

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported)
January 8, 2026

Walmart Inc.

(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction of incorporation or organization)

001-06991
(Commission File Number)

71-0415188
(I.R.S. Employer Identification No.)

1 Customer Drive
Bentonville, AR 72716
(Address of Principal Executive Offices) (Zip code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.10 per share	WMT	The Nasdaq Stock Market LLC
2.550% Notes due 2026	WMT26	The Nasdaq Stock Market LLC
1.050% Notes due 2026	WMT26A	The Nasdaq Stock Market LLC
1.500% Notes due 2028	WMT28C	The Nasdaq Stock Market LLC
4.875% Notes due 2029	WMT29B	The Nasdaq Stock Market LLC
5.750% Notes due 2030	WMT30B	The Nasdaq Stock Market LLC
1.800% Notes due 2031	WMT31A	The Nasdaq Stock Market LLC
5.625% Notes due 2034	WMT34	The Nasdaq Stock Market LLC
5.250% Notes due 2035	WMT35A	The Nasdaq Stock Market LLC
4.875% Notes due 2039	WMT39	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective January 8, 2026, the Board of Directors (the "Board") of Walmart Inc. ("Walmart") appointed Shishir Mehrotra, age 46, as a member of the Board. Mr. Mehrotra has also been appointed to the Compensation and Management Development Committee and the Technology and eCommerce Committee of the Board. There is no arrangement or understanding between Mr. Mehrotra and any other persons or entities pursuant to which Mr. Mehrotra was appointed as a director.

Upon his appointment to the Board, Mr. Mehrotra became entitled to a prorated portion of the non-management directors' compensation for the term ending on the date of Walmart's 2026 Annual Shareholders' Meeting. The components of Walmart's non-management director compensation were disclosed in Walmart's proxy statement dated April 24, 2025, relating to the Annual Shareholders' Meeting held on June 5, 2025, and as slightly modified by the Board on June 5, 2025 for the annual amounts. As part of his non-management director compensation, on January 8, 2026, Mr. Mehrotra received a prorated portion of the \$230,000 annual stock award and will receive a prorated portion of the \$115,000 annual retainer payable to non-management directors. The annual retainer will be paid quarterly in arrears through the 2026 Annual Shareholders' Meeting, and Mr. Mehrotra may elect to receive these quarterly retainers in cash or Walmart common stock, defer in stock units, defer in cash in an interest-bearing account, or receive in any combination thereof.

A copy of the press release announcing Mr. Mehrotra's appointment to the Board is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following document is furnished as an exhibit to this Current Report on Form 8-K:

99.1 [Press Release dated January 8, 2026, announcing appointment of Shishir Mehrotra to the Board of Walmart](#)

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

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 8, 2026

WALMART INC.

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

Walmart

Walmart names Shishir Mehrotra to Board of Directors

BENTONVILLE, Ark., January 8, 2026— Walmart Inc. (Nasdaq: WMT) announced the appointment of Shishir Mehrotra, Chief Executive Officer at Superhuman (formerly Grammarly), to the company's Board of Directors, effective today. He will serve on the Board's Compensation and Management Development Committee and the Technology and eCommerce Committee.

"Our focus remains on serving customers through a people-led, tech-powered approach," said Greg Penner, chairman of Walmart's Board of Directors. "Shishir's background adds to our boardroom the insight of a proven builder, offering a distinguished track record scaling platforms relied upon by millions."

Randall Stephenson, lead independent director, added: "Shishir brings a rare combination of technical depth and product leadership. He has helped create and scale platforms that unlock creativity and productivity for people and teams at global scale. We're excited to welcome him to our Board."

"I have long admired Walmart's ability to innovate while staying true to its core values, and joining the Board as the company builds for an agentic AI future is a rare opportunity," said Mehrotra. "This era is the most significant technological shift I've seen in my career, and I look forward to working with the team to shape the future for the millions of people Walmart serves."

Mehrotra is a 25+ year technology veteran with a track record of building category-defining platforms. Prior to joining Superhuman, he was the CEO and co-founder of Coda, a productivity and AI platform that grew to serve millions of users and tens of thousands of teams. Before founding Coda, Mehrotra served as YouTube's Chief Product Officer and Chief Technology Officer, helping grow YouTube into the world's largest video destination and one of Google's largest and fastest-growing businesses, as well as a platform of choice for a new generation of creators. He holds a dual bachelor of science degree in mathematics and computer science from the Massachusetts Institute of Technology.

About Walmart

Walmart Inc. (Nasdaq: WMT) is a people-led, tech-powered omnichannel retailer helping people save money and live better — anytime and anywhere — in stores, online, and through their mobile devices. Each week, approximately 270 million customers and members visit more than 10,750 stores and numerous eCommerce websites in 19 countries. With fiscal year 2025 revenue of \$681 billion, Walmart employs approximately 2.1 million associates worldwide. Walmart continues to be a leader in sustainability, corporate philanthropy, and employment opportunity. Additional information about Walmart can be found by visiting corporate.walmart.com, on Facebook at facebook.com/walmart, on X (formerly known as Twitter) at twitter.com/walmart, and on LinkedIn at linkedin.com/company/walmart.