from operating activities:  |                                 |          |
| Consolidated net income  | \$3,216                         | \$3,283  |
| Adjustments to reconcile consolidated net income to net cash provided by operating activities: |                                 |          |
| Depreciation and amortization  | 2,388                           | 2,319    |
| Deferred income taxes  | (122 )                          | (159 )   |
| Other operating activities   | (33 )                           | 239      |
| Changes in certain assets and liabilities, net of effects of acquisitions:                     |                                 |          |
| Receivables, net   | 494                             | 782      |
| Inventories  | 264                             | (1,475 ) |
| Accounts payable   | (234 )                          | (319 )   |
| Accrued liabilities  | (590 )                          | (919 )   |
| Accrued income taxes   | 810                             | 695      |
| Net cash provided by operating activities  | 6,193                           | 4,446    |
| Cash flows from investing activities:  |                                 |          |
| Payments for property and equipment  | (2,209 )                        | (2,203 ) |
| Proceeds from the disposal of property and equipment   | 89                              | 68       |
| Other investing activities   | 1                               | 22       |
| Net cash used in investing activities  | (2,119 )                        | (2,113 ) |
| Cash flows from financing activities:  |                                 |          |
| Net change in short-term borrowings  | 1,065                           | (741 )   |
| Proceeds from issuance of long-term debt   | 127                             | 43       |
| Payments of long-term debt   | (2,013 )                        | (915 )   |
| Dividends paid   | (1,573 )                        | (1,579 ) |
| Purchase of Company stock  | (2,735 )                        | (280 )   |
| Dividends paid to noncontrolling interest  | (57 )                           | (69 )    |
| Purchase of noncontrolling interest  | (126 )                          | (70 )    |
| Other financing activities   | (120 )                          | (84 )    |
| Net cash used in financing activities  | (5,432 )                        | (3,695 ) |
| Effect of exchange rates on cash and cash equivalents  | 250                             | (14 )    |
| Net increase (decrease) in cash and cash equivalents   | (1,108 )                        | (1,376 ) |
| Cash and cash equivalents at beginning of year   | 8,705                           | 9,135    |
| Cash and cash equivalents at end of period   | \$7,597                         | \$7,759  |
| See accompanying notes.  |                                 |          |



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Wal-Mart Stores, Inc.

Notes to Condensed Consolidated Financial Statements

Note 1. Accounting Policies

Basis of Presentation

The Condensed Consolidated Financial Statements of Wal-Mart Stores, Inc. and its subsidiaries ("Walmart" or the "Company") and the accompanying notes included in this Quarterly Report on Form 10-Q are unaudited. In the opinion of management, all adjustments necessary for the fair presentation of the Condensed Consolidated Financial Statements have been included. Such adjustments are of a normal, recurring nature. The Condensed Consolidated Financial Statements, and the accompanying notes, are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and do not contain certain information included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2016. Therefore, the interim Condensed Consolidated Financial Statements should be read in conjunction with that Annual Report on Form 10-K.

The Company's Condensed Consolidated Financial Statements are based on a fiscal year ending on January 31 for the United States ("U.S.") and Canadian operations. The Company consolidates all other operations generally using a one-month lag and based on a calendar year. There were no significant intervening events during the month of April 2016 related to the operations consolidated using a lag that materially affected the Condensed Consolidated Financial Statements.

The Company's business is seasonal to a certain extent due to calendar events and national and religious holidays, as well as weather patterns. Historically, the Company's highest sales volume and operating income have occurred in the fiscal quarter ending January 31.

Receivables

Receivables are stated at their carrying values, net of a reserve for doubtful accounts. Receivables consist primarily of amounts due from:

- insurance companies resulting from pharmacy sales;
- banks for customer credit and debit cards and electronic bank transfers that take in excess of seven days to process;
- consumer financing programs in certain international operations;
- suppliers for marketing or incentive programs; and
- real estate transactions.

The Walmart International segment offers a limited number of consumer credit products, primarily through its financial institutions in select countries. The receivable balance from consumer credit products was \$1.1 billion, net of a reserve for doubtful accounts of \$78 million at April 30, 2016, compared to a receivable balance of \$1.0 billion, net of a reserve for doubtful accounts of \$70 million at January 31, 2016. These balances are included in receivables, net, in the Company's Condensed Consolidated Balance Sheets.

Inventories

The Company values inventories at the lower of cost or market as determined primarily by the retail inventory method of accounting, using the last-in, first-out ("LIFO") method for substantially all of the Walmart U.S. segment's inventories. The inventory at the Walmart International segment is valued primarily by the retail inventory method of accounting, using the first-in, first-out ("FIFO") method. The retail inventory method of accounting results in inventory being valued at the lower of cost or market, since permanent markdowns are immediately recorded as a reduction of the retail value of inventory. The inventory at the Sam's Club segment is valued based on the weighted-average cost using the LIFO method. At April 30, 2016 and January 31, 2016, the Company's inventories valued at LIFO approximated those inventories as if they were valued at FIFO.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In August 2015, FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, which deferred the effective date of ASU 2014-09 to reporting periods beginning after December 15,

2017, with early adoption permitted for reporting periods beginning after December 15, 2016. Subsequently, FASB issued ASUs in 2016 containing implementation guidance related to ASU 2014-09, including: ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations; ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing, which is intended to clarify two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance; and ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients, which contains certain provision and

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practical expedients in response to identified implementation issues. The Company is planning to adopt ASU 2014-09 and related ASUs on February 1, 2018. Companies may use either a full retrospective or a modified retrospective approach to adopt these ASUs. Management is currently evaluating these ASUs, including which transition approach to use, but does not expect these ASUs to materially impact the Company's consolidated net income, financial position or cash flows.

In February 2016, FASB issued ASU 2016-02, Leases (Topic 842). FASB issued ASU 2016-02 to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Certain qualitative and quantitative disclosures are required, as well as a retrospective recognition and measurement of impacted leases. The new ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. Management is currently evaluating this ASU to determine its impact on the Company's consolidated net income, financial position, cash flows and disclosures.

## Note 2. Net Income Per Common Share

Basic income per common share attributable to Walmart is based on the weighted-average common shares outstanding during the relevant period. Diluted income per common share attributable to Walmart is based on the weighted-average common shares outstanding during the relevant period adjusted for the dilutive effect of share-based awards. The Company did not have significant share-based awards outstanding that were antidilutive and not included in the calculation of diluted income per common share attributable to Walmart for the three months ended April 30, 2016 and 2015.

The following table provides a reconciliation of the numerators and denominators used to determine basic and diluted income per common share attributable to Walmart:

| (Amounts in millions, except per share data)                    | Three Months<br>Ended April 30, |         |
|---|---------------------------------|---------|
|   | 2016                            | 2015    |
| Numerator   |                                 |         |
| Consolidated net income   | \$3,216                         | \$3,283 |
| Consolidated net income attributable to noncontrolling interest | (137)                           | 58      |
| Consolidated net income attributable to Walmart                 | \$3,079                         | \$3,341 |
| Denominator   |                                 |         |
| Weighted-average common shares outstanding, basic               | 3,144                           | 3,231   |
| Dilutive impact of stock options and other share-based awards   | 10                              | 12      |
| Weighted-average common shares outstanding, diluted             | 3,154                           | 3,243   |
| Net income per common share attributable to Walmart             |                                 |         |
| Basic   | \$0.98                          | \$1.03  |
| Diluted   | 0.98                            | 1.03    |

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## Note 3. Accumulated Other Comprehensive Loss

The following table provides the changes in the composition of total accumulated other comprehensive loss for the three months ended April 30, 2016:

| (Amounts in millions and net of income taxes)                  | Currency Translation<br>and Other | Net<br>Investment<br>Hedges | Cash<br>Flow<br>Hedges | Minimum<br>Pension Liability | Total      |
|--|-----------------------------------|-----------------------------|------------------------|------------------------------|------------|
| Balances as of February 1, 2016                                | \$ (11,690 )                      | \$ 1,022                    | \$(336 )               | \$ (593 )                    | \$(11,597) |
| Other comprehensive income (loss) before reclassifications     | 636                               | (78 )                       | 139                    | (97 )                        | 600        |
| Amounts reclassified from accumulated other comprehensive loss | —                                 | —                           | 4                      | (2 )                         | 2          |
| Balances as of April 30, 2016                                  | \$ (11,054 )                      | \$ 944                      | \$(193 )               | \$ (692 )                    | \$(10,995) |

Amounts reclassified from accumulated other comprehensive loss for derivative instruments are recorded in interest, net, in the Company's Condensed Consolidated Statements of Income, and the amounts for the minimum pension liability are recorded in operating, selling, general and administrative expenses in the Company's Condensed Consolidated Statements of Income.

## Note 4. Long-term Debt

The following table provides the changes in the Company's long-term debt for the three months ended April 30, 2016:

| (Amounts in millions)               | Long-term<br>debt due<br>within one<br>year | Long-term<br>debt | Total     |
|-------------------------------------|---|-------------------|-----------|
| Balances as of February 1, 2016     | \$ 2,745                                    | \$ 38,214         | \$ 40,959 |
| Proceeds from long-term debt        | —   | 127               | 127       |
| Repayments of long-term debt        | (2,013 )                                    | —                 | (2,013 )  |
| Reclassifications of long-term debt | 1,500                                       | (1,500 )          | —         |
| Other                               | 25  | 310               | 335       |
| Balances as of April 30, 2016       | \$ 2,257                                    | \$ 37,151         | \$ 39,408 |

## Issuances

The Company did not have any material long-term debt issuances during the three months ended April 30, 2016, but received proceeds from a number of small, immaterial long-term debt issuances by several of its non-U.S. operations.

## Maturities

During the three months ended April 30, 2016, the following long-term debt matured and was repaid:

| (Amounts in millions) | Maturity Date  | Principal Amount | Fixed vs. Floating | Interest Rate | Repayment |
|-----------------------|----------------|------------------|--------------------|---------------|-----------|
|                       | April 11, 2016 | 1,000 USD        | Fixed              | 0.600%        | \$ 1,000  |
|                       | April 15, 2016 | 1,000 USD        | Fixed              | 2.800%        | 1,000     |
|                       |                |                  |                    |               | \$ 2,000  |

The Company also repaid other, smaller long-term debt as it matured in several of its non-U.S. operations.

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## Note 5. Fair Value Measurements

The Company records and discloses certain financial and non-financial assets and liabilities at fair value. The fair value of an asset is the price at which the asset could be sold in an ordinary transaction between unrelated, knowledgeable and willing parties able to engage in the transaction. The fair value of a liability is the amount that would be paid to transfer the liability to a new obligor in a transaction between such parties, not the amount that would be paid to settle the liability with the creditor. Assets and liabilities recorded at fair value are measured using the fair value hierarchy, which prioritizes the inputs used in measuring fair value. The levels of the fair value hierarchy are:

Level 1: observable inputs such as quoted prices in active markets;

Level 2: inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: unobservable inputs for which little or no market data exists, therefore requiring the Company to develop its own assumptions.

## Recurring Fair Value Measurements

The Company holds derivative instruments that are required to be measured at fair value on a recurring basis. The fair values are the estimated amounts the Company would receive or pay upon termination of the related derivative agreements as of the reporting dates. The fair values have been measured using the income approach and Level 2 inputs, which include the relevant interest rate and foreign currency forward curves. As of April 30, 2016 and January 31, 2016, the notional amounts and fair values of these derivatives were as follows:

| (Amounts in millions)   | April 30, 2016  |            | January 31, 2016 |            |
|---|-----------------|------------|------------------|------------|
|   | Notional Amount | Fair Value | Notional Amount  | Fair Value |
| Receive fixed-rate, pay variable-rate interest rate swaps designated as fair value hedges   | \$5,000         | \$ 189     | \$5,000          | \$ 173     |
| Receive fixed-rate, pay fixed-rate cross-currency swaps designated as net investment hedges | 1,250           | 287        | 1,250            | 319        |
| Receive fixed-rate, pay fixed-rate cross-currency swaps designated as cash flow hedges      | 4,321           | (355 )     | 4,132            | (609 )     |
| Total   | \$10,571        | \$ 121     | \$10,382         | \$(117)    |

## Nonrecurring Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring basis, the Company's assets and liabilities are also subject to nonrecurring fair value measurements. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges. The Company did not record any significant impairment charges to assets measured at fair value on a nonrecurring basis during the three months ended April 30, 2016, or for the fiscal year ended January 31, 2016.

## Other Fair Value Disclosures

The Company records cash and cash equivalents and short-term borrowings at cost. The carrying values of these instruments approximate their fair value due to their short-term maturities.

The Company's long-term debt is also recorded at cost. The fair value is estimated using Level 2 inputs based on the Company's current incremental borrowing rate for similar types of borrowing arrangements. The carrying value and fair value of the Company's long-term debt as of April 30, 2016 and January 31, 2016, are as follows:

| (Amounts in millions)                                 | April 30, 2016 |            | January 31, 2016 |            |
|---|----------------|------------|------------------|------------|
|   | Carrying Value | Fair Value | Carrying Value   | Fair Value |
| Long-term debt, including amounts due within one year | \$39,408       | \$ 47,396  | \$40,959         | \$ 46,965  |

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## Note 6. Derivative Financial Instruments

The Company uses derivative financial instruments for hedging and non-trading purposes to manage its exposure to changes in interest and currency exchange rates, as well as to maintain an appropriate mix of fixed- and variable-rate debt. Use of derivative financial instruments in hedging programs subjects the Company to certain risks, such as market and credit risks. Market risk represents the possibility that the value of the derivative financial instrument will change. In a hedging relationship, the change in the value of the derivative financial instrument is offset to a great extent by the change in the value of the underlying hedged item. Credit risk related to a derivative financial instrument represents the possibility that the counterparty will not fulfill the terms of the contract. The notional, or contractual, amount of the Company's derivative financial instruments is used to measure interest to be paid or received and does not represent the Company's exposure due to credit risk. Credit risk is monitored through established approval procedures, including setting concentration limits by counterparty, reviewing credit ratings and requiring collateral (generally cash) from the counterparty when appropriate.

The Company only enters into derivative transactions with counterparties rated "A-" or better by nationally recognized credit rating agencies. Subsequent to entering into derivative transactions, the Company regularly monitors the credit ratings of its counterparties. In connection with various derivative agreements, including master netting arrangements, the Company held cash collateral from counterparties of \$349 million and \$345 million at April 30, 2016 and January 31, 2016, respectively. The Company records cash collateral received as amounts due to the counterparties exclusive of any derivative asset. Furthermore, as part of the master netting arrangements with each of these counterparties, the Company is also required to post collateral with a counterparty if the Company's net derivative liability position exceeds \$150 million with such counterparties. The Company did not have any cash collateral posted with counterparties at April 30, 2016, however, the Company did have an insignificant amount of cash collateral posted with counterparties at January 31, 2016. The Company records cash collateral it posts with counterparties as amounts receivable from those counterparties exclusive of any derivative liability.

The Company uses derivative financial instruments for the purpose of hedging its exposure to interest and currency exchange rate risks and, accordingly, the contractual terms of a hedged instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria are recorded using hedge accounting. If a derivative financial instrument is recorded using hedge accounting, depending on the nature of the hedge, changes in the fair value of the instrument will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or be recognized in accumulated other comprehensive income (loss) until the hedged item is recognized in earnings. Any hedge ineffectiveness is immediately recognized in earnings. The Company's net investment and cash flow instruments are highly effective hedges and the ineffective portion has not been, and is not expected to be, significant. Instruments that do not meet the criteria for hedge accounting, or contracts for which the Company has not elected hedge accounting, are recorded at fair value with unrealized gains or losses reported in earnings during the period of the change.

## Fair Value Instruments

The Company is a party to receive fixed-rate, pay variable-rate interest rate swaps that the Company uses to hedge the fair value of fixed-rate debt. The notional amounts are used to measure interest to be paid or received and do not represent the Company's exposure due to credit loss. The Company's interest rate swaps that receive fixed-interest rate payments and pay variable-interest rate payments are designated as fair value hedges. As the specific terms and notional amounts of the derivative instruments match those of the fixed-rate debt being hedged, the derivative instruments are assumed to be perfectly effective hedges. Changes in the fair values of these derivative instruments are recorded in earnings, but are offset by corresponding changes in the fair values of the hedged items, also recorded in earnings, and, accordingly, do not impact the Company's Condensed Consolidated Statements of Income. These fair value instruments will mature on dates ranging from October 2020 to April 2024.

## Net Investment Instruments

The Company is a party to cross-currency interest rate swaps that the Company uses to hedge its net investments. The agreements are contracts to exchange fixed-rate payments in one currency for fixed-rate payments in another currency. All changes in the fair value of these instruments are recorded in accumulated other comprehensive loss, offsetting the

currency translation adjustment of the related investment that is also recorded in accumulated other comprehensive loss. These instruments will mature on dates ranging from October 2023 to February 2030.

The Company has issued foreign-currency-denominated long-term debt as hedges of net investments of certain of its foreign operations. These foreign-currency-denominated long-term debt issuances are designated and qualify as nonderivative hedging instruments. Accordingly, the foreign currency translation of these debt instruments is recorded in accumulated other comprehensive loss, offsetting the foreign currency translation adjustment of the related net investments that is also recorded in accumulated other comprehensive loss. At April 30, 2016 and January 31, 2016, the Company had ¥10 billion of outstanding long-term debt designated as a hedge of its net investment in Japan, as well as outstanding long-term debt of £2.5 billion at April 30, 2016 and January 31, 2016 that was designated as a hedge of its net investment in the United Kingdom. These nonderivative net investment hedges will mature on dates ranging from July 2020 to January 2039.

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## Cash Flow Instruments

The Company is a party to receive fixed-rate, pay fixed-rate cross-currency interest rate swaps to hedge the currency exposure associated with the forecasted payments of principal and interest of certain non-U.S. denominated debt. The swaps are designated as cash flow hedges of the currency risk related to payments on the non-U.S. denominated debt. The effective portion of changes in the fair value of derivatives designated as cash flow hedges of foreign exchange risk is recorded in accumulated other comprehensive loss and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The hedged items are recognized foreign currency-denominated liabilities that are re-measured at spot exchange rates each period, and the assessment of effectiveness (and measurement of any ineffectiveness) is based on total changes in the related derivative's cash flows. As a result, the amount reclassified into earnings each period includes an amount that offsets the related transaction gain or loss arising from that re-measurement and the adjustment to earnings for the period's allocable portion of the initial spot-forward difference associated with the hedging instrument. These cash flow instruments will mature on dates ranging from April 2022 to March 2034.

## Financial Statement Presentation

Although subject to master netting arrangements, the Company does not offset derivative assets and derivative liabilities in its Condensed Consolidated Balance Sheets. Derivative instruments with an unrealized gain are recorded in the Company's Condensed Consolidated Balance Sheets as either current or non-current assets, based on maturity date, and those hedging instruments with an unrealized loss are recorded as either current or non-current liabilities, based on maturity date. Refer to Note 5 for the net presentation of the Company's derivative instruments.

The Company's derivative instruments, as well as its nonderivative debt instruments designated and qualifying as net investment hedges, were classified as follows in the Company's Condensed Consolidated Balance Sheets:

| (Amounts in millions)             | April 30, 2016            |  | January 31, 2016          |  |
|-----------------------------------|---------------------------|--|---------------------------|--|
|                                   | Fair Value<br>Instruments | Investment<br>Cash Flow<br>Instruments | Fair Value<br>Instruments | Investment<br>Cash Flow<br>Instruments |
| Derivative instruments            |                           |  |                           |  |
| Derivative assets:                |                           |  |                           |  |
| Other assets and deferred charges | 189                       | 287                                    | 173                       | 319                                    |
|                                   |                           | 172                                    |                           | 129                                    |
| Derivative liabilities:           |                           |  |                           |  |
| Deferred income taxes and other   | —                         | —                                      | —                         | —                                      |
|                                   |                           | 527                                    |                           | 738                                    |
| Nonderivative hedging instruments |                           |  |                           |  |
| Long-term debt                    | —                         | 3,747                                  | —                         | 3,644                                  |

Gains and losses related to the Company's derivatives primarily relate to interest rate hedges, which are recorded in interest, net, in the Company's Condensed Consolidated Statements of Income. Amounts related to the Company's derivatives expected to be reclassified from accumulated other comprehensive loss to net income during the next 12 months are not significant.



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## Note 7. Share Repurchases

From time to time, the Company repurchases shares of its common stock under share repurchase programs authorized by the Company's Board of Directors. The current \$20.0 billion share repurchase program has no expiration date or other restrictions limiting the period over which the Company can make share repurchases. At April 30, 2016, authorization for \$14.7 billion of share repurchases remained under the current share repurchase program. Any repurchased shares are constructively retired and returned to an unissued status.

The Company considers several factors in determining when to execute share repurchases, including, among other things, current cash needs, capacity for leverage, cost of borrowings and the market price of its common stock. The following table provides, on a settlement date basis, the number of shares repurchased, average price paid per share and total amount paid for share repurchases for the three months ended April 30, 2016 and 2015:

|  | Three Months<br>Ended April<br>30, |         |
|--|------------------------------------|---------|
| (Amounts in millions, except per share data) | 2016                               | 2015    |
| Total number of shares repurchased           | 40.7                               | 3.5     |
| Average price paid per share                 | \$67.23                            | \$80.74 |
| Total amount paid for share repurchases      | \$2,735                            | \$280   |

## Note 8. Common Stock Dividends

## Dividends Declared

On February 18, 2016, the Board of Directors approved the fiscal 2017 annual dividend of \$2.00 per share, an increase over the fiscal 2016 annual dividend of \$1.96 per share. For fiscal 2017, the annual dividend will be paid in four quarterly installments of \$0.50 per share, according to the following record and payable dates:

| Record Date      | Payable Date      |
|------------------|-------------------|
| March 11, 2016   | April 4, 2016     |
| May 13, 2016     | June 6, 2016      |
| August 12, 2016  | September 6, 2016 |
| December 9, 2016 | January 3, 2017   |

The dividend installment payable on April 4, 2016 was paid as scheduled.

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Note 9. Contingencies

Legal Proceedings

The Company is involved in a number of legal proceedings. The Company has made accruals with respect to these matters, where appropriate, which are reflected in the Company's Condensed Consolidated Financial Statements. For some matters, a liability is not probable or the amount cannot be reasonably estimated and therefore an accrual has not been made. However, where a liability is reasonably possible and may be material, such matters have been disclosed. The Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company's shareholders.

Unless stated otherwise, the matters, or groups of related matters, discussed below, if decided adversely to or settled by the Company, individually or in the aggregate, may result in a liability material to the Company's financial condition or results of operations.

**Wage-and-Hour Class Action:** The Company is a defendant in *Braun/Hummel v. Wal-Mart Stores, Inc.*, a class-action lawsuit commenced in March 2002 in the Court of Common Pleas in Philadelphia, Pennsylvania. The plaintiffs allege that the Company failed to pay class members for all hours worked and prevented class members from taking their full meal and rest breaks. On October 13, 2006, a jury awarded back-pay damages to the plaintiffs of approximately \$78 million on their claims for off-the-clock work and missed rest breaks. The jury found in favor of the Company on the plaintiffs' meal-period claims. On November 14, 2007, the trial judge entered a final judgment in the approximate amount of \$188 million, which included the jury's back-pay award plus statutory penalties, prejudgment interest and attorneys' fees. By operation of law, post-judgment interest accrues on the judgment amount at the rate of six percent per annum from the date of entry of the judgment, which was November 14, 2007, until the judgment is paid, unless the judgment is set aside on appeal. On December 7, 2007, the Company filed its Notice of Appeal. On June 10, 2011, the Pennsylvania Superior Court of Appeals issued an opinion upholding the trial court's certification of the class, the jury's back pay award, and the awards of statutory penalties and prejudgment interest, but reversing the award of attorneys' fees. On September 9, 2011, the Company filed a Petition for Allowance of Appeal with the Pennsylvania Supreme Court. On July 2, 2012, the Pennsylvania Supreme Court granted the Company's Petition. On December 15, 2014, the Pennsylvania Supreme Court issued its opinion affirming the Superior Court of Appeals' decision. At that time, the Company recorded expenses of \$249 million for the judgment amount and post-judgment interest incurred to date. The Company will continue to accrue for the post-judgment interest until final resolution. On March 13, 2015, the Company filed a petition for writ of certiorari with the U.S. Supreme Court. On April 4, 2016, the U.S. Supreme Court denied the Company's petition for writ of certiorari and the case has been remanded to the trial court for further proceedings.

**ASDA Equal Value Claims:** ASDA Stores, Ltd. ("ASDA"), a wholly-owned subsidiary of the Company, is a defendant in over 7,000 "equal value" claims that are proceeding before an Employment Tribunal in Manchester (the "Employment Tribunal") in the United Kingdom ("UK") on behalf of current and former ASDA store employees, who allege that the work performed by female employees in ASDA's retail stores is of equal value in terms of, among other things, the demands of their jobs to that of male employees working in ASDA's warehouse and distribution facilities, and that the disparity in pay between these different job positions is not objectively justified. Claimants are requesting differential back pay based on higher wage rates in the warehouse and distribution facilities and those higher wage rates on a prospective basis as part of these equal value proceedings. ASDA believes that further claims may be asserted in the near future. On March 23, 2015, ASDA asked the Employment Tribunal to stay all proceedings and to "strike out" substantially all of the claims. On July 23, 2015, the Employment Tribunal denied ASDA's requests. Following additional proceedings, the Employment Appeal Tribunal agreed to review the "strike out" issue and the Court of Appeals agreed to review the stay issue. On May 26, 2016, the Court of Appeals denied ASDA's appeal of the stay issue. At present, the Company cannot predict the number of such claims that may be filed, and cannot reasonably estimate any loss or range of loss that may arise from these proceedings. The Company believes it has substantial factual and legal defenses to these claims, and intends to defend the claims vigorously.



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## FCPA Investigation and Related Matters

The Audit Committee (the "Audit Committee") of the Board of Directors of the Company, which is composed solely of independent directors, is conducting an internal investigation into, among other things, alleged violations of the U.S. Foreign Corrupt Practices Act ("FCPA") and other alleged crimes or misconduct in connection with foreign subsidiaries, including Wal-Mart de México, S.A.B. de C.V. ("Walmex"), and whether prior allegations of such violations and/or misconduct were appropriately handled by the Company. The Audit Committee and the Company have engaged outside counsel from a number of law firms and other advisors who are assisting in the on-going investigation of these matters.

The Company is also conducting a voluntary global review of its policies, practices and internal controls for anti-corruption compliance. The Company is engaged in strengthening its global anti-corruption compliance program through appropriate remedial anti-corruption measures. In November 2011, the Company voluntarily disclosed that investigative activity to the U.S. Department of Justice (the "DOJ") and the Securities and Exchange Commission (the "SEC"). Since the implementation of the global review and the enhanced anti-corruption compliance program, the Audit Committee and the Company have identified or been made aware of additional allegations regarding potential violations of the FCPA. When such allegations are reported or identified, the Audit Committee and the Company, together with their third party advisors, conduct inquiries and when warranted based on those inquiries, open investigations. Inquiries or investigations regarding allegations of potential FCPA violations have been commenced in a number of foreign markets where the Company operates, including, but not limited to, Brazil, China and India. The Company has been informed by the DOJ and the SEC that it is also the subject of their respective investigations into possible violations of the FCPA. The Company is cooperating with the investigations by the DOJ and the SEC. A number of federal and local government agencies in Mexico have also initiated investigations of these matters. Walmex is cooperating with the Mexican governmental agencies conducting these investigations. Furthermore, lawsuits relating to the matters under investigation have been filed by several of the Company's shareholders against it, certain of its current directors, certain of its former directors, certain of its current and former officers and certain of Walmex's current and former officers.

The Company could be exposed to a variety of negative consequences as a result of the matters noted above. There could be one or more enforcement actions in respect of the matters that are the subject of some or all of the on-going government investigations, and such actions, if brought, may result in judgments, settlements, fines, penalties, injunctions, cease and desist orders, debarment or other relief, criminal convictions and/or penalties. The shareholder lawsuits may result in judgments against the Company and its current and former directors and officers named in those proceedings. The Company cannot predict at this time the outcome or impact of the government investigations, the shareholder lawsuits, or its own internal investigations and review. In addition, the Company has incurred and expects to continue to incur costs in responding to requests for information or subpoenas seeking documents, testimony and other information in connection with the government investigations, in defending the shareholder lawsuits, and in conducting the review and investigations. These costs will be expensed as incurred. For the three months ended April 30, 2016 and 2015, the Company incurred the following third-party expenses in connection with the FCPA investigation and related matters:

|   | Three<br>Months<br>Ended<br>April 30,<br>2016 | 2015  |
|---|---|-------|
| (Amounts in millions)                                     |   |       |
| Ongoing inquiries and investigations                      | \$21  | \$ 25 |
| Global compliance program and organizational enhancements | 4   | 8     |
| Total   | \$25  | \$ 33 |

These matters may require the involvement of certain members of the Company's senior management that could impinge on the time they have available to devote to other matters relating to the business. The Company expects that there will be on-going media and governmental interest, including additional news articles from media publications on these matters, which could impact the perception among certain audiences of the Company's role as a corporate

citizen.

The Company's process of assessing and responding to the governmental investigations and the shareholder lawsuits continues. While the Company believes that it is probable that it will incur a loss from these matters, given the on-going nature and complexity of the review, inquiries and investigations, the Company cannot reasonably estimate any loss or range of loss that may arise from these matters. Although the Company does not presently believe that these matters will have a material adverse effect on its business, given the inherent uncertainties in such situations, the Company can provide no assurance that these matters will not be material to its business in the future.

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## Note 10. Acquisitions, Disposals and Related Items

In July 2015, the Company completed the purchase of all of the remaining noncontrolling interest in Yihaodian, our e-commerce operations in China, for approximately \$760 million, using existing cash to complete this transaction.

## Note 11. Segments

The Company is engaged in retail and wholesale operations located in the U.S., Argentina, Brazil, Canada, Chile, China, India, Japan, Mexico and the United Kingdom, as well as countries located in Africa and Central America. The Company's operations are conducted in three business segments: Walmart U.S., Walmart International and Sam's Club. The Company defines its segments as those operations whose results its chief operating decision maker ("CODM") regularly reviews to analyze performance and allocate resources. The Company sells similar individual products and services in each of its segments. It is impractical to segregate and identify revenues for each of these individual products and services.

The Walmart U.S. segment includes the Company's mass merchant concept in the U.S. operating under the "Walmart" or "Wal-Mart" brands, as well as digital retail. The Walmart International segment consists of the Company's operations outside of the U.S., including various retail websites. The Sam's Club segment includes the warehouse membership clubs in the U.S., as well as samsclub.com. Corporate and support consists of corporate overhead and other items not allocated to any of the Company's segments.

The Company measures the results of its segments using, among other measures, each segment's net sales and operating income, which includes certain corporate overhead allocations. From time to time, the Company revises the measurement of each segment's operating income, including any corporate overhead allocations, as determined by the information regularly reviewed by its CODM. When the measurement of a segment changes, previous period amounts and balances are reclassified to be comparable to the current period's presentation.

Net sales by segment are as follows:

|                       | Three Months<br>Ended April 30, |           |
|-----------------------|---------------------------------|-----------|
| (Amounts in millions) | 2016                            | 2015      |
| Net sales:            |                                 |           |
| Walmart U.S.          | \$73,295                        | \$70,245  |
| Walmart International | 28,083                          | 30,278    |
| Sam's Club            | 13,608                          | 13,479    |
| Net sales             | \$114,986                       | \$114,002 |

Operating income by segment, as well as operating loss for corporate and support, and interest, net, are as follows:

|                            | Three Months<br>Ended April 30, |         |
|----------------------------|---------------------------------|---------|
| (Amounts in millions)      | 2016                            | 2015    |
| Operating income (loss):   |                                 |         |
| Walmart U.S.               | \$4,232                         | \$4,639 |
| Walmart International      | 1,164                           | 1,070   |
| Sam's Club                 | 413                             | 427     |
| Corporate and support      | (534 )                          | (456 )  |
| Operating income           | 5,275                           | 5,680   |
| Interest, net              | 561                             | 824     |
| Income before income taxes | \$4,714                         | \$4,856 |

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Wal-Mart Stores, Inc. ("Walmart," the "Company" or "we") is engaged in retail and wholesale operations in various formats around the world. Through our operations, we help people around the world save money and live better – anytime and anywhere – in retail stores or through our e-commerce and mobile capabilities. Through innovation, we are striving to create a customer-centric experience that seamlessly integrates digital and physical shopping. Physical retail encompasses our brick and mortar presence in each of the markets in which we operate. Digital retail is comprised of our e-commerce websites and mobile commerce applications. Each week, we serve nearly 260 million customers who visit our over 11,500 stores under 63 banners in 28 countries and e-commerce websites in 11 countries. Our strategy is to lead on price, invest to differentiate on access, be competitive on assortment and deliver a great experience. By leading on price we earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at everyday low prices ("EDLP"). EDLP is our pricing philosophy under which we price items at a low price every day so our customers trust that our prices will not change under frequent promotional activity. Price leadership is core to who we are. Everyday low cost ("EDLC") is our commitment to control expenses so those cost savings can be passed along to our customers. Our digital and physical presence, which we are investing in to integrate, provides customers access to our broad assortment anytime and anywhere. We strive to give our customers and members a great digital and physical shopping experience.

Our operations consist of three reportable segments: Walmart U.S., Walmart International and Sam's Club.

Walmart U.S. is our largest segment with three primary store formats, as well as digital retail. Of our three reportable segments, Walmart U.S. has historically had the highest gross profit as a percentage of net sales ("gross profit rate").

In addition, it has historically contributed the greatest amount to the Company's net sales and operating income.

Walmart International consists of our operations outside of the U.S. and includes retail, wholesale and other businesses. These businesses consist of numerous formats, including supercenters, supermarkets, hypermarkets, warehouse clubs, including Sam's Clubs, cash & carry, home improvement, specialty

- electronics, apparel stores, drug stores and convenience stores, as well as digital retail. The overall gross profit rate for Walmart International is lower than that of Walmart U.S. because of its merchandise mix. Walmart International is our second largest segment and has grown through acquisitions, as well as by adding retail, wholesale and other units, and expanding digital retail.

Sam's Club consists of membership-only warehouse clubs as well as digital retail. As a membership-only warehouse club, membership income is a significant component of the segment's operating income. Sam's Club operates with a lower gross profit rate and lower operating expenses as a percentage of net sales than our other segments.

Each of our segments contributes to the Company's operating results differently, but each has generally maintained a consistent contribution rate to the Company's net sales and operating income in recent years.

Our fiscal year ends on January 31 for our U.S. and Canadian operations. We consolidate all other operations generally using a one-month lag and on a calendar year basis. Our business is seasonal to a certain extent due to calendar events and national and religious holidays, as well as weather patterns. Historically, our highest sales volume and operating income have occurred in the fiscal quarter ending January 31.

We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements from period to period and the primary factors that accounted for those changes. We also discuss certain performance metrics that management uses to assess the Company's performance. Additionally, the discussion provides information about the financial results of the three segments of our business to provide a better understanding of how each of those segments and its results of operations affect the financial condition and results of operations of the Company as a whole.

This discussion, which presents our results for periods occurring in the fiscal years ended January 31, 2017 ("fiscal 2017") and January 31, 2016 ("fiscal 2016"), should be read in conjunction with our Condensed Consolidated Financial Statements as of April 30, 2016, and the accompanying notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q, as well as our Consolidated Financial Statements as of January 31, 2016, the accompanying notes and the related Management's Discussion and Analysis of Financial Condition and Results of Operations, contained in our Annual Report to Shareholders for the year ended January 31, 2016, and incorporated by reference in,

and included as Exhibit 13 to, our Annual Report on Form 10-K for the fiscal year ended January 31, 2016. Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations, we discuss segment operating income, comparable store and club sales and other measures. Management measures the results of the Company's segments using each segment's operating income, including certain corporate overhead allocations, as well as other measures. From time to time, we revise the measurement of each segment's operating income, including certain corporate overhead allocations, and other measures as determined by the information regularly reviewed by our chief operating decision maker. When we do so, the previous period amounts and balances are reclassified to conform to the current period's presentation.

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Comparable store and club sales is a metric that indicates the performance of our existing U.S. stores and clubs by measuring the change in sales for such stores and clubs, including e-commerce sales, for a particular period from the corresponding period in the previous year. Walmart's definition of comparable store and club sales includes sales from stores and clubs open for the previous 12 months, including remodels, relocations, expansions and conversions, as well as e-commerce sales. We measure the e-commerce sales impact by including those sales initiated through our websites and our mobile commerce applications and fulfilled through our e-commerce distribution facilities, as well as an estimate for sales initiated online and on our mobile commerce applications, but fulfilled through our stores and clubs. Sales of a store that has changed in format are excluded from comparable store and club sales when the conversion of that store is accompanied by a relocation or expansion that results in a change in the store's retail square feet of more than five percent. Comparable store and club sales are also referred to as "same-store" sales by others within the retail industry. The method of calculating comparable store and club sales varies across the retail industry. As a result, our calculation of comparable store and club sales is not necessarily comparable to similarly titled measures reported by other companies.

In discussing our operating results, we use the term "currency exchange rates" to refer to the currency exchange rates we use to convert the operating results for all countries where the functional currency is not the U.S. dollar into U.S. dollars for financial reporting purposes. We calculate the effect of changes in currency exchange rates from the prior period to the current period as the difference between current period activity translated using the current period's currency exchange rates, and current period activity translated using the comparable prior year period's currency exchange rates. Throughout our discussion, we refer to the results of this calculation as the impact of currency exchange rate fluctuations. Volatility in currency exchange rates may impact the results, including net sales and operating income, of the Company and the Walmart International segment in the future.

**The Retail Industry**

We operate in the highly competitive retail industry in all of the markets we serve. We face strong sales competition from other discount, department, drug, dollar, variety and specialty stores, warehouse clubs and supermarkets, as well as e-commerce and catalog businesses. Many of these competitors are national, regional or international chains or have a national or international online presence. We compete with a number of companies for prime retail site locations, as well as in attracting and retaining quality employees (whom we call "associates"). We, along with other retail companies, are influenced by a number of factors including, but not limited to: catastrophic events, weather, competitive pressures, consumer disposable income, consumer debt levels and buying patterns, consumer credit availability, cost of goods, currency exchange rate fluctuations, customer preferences, deflation, inflation, fuel and energy prices, general economic conditions, insurance costs, interest rates, labor costs, tax rates, cybersecurity attacks and unemployment.

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Company Performance Metrics

We are committed to helping customers save money and live better through everyday low prices, supported by everyday low costs. At times, we adjust our business strategies to ensure we maintain our strong leadership position around the world and in the countries in which we operate. For several years, our performance metrics emphasized three financial priorities: growth, leverage and returns. We are currently making strategic investments in our associates and in the integration of digital and physical retail. These investments support long-term growth while we maintain our heritage of everyday low prices which are supported by everyday low cost. During this time of increased investments, we have shifted our financial priorities to focus primarily on growth, balanced by the long-term health of the Company including returns. We will continue to grow through new stores and clubs, and through increasing comparable store and club sales, which include our e-commerce sales. While leverage remains important to everyday low cost, during this time of increased investments, operating expenses may grow at a rate that is greater than or equal to the rate of our net sales growth, and operating income may grow at a rate that is equal to or less than the rate of our net sales growth.

Our objective of balancing growth with returns means that we are focused on efficiently employing assets for return on investment and more effectively managing working capital to deliver strong free cash flow. We will also continue to provide returns to our shareholders through share repurchases and dividends.

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## Growth

We measure our growth primarily by the amount of the period-over-period growth in our net sales and our comparable store and club sales. We also review the progress of our digital retail investments by measuring the impact e-commerce sales have on our comparable store and club sales. At times, we make strategic investments which are focused on the long-term growth of the Company. These strategic investments may not benefit net sales and comparable store and club sales in the near term.

## Net Sales

| (Amounts in millions) | Three Months Ended April 30, |                  | 2015           |           |                  |
|-----------------------|------------------------------|------------------|----------------|-----------|------------------|
|                       | 2016                         | Percent of Total | Percent Change | Net Sales | Percent of Total |
| Walmart U.S.          | \$73,295                     | 63.8 %           | 4.3 %          | \$70,245  | 61.6 %           |
| Walmart International | 28,083                       | 24.4 %           | (7.2)%         | 30,278    | 26.6 %           |
| Sam's Club            | 13,608                       | 11.8 %           | 1.0 %          | 13,479    | 11.8 %           |
| Net sales             | \$114,986                    | 100.0%           | 0.9 %          | \$114,002 | 100.0%           |

Our consolidated net sales increased \$984 million or 0.9% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase in net sales was due to positive comparable sales across the Company and 1.1% year-over-year growth in retail square feet. The positive effect of such factors was offset by a negative impact of \$3.5 billion or 3.1% as a result of fluctuations in currency exchange rates and a \$235 million decrease in fuel sales due to lower fuel prices at the Sam's Club segment.

## Calendar Comparable Store and Club Sales

Comparable store and club sales is a metric which indicates the performance of our existing U.S. stores and clubs by measuring the change in sales for such stores and clubs, including e-commerce sales, for a particular period over the corresponding period in the previous year. The retail industry generally reports comparable store and club sales using the retail calendar (also known as the 4-5-4 calendar). To be consistent with the retail industry, we provide comparable store and club sales using the retail calendar in our quarterly earnings releases. However, when we discuss our comparable store and club sales below, we are referring to our calendar comparable store and club sales calculated using our fiscal calendar. As our fiscal calendar differs from the retail calendar, our calendar comparable store and club sales also differ from the retail calendar comparable store and club sales provided in our quarterly earnings releases. Calendar comparable store and club sales, as well as the impact of fuel, for the three months ended April 30, 2016 and 2015, were as follows:

|              | Three Months Ended April 30, |        |             |        |
|--------------|------------------------------|--------|-------------|--------|
|              | 2016                         | 2015   | 2016        | 2015   |
|              | With Fuel                    |        | Fuel Impact |        |
| Walmart U.S. | 2.9%                         | 0.6 %  | 0.0 %       | 0.0 %  |
| Sam's Club   | 0.2%                         | (4.3)% | (2.0)%      | (4.2)% |
| Total U.S.   | 2.4%                         | (0.3)% | (0.4)%      | (0.7)% |

Comparable store and club sales in the U.S., including fuel, increased 2.4% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The total U.S. comparable store and club sales were positively impacted by continued traffic improvement and higher e-commerce sales at the Walmart U.S. segment and an extra day in February 2016 due to a leap year which contributed approximately 100 basis points. The positive effect of such factors on our comparable store and club sales were offset to a significant degree by the negative impact of lower fuel sales due to lower fuel prices at the Sam's Club segment. E-commerce sales positively impacted comparable sales approximately 0.2% and 0.6% for Walmart U.S. and Sam's Club, respectively, for the three months ended April 30, 2016.

## Strategic Growth Investments

During the three months ended April 30, 2016, we made capital investments globally of \$2.2 billion. These capital investments primarily consisted of payments to add new stores and clubs, remodel existing stores and clubs, construct distribution centers and invest in technology.

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Returns

While we are focused primarily on growth, we also place a priority on generating returns to ensure our approach is appropriately balanced. We generate returns by efficiently deploying assets and effectively managing working capital. We monitor these efforts through our return on investment and free cash flow metrics, which we discuss below. In addition, we are focused on providing returns to our shareholders in the form of share repurchases and dividends, which are discussed in the Liquidity and Capital Resources section.

Return on Investment

Management believes return on investment ("ROI") is a meaningful metric to share with investors because it helps investors assess how effectively Walmart is deploying its assets. Trends in ROI can fluctuate over time as management balances long-term potential strategic initiatives with possible short-term impacts.

ROI was 15.3% and 16.6% for the trailing twelve months ended April 30, 2016 and 2015, respectively. The decline in ROI was primarily due to our decrease in operating income.

We define ROI as adjusted operating income (operating income plus interest income, depreciation and amortization, and rent expense) for the fiscal year or trailing 12 months divided by average invested capital during that period. We consider average invested capital to be the average of our beginning and ending total assets, plus average accumulated depreciation and average accumulated amortization, less average accounts payable and average accrued liabilities for that period, plus a rent factor equal to the rent for the fiscal year or trailing 12 months multiplied by a factor of eight. When we have discontinued operations, we exclude the impact of the discontinued operations.

Our calculation of ROI is considered a non-GAAP financial measure because we calculate ROI using financial measures that exclude and include amounts that are included and excluded in the most directly comparable financial measure calculated and presented in accordance with generally accepted accounting principles in the U.S. ("GAAP"). For example, we exclude the impact of depreciation and amortization from our reported operating income in calculating the numerator of our calculation of ROI. In addition, we include a factor of eight for rent expense that estimates the hypothetical capitalization of our operating leases. We consider return on assets ("ROA") to be the financial measure computed in accordance with GAAP that is the most directly comparable financial measure to our calculation of ROI. ROI differs from ROA (which is consolidated net income for the period divided by average total assets for the period) because ROI: adjusts operating income to exclude certain expense items and adds interest income; adjusts total assets for the impact of accumulated depreciation and amortization, accounts payable and accrued liabilities; and incorporates a factor of rent to arrive at total invested capital. Because of the adjustments mentioned above, we believe ROI more accurately measures how we are deploying our key assets and is more meaningful to investors than ROA.

Although ROI is a standard financial metric, numerous methods exist for calculating a company's ROI. As a result, the method used by management to calculate our ROI may differ from the methods used by other companies to calculate their ROI.

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The calculation of ROI, along with a reconciliation to the calculation of ROA, the most comparable GAAP financial measure, is as follows:

| (Amounts in millions)  | For the Trailing Twelve<br>Months Ending April<br>30, |           |        |
|--|---|-----------|--------|
|  | 2016  | 2015      |        |
| <b>CALCULATION OF RETURN ON INVESTMENT</b>                         |   |           |        |
| Numerator  |   |           |        |
| Operating income   | \$23,700  | \$26,634  |        |
| + Interest income  | 85  | 108       |        |
| + Depreciation and amortization                                    | 9,523   | 9,242     |        |
| + Rent   | 2,492   | 2,763     |        |
| = Adjusted operating income  | \$35,800  | \$38,747  |        |
| Denominator  |   |           |        |
| Average total assets <sup>(1)</sup>                                | \$199,726   | \$201,406 |        |
| + Average accumulated depreciation and amortization <sup>(1)</sup> | 70,639  | 65,213    |        |
| - Average accounts payable <sup>(1)</sup>                          | 37,611  | 36,786    |        |
| - Average accrued liabilities <sup>(1)</sup>                       | 19,145  | 18,246    |        |
| + Rent x 8   | 19,936  | 22,104    |        |
| = Average invested capital   | \$233,545   | \$233,691 |        |
| Return on investment (ROI)   | 15.3  | %         | 16.6 % |
| <b>CALCULATION OF RETURN ON ASSETS</b>                             |   |           |        |
| Numerator  |   |           |        |
| Consolidated net income  | \$15,013  | \$16,386  |        |
| Denominator  |   |           |        |
| Average total assets <sup>(1)</sup>                                | \$199,726   | \$201,406 |        |
| Return on assets (ROA)   | 7.5   | %         | 8.1 %  |

|   | As of April 30, |           |           |
|---|-----------------|-----------|-----------|
|   | 2016            | 2015      | 2014      |
| <b>Certain Balance Sheet Data</b>         |                 |           |           |
| Total assets                              | \$198,705       | \$200,747 | \$202,064 |
| Accumulated depreciation and amortization | 73,469          | 67,808    | 62,617    |
| Accounts payable                          | 37,997          | 37,224    | 36,347    |
| Accrued liabilities                       | 19,605          | 18,685    | 17,807    |

(1) The average is based on the addition of the account balance at the end of the current period to the account balance at the end of the prior period and dividing by 2.

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## Free Cash Flow

Free cash flow is considered a non-GAAP financial measure. Management believes, however, that free cash flow, which measures our ability to generate additional cash from our business operations, is an important financial measure for use in evaluating the Company's financial performance. Free cash flow should be considered in addition to, rather than as a substitute for, consolidated net income as a measure of our performance and net cash provided by operating activities as a measure of our liquidity.

We define free cash flow as net cash provided by operating activities in a period minus payments for property and equipment made in that period. We generated free cash flow of \$4.0 billion for the three months ended April 30, 2016, compared to free cash flow of \$2.2 billion for the three months ended April 30, 2015. The increase in free cash flow was primarily due to improved working capital management.

Walmart's definition of free cash flow is limited in that it does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other contractual obligations or payments made for business acquisitions. Therefore, we believe it is important to view free cash flow as a measure that provides supplemental information to our Condensed Consolidated Statements of Cash Flows.

Although other companies report their free cash flow, numerous methods may exist for calculating a company's free cash flow. As a result, the method used by Walmart's management to calculate our free cash flow may differ from the methods used by other companies to calculate their free cash flow.

The following table sets forth a reconciliation of free cash flow, a non-GAAP financial measure, to net cash provided by operating activities, which we believe to be the GAAP financial measure most directly comparable to free cash flow, as well as information regarding net cash used in investing activities and net cash used in financing activities.

| (Amounts in millions)                                | Three Months    |           |
|--|-----------------|-----------|
|  | Ended April 30, |           |
|  | 2016            | 2015      |
| Net cash provided by operating activities            | \$6,193         | \$4,446   |
| Payments for property and equipment                  | (2,209 )        | (2,203 )  |
| Free cash flow                                       | \$3,984         | \$2,243   |
| Net cash used in investing activities <sup>(1)</sup> | \$(2,119)       | \$(2,113) |
| Net cash used in financing activities                | (5,432 )        | (3,695 )  |

(1) "Net cash used in investing activities" includes payments for property and equipment, which is also included in our computation of free cash flow.

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## Results of Operations

## Consolidated Results of Operations

| (Amounts in millions, except unit counts)                    | Three Months Ended |           |
|--|--------------------|-----------|
|  | April 30,          |           |
|  | 2016               | 2015      |
| Total revenues   | \$115,904          | \$114,826 |
| Percentage change from comparable period                     | 0.9                | % (0.1 )% |
| Net sales  | \$114,986          | \$114,002 |
| Percentage change from comparable period                     | 0.9                | % (0.1 )% |
| Total U.S. calendar comparable store and club sales increase | 2.4                | % (0.3 )% |
| Gross profit margin as a percentage of net sales             | 24.7               | % 24.1 %  |
| Operating income   | \$5,275            | \$5,680   |
| Operating income as a percentage of net sales                | 4.6                | % 5.0 %   |
| Consolidated net income                                      | \$3,216            | \$3,283   |
| Unit counts at period end                                    | 11,527             | 11,489    |
| Retail square feet at period end                             | 1,151              | 1,138     |

Our total revenues, which are mostly comprised of net sales, but also include membership and other income, increased 0.9% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase in total revenues was consistent with the 0.9% increase in net sales. Net sales were positively impacted by positive comparable sales of 2.9% in the Walmart U.S. segment and the 1.1% year-over-year growth in retail square feet. The positive effect of such factors on our consolidated net sales was partially offset by \$3.5 billion of fluctuations in currency exchange rates and a \$235 million decrease in fuel sales due to lower fuel prices at the Sam's Club segment.

Our gross profit rate increased 60 basis points for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. Improved margins in grocery and health and wellness in the Walmart U.S. segment positively impacted our gross profit rate. Improved inventory management and cost saving initiatives in certain markets in the Walmart International segment and a reduction in low margin fuel sales at the Sam's Club segment also positively impacted our gross profit rate, while declines in general merchandise margin in the Walmart U.S. segment negatively impacted our gross profit rate.

For the three months ended April 30, 2016, operating expenses as a percentage of net sales increased 107 basis points when compared to the same period in the previous fiscal year, primarily due to an increase in wage expense at the Walmart U.S. and Sam's Club segments resulting from the continued investment in associate wage structure, and our continued investments in digital retail and information technology.

As a result of the factors discussed above, operating income decreased \$405 million for the three months ended April 30, 2016, compared to the same period in the previous fiscal year.

Net interest expense for the three months ended April 30, 2016 decreased \$263 million, when compared to the same period in the previous fiscal year, and net income attributable to noncontrolling interests changed \$195 million, when compared to the same period in the previous fiscal year, primarily due to the cumulative impact of an immaterial accounting correction for lease accounting made in the three months ended April 30, 2015.

Our effective income tax rate was 31.8% for the three months ended April 30, 2016, compared to 32.4% for the same period in the previous fiscal year. Our effective income tax rate may fluctuate from quarter to quarter as a result of factors including changes in our assessment of certain tax contingencies, valuation allowances, changes in tax law, outcomes of administrative audits, the impact of discrete items and the mix of earnings among our U.S. operations and international operations, which are subject to statutory rates that are generally lower than the U.S. statutory rate.

As a result of the factors discussed above, we reported \$3.2 billion of consolidated net income for the three months ended April 30, 2016, a decrease of \$67 million when compared to the same period in the previous fiscal year. Diluted income per common share attributable to Walmart ("EPS") was \$0.98 for the three months ended April 30, 2016, a decrease compared to EPS of \$1.03 for the three months ended April 30, 2015.





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## Walmart U.S. Segment

| (Amounts in millions, except unit counts)     | Three Months Ended |   |          |   |
|---|--------------------|---|----------|---|
|   | April 30,          |   |          |   |
|   | 2016               |   | 2015     |   |
| Net sales                                     | \$73,295           |   | \$70,245 |   |
| Percentage change from comparable period      | 4.3                | % | 3.5      | % |
| Calendar comparable store sales increase      | 2.9                | % | 0.6      | % |
| Operating income                              | \$4,232            |   | \$4,639  |   |
| Operating income as a percentage of net sales | 5.8                | % | 6.6      | % |
| Unit counts at period end                     | 4,601              |   | 4,555    |   |
| Retail square feet at period end              | 692                |   | 683      |   |

Net sales for the Walmart U.S. segment increased 4.3% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase in net sales was primarily due to an increase in comparable store sales of 2.9%, which was driven by an extra day in February 2016 due to a leap year, positive customer traffic and a positive contribution of approximately 0.2% by e-commerce sales. Additionally, year-over-year growth in retail square feet of 1.3% contributed to the increase in net sales.

Gross profit rate increased 44 basis points for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year, primarily due to improved margin in grocery and health and wellness, partially offset by a reduced margin in general merchandise as a result of our continued effort to improve inventory productivity and the customer experience which led to higher markdowns.

For the three months ended April 30, 2016, operating expenses as a percentage of segment net sales increased 141 basis points when compared to the same period in the previous fiscal year. The increase was primarily driven by an increase in wage expense due to the continued investment in the associate wage structure. In addition, higher associate incentive and our continued investments in digital retail and information technology contributed to the increases in operating expenses as a percentage of segment net sales. The increases in operating expenses as a percentage of segment net sales for the three months ended April 30, 2016 were partially offset by a decrease in utility and maintenance expense due to a milder winter.

As a result of the factors discussed above, segment operating income decreased \$407 million for the three months ended April 30, 2016, compared to the same period in the previous fiscal year.

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## Walmart International Segment

| (Amounts in millions, except unit counts)     | Three Months Ended |          |
|---|--------------------|----------|
|   | April 30,          |          |
|   | 2016               | 2015     |
| Net sales                                     | \$28,083           | \$30,278 |
| Percentage change from comparable period      | (7.2 )%            | (6.6 )%  |
| Operating income                              | \$1,164            | \$1,070  |
| Operating income as a percentage of net sales | 4.1 %              | 3.5 %    |
| Unit counts at period end                     | 6,274              | 6,286    |
| Retail square feet at period end              | 372                | 368      |

Net sales for the Walmart International segment decreased 7.2% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The decrease in net sales was primarily due to \$3.5 billion of negative impacts from fluctuations in currency exchange rates and negative comparable sales in the United Kingdom, partially offset by positive comparable sales in all other markets and year-over-year growth in retail square feet of 1.0%.

Gross profit rate increased 70 basis points for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase in the gross profit rate was primarily due to improved inventory management and cost saving initiatives in certain markets.

Operating expenses as a percentage of segment net sales increased 17 basis points for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase in operating expenses as a percentage of segment net sales was due to negative comparable sales on fixed expenses in the United Kingdom.

As a result of the factors discussed above, segment operating income increased \$94 million for the three months ended April 30, 2016, compared to the same period in the previous fiscal year.

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## Sam's Club Segment

We believe the information in the following table under the caption "Excluding Fuel" is useful to investors because it permits investors to understand the effect of the Sam's Club segment's fuel sales on its results of operations, which are impacted by the volatility of fuel prices. Volatility in fuel prices may continue to impact the operating results of the Sam's Club segment in the future.

| (Amounts in millions, except unit counts)          | Three Months Ended |   |          |    |
|--|--------------------|---|----------|----|
|  | April 30,          |   |          |    |
|  | 2016               |   | 2015     |    |
| <b>Including Fuel</b>                              |                    |   |          |    |
| Net sales  | \$13,608           |   | \$13,479 |    |
| Percentage change from comparable period           | 1.0                | % | (3.0)    | )% |
| Calendar comparable club sales increase (decrease) | 0.2                | % | (4.3)    | )% |
| Operating income                                   | \$413              |   | \$427    |    |
| Operating income as a percentage of net sales      | 3.0                | % | 3.2      | %  |
| Unit counts at period end                          | 652                |   | 648      |    |
| Retail square feet at period end                   | 87.2               |   | 86.6     |    |
| <b>Excluding Fuel</b>                              |                    |   |          |    |
| Net sales  | \$12,727           |   | \$12,363 |    |
| Percentage change from comparable period           | 2.9                | % | 1.2      | %  |
| Operating income                                   | \$408              |   | \$436    |    |
| Operating income as a percentage of net sales      | 3.2                | % | 3.5      | %  |

Net sales for the Sam's Club segment increased 1.0% for the three months ended April 30, 2016, when compared to the same period of the previous fiscal year. The increase in net sales was primarily due to year-over-year growth in retail square feet of 0.7% and higher e-commerce sales at samsclub.com. The increase in net sales was partially offset by a decrease of \$235 million in fuel sales from lower fuel prices.

Gross profit rate increased 51 basis points for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The increase was primarily due to the reduction in low margin fuel sales. The increase in gross profit rate was partially offset by the segment's continued investment in the Cash Rewards program. Membership and other income decreased 3.5% for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year. The decrease was due to a reduction in other income partially offset by an increase of 3.9% in membership income as a result of increased Plus member renewals.

For the three months ended April 30, 2016, operating expenses as a percentage of segment net sales increased 52 basis points compared to the same period in the previous fiscal year. The increase in operating expenses as a percentage of segment net sales was primarily due to lower fuel sales on fixed expenses related to operating our fuel stations, an increase in wage and benefit expense due to the continued investment in the associate wage structure, an increase in advertising expense and our continued investment in digital retail.

As a result of the factors discussed above, segment operating income decreased \$14 million for the three months ended April 30, 2016, compared to the same period in the previous fiscal year.

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## Liquidity and Capital Resources

## Liquidity

The strength and stability of our operations have historically supplied us with a significant source of liquidity. Our cash flows provided by operating activities, supplemented with our long-term debt and short-term borrowings, have been sufficient to fund our operations while allowing us to invest in activities that support the long-term growth of our operations. Generally, some or all of the remaining available cash flow has been used to fund the dividends on our common stock and share repurchases. We believe our sources of liquidity will continue to be adequate to fund operations, finance our global investment and expansion activities, pay dividends and fund our share repurchases for the foreseeable future.

## Net Cash Provided by Operating Activities

|                       | Three Months<br>Ended April<br>30, |      |
|-----------------------|------------------------------------|------|
| (Amounts in millions) | 2016                               | 2015 |

|   |         |         |
|---|---------|---------|
| Net cash provided by operating activities | \$6,193 | \$4,446 |
|---|---------|---------|

Net cash provided by operating activities was \$6.2 billion and \$4.4 billion for the three months ended April 30, 2016 and 2015, respectively. The increase in net cash provided by operating activities was primarily due to improved working capital management.

## Cash Equivalents and Working Capital

Cash and cash equivalents were \$7.6 billion and \$7.8 billion at April 30, 2016 and 2015, respectively. Our working capital deficit was \$11.2 billion and \$7.5 billion at April 30, 2016 and 2015, respectively. We generally operate with a working capital deficit due to our efficient use of cash in funding operations, consistent access to the capital markets and in providing returns to our shareholders in the form of payments of cash dividends and share repurchases.

We use intercompany financing arrangements in an effort to ensure cash can be made available in the country in which it is needed with the minimum cost possible. We do not believe it will be necessary to repatriate earnings held outside of the U.S. and anticipate our domestic liquidity needs will be met through cash flows provided by operating activities, supplemented with long-term debt and short-term borrowings. Accordingly, we intend, with only certain exceptions, to continue to indefinitely reinvest our earnings held outside of the U.S. in our foreign operations. When the income is earned, either from operations or through intercompany financing arrangements, and indefinitely reinvested outside of the U.S. is taxed at local country tax rates, which are generally lower than the U.S. statutory rate, we realize an effective tax rate benefit. If our intentions with respect to reinvestment were to change, most of the amounts held within our foreign operations could be repatriated to the U.S., although any repatriation under current U.S. tax laws would be subject to U.S. federal income taxes, less applicable foreign tax credits. We do not expect local laws, other limitations or potential taxes on anticipated future repatriations of cash amounts held outside of the U.S. to have a material effect on our overall liquidity, financial condition or results of operations.

As of April 30, 2016 and January 31, 2016, cash and cash equivalents of approximately \$0.9 billion and \$1.1 billion, respectively, may not be freely transferable to the U.S. due to local laws or other restrictions.

## Net Cash Used in Investing Activities

|                       | Three Months<br>Ended April 30, |      |
|-----------------------|---------------------------------|------|
| (Amounts in millions) | 2016                            | 2015 |

|                                       |           |           |
|---------------------------------------|-----------|-----------|
| Net cash used in investing activities | \$(2,119) | \$(2,113) |
|---------------------------------------|-----------|-----------|

Net cash used in investing activities was \$2.1 billion for each of the three months ended April 30, 2016 and 2015, respectively, and generally consisted of payments to add stores and clubs, remodel existing stores and clubs, expand our digital retail capabilities and invest in other technologies.



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## Net Cash Used in Financing Activities

| (Amounts in millions)                 | Three Months<br>Ended April 30, |         |
|---------------------------------------|---------------------------------|---------|
|                                       | 2016                            | 2015    |
| Net cash used in financing activities | (5,432)                         | (3,695) |

Net cash flows used in financing activities generally consist of transactions related to our short-term and long-term debt, financing obligations, dividends paid and the repurchase of Company stock. Transactions with noncontrolling interest shareholders are also classified as cash flows from financing activities. Net cash used in financing activities increased \$1.7 billion for the three months ended April 30, 2016, when compared to the same period in the previous fiscal year, primarily due to an increase in share repurchases.

## Long-term Debt

The following table provides the changes in our long-term debt for the three months ended April 30, 2016:

| (Amounts in millions)                    | Long-term                      |                   |           |
|--|--------------------------------|-------------------|-----------|
|  | debt due<br>within one<br>year | Long-term<br>debt | Total     |
| Balances as of February 1, 2016          | \$ 2,745                       | \$ 38,214         | \$ 40,959 |
| Proceeds from issuance of long-term debt | —                              | 127               | 127       |
| Payments of long-term debt               | (2,013 )                       | —                 | (2,013 )  |
| Reclassifications of long-term debt      | 1,500                          | (1,500 )          | —         |
| Other                                    | 25                             | 310               | 335       |
| Balances as of April 30, 2016            | \$ 2,257                       | \$ 37,151         | \$ 39,408 |

Our total outstanding long-term debt balance decreased \$1.6 billion for the three months ended April 30, 2016, primarily due to maturities of long-term debt in the current period.

## Dividends

On February 18, 2016, the Board of Directors approved the fiscal 2017 annual dividend of \$2.00 per share, an increase over the fiscal 2016 annual dividend of \$1.96 per share. For fiscal 2017, the annual dividend will be paid in four quarterly installments of \$0.50 per share, according to the following record and payable dates:

| Record Date      | Payable Date      |
|------------------|-------------------|
| March 11, 2016   | April 4, 2016     |
| May 13, 2016     | June 6, 2016      |
| August 12, 2016  | September 6, 2016 |
| December 9, 2016 | January 3, 2017   |

The dividend installment payable on April 4, 2016 was paid as scheduled.

## Company Share Repurchase Program

From time to time, we repurchase shares of our common stock under share repurchase programs authorized by the Company's Board of Directors. The current \$20.0 billion share repurchase program has no expiration date or other restrictions limiting the period over which the Company can make share repurchases. At April 30, 2016, authorization for \$14.7 billion of share repurchases remained under the current share repurchase program. Any repurchased shares are constructively retired and returned to an unissued status.

We regularly review share repurchase activity and consider several factors in determining when to execute share repurchases, including, among other things, current cash needs, capacity for leverage, cost of borrowings, our results of operations and the market price of our common stock. The following table provides, on a settlement date basis, the number of shares repurchased, average price paid per share and total amount paid for share repurchases for the three months ended April 30, 2016 and 2015:

| (Amounts in millions, except per share data) | Three Months<br>Ended April<br>30, |      |
|--|------------------------------------|------|
|  | 2016                               | 2015 |

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|   |         |         |
|---|---------|---------|
| Total number of shares repurchased      | 40.7    | 3.5     |
| Average price paid per share            | \$67.23 | \$80.74 |
| Total amount paid for share repurchases | \$2,735 | \$280   |

Share repurchases increased \$2.5 billion for the three months ended April 30, 2016, when compared to the same period in the previous year. The increase in share repurchases resulted from our intention to utilize the current share repurchase authorization over a two year period.

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## Transactions with Noncontrolling Interests

As described in Note 10 to our Condensed Financial Statements, in July 2015, we completed the purchase of all of the remaining noncontrolling interest in Yihaodian, our e-commerce operations in China, for approximately \$760 million, using existing cash to complete this transaction.

## Capital Resources

We believe cash flows from operations, our current cash position and access to capital markets will continue to be sufficient to meet our anticipated operating cash needs, which include funding seasonal buildups in merchandise inventories and funding our capital expenditures, dividend payments and share repurchases.

We have strong commercial paper and long-term debt ratings that have enabled and should continue to enable us to refinance our debt as it becomes due at favorable rates in capital markets. At April 30, 2016, the ratings assigned to our commercial paper and rated series of our outstanding long-term debt were as follows:

| Rating agency             | Commercial paper | Long-term debt |
|---------------------------|------------------|----------------|
| Standard & Poor's         | A-1+             | AA             |
| Moody's Investors Service | P-1              | Aa2            |
| Fitch Ratings             | F1+              | AA             |

Credit rating agencies review their ratings periodically and, therefore, the credit ratings assigned to us by each agency may be subject to revision at any time. Accordingly, we are not able to predict whether our current credit ratings will remain consistent over time. Factors that could affect our credit ratings include changes in our operating performance, the general economic environment, conditions in the retail industry, our financial position, including our total debt and capitalization, and changes in our business strategy. Any downgrade of our credit ratings by a credit rating agency could increase our future borrowing costs or impair our ability to access capital and credit markets on terms commercially acceptable to us. In addition, any downgrade of our current short-term credit ratings could impair our ability to access the commercial paper markets with the same flexibility that we have experienced historically, potentially requiring us to rely more heavily on more expensive types of debt financing. The credit rating agency ratings are not recommendations to buy, sell or hold our commercial paper or debt securities. Each rating may be subject to revision or withdrawal at any time by the assigning rating organization and should be evaluated independently of any other rating. Moreover, each credit rating is specific to the security to which it applies.

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Other Matters

In Note 9 to our Condensed Consolidated Financial Statements, which is captioned "Contingencies" and appears in Part I of this Quarterly Report on Form 10-Q under the caption "Item 1. Financial Statements," we discuss, under the sub-caption "FCPA Investigation and Related Matters," our existing FCPA investigation and related matters and possible effects of those matters on Walmart's business. In that Note 9, we also discuss, under the sub-caption "Legal Proceedings-ASDA Equal Value Claims," certain existing employment claims against ASDA. We also discuss various legal proceedings related to the FCPA investigation in Part II of this Quarterly Report on Form 10-Q under the caption "Item 1. Legal Proceedings," under the sub-caption "II. Certain Other Proceedings." The foregoing matters and other matters described elsewhere in this Quarterly Report on Form 10-Q represent contingent liabilities of the Company that may or may not result in the incurrence of a material liability by the Company upon their final resolution.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risks relating to our operations result primarily from changes in interest rates and changes in currency exchange rates. Our market risks at April 30, 2016 are similar to those disclosed in our Form 10-K for the fiscal year ended January 31, 2016. At April 30, 2016, the fair value of our derivative instruments had increased approximately \$238 million since January 31, 2016, primarily due to maturities and fluctuations in market interest rates during the three months ended April 30, 2016. In addition, movements in currency exchange rates and the related impact on the translation of the balance sheets of the Company's subsidiaries in Canada, Japan, Brazil and Chile were the primary cause of the \$636 million net gain for the three months ended April 30, 2016, in the currency translation and other category of accumulated other comprehensive income (loss).

The information concerning market risk under the sub-caption "Market Risk" of the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 19 and 20 of the parts of our Annual Report to Shareholders for the fiscal year ended January 31, 2016, included as Exhibit 13 to our Annual Report on Form 10-K for the fiscal year ended January 31, 2016, is hereby incorporated by reference into this Quarterly Report on Form 10-Q.

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Item 4. Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. In designing and evaluating such controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management is necessarily required to use judgment in evaluating controls and procedures. Also, we have investments in unconsolidated entities. Since we do not control or manage those entities, our controls and procedures with respect to those entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries. In the ordinary course of business, we review our internal control over financial reporting and make changes to our systems and processes to improve such controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, updating existing systems, automating manual processes, migrating certain processes to our shared services organizations and increasing monitoring controls. These changes have not materially affected, and are not reasonably likely to materially affect, the Company's internal control over financial reporting. However, they allow us to continue to enhance our internal controls over financial reporting and ensure that they remain effective.

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

There has been no change in the Company's internal control over financial reporting as of April 30, 2016, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

I. SUPPLEMENTAL INFORMATION: We discuss certain legal proceedings in Part I of this Quarterly Report on Form 10-Q under the caption "Item 1. Financial Statements," in Note 9 to our Condensed Consolidated Financial Statements, which is captioned "Contingencies," under the sub-caption "Legal Proceedings," and refer you to that discussion, which is incorporated herein by reference to that Note 9, for important information concerning those legal proceedings, including the basis for such actions and, where known, the relief sought. We provide the following additional information concerning those legal proceedings, including the name of the lawsuit, the court in which the lawsuit is pending, and the date on which the petition commencing the lawsuit was filed.

Wage-and-Hour Class Action: Braun/Hummel v. Wal-Mart, Ct. of Common Pleas, Philadelphia County, PA, 3/20/02 and 8/30/04; Superior Ct. of PA, Eastern Dist., Philadelphia, PA, 12/7/07; Supreme Ct. of PA, Harrisburg, PA, 10/9/11; US Supreme Court, Washington, D.C., 3/13/15.

ASDA Equal Value Claims: Ms S Brierley & Others v ASDA Stores Ltd (2406372/2008 & Others-Manchester Employment Tribunal); ASDA Stores Ltd v Brierley & Ors (A2/2016/0973 - United Kingdom Court of Appeal); ASDA Stores Ltd v Ms S Brierley & Others (UKEAT/0059/16/DM - United Kingdom Employment Appeal Tribunal); ASDA Stores Ltd v Ms S Brierley & Others (UKEAT/0009/16/JOJ - United Kingdom Employment Appeal Tribunal).

II. CERTAIN OTHER PROCEEDINGS: The Company is a defendant in several lawsuits in which the complaints closely track the allegations set forth in a news story that appeared in The New York Times (the "Times") on April 21, 2012. One of these is a securities lawsuit that was filed on May 7, 2012, in the United States District Court for the Middle District of Tennessee, and subsequently transferred to the Western District of Arkansas, in which the plaintiff alleges various violations of the U.S. Foreign Corrupt Practices Act (the "FCPA") beginning in 2005, and asserts violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, relating to certain prior disclosures of the Company. The plaintiff seeks to represent a class of shareholders who purchased or acquired stock of the Company between December 8, 2011, and April 20, 2012, and seeks damages and other relief based on allegations that the defendants' conduct affected the value of such stock. In addition, a number of derivative complaints have been filed in Delaware and Arkansas, also tracking the allegations of the Times story, and naming various current and former officers and directors as additional defendants. The plaintiffs in the derivative suits (in which the Company is a nominal defendant) allege, among other things, that the defendants who are or were directors or officers of the Company breached their fiduciary duties in connection with their oversight of FCPA compliance. All of the derivative suits have been combined into two consolidated proceedings, one of which was consolidated in the United States District Court for the Western District of Arkansas and the other in the Delaware Court of Chancery. On March 31, 2015, the Western District of Arkansas granted the defendants' motion to dismiss the consolidated derivative proceedings in that court. On April 15, 2015, plaintiffs filed their notice of appeal with the United States Court of Appeals for the Eighth Circuit. On April 13, 2016, the Delaware Court of Chancery granted the defendants' motion to dismiss the consolidated derivative proceedings in that court. Management does not believe any possible loss or the range of any possible loss that may be incurred in connection with these proceedings will be material to the Company's financial condition or results of operations.

Securities Class Action: City of Pontiac General Employees Retirement System v. Wal-Mart Stores, Inc., USDC, Western Dist. of AR, 5/7/12.

Derivative Lawsuits: In re Wal-Mart Stores, Inc. Shareholder Derivative Litigation, USDC, Western Dist. of AR, 5/31/12; 8<sup>th</sup> Circuit Ct. of Appeals, St. Louis, MO; 4/15/15; In re Wal-Mart Stores, Inc. Delaware Derivative Litigation, Delaware Ct. of Chancery, 4/25/12.

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III. ENVIRONMENTAL MATTERS: Item 103 of SEC Regulation S-K requires disclosure of certain environmental matters. The following matters are disclosed in accordance with that requirement. For the matters listed below, management does not believe any possible loss or the range of any possible loss that may be incurred in connection with each matter, individually or in the aggregate, will be material to the Company's financial condition or results of operations.

During fiscal year 2015, a California Greenwashing Task Force informed the Company (including one of its subsidiaries) that it was investigating whether the Company and its subsidiary had violated a California statute that prohibits the sale of plastic products labeled by the Company's and its subsidiary's suppliers as "biodegradable" or "compostable." On January 13, 2016, the Task Force sent the Company and its subsidiary a settlement demand with the following terms: a \$1.5 million civil penalty; a restitution program; a compliance program; and investigative costs. On March 7, 2016, the Company and its subsidiary responded to the offer and are continuing to work with the Task Force towards a resolution.

On April 23, 2015, Wal-Mart Transportation LLC, a subsidiary of the Company, received a Finding and Notice of Violation from the Environmental Protection Agency alleging that Walmart Transportation violated the California Air Resources Board's Truck and Bus regulations by failing to install particulate matter filters on some diesel fuelled vehicles. The Company is responding to the allegations and is cooperating with the agency.

On April 6, 2015, representatives for the Brazilian Institute of the Environment alleged that WMS Supermercados do Brasil Ltda ("Walmart Brazil") had failed to file required reports documenting the number of tires imported, sold and recycled. The agency proposed a penalty of approximately \$857,000 and prohibited Walmart Brazil from selling or importing tires until the matter is resolved. In October 2015, Walmart Brazil filed its defense with the agency against the imposition of this penalty.

In September 2014, a spill of approximately 50 liters of fuel occurred at a store in Lerma, Mexico. A subsidiary of the Company, Nueva Wal-Mart de Mexico, S. de R.L. de C.V., took steps to address the spill and engaged an expert to oversee the final cleanup. The Municipality of Lerma proposed a penalty of approximately \$128,000 along with the implementation of a monitoring program around the spill area to address the situation. The Company implemented a monitoring program which concluded that there was no contamination in the spill area and is challenging the penalty in an administrative court. In March 2016, the administrative court revoked the proposed penalty.

In August 2013, the Company received a notice from the California Air Resources Board ("CARB") alleging that two products sold by the Company have exceeded volatile organic chemical limits prescribed in its California Consumer Products Regulations. The Company is responding to the allegations and cooperating with CARB's investigation.

In April 2013, a subsidiary of the Company, Corporacion de Compañias Agroindustriales, operating in Costa Rica, became aware that the Municipality of Curridabat is seeking a penalty of approximately \$380,000 in connection with the construction of a retaining wall seventeen years ago for a perishables distribution center that is situated along a protected river bank. The subsidiary obtained permits from the Municipality and the Secretaria Técnica Nacional Ambiental at the time of construction, but the Municipality now alleges that the wall is non-conforming.

In April and May 2011, the Environmental and Natural History Ministry of Chiapas, Mexico ("Ministry") notified a subsidiary of the Company, Arrendadora de Centros Comerciales, S. de R.L. de C.V. ("Arrendadora"), that five stores may have been constructed without first obtaining an environmental impact license as required, and for failing to comply with conditions required by those licenses. The Ministry proposed a penalty of approximately \$178,000 related to such stores and Arrendadora is currently in discussions with the Ministry regarding payment of such amount. In 2014, the Ministry informed Arrendadora it believed that four additional stores may have been constructed with the same deficiencies. The Ministry proposed a penalty of approximately \$640,000 in respect to such additional stores and also required Arrendadora to obtain the licenses and comply with the required conditions. Arrendadora was subsequently released by an administrative court from the payment of such penalty. Arrendadora is in compliance with the conditions required for the licenses of all the foregoing stores.

In January 2011, the Environmental Department of Porto Alegre Municipality formally notified Walmart Brazil of soil inspection reports indicating soil contamination due to leakage of oil from power generating equipment at nine store locations in Brazil. Walmart Brazil is cooperating with the agency as well as the District Attorney's Office for the State of Rio Grande do Sul and has filed a mitigation plan to address the situation.



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## Item 1A. Risk Factors

The risks described in Item 1A. Risk Factors, in our Annual Report on Form 10-K for the year ended January 31, 2016, could materially and adversely affect Wal-Mart Stores, Inc.'s (the "Company" or "our" or "we") business, financial condition and results of operations. The risk factors discussed in that Form 10-K do not identify all risks that we face because our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. No material change in the risk factors discussed in that Form 10-K has occurred.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

From time to time, the Company repurchases shares of its common stock under share repurchase programs authorized by the Company's Board of Directors. The current \$20.0 billion share repurchase program has no expiration date or other restrictions limiting the period over which the Company can make share repurchases. At April 30, 2016, authorization for \$14.7 billion of share repurchases remained under the current share repurchase program. Any repurchased shares are constructively retired and returned to an unissued status.

The Company regularly reviews its share repurchase activity and considers several factors in determining when to execute share repurchases, including, among other things, current cash needs, capacity for leverage, cost of borrowings and the market price of its common stock. Share repurchase activity under our share repurchase program, on a trade date basis, for the three months ended April 30, 2016, was as follows:

| Fiscal Period       | Total<br>Number of<br>Shares<br>Purchased | Average<br>Price Paid<br>per Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Approximate<br>Dollar<br>Value of<br>Shares that<br>May Yet Be<br>Purchased<br>Under the<br>Plans or<br>Programs<br>(billions) |
|---------------------|---|------------------------------------|--|--|
| February 1-29, 2016 | 13,855,206                                | \$ 66.05                           | 13,855,206   | \$ 16.5  |
| March 1-31, 2016    | 13,901,541                                | 67.56                              | 13,901,541   | 15.6   |
| April 1-30, 2016    | 12,528,985                                | 68.83                              | 12,528,985   | 14.7   |
| Total               | 40,285,732                                |                                    | 40,285,732   |  |

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Item 5. Other Information

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains statements that Walmart believes are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements are intended to enjoy the protection of the safe harbor for forward-looking statements provided by that Act.

Forward-looking Statements

The forward-looking statements in this report include:

statements in Note 6 to Walmart's Condensed Consolidated Financial Statements as of and for the three months ended April 30, 2016 regarding the expected insignificance of any ineffective portion of certain net investment and cash flow derivative financial instruments to which Walmart is a party and of the amounts relating to such derivative financial instruments expected to be reclassified from accumulated other comprehensive income (loss) to net income in the next 12 months; a statement in Note 8 to those Condensed Consolidated Financial Statements regarding the payment of dividends in the remainder of fiscal year 2017; and statements in Note 9 to those Condensed Consolidated Financial Statements regarding the possible outcome of, and future effect on Walmart's financial condition and results of operations of, certain litigation and other proceedings to which Walmart is a party, the possible outcome of, and future effect on Walmart's business of, certain other matters to which Walmart is subject, including Walmart's existing FCPA matters, and the liabilities, expenses and costs that Walmart may incur in connection with such matters; in Part I., Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations": statements under the caption "Overview" relating to the possible continuing impact of volatility in currency exchange rates on the results, including the net sales and operating income, of Walmart and the Walmart International segment; statements under the caption "Company Performance Metrics" regarding the impact of Walmart's strategic investments on long-term growth, Walmart continuing to grow through new stores and clubs and through increasing comparable store and club sales, which include e-commerce sales, Walmart's operating expenses potentially growing at a rate greater than or equal to the rate of Walmart's sales growth and Walmart's operating income potentially growing at a rate equal to or less than the rate of Walmart's net sales growth and with respect to Walmart's objective of balancing growth with returns and Walmart continuing to provide returns to our shareholders through share repurchases and dividends; a statement under the caption "Company Performance Metrics - Growth" regarding Walmart's strategic investments potentially not benefiting net sales and comparable store and club sales in the near term; statements under the caption "Results of Operations - Consolidated Results of Operations" regarding the possibility of fluctuations in Walmart's effective income tax rate from quarter to quarter and the factors that may cause those fluctuations; a statement under the caption "Results of Operations - Sam's Club Segment" relating to the possible continuing impact of volatility in fuel prices on the future operating results of the Sam's Club segment; a statement under the caption "Liquidity and Capital Resources - Liquidity" that the Company's sources of liquidity will be adequate to fund its operations, finance its global expansion activities, to pay dividends and to fund share repurchases; statements under the caption "Liquidity and Capital Resources - Liquidity - Net Cash Provided by Operating Activities - Cash Equivalents and Working Capital" regarding management's expectation that domestic liquidity needs will be met through funding sources other than cash held outside of the United States, Walmart's intent with respect to its reinvestment of earnings held outside of the United States in its foreign operations, its need to repatriate earnings held outside of the United States and management's expectations with respect to the effect on Walmart's overall liquidity, financial condition and results of operations of local laws, other limitations or potential taxes on repatriation of such cash; a statement under the caption "Liquidity and Capital Resources Liquidity - Net Cash Used in Financing Activities - Dividends " regarding the payment of dividends in the remainder of fiscal year 2017; and statements under the caption "Liquidity and Capital Resources - Capital Resources" regarding management's expectations regarding the Company's cash flows from operations, current cash position and access to capital markets continuing to be sufficient to meet its anticipated operating cash needs, factors that could affect the Company's credit rating, and the effect that lower credit ratings would have on its access to capital and credit markets and borrowing costs; and





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in Part I., Item 4. "Controls and Procedures": the statements regarding the affect of changes to systems and processes on internal control over financial reporting; and statements in Part II., Item 1. "Legal Proceedings" regarding management's expectations with respect to the effect that possible losses or the range of possible losses that might be incurred in connection with the legal proceedings and other matters discussed in Part II., Item 1. may have on Walmart's financial condition and results of operations, as well as other statements about Walmart's future performance, occurrences, plans and objectives, including financial and performance objectives and goals.

Risks, Factors and Uncertainties Regarding our Business

These forward-looking statements are subject to risks, uncertainties and other factors, domestically and internationally, including:

Economic Factors

economic, geo-political, capital markets and business conditions, trends and events around the world and in the markets in which Walmart operates;  
currency exchange rate fluctuations;  
changes in market rates of interest;  
geopolitical conditions and events;  
changes in market levels of wages;  
changes in the size of various markets, including e-commerce markets;  
unemployment levels;  
inflation or deflation, generally and in certain product categories;  
transportation, energy and utility costs;  
commodity prices, including the prices of oil and natural gas;  
consumer confidence, disposable income, credit availability, spending levels, shopping patterns, debt levels, and demand for certain merchandise;  
trends in consumer shopping habits around the world and in the markets in which Walmart operates;  
consumer enrollment in health and drug insurance programs and such programs' reimbursement rates;  
initiatives of competitors, competitors' entry into and expansion in Walmart's markets, and competitive pressures;

Operating Factors

the amount of Walmart's net sales and operating expenses denominated in U.S. dollar and various foreign currencies;  
the financial performance of Walmart and each of its segments, including the amounts of Walmart's cash flow during various periods;  
the Company's need to repatriate cash held outside of the U. S.;  
customer traffic and average ticket in Walmart's stores and clubs and on its e-commerce websites;  
the mix of merchandise Walmart sells;  
the availability of goods from suppliers and the cost of goods acquired from suppliers;  
the effectiveness of the implementation and operation of Walmart's strategies, plans, programs and initiatives;  
the amount of shrinkage Walmart experiences;  
consumer acceptance of and response to Walmart's stores and clubs, e-commerce websites, mobile apps, programs and merchandise offerings, including the Walmart U.S. segment's Grocery Pickup program;  
Walmart's gross profit margins, including pharmacy margins and margins of other product categories;  
transportation, energy and utility costs;  
the selling prices of gasoline and diesel fuel;  
disruption of seasonal buying patterns in Walmart's markets;  
Walmart's expenditures for FCPA- and compliance-related matters;  
disruptions in Walmart's supply chain;  
cybersecurity events affecting Walmart and related costs;  
Walmart's labor costs, including healthcare and other benefit costs;  
Walmart's casualty and accident-related costs and insurance costs;

- the size of and turnover in Walmart's workforce and the number of associates at various pay levels within that workforce;
- unexpected changes in Walmart's objectives and plans;
- the availability and cost of appropriate locations for new and relocated stores, clubs and other facilities;
- local real estate, zoning, land use and other laws, ordinances, legal restrictions and initiatives that impose limitations on Walmart's ability to build, relocate or expand stores in certain locations;
- the availability of necessary personnel to staff Walmart's units;
- the availability of necessary utilities for new units;

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- the availability of skilled labor in areas in which new units are to be constructed or existing units are to be relocated, expanded or remodeled;
- delays in the opening of new, expanded or relocated units;
- developments in, and the outcome of, legal and regulatory proceedings and investigations to which Walmart is a party or is subject, and the liabilities, obligations and expenses, if any, that Walmart may incur in connection therewith;
- changes in the credit ratings assigned to the Company's commercial paper and debt securities by credit rating agencies;
- Walmart's effective tax rate;
- unanticipated changes in accounting judgments and estimates;

Regulatory and Other Factors

- changes in existing, tax, labor and other laws and changes in tax rates, including the enactment of laws and the adoption and interpretation of administrative rules and regulations;
- governmental policies, programs, initiatives and actions in the markets in which Walmart operates and elsewhere;
- tariff rates and trade restrictions;
- changes in currency control laws;
- the level of public assistance payments;
- natural disasters, public health emergencies, civil disturbances, and terrorist attacks; and
- changes in generally accepted accounting principles in the United States.

Other Risks Factors; No Duty to Update

This Quarterly Report on Form 10-Q should be read in conjunction with Walmart's Annual Report on Form 10-K for the fiscal year ended January 31, 2016 and all of Walmart's subsequent other filings, including Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, made with the SEC. Walmart urges the reader to consider all of these risks, uncertainties and other factors carefully in evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q. The Company cannot assure you that the results or developments anticipated by the Company and reflected or implied by any forward-looking statement contained in this Quarterly Report on Form 10-Q will be realized or, even if substantially realized, that those results or developments will result in the forecasted or expected consequences for the Company or affect the Company, its operations or its financial performance as the Company has forecasted or expected. As a result of the matters discussed above and other matters, including changes in facts, assumptions not being realized or other factors, the actual results relating to the subject matter of any forward-looking statement in this Quarterly Report on Form 10-Q may differ materially from the anticipated results expressed or implied in that forward-looking statement. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report, and Walmart undertakes no obligation to update any of these forward-looking statements to reflect subsequent events or circumstances.

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Item 6. Exhibits

The required exhibits are included at the end of the Form 10-Q or are incorporated herein by reference and are described in the Index to Exhibits immediately following the signatures page.

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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 thereunto duly authorized.

WAL-MART STORES, INC.

Date: June 3, 2016 By: /s/ C. Douglas McMillon  
C. Douglas McMillon  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: June 3, 2016 By: /s/ M. Brett Biggs  
M. Brett Biggs  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

Date: June 3, 2016 By: /s/ Stephen P. Whaley  
Steven P. Whaley  
Senior Vice President and Controller  
(Principal Accounting Officer)

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Index to Exhibits

The following documents are filed as an exhibit to this Quarterly Report on Form 10-Q:

|                  |   |
|------------------|---|
| Exhibit 3.1      | Restated Certificate of Incorporation of the Company, the Certificate of Amendment to the Restated Certificate of Incorporation executed August 19, 1991, and the Certificate of Amendment to the Restated Certificate of Incorporation executed July 27, 1999 are incorporated herein by reference to Exhibits 4.1, 4.2 and 4.3, respectively, to the Registration Statement on Form S-3 of the Company (File Number 333-178385) filed with the SEC on December 8, 2011. |
| Exhibit 3.2      | Amended and Restated Bylaws of Wal-Mart Stores, Inc., effective as of June 5, 2014, are incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 2014 as filed with the SEC on June 6, 2014.   |
| Exhibit 12.1*    | Ratio of Earnings to Fixed Charges  |
| Exhibit 31.1*    | Chief Executive Officer Section 302 Certification   |
| Exhibit 31.2*    | Chief Financial Officer Section 302 Certification   |
| Exhibit 32.1**   | Chief Executive Officer Section 906 Certification   |
| Exhibit 32.2**   | Chief Financial Officer Section 906 Certification   |
| Exhibit 99       | The information incorporated by reference in Part I, Item 3 of this Quarterly Report on Form 10-Q is incorporated herein by reference to the material set forth under the sub-caption "Market Risk" in Management's Discussion and Analysis of Financial Condition and Results of Operations, which is contained in Exhibit 13 to the Company's Annual Report on Form 10-K for the year ended January 31, 2016, as filed with the SEC.                                    |
| Exhibit 101.INS* | XBRL Instance Document  |
| Exhibit 101.SCH* | XBRL Taxonomy Extension Schema Document   |
| Exhibit 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document   |
| Exhibit 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document  |
| Exhibit 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document   |
| Exhibit 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document  |

\* Filed herewith as an Exhibit.

\*\*Furnished herewith as an Exhibit.