



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 28, 2019

Kristopher A. Isham
Walmart Inc.
kristopher.isham@walmartlegal.com

Re: Walmart Inc.
Incoming letter dated February 1, 2019

Dear Mr. Isham:

This letter is in response to your correspondence dated February 1, 2019 concerning the shareholder proposal (the "Proposal") submitted to Walmart Inc. (the "Company") by Martin Harangozo (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponent dated February 2, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Martin Harangozo

March 28, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Walmart Inc.
Incoming letter dated February 1, 2019

The Proposal relates to cumulative voting.

Rules 14a-8(b) and 14a-8(f) require a proponent to provide documentary support of a claim of beneficial ownership upon request. To date, the Proponent has not provided a statement from the record holder evidencing documentary support of continuous beneficial ownership of \$2,000, or 1%, in market value of voting securities, for at least one year preceding and including submission of the Proposal. We note, however, the Proponent's representation that he did not receive the deficiency notice from the Company requesting that he provide such documentary support. We further note the Company's failure to provide sufficient proof of receipt of the emailed deficiency notice by the Proponent. Accordingly, unless the Proponent provides the Company with appropriate documentary support of ownership, within seven calendar days after receiving this letter, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

Courtney Haseley
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

Martin Harangozo

Feb 2, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re Walmart Company
Shareholder proposal of Martin Harangozo

cc: Kristopher Isham

Ladies and Gentlemen;

This letter is to inform you that Martin Harangozo (the “proponent”) finds that the Walmart Company (the “company”) must include in its proxy statement and form of proxy for its 2019 Annual Meeting of Shareowners the proposal received from the proponent.

THE PROPOSAL

This proposal recommends cumulative voting with an image Exhibit A (the “proposal”)

BASIS FOR INCLUSION

The proponent is a shareowner.

ANALYSIS

The proponent is a shareowner.

The proponent has previously demonstrated that he is a shareowner see exhibit B. This was never disputed by the company. The proponent mentioned he never sold the shares mentioned in the proof.

The company claims that it has sent the proponent a deficiency notice requesting proof of share ownership, however, the proponent finds this to be false. For succinctness, not all the data provided by the company will be repeated in this response.

The proponent has not received the deficiency notice. The best information that the proponent has is that the company failed to send it.

The proponent used a yahoo e-mail to send the proposal. The company at the proponent's request acknowledged this proposal.

The proponent sent a screen dump of the e-mails received from the company. This list of e-mails showed that the proponent received e-mails from the company before and after the disputed email but not that email containing the deficiency notice. The company would not accept the proponent's offer to provide proof of ownership from the date of the e-mail that the proponent did receive in the 14 day time frame per rule 14-a-8.

A list of e-mails from the company is included in exhibit C showing the dates of some e-mails received in a red circle and then enlarged.

Yahoo shows how to determine if an e-mail not received is the problem of the recipient or the sender. This is shown in Exhibit D with the circled summary enlarged. The proponent followed this troubleshooting procedure to find that the company did not send the disputed e-mail to the proponent. Of paramount importance is that the proponent receive e-mails from the company before and after the disputed e-mail, but not the e-mail in question.

Nothing the company provided offers absolute proof that the recipient received the disputed e-mail.

Finally, this technical matter can easily be resolved if the company permits the proponent to provide proof of ownership within the time frame permitted by the staff from a date of notice not in dispute. The proponent is happy to provide this proof if either the company or the staff requests it. The history of rule 14-a-8 and

the staff is to overwhelmingly enable owners of a public company to make recommendations following subject rule and even permit shareowners to make modifications to their proposal in the event of minor deficiencies easily cured (see GE, Kreilein available 2008). The company clearly appears to abuse a minor technical matter, of their own fault, when it refuses to accept proof from the proponent from a date of consensus.

CONCLUSION

Based upon the foregoing analysis, the proponent respectfully requests that the staff concurs with the proponent that he is a shareowner, and, at the pleasure of the staff provide the proponent 14 days to accumulate and provide this ownership verification.

Exhibit A

RESOLVED: “That the stockholders of Walmart assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit. Cumulative voting is recommended by the late Benjamin Graham in the book *Security Analysis* coauthored by David Dodd. Cumulative voting gives shareholders improved distinction in electing directors.

Some Walmart stockholders believe raising concerns at public companies should be improved. Currently Walmart written policy prohibits retaliation for those raising concerns. This language appears similar in scope to retaliation and employment language used by General Electric Company. General Electric Company promises strict confidentiality for those raising concerns in its *Spirit and Letter*. General

Electric in writing also promises strict confidentiality in its arbitration agreement. These written promises have given some employees including their reputable counsel cause to formally request relief when they believed these promises were breached see Case # 3:08-CV-00082-JHM-DW. General Electric using counsel obtained a summary judgement against this employee, effectively removing the retaliation jurisdiction from an impartial jury or arbitrator. Procedures of retaliation against employees of the General Electric Company by the Company appear similar to Walmart's as no effective oversight outside the Company performing the alleged retaliation exists. General Electric makes a mockery of its promises, handling concerns raised after many promises of strict confidentiality, so they appear on internet <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>. This website contains an e-mail dated November 7, 2010 by Matthew Johnson, who appears to count income for year 2010 for parts not sold that year, and not projected to be sold until later in year 2011. General Electric was fined and rebuked by the Securities Exchange Commission for accounting fraud

<https://www.sec.gov/news/press/2009/2009-178.htm>,

accounting appearing similar to that used by Matthew Johnson (see image harvested from Facebook). Some General Electric Stockholders believe Matthew Johnson lied under oath.

Walmart is confederate with General Electric as it places General Electric Products on its store shelves. General Electric, once a most valuable company lost most of that value all while the broad stock market gained in value. This prosperity decline mirrors poor prosperity in environments using secrecy and oppression. Comparing per capita income of the United States to that of North Korea illustrates this point. Increased stockholder voice as represented by cumulative voting may be critical in transparency and success.

Exhibit B



11/17/2017

Martin Harangozo

Re: Scottrade Account ***

To Whom It May Concern:

This letter is to verify the following information for the account listed above:

- As of November 4, 2017, Mr. Harangozo holds 159 shares of Wal-Mart common stock (WMT) and has held them continuously for at least one year.

Please contact us with any further questions.

Sincerely,

A handwritten signature in black ink that reads "Brady Jackson". The signature is written in a cursive style with a long horizontal line extending from the end of the name.

Brady Jackson
Investment Consultant

Exhibit C

Browser tabs: (1,376 unread), Walmart, Inc. No Action Request, Louisville Free Public Library, Time Remaining: 13:27, Other Options, End Session

Address bar: https://mail.yahoo.com/d/search/name=Kristopher%2520Isham%2520-%2520Legal&emailAddresses=Kristopher.Isham%2540walmartlegal.com&listFilter=FROM&contactId=ba073612

YAHOO! MAIL

Search: Kristopher Isham - Legal

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Photos Documents Deals Purchases Groceries Travel Tutorials

Folders Hide

New Folder Brunhilde 175 ContactContact 17 Health 95 Kenny Yeager 181 Next Folder Niagara Farms 141 OPEN Rejection 11 Roxiana

Messages

Sort

Yesterday

Microsoft Azure Build container-based apps using tools you know Try Azure Kubernetes Service (AKS) for free and dynamically scale your apps.

Kristopher Isham - Legal Shareholder Proposal - Walmart 2019 Proxy Statement Hello Mr. Harangozo, I am sending by email a courtesy copy of the no-act... Inbox Feb 1

January

Kristopher Isham - Legal Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Mr. Harangozo, I'm sorry that you did not see the email that... Inbox Jan 11

Kristopher Isham - Legal RE: Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Mr. Harangozo and Happy New Year, You submitted a s... Inbox Jan 7

2018

Kristopher Isham - Legal RE: Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Martin - I confirm receipt of the shareholder proposal y... Inbox 11/26/2018

Kristopher Isham - Legal Walmart 2018 Proxy Statement - Shareholder Proposal Hello Martin, Thank you again for taking the time to speak with me about ... Inbox 1/29/2018

Kristopher Isham - Legal Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, Yes, Friday at 11am Eastern works for me. I will call you at tha... Inbox 1/22/2018

Kristopher Isham - Legal Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, I am following up on my email of January 12. Have you had a... Inbox 1/22/2018

Kristopher Isham - Legal Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, Thank you again for taking the time this morning to speak wi... Inbox 1/12/2018

Kristopher Isham - Legal RE: RE: Shareholder Proposal - Walmart 2018 Proxy Statement Great, thank you Mr. Harangozo. How about this Friday, Jan. 12 ... Inbox 1/6/2018

Kristopher Isham - Legal RE: RE: Shareholder Proposal - Walmart 2018 Proxy Statement Hello Mr. Harangozo, I have been reviewing the shareholder propo... Inbox 1/7/2018

2017

Kristopher Isham - Legal RE: RE: Shareholder Proposal - Walmart 2018 Proxy Statement Thank you Mr. Harangozo, I confirm receipt. Kind regards, Kris Isha... Brunhilde 11/20/2017

Kristopher Isham - Legal Shareholder Proposal - Walmart 2018 Proxy Statement Hello Mr. Harangozo, We received your letter and accompanying sharehol... Inbox 11/15/2017

Kristopher Isham - Legal

Documents

Walmart, Inc. No Action Request (Martin ...

Walmart, Inc. No Action Request (Martin Harangozo).pdf

Deficiency Letter and Enclosures - Marti...

RE: Shareholder Proposal for 2019 proxy ...

Wal-Mart Stores NAL (Harangozo).pdf

Walmart 2018 Proxy Statement - Shareh...

9:55 AM 2/2/2019



ng by email a courtesy copy of the no-act... Inbox  Feb 1

n sorry that you did not see the email that... Inbox Jan 11

o and Happy New Year, You submitted a s... Inbox  Jan 7

firm receipt of the shareholder proposal y... Inbox 11/26/2018

r taking the time to speak with me about ... Inbox  1/29/2018 >

Eastern works for me. I will call you at tha... Inbox 1/22/2018

Exhibit D

← Back to Help Central

Emails aren't received in New Mail

Not getting the emails you expect is frustrating. Use these steps to identify if there's an issue with your account or the sender's account that's preventing the messages from arriving.

Check if your account has any errors

[Sign in to your New Mail account](#) on a computer and send yourself an email.

- **If you get an error** - address that to fix the issue.
- **If you don't get an error** - your account is working as expected.

Check your account settings

These settings can prevent email from getting to your Inbox:

- **Reply-to address** - [Make sure your reply-to address is blank.](#)
- **Blocked address** - [The sender may have been blocked by mistake.](#)
- **Spam folder** - [Check your spam folder to see if the email was incorrectly marked.](#)
- **Email filters** - [Check your filters to see if the email could've arrived in another folder.](#)

Have the sender check their account

If you didn't find anything wrong with your account, then the issue is on the sender's side.

- [Make sure they typed your full email address correctly.](#)
- Suggest they contact their email provider for further assistance.

Was this article helpful?

Yes

No

Have the sender check their account

If you didn't find anything wrong with your account, then the issue is on the sender's side.

Legal Corporate

Kristopher A. Isham
Senior Associate Counsel



702 SW 8th Street
Benionville, AR 72716-0215
Phone 479.204.8684
Fax 479.277.5991
Kristopher.Isham@walmartlegal.com

February 1, 2019

VIA E-MAIL to shareholderproposals@sec.gov

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Walmart Inc.*
Shareholder Proposal of Martin Harangozo
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that Walmart Inc. (the “Company”) intends to omit from its proxy statement and form of proxy for its 2019 Annual Meeting of Shareholders (collectively, the “2019 Proxy Materials”) a shareholder proposal and statement in support thereof (the “Proposal”) received from Martin Harangozo (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2019 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if he elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponent failed to provide the requisite proof of continuous share ownership in response to the Company's proper request for such information.

The Proposal May Be Excluded Under Rule 14a-8(b) And Rule 14a-8(f)(1) Because The Proponent Failed To Establish The Requisite Eligibility To Submit The Proposal.

A. Background.

On November 25, 2018, the Proponent submitted the Proposal to the Company via e-mail, which the Company received at 1:53 p.m. *See Exhibit A.*¹ The Company responded to the Proponent's submission e-mail confirming receipt on November 26, 2018. On November 27, 2018, the Proponent replied to the Company's e-mail stating his intent to hold the requisite number of shares until the Company's Annual Meeting of Shareholders. The Proponent did not submit the Proposal via any other means, including mail, nor did the Proponent include a return mailing address in either of his November 25, 2018 or November 27, 2018 e-mails to the Company. *See Exhibit B.*

The Proponent's submission on November 25, 2018 contained a procedural deficiency because it did not provide verification of the Proponent's ownership of the requisite number of Company shares from the record owner of those shares. The Proponent's November 27, 2018 e-mail to the Company also did not include the required verification of the Proponent's stock ownership. The Company reviewed its stock records, which did not indicate that the Proponent was the record owner of any shares of Company securities.

Accordingly, the Company e-mailed the Proponent a letter dated November 27, 2018 notifying the Proponent of the procedural deficiency as required by Rule 14a-8(f) (the "Deficiency Notice"). In the Deficiency Notice, attached hereto as Exhibit C, the Company informed the Proponent of the requirements of Rule 14a-8 and how he could cure the procedural deficiency. Specifically, the Deficiency Notice stated:

- the ownership requirements of Rule 14a-8(b);
- that, according to the Company's stock records, the Proponent was not a record owner of sufficient shares;

¹ The Proposal was accompanied by a photograph of an individual, which the Proponent requested be included in the 2019 Proxy Materials with the Proposal. The Company has not included the photograph in Exhibit A as it is not relevant for the Staff's determination of whether the Proposal may be excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1).

- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b); and
- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice.

The Deficiency Notice also included a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F. The Company's internal information technology team confirmed that the Deficiency Notice was transmitted at 2:40 p.m. on November 27, 2018 to the e-mail address that the Proponent used in transmitting his e-mails to the Company on both November 25, 2018 and November 27, 2018. See Exhibit D. Exhibit D clearly demonstrates that the e-mail transmitted to the Proponent was the same e-mail that the Company sent in Exhibit C as follows:

- I transmitted the Deficiency Notice on behalf of the Company at 2:40 p.m. on November 27, 2018. See "Circle A" in Exhibit D;
- My e-mail address, Kristopher.Isham@walmartlegal.com, is clearly identified as the sender of the Deficiency Notice, and the Proponent's e-mail address, *** is clearly identified as the recipient. See "Circle B" in Exhibit D. The Proponent's e-mail address, *** is identical to the e-mail address both that the Proponent used to submit the Proposal and that the Company used to transmit the Deficiency Notice. See Exhibit A and Exhibit C; and
- My e-mail attached the Deficiency Notice, and the Deficiency Notice was identified as "deficiency letter and enclosures martin harangozo 2019 shareholder proposal.pdf." See "Circle C" in Exhibit D. This title is identical to the Deficiency Notice's description in Exhibit C.

Additionally, the Company did not receive any electronic indication that the e-mail was not delivered to the Proponent's e-mail address (*e.g.*, an undeliverable message).

After the Proponent failed to respond to the Deficiency Notice, on January 7, 2019, the Company e-mailed the Proponent at the same e-mail address to which it sent the Deficiency Notice asking that the Proponent withdraw the Proposal. On January 8, 2019, the Proponent responded to that e-mail stating that he had never received the Deficiency Notice and declining to withdraw the Proposal. The Company responded to the Proponent's e-mail on January 11, 2019, acknowledging his concerns and notifying him that its records indicated that the Deficiency Notice was properly sent to the Proponent's e-mail address by e-mail on November 27, 2018. In subsequent correspondence, the Proponent continued to dispute his receipt of the Deficiency Notice, and to date, has not provided anything other than a screenshot of his e-mail inbox to show that the Proponent's e-mail inbox does not contain the Company's November 17, 2018 correspondence with the Deficiency Notice, which is not dispositive of whether the Proponent *received* the Deficiency Notice. See Exhibit E. As of the date of this letter, the Proponent has not provided any proof of ownership of the Company's shares.

B. Analysis.

The Company may exclude the Proposal under Rule 14a-8(f)(1) because, as demonstrated above, the Proponent failed to substantiate his eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a shareholder] must have continuously held at least \$2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareholder] submit[s] the proposal.” Staff Legal Bulletin No. 14 specifies that when the shareholder is not the registered holder, the shareholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the shareholder may do by one of the two ways provided in Rule 14a-8(b)(2). *See* Section C.1.c, Staff Legal Bulletin No. 14 (Jul. 13, 2001).

Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the problem and the proponent fails to correct the deficiency within the required time. The Company satisfied its obligation under Rule 14a-8 by transmitting to the Proponent in a timely manner the Deficiency Notice, which included the information listed above. *See Exhibit C and Exhibit D.*

On numerous occasions the Staff has concurred with the exclusion of a shareholder proposal based on a proponent’s failure to provide satisfactory evidence of eligibility under Rule 14a-8(b) and Rule 14a-8(f)(1). *See Exxon Mobil Corp.* (avail. Feb. 13, 2017) (concurring with the exclusion of a shareholder proposal under Rule 14a-8(b) and Rule 14a-8(f) and noting that “the proponent appears to have failed to supply, within 14 days of receipt of ExxonMobil’s request, documentary support sufficiently evidencing that she satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b)”); *Cisco Systems, Inc.* (avail. Jul. 11, 2011); *I.D. Systems, Inc.* (avail. Mar. 30, 2011); *Amazon.com, Inc.* (avail. Mar. 29, 2011); *Yahoo! Inc.* (avail. Mar. 24, 2011); *Alcoa Inc.* (avail. Feb. 18, 2009); *Qwest Communications International, Inc.* (avail. Feb. 28, 2008); *Occidental Petroleum Corp.* (avail. Nov. 21, 2007); *General Motors Corp.* (avail. Apr. 5, 2007); *Yahoo! Inc.* (avail. Mar. 29, 2007); *CSK Auto Corp.* (avail. Jan. 29, 2007); *Motorola, Inc.* (avail. Jan. 10, 2005); *Johnson & Johnson* (avail. Jan. 3, 2005); *Agilent Technologies* (avail. Nov. 19, 2004); *Intel Corp.* (avail. Jan. 29, 2004); *Moody’s Corp.* (avail. Mar. 7, 2002).

Moreover, the Staff has concurred with the exclusion of shareholder proposals based on a proponent’s failure to provide *any* evidence of eligibility to submit the shareholder proposal when the company provided a deficiency notice only via e-mail. For example, in *General Electric Co. (Andrew Dale)* (avail. Jan. 2, 2018), the proponent submitted the proposal solely via e-mail to the company and did not provide a physical return mailing address. The proponent’s submission did not include the requisite proof of ownership under Rule 14a-8(b), and the company sent the proponent a deficiency notice via e-mail, to which the proponent did not respond. The Staff concurred with the exclusion of the proposal under Rule 14a-8(b) and

Rule 14a-8(f), noting that “the [p]roponent appears not to have responded to the [c]ompany’s request for documentary support indicating that the [p]roponent has satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b).” *See also Dominion Resources, Inc.* (avail. Dec. 19, 2016) (concurring with the exclusion of a proposal where the proponent failed to provide any response to a deficiency notice that the company sent via e-mail); *Great Plains Energy Inc.* (avail. Dec. 12, 2007) (same). The Proponent submitted the Proposal and all other correspondence solely via e-mail and did not provide any mailing address where he could be reached regarding the Proposal until his e-mail dated January 12, 2019. The Proponent also responded to each of the Company’s e-mails sent to the same e-mail address before and after the Deficiency Notice was sent. *See Exhibit B and Exhibit F.* Moreover, as shown in Exhibit D, the Company’s information technology team confirmed that the Deficiency Notice was in fact transmitted to the same address at 2:40 p.m. on November 27, 2018. Thus the Company took all of the proper steps to deliver the Deficiency Notice to the Proponent.

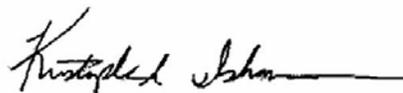
As in *General Electric (Andrew Dale)*, *Dominion Resources*, and *Great Plains Energy*, the Proponent failed to provide *any* documentary evidence of ownership of Company shares with his original Proposal, in response to the Company’s timely e-mail of the Deficiency Notice, or in any subsequent correspondence with the Company, and has therefore not demonstrated eligibility under Rule 14a-8 to submit the Proposal. Accordingly, we ask that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2019 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Please provide any correspondence regarding this matter to me at Kristopher.Isham@walmartlegal.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (479) 204-8684, or Elizabeth A. Ising of Gibson, Dunn & Crutcher LLP at (202) 955-8287.

Sincerely,



Kristopher A. Isham
Senior Associate Counsel
Walmart Inc.

cc: Elizabeth A. Ising, Gibson, Dunn & Crutcher LLP
Martin Harangozo

EXHIBIT A

From: Martin Harangozo
Sent: Sunday, November 25, 2018 1:53 PM
To: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Subject: EXT: Shareholder Proposal for 2019 proxy by Harangozo to Walmart
Attachments: Harangozo 2019 Proposal Walmart.docx; Matthew Johnson image.pptx

Follow Up Flag: Follow up
Flag Status: Flagged

Hello Kristopher

Attached please find my shareholder proposal and image to be included in the 2019 proxy. Can you pass this on to Gordon Y Allison (named in the 2018 proxy)?

This would save me from mailing the proposal and the environment. Your address and that shown in the 2018 proxy are identical.

Please advise at once as the deadline is approaching.

Kind regards

Martin Harangozo

RESOLVED: “That the stockholders of Walmart assembled in Annual Meeting in person and by proxy, hereby request the Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors, which means each stockholder shall be entitled to as many votes as shall equal the number of shares he or she owns multiplied by the number of directors to be elected, and he or she may cast all of such votes for a single candidate, or any two or more of them as he or she may see fit. Cumulative voting is recommended by the late Benjamin Graham in the book *Security Analysis* coauthored by David Dodd. Cumulative voting gives shareholders improved distinction in electing directors.

Some Walmart stockholders believe raising concerns at public companies should be improved. Currently Walmart written policy prohibits retaliation for those raising concerns. This language appears similar in scope to retaliation and employment language used by General Electric Company. General Electric Company promises strict confidentiality for those raising concerns in its *Spirit and Letter*. General Electric in writing also promises strict confidentiality in its arbitration agreement. These written promises have

given some employees including their reputable counsel cause to formally request relief when they believed these promises were breached see Case # 3:08-CV-00082-JHM-DW. General Electric using counsel obtained a summary judgement against this employee, effectively removing the retaliation jurisdiction from an impartial jury or arbitrator. Procedures of retaliation against employees of the General Electric Company by the Company appear similar to Walmart's as no effective oversight outside the Company performing the alleged retaliation exists. General Electric makes a mockery of its promises, handling concerns raised after many promises of strict confidentiality, so they appear on internet <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2013/martinharangozorecon030413-14a8.pdf>. This website contains an e-mail dated November 7, 2010 by Matthew Johnson, who appears to count income for year 2010 for parts not sold that year, and not projected to be sold until later in year 2011. General Electric was fined and rebuked by the Securities Exchange Commission for accounting fraud <https://www.sec.gov/news/press/2009/2009-178.htm>, accounting appearing similar to that used by Matthew Johnson (see image harvested from Facebook). Some

General Electric Stockholders believe Matthew Johnson lied under oath.

Walmart is confederate with General Electric as it places General Electric Products on its store shelves. General Electric, once a most valuable company lost most of that value all while the broad stock market gained in value. This prosperity decline mirrors poor prosperity in environments using secrecy and oppression. Comparing per capita income of the United States to that of North Korea illustrates this point. Increased stockholder voice as represented by cumulative voting may be critical in transparency and success.

**As indicated in the no-action request, the Company has not included the photograph that accompanied the Proposal.

EXHIBIT B

From: Martin Harangozo *** >
Sent: Tuesday, November 27, 2018 9:29 AM
To: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Subject: EXT: Re: Shareholder Proposal for 2019 proxy by Harangozo to Walmart

OK

Thank you kindly for this cooperation.

Additionally, I intend to hold the number of required shares until the annual meeting of shareholders.

Regards

-Martin Harangozo

On Monday, November 26, 2018, 9:19:39 AM EST, Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com> wrote:

Hello Martin – I confirm receipt of the shareholder proposal you have submitted via email for inclusion in Walmart's 2019 proxy materials. Per your request, I also will share your email and its attachments with Gordon Allison. It will not be necessary to send us hard copies by mail.

Best regards,
Kris Isham, Senior Associate Counsel - Corporate
Office: 479.204.8684; Fax (479) 277-5991
Mobile: 479.586.0394
kristopher.isham@walmartlegal.com

Walmart Inc.
Legal Department – Corporate Division
702 S.W. 8th Street
Bentonville, AR 72716-0215
Save money. Live better.

CONFIDENTIALITY NOTE: This e-mail and any attachments are confidential and may be protected by legal privilege.

From: Martin Harangozo <*** >
Sent: Sunday, November 25, 2018 1:53 PM
To: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Subject: EXT: Shareholder Proposal for 2019 proxy by Harangozo to Walmart

Hello Kristopher

Attached please find my shareholder proposal and image to be included in the 2019 proxy. Can you pass this on to Gordon Y Allison (named in the 2018 proxy)?

This would save me from mailing the proposal and the environment. Your address and that shown in the 2018 proxy are identical.

Please advise at once as the deadline is approaching.

Kind regards

Martin Harangozo

EXHIBIT C

From: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Sent: Wednesday, November 27, 2018 2:40 PM
To: Martin Harangozo
Subject: Shareholder Proposal for 2019 proxy by Harangozo to Walmart
Attachments: Deficiency Letter and Enclosures - Martin Harangozo - 2019 Shareholder Proposal.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Hello Mr. Harangozo – I have attached a letter regarding notification of certain procedural deficiencies under applicable SEC rules and regulations. I didn't see reference to a physical mailing address in your prior email, and I wasn't sure if the mailing address I have from our correspondence last year is still correct. I am happy to also send you a hard copy of the attached letter by mail if you prefer. If so, please confirm your mailing address, and I will send a hard copy shortly thereafter.

Kind regards,
Kris Isham, Senior Associate Counsel - Corporate
Office: 479.204.8684; Fax (479) 277-5991
Mobile: 479.586.0394
kristopher.isham@walmartlegal.com

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Legal Corporate

Kristopher A. Isham
Senior Associate Counsel

702 SW 8th Street
Bentonville, AR 72716-0215
Fax 479.277.5991
Kristopher.Isham@walmartlegal.com

November 27, 2018

VIA EMAIL

Martin Harangozo

Dear Mr. Harangozo:

I am writing on behalf of Walmart Inc. (the “Company”), which received on November 25, 2018, your shareholder proposal submitted pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2019 Annual Shareholders’ Meeting (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company’s shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company’s stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that you have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, you must submit sufficient proof of your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including November 25, 2018, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the “record” holder of your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including November 25, 2018; or
- (2) if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and

a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the “record” holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers’ securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC’s participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including November 25, 2018.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including November 25, 2018. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 25, 2018, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank’s ownership.

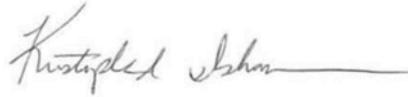
The SEC’s rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 702 SW 8th Street, MS 0215, Bentonville, AR 72716-0215. Alternatively,

Martin Harangozo
November 27, 2018
Page 3

you may transmit any response to me by facsimile at (479) 277-5991 or by email at Kristopher.Isham@walmartlegal.com.

If you have any questions with respect to the foregoing, please contact me at (479) 204 8684. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,

A handwritten signature in cursive script that reads "Kristopher Isham" followed by a horizontal line.

Kristopher Isham
Senior Associate Counsel

Enclosures

Rule 14a-8 – Shareholder Proposals

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) *Question 1: What is a proposal?* A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) *Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?*

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) *Question 3:* How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) *Question 4:* How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) *Question 5:* What is the deadline for submitting a proposal?

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) *Question 6:* What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) *Question 7:* Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) *Question 8:* Must I appear personally at the shareholders' meeting to present the proposal?

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) *Question 9:* If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?

(1) *Improper under state law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions*: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections*: If the proposal:

- (i) Would disqualify a nominee who is standing for election;
- (ii) Would remove a director from office before his or her term expired;
- (iii) Questions the competence, business judgment, or character of one or more nominees or directors;
- (iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or
- (v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal*: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) *Substantially implemented*: If the company has already substantially implemented the proposal;

Note to paragraph (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) *Duplication*: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) *Resubmissions*: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

- (i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;
- (ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
- (iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) *Specific amount of dividends*: If the proposal relates to specific amounts of cash or stock dividends.

(j) *Question 10*: What procedures must the company follow if it intends to exclude my proposal?

(1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) *Question 11*: May I submit my own statement to the Commission responding to the company's arguments? Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) *Question 12*: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) *Question 13*: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.



**Division of Corporation Finance
Securities and Exchange Commission**

Shareholder Proposals

Staff Legal Bulletin No. 14F (CF)

Action: Publication of CF Staff Legal Bulletin

Date: October 18, 2011

Summary: This staff legal bulletin provides information for companies and shareholders regarding Rule 14a-8 under the Securities Exchange Act of 1934.

Supplementary Information: The statements in this bulletin represent the views of the Division of Corporation Finance (the "Division"). This bulletin is not a rule, regulation or statement of the Securities and Exchange Commission (the "Commission"). Further, the Commission has neither approved nor disapproved its content.

Contacts: For further information, please contact the Division's Office of Chief Counsel by calling (202) 551-3500 or by submitting a web-based request form at https://tts.sec.gov/cgi-bin/corp_fin_interpretive.

A. The purpose of this bulletin

This bulletin is part of a continuing effort by the Division to provide guidance on important issues arising under Exchange Act Rule 14a-8. Specifically, this bulletin contains information regarding:

- Brokers and banks that constitute "record" holders under Rule 14a-8 (b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8;
- Common errors shareholders can avoid when submitting proof of ownership to companies;
- The submission of revised proposals;
- Procedures for withdrawing no-action requests regarding proposals submitted by multiple proponents; and
- The Division's new process for transmitting Rule 14a-8 no-action responses by email.

You can find additional guidance regarding Rule 14a-8 in the following bulletins that are available on the Commission's website: [SLB No. 14](#), [SLB No. 14A](#), [SLB No. 14B](#), [SLB No. 14C](#), [SLB No. 14D](#) and [SLB No. 14E](#).

B. The types of brokers and banks that constitute “record” holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8

1. Eligibility to submit a proposal under Rule 14a-8

To be eligible to submit a shareholder proposal, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the shareholder meeting for at least one year as of the date the shareholder submits the proposal. The shareholder must also continue to hold the required amount of securities through the date of the meeting and must provide the company with a written statement of intent to do so.¹

The steps that a shareholder must take to verify his or her eligibility to submit a proposal depend on how the shareholder owns the securities. There are two types of security holders in the U.S.: registered owners and beneficial owners.² Registered owners have a direct relationship with the issuer because their ownership of shares is listed on the records maintained by the issuer or its transfer agent. If a shareholder is a registered owner, the company can independently confirm that the shareholder's holdings satisfy Rule 14a-8(b)'s eligibility requirement.

The vast majority of investors in shares issued by U.S. companies, however, are beneficial owners, which means that they hold their securities in book-entry form through a securities intermediary, such as a broker or a bank. Beneficial owners are sometimes referred to as “street name” holders. Rule 14a-8(b)(2)(i) provides that a beneficial owner can provide proof of ownership to support his or her eligibility to submit a proposal by submitting a written statement “from the ‘record’ holder of [the] securities (usually a broker or bank),” verifying that, at the time the proposal was submitted, the shareholder held the required amount of securities continuously for at least one year.³

2. The role of the Depository Trust Company

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company (“DTC”), a registered clearing agency acting as a securities depository. Such brokers and banks are often referred to as “participants” in DTC.⁴ The names of these DTC participants, however, do not appear as the registered owners of the securities deposited with DTC on the list of shareholders maintained by the company or, more typically, by its transfer agent. Rather, DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants. A company can request from DTC a “securities position listing” as of a specified date, which identifies the DTC participants having a position in the company's securities and the number of securities held by each DTC participant on that date.⁵

3. Brokers and banks that constitute “record” holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8

In *The Hain Celestial Group, Inc.* (Oct. 1, 2008), we took the position that an introducing broker could be considered a “record” holder for purposes of

Rule 14a-8(b)(2)(i). An introducing broker is a broker that engages in sales and other activities involving customer contact, such as opening customer accounts and accepting customer orders, but is not permitted to maintain custody of customer funds and securities.⁶ Instead, an introducing broker engages another broker, known as a “clearing broker,” to hold custody of client funds and securities, to clear and execute customer trades, and to handle other functions such as issuing confirmations of customer trades and customer account statements. Clearing brokers generally are DTC participants; introducing brokers generally are not. As introducing brokers generally are not DTC participants, and therefore typically do not appear on DTC’s securities position listing, *Hain Celestial* has required companies to accept proof of ownership letters from brokers in cases where, unlike the positions of registered owners and brokers and banks that are DTC participants, the company is unable to verify the positions against its own or its transfer agent’s records or against DTC’s securities position listing.

In light of questions we have received following two recent court cases relating to proof of ownership under Rule 14a-8⁷ and in light of the Commission’s discussion of registered and beneficial owners in the Proxy Mechanics Concept Release, we have reconsidered our views as to what types of brokers and banks should be considered “record” holders under Rule 14a-8(b)(2)(i). Because of the transparency of DTC participants’ positions in a company’s securities, we will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only DTC participants should be viewed as “record” holders of securities that are deposited at DTC. As a result, we will no longer follow *Hain Celestial*.

We believe that taking this approach as to who constitutes a “record” holder for purposes of Rule 14a-8(b)(2)(i) will provide greater certainty to beneficial owners and companies. We also note that this approach is consistent with Exchange Act Rule 12g5-1 and a 1988 staff no-action letter addressing that rule,⁸ under which brokers and banks that are DTC participants are considered to be the record holders of securities on deposit with DTC when calculating the number of record holders for purposes of Sections 12(g) and 15(d) of the Exchange Act.

Companies have occasionally expressed the view that, because DTC’s nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants, only DTC or Cede & Co. should be viewed as the “record” holder of the securities held on deposit at DTC for purposes of Rule 14a-8(b)(2)(i). We have never interpreted the rule to require a shareholder to obtain a proof of ownership letter from DTC or Cede & Co., and nothing in this guidance should be construed as changing that view.

How can a shareholder determine whether his or her broker or bank is a DTC participant?

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC’s participant list, which is currently available on the Internet at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>.

What if a shareholder’s broker or bank is not on DTC’s participant list?

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.⁹

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year – one from the shareholder's broker or bank confirming the shareholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

How will the staff process no-action requests that argue for exclusion on the basis that the shareholder's proof of ownership is not from a DTC participant?

The staff will grant no-action relief to a company on the basis that the shareholder's proof of ownership is not from a DTC participant only if the company's notice of defect describes the required proof of ownership in a manner that is consistent with the guidance contained in this bulletin. Under Rule 14a-8(f)(1), the shareholder will have an opportunity to obtain the requisite proof of ownership after receiving the notice of defect.

C. Common errors shareholders can avoid when submitting proof of ownership to companies

In this section, we describe two common errors shareholders make when submitting proof of ownership for purposes of Rule 14a-8(b)(2), and we provide guidance on how to avoid these errors.

First, Rule 14a-8(b) requires a shareholder to provide proof of ownership that he or she has "continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal" (emphasis added).¹⁰ We note that many proof of ownership letters do not satisfy this requirement because they do not verify the shareholder's beneficial ownership for the entire one-year period preceding and including the date the proposal is submitted. In some cases, the letter speaks as of a date *before* the date the proposal is submitted, thereby leaving a gap between the date of the verification and the date the proposal is submitted. In other cases, the letter speaks as of a date *after* the date the proposal was submitted but covers a period of only one year, thus failing to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Second, many letters fail to confirm continuous ownership of the securities. This can occur when a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but omits any reference to continuous ownership for a one-year period.

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals.

Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

“As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities].”¹¹

As discussed above, a shareholder may also need to provide a separate written statement from the DTC participant through which the shareholder’s securities are held if the shareholder’s broker or bank is not a DTC participant.

D. The submission of revised proposals

On occasion, a shareholder will revise a proposal after submitting it to a company. This section addresses questions we have received regarding revisions to a proposal or supporting statement.

1. A shareholder submits a timely proposal. The shareholder then submits a revised proposal before the company’s deadline for receiving proposals. Must the company accept the revisions?

Yes. In this situation, we believe the revised proposal serves as a replacement of the initial proposal. By submitting a revised proposal, the shareholder has effectively withdrawn the initial proposal. Therefore, the shareholder is not in violation of the one-proposal limitation in Rule 14a-8 (c).¹² If the company intends to submit a no-action request, it must do so with respect to the revised proposal.

We recognize that in Question and Answer E.2 of SLB No. 14, we indicated that if a shareholder makes revisions to a proposal before the company submits its no-action request, the company can choose whether to accept the revisions. However, this guidance has led some companies to believe that, in cases where shareholders attempt to make changes to an initial proposal, the company is free to ignore such revisions even if the revised proposal is submitted before the company’s deadline for receiving shareholder proposals. We are revising our guidance on this issue to make clear that a company may not ignore a revised proposal in this situation.¹³

2. A shareholder submits a timely proposal. After the deadline for receiving proposals, the shareholder submits a revised proposal. Must the company accept the revisions?

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company’s notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

3. If a shareholder submits a revised proposal, as of which date must the shareholder prove his or her share ownership?

A shareholder must prove ownership as of the date the original proposal is submitted. When the Commission has discussed revisions to proposals,¹⁴ it has not suggested that a revision triggers a requirement to provide proof of ownership a second time. As outlined in Rule 14a-8(b), proving ownership includes providing a written statement that the shareholder intends to continue to hold the securities through the date of the shareholder meeting. Rule 14a-8(f)(2) provides that if the shareholder “fails in [his or her] promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of [the same shareholder’s] proposals from its proxy materials for any meeting held in the following two calendar years.” With these provisions in mind, we do not interpret Rule 14a-8 as requiring additional proof of ownership when a shareholder submits a revised proposal.¹⁵

E. Procedures for withdrawing no-action requests for proposals submitted by multiple proponents

We have previously addressed the requirements for withdrawing a Rule 14a-8 no-action request in SLB Nos. 14 and 14C. SLB No. 14 notes that a company should include with a withdrawal letter documentation demonstrating that a shareholder has withdrawn the proposal. In cases where a proposal submitted by multiple shareholders is withdrawn, SLB No. 14C states that, if each shareholder has designated a lead individual to act on its behalf and the company is able to demonstrate that the individual is authorized to act on behalf of all of the proponents, the company need only provide a letter from that lead individual indicating that the lead individual is withdrawing the proposal on behalf of all of the proponents.

Because there is no relief granted by the staff in cases where a no-action request is withdrawn following the withdrawal of the related proposal, we recognize that the threshold for withdrawing a no-action request need not be overly burdensome. Going forward, we will process a withdrawal request if the company provides a letter from the lead filer that includes a representation that the lead filer is authorized to withdraw the proposal on behalf of each proponent identified in the company’s no-action request.¹⁶

F. Use of email to transmit our Rule 14a-8 no-action responses to companies and proponents

To date, the Division has transmitted copies of our Rule 14a-8 no-action responses, including copies of the correspondence we have received in connection with such requests, by U.S. mail to companies and proponents. We also post our response and the related correspondence to the Commission’s website shortly after issuance of our response.

In order to accelerate delivery of staff responses to companies and proponents, and to reduce our copying and postage costs, going forward, we intend to transmit our Rule 14a-8 no-action responses by email to companies and proponents. We therefore encourage both companies and proponents to include email contact information in any correspondence to each other and to us. We will use U.S. mail to transmit our no-action response to any company or proponent for which we do not have email contact information.

Given the availability of our responses and the related correspondence on the Commission's website and the requirement under Rule 14a-8 for companies and proponents to copy each other on correspondence submitted to the Commission, we believe it is unnecessary to transmit copies of the related correspondence along with our no-action response. Therefore, we intend to transmit only our staff response and not the correspondence we receive from the parties. We will continue to post to the Commission's website copies of this correspondence at the same time that we post our staff no-action response.

¹ See Rule 14a-8(b).

² For an explanation of the types of share ownership in the U.S., see Concept Release on U.S. Proxy System, Release No. 34-62495 (July 14, 2010) [75 FR 42982] ("Proxy Mechanics Concept Release"), at Section II.A. The term "beneficial owner" does not have a uniform meaning under the federal securities laws. It has a different meaning in this bulletin as compared to "beneficial owner" and "beneficial ownership" in Sections 13 and 16 of the Exchange Act. Our use of the term in this bulletin is not intended to suggest that registered owners are not beneficial owners for purposes of those Exchange Act provisions. See Proposed Amendments to Rule 14a-8 under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Release No. 34-12598 (July 7, 1976) [41 FR 29982], at n.2 ("The term 'beneficial owner' when used in the context of the proxy rules, and in light of the purposes of those rules, may be interpreted to have a broader meaning than it would for certain other purpose[s] under the federal securities laws, such as reporting pursuant to the Williams Act.").

³ If a shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reflecting ownership of the required amount of shares, the shareholder may instead prove ownership by submitting a copy of such filings and providing the additional information that is described in Rule 14a-8(b)(2)(ii).

⁴ DTC holds the deposited securities in "fungible bulk," meaning that there are no specifically identifiable shares directly owned by the DTC participants. Rather, each DTC participant holds a pro rata interest or position in the aggregate number of shares of a particular issuer held at DTC. Correspondingly, each customer of a DTC participant – such as an individual investor – owns a pro rata interest in the shares in which the DTC participant has a pro rata interest. See Proxy Mechanics Concept Release, at Section II.B.2.a.

⁵ See Exchange Act Rule 17Ad-8.

⁶ See Net Capital Rule, Release No. 34-31511 (Nov. 24, 1992) [57 FR 56973] ("Net Capital Rule Release"), at Section II.C.

⁷ See *KBR Inc. v. Chevedden*, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); *Apache Corp. v. Chevedden*, 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a record holder for purposes of Rule 14a-8(b) because it did not appear on a list of the

company's non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

⁸ *Techne Corp.* (Sept. 20, 1988).

⁹ In addition, if the shareholder's broker is an introducing broker, the shareholder's account statements should include the clearing broker's identity and telephone number. See Net Capital Rule Release, at Section II.C.(iii). The clearing broker will generally be a DTC participant.

¹⁰ For purposes of Rule 14a-8(b), the submission date of a proposal will generally precede the company's receipt date of the proposal, absent the use of electronic or other means of same-day delivery.

¹¹ This format is acceptable for purposes of Rule 14a-8(b), but it is not mandatory or exclusive.

¹² As such, it is not appropriate for a company to send a notice of defect for multiple proposals under Rule 14a-8(c) upon receiving a revised proposal.

¹³ This position will apply to all proposals submitted after an initial proposal but before the company's deadline for receiving proposals, regardless of whether they are explicitly labeled as "revisions" to an initial proposal, unless the shareholder affirmatively indicates an intent to submit a second, *additional* proposal for inclusion in the company's proxy materials. In that case, the company must send the shareholder a notice of defect pursuant to Rule 14a-8(f)(1) if it intends to exclude either proposal from its proxy materials in reliance on Rule 14a-8(c). In light of this guidance, with respect to proposals or revisions received before a company's deadline for submission, we will no longer follow *Layne Christensen Co.* (Mar. 21, 2011) and other prior staff no-action letters in which we took the view that a proposal would violate the Rule 14a-8(c) one-proposal limitation if such proposal is submitted to a company after the company has either submitted a Rule 14a-8 no-action request to exclude an earlier proposal submitted by the same proponent or notified the proponent that the earlier proposal was excludable under the rule.

¹⁴ See, e.g., Adoption of Amendments Relating to Proposals by Security Holders, Release No. 34-12999 (Nov. 22, 1976) [41 FR 52994].

¹⁵ Because the relevant date for proving ownership under Rule 14a-8(b) is the date the proposal is submitted, a proponent who does not adequately prove ownership in connection with a proposal is not permitted to submit another proposal for the same meeting on a later date.

¹⁶ Nothing in this staff position has any effect on the status of any shareholder proposal that is not withdrawn by the proponent or its authorized representative.

<http://www.sec.gov/interp/leg/cfslb14f.htm>

EXHIBIT D

From: Joe Barnes
Sent: Tuesday, January 8, 2019 12:04 PM
To: Stacey Shiew <[REDACTED]>; Andy Belnap <[REDACTED]>
Cc: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>; Josh Newberry <[REDACTED]>; Johnnie Sheppard <[REDACTED]>; Patrick Conley -Legal <[REDACTED]>; Shane Le <[REDACTED]>; Enterprise Email and Productivity <[REDACTED]>; InfoSec - Internet Security <[REDACTED]>; Michael Botts <[REDACTED]>; Shannon Carr <[REDACTED]>
Subject: RE: ATTORNEY CLIENT COMMUNICATION

Message ID	Date/Time	Subject	Message Size(bytes)	Sender Address	Recipient Addresses	Attachments
<DM3P100M800913A3FD6EFC12DDF148F03E1D00@DM3P100M80091.NAMP100.PROD.OUTLOOK.COM>	11/27/2018 14:40	Shareholder Proposal for 2019 proxy by Harangozo to Walmart	462177	kristopher.isham@walmartlegal.com	***	text.txt, text.html, deficiency letter and enclosures - martin harangozo - 2019 shareholder proposal.pdf

Circle A

Circle B

Circle C

**Please note that: (1) the email addresses of Company technology team members have been redacted above; and (2) Circle A, Circle B and Circle C are magnified on the pages that follow.

Date/Time	Subject
11/27/2018 14:40	Shareholder Proposal for 2019 proxy by Harangozo to Walmart

A



5) Sender Address	Recipient Addresses
7) kristopher.isham@walmartlegal.com	***

B

Attachments

text.txt, text.html, deficiency letter and enclosures - martin harangozo - 2019 shareholder proposal.pdf

C

EXHIBIT E



Compose

- Inbox 999+
- Unread
- Starred
- Drafts 541
- Sent
- Archive
- Spam
- Trash
- Less

Views Hide

- Photos
- Documents
- Deals
- Purchases
- Groceries
- Travel
- Tutorials

Folders Hide

- + New Folder
- Brunhilde 175
- ContactContact 17
- Health 95
- Kenny Yeager 181
- Next Folder
- Niagara Farms 141

Messages Photos Documents

From Archive Move Delete Spam Sort

This week

- QuickBooks Enterprise** AD **Grow your business with QuickBooks Enterprise**
Packed with advanced features for a fraction of the price of other mid-market ERP solutions
- Kristopher Isham - Legal ★ Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Mr. Harangozo, I'm sorry that you did not see the email that... Inbox Jan 11
- Kristopher Isham - Legal ★ RE: Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Mr. Harangozo and Happy New Year, You submitted a s... Inbox Jan 7

2018

- Kristopher Isham - Legal RE: Shareholder Proposal for 2019 proxy by Harangozo to Walmart Hello Martin – I confirm receipt of the shareholder proposal y... Inbox 11/26/2018
- Kristopher Isham - Legal ★ Walmart 2018 Proxy Statement - Shareholder Proposal Hello Martin, Thank you again for taking the time to speak with me about ... Inbox 1/29/2018
- Kristopher Isham - Legal ★ Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, Yes, Friday at 11am Eastern works for me. I will call you at tha... Inbox 1/22/2018
- Kristopher Isham - Legal ★ Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, I am following up on my email of January 12. Have you had a... Inbox 1/22/2018
- Kristopher Isham - Legal ★ Shareholder Proposal - Walmart 2018 Proxy Statement Hello Martin, Thank you again for taking the time this morning to speak wi... Inbox 1/12/2018
- Kristopher Isham - Legal ★ RE: RE: Re: Shareholder Proposal - Walmart 2018 Proxy Statement Great, thank you Mr. Harangozo. How about this Friday, Jan. 12 ... Inbox 1/8/2018
- Kristopher Isham - Legal ★ RE: Re: Shareholder Proposal - Walmart 2018 Proxy Statement Hello Mr. Harangozo, I have been reviewing the shareholder propo... Inbox 1/7/2018

2017

- Kristopher Isham - Legal ★ RE: Re: Shareholder Proposal - Walmart 2018 Proxy Statement Thank you Mr. Harangozo, I confirm receipt. Kind regards, Kris Isha... Brunhilde 11/20/2017
- Kristopher Isham - Legal ★ Shareholder Proposal - Walmart 2018 Proxy Statement Hello Mr. Harangozo, We received your letter and accompanying sharehol... Inbox 11/15/2017

EXHIBIT F

From: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Sent: Sunday, January 13, 2019 1:43 PM
To: Martin Harangozo
Subject: RE: Re: Shareholder Proposal for 2019 proxy by Harangozo to Walmart

Thank you Mr. Harangozo. As requested, I confirm that I have received your email.

Thanks,
Kris Isham, Senior Associate Counsel - Corporate
Office: 479.204.8684; Fax (479) 277-5991
Mobile: 479.586.0394
kristopher.isham@walmartlegal.com

Walmart Inc.
Legal Department – Corporate Division
702 S.W. 8th Street
Bentonville, AR 72716-0215
[Save money. Live better.](#)

CONFIDENTIALITY NOTE: This e-mail and any attachments are confidential and may be protected by legal privilege.

From: Martin Harangozo
Sent: Saturday, January 12, 2019 9:31 AM
To: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>
Subject: EXT: Re: Shareholder Proposal for 2019 proxy by Harangozo to Walmart

Hello Mr. Isham,

I also am open to having an informal discussion with you about the topic and substance of the proposal at your convenience. I will not however withdraw the proposal.

I have again reviewed my e-mails. I have seven e-mails from you in 2018. I have two e-mails from you in 2017 and two e-mails from you in 2019. My records do not show an e-mail from you in November 27. (See attached screen dump of e-mails from you). I also checked my spam folder and it has no e-mails from you. You did not send a hard copy of the deficiency notice as you did last year.

The e-mails in 2018 led to clear understanding of each others communication with prompt acknowledgement of each e-mail.

The successful arrangement of two phone calls was accomplished by the 2018 e-mails.

The ongoing protocol of acknowledging each others e-mail was not practiced in your alleged November 27 e-mail. I find your election not to send a hard copy of the deficiency notice, a practice you employed in the previous year suspicious.

I am unable to find evidence of your alleged November 27 e-mail. I find the combination of factors, lack of hard copy, and gap in communication surrounding our e-mails support a position of not receiving a deficiency notice.

Finally I am happy to satisfy the deficiency notice if you will acknowledge that it will support the proposal. I am also willing to do this if the SEC requires it. To that end, this alleged November 27 e-mail becomes at best a technical matter easily resolved by your decision to respect a deficiency notice that we mutually agree on with regards to its received date.

I include my address and request that you send hard copies of communication to my address so as to make our communication more robust.

Please reply "received" when you get this e-mail, and I will do the same for your e-mails to improve our communication.

Kind regards

Martin Harangozo

On Friday, January 11, 2019, 4:57:50 PM EST, Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com> wrote:

Hello Mr. Harangozo,

I'm sorry that you did not see the email that I sent on November 27 (which was also attached to my email on January 7). As explained in the November 27 email and attachment, SEC rules and regulations require a proponent to satisfy the relevant procedural requirements, including proof of share ownership through the date that a shareholder proposal is submitted.

After conferring with our internal information technology team regarding my November 27 email, I have confirmed that the email was transmitted and that it went to the email address that you have been using in our email correspondence and that you provided to us. Thus, we continue to believe that we will seek to exclude the proposal from Walmart's 2019 proxy materials by request to the SEC staff, and I would kindly request that you reconsider withdrawing the proposal.

If the proposal is formally withdrawn, I would nevertheless be open to having an informal discussion with you about the topic and substance of the proposal at your convenience.

Thanks,

Kris Isham, Senior Associate Counsel - Corporate

Office: 479.204.8684; Fax (479) 277-5991

Mobile: 479.586.0394

kristopher.isham@walmartlegal.com

Walmart Inc.

Legal Department – Corporate Division

702 S.W. 8th Street

Bentonville, AR 72716-0215

Save money. Live better.

CONFIDENTIALITY NOTE: This e-mail and any attachments are confidential and may be protected by legal privilege.

From: Martin Harangozo

Sent: Tuesday, January 8, 2019 5:39 PM

To: Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com>

Subject: EXT: Re: Shareholder Proposal for 2019 proxy by Harangozo to Walmart

Hello Mr. Isham and Happy New Year to you as well.

Unfortunately I did not receive the e-mail you mentioned. In addition, I did not receive a paper mail deficiency notice as I did last year. I therefore believed that you did not require data showing my share ownership because I submitted it last year. Can we start the clock as of today 1-8-2019? I never sold the shares that I owned last year and therefore am logistically able to submit a recommendation. Once I show that I continuously held the required number of shares since I submitted the proposal, the dates become academic as I was indeed an owner of the Walmart company. I do not want to withdraw the shareholder proposal. I am a Walmart shareholder

Thanks for your consideration

Kindest regards

-Martin Harangozo

On Monday, January 7, 2019, 8:37:24 AM EST, Kristopher Isham - Legal <Kristopher.Isham@walmartlegal.com> wrote:

Hello Mr. Harangozo and Happy New Year,

You submitted a shareholder proposal via email, dated November 25, 2018, for inclusion in Walmart's 2019 proxy materials. On November 27, 2018, I sent the attached email with an attached letter notifying you of certain procedural deficiencies related to your submission that would need to be cured within 14 days. We did not receive a reply from you whether by email, facsimile, or physical mail. Therefore, we kindly request that the proposal be withdrawn. If the proposal is not withdrawn, Walmart likely will seek to exclude the proposal from its 2019 proxy materials by a request to the SEC staff.

Kind regards,
Kris Isham, Senior Associate Counsel - Corporate
Office: 479.204.8684; Fax (479) 277-5991
Mobile: 479.586.0394
kristopher.isham@walmartlegal.com

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