
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Symbotic Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

87151X101

(CUSIP Number)

Gordon Y. Allison
702 Southwest 8th Street,
Bentonville, AR, 72716
479-273-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/15/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 87151X101

Name of reporting person

1

Walmart Inc.

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

76,350,823.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

8

0.00

Sole Dispositive Power

9

76,350,823.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

76,350,823.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

45.4 %

Type of Reporting Person (See Instructions)

CO

Comment for Type of Reporting Person: Row 7, 9, and 11. Includes (i) 15,000,000 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock") owned by the Reporting Person and (ii) 61,350,823 shares of Class A Common Stock that may be acquired by the Reporting Person upon the exchange of 61,350,823 common units ("OpCo Units") in Symbiotic Holdings LLC, a wholly-owned subsidiary of the Issuer. Incident to its ownership of OpCo Units, the Reporting Person also owns 61,350,823 shares of the Issuer's Class V-1 common stock, par value \$0.0001 ("Class V-1 Common Stock"), which carry one vote per share but confer no economic interest in the Issuer. Upon an exchange of OpCo Units for Class A Common Stock, an equal number of shares of Class V-1 Common Stock would be cancelled. Row 13. The percentage used herein and in the rest of this Schedule 13D is calculated based upon 106,662,107 shares of the Issuer's Class A Common Stock outstanding as of January 6, 2025, as disclosed in the Issuer's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on January 17, 2025, and after giving effect to the exchange of all 61,350,823 OpCo Units held by the Reporting Person into an equal number of shares of Class A Common Stock. On a fully diluted basis (including all of the outstanding shares of the Issuer's Class A Common Stock, the 76,586,618 outstanding shares of Class V-1 Common Stock and the 404,309,196 outstanding shares of the Issuer's Class V-3 common stock, par value \$0.0001 per share ("Class V-3 Common Stock"), the Reporting Person beneficially owns approximately 13.0% of the Issuer's total common stock outstanding, and approximately 5.5% of the aggregate voting power of the Issuer's securities.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Symbotic Inc.

Address of Issuer's Principal Executive Offices:

(c)

200 RESEARCH DRIVE, WILMINGTON, MASSACHUSETTS , 01887.

Item 1 Explanatory Note This Amendment No. 3 (this "Amendment") amends and supplements the information in the
Comment: Schedule 13D relating to the Class A common stock, \$0.0001 par value per share (the "Class A Common Stock"), of Symbotic Inc., a Delaware corporation (the "Issuer"), filed by the Reporting Person on June 21, 2022, as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Person on July 21, 2022 and Amendment No. 2 to Schedule 13D filed by the Reporting Person on December 14, 2023 (collectively, the "Schedule 13D"). Unless otherwise indicated, each capitalized term used but not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D. The Reporting Person's equity holdings in the Issuer have not changed since the Amendment No. 2 to Schedule 13D filed on December 14, 2023, but this Amendment is being filed to reflect certain updates to Items 2, 4, 6 and 7 of the Schedule 13D and to reflect changes in the percentage of the Class A Common Stock owned by the Reporting Person as a result of changes in the amount of Class A Common Stock outstanding.

Item 2. Identity and Background

The second and third paragraphs of Item 2 of the Schedule 13D are hereby amended and restated as follows:

(a) Schedule I attached hereto lists the executive officers and directors of the Reporting Person (the "Related Parties") and their respective principal occupation, address and citizenship. See Exhibit 99.1.

The second and third paragraphs of Item 2 of the Schedule 13D are hereby amended and restated as follows:

(b) Schedule I attached hereto lists the executive officers and directors of the Reporting Person (the "Related Parties") and their respective principal occupation, address and citizenship. See Exhibit 99.1.

The second and third paragraphs of Item 2 of the Schedule 13D are hereby amended and restated as follows:

(c) Schedule I attached hereto lists the executive officers and directors of the Reporting Person (the "Related Parties") and their respective principal occupation, address and citizenship. See Exhibit 99.1.

During the last five years, the Reporting Person has not, and, to the Reporting Person's knowledge, none of the Related Parties has, (i) been convicted in a criminal proceeding of the type specified in Item 2(d) of Schedule 13D, or (d) (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(e) During the last five years, the Reporting Person has not, and, to the Reporting Person's knowledge, none of the Related Parties has, (i) been convicted in a criminal proceeding of the type specified in Item 2(d) of Schedule 13D, or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The second and third paragraphs of Item 2 of the Schedule 13D are hereby amended and restated as follows:

(f) Schedule I attached hereto lists the executive officers and directors of the Reporting Person (the "Related Parties") and their respective principal occupation, address and citizenship. See Exhibit 99.1.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented as follows: Commercial Agreement and Board Rights On January 15, 2025, the Issuer entered into a Purchase and Sale Agreement (the "Purchase Agreement") with the Reporting Person pursuant to which, among other things, the Issuer has agreed to acquire from the Reporting Person all of the issued and outstanding equity interests in Walmart Advanced Systems & Robotics Inc., a Delaware corporation and wholly owned subsidiary of the Reporting Person. The Purchase Agreement provides that, subject to the terms and conditions set forth therein, the Issuer will pay to the Reporting Person, (a) upon the closing (the "Closing") of the transactions contemplated by the Purchase Agreement, \$200,000,000 in cash, subject to customary adjustments for cash, indebtedness and transaction expenses, and (b) deferred cash consideration following the Closing of up to \$350,000,000, payable upon satisfaction of certain commercial milestones as described in the Purchase Agreement. The Closing is subject to certain customary closing conditions, and contains certain termination rights, including, among other things, that either party may terminate the Purchase Agreement if, subject to certain limitations, the Closing has not occurred by February 14, 2025. Contemporaneously with, and conditioned on the occurrence of, the Closing, Symbotic LLC, a wholly owned subsidiary of the Issuer, and the Reporting Person will enter into a Master Automation Agreement (the "Commercial Agreement"), which will set forth the terms and conditions governing the development, manufacture and installation of accelerated pickup and delivery systems by Symbotic LLC for the Reporting Person. Upon entry into the Commercial Agreement, and pursuant to its terms and conditions, for so long as the Reporting Person continues to own greater than 5% of the fully diluted equity interests of the Issuer, the Reporting Person will have the right to confidentially recommend to the nominating and corporate governance committee of the Issuer's board of directors (the "Board") an individual for nomination to the Board. The individual designated by the Reporting Person must qualify as an "independent director" under NASDAQ listing standards and under Rule 10A-3 of the Exchange Act (as defined below) and must also satisfy certain other independence criteria and requirements set forth in the Commercial Agreement. Additionally, the Commercial Agreement will extend the Reporting Person's existing right, pursuant to Section 5.3 of the Investment and Subscription Agreement, to designate a Walmart employee of a certain seniority level to attend all meetings of the Board in a nonvoting observer capacity through the later of (a) the term of the Investment and Subscription Agreement and (b) the date that the Reporting Person no longer has the right to recommend an individual for election to the Board pursuant to the terms of the Commercial Agreement. The Purchase Agreement, the Commercial

Agreement and the transactions related thereto are described in more detail in the Issuer's Current Report on Form 8-K filed with the SEC on January 16, 2025.

Item 5. Interest in Securities of the Issuer

- (a) The information set forth on the cover page of this Schedule 13D is incorporated herein.
- (b) The information set forth on the cover page of this Schedule 13D is incorporated herein.
- (c) The Reporting Persons have not effected any transactions in the Class A Common Stock during the past 60 days.
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby supplemented as follows: Item 4 above summarizes certain provisions of the Purchase Agreement and the form of Commercial Agreement attached as Exhibit A to the Purchase Agreement, and such summaries are incorporated herein by reference. The summaries of each such agreement are qualified in their entireties by the text of the applicable agreements, copies of which are attached as exhibits hereto and are incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

99.1 Schedule I to Schedule 13D 99.8 Purchase and Sale Agreement, by and between Walmart Inc. and Symbotic Inc., dated as of January 15, 2025 (including form of Master Automation Agreement attached as Exhibit A thereto). Incorporated by reference to Exhibit 2.1 of Symbotic Inc.'s Current Report on Form 8-K filed with the SEC on January 16, 2025.

SIGNATURE

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

Walmart Inc.

Signature: /s/ Gordon Y. Allison

Gordon Y. Allison, Senior Vice President and
Name/Title: Chief Counsel, Finance and Corporate
Governance

Date: 01/17/2025

Schedule I

The name, present principal occupation or employment and citizenship of each of the executive officers and directors of Walmart Inc. are set forth below. The business address of each individual is c/o Walmart Inc., 702 Southwest 8th Street, Bentonville, AR 72716.

<u>Name of Executive Officer</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Daniel J. Bartlett	Executive Vice President, Corporate Affairs	United States
John David Rainey	Executive Vice President and Chief Financial Officer	United States
Rachel Brand	Executive Vice President, Global Governance, Chief Legal Officer and Corporate Secretary	United States
David M. Chojnowski	Senior Vice President and Controller	United States
John Furner	Executive Vice President, President and Chief Executive Officer, Walmart U.S.	United States
Suresh Kumar	Executive Vice President, Global Chief Technology Officer and Chief Development Officer	United States
Kathryn McLay	Executive Vice President, President and Chief Executive Officer, Walmart International	Australia
C. Douglas McMillon	President and Chief Executive Officer	United States
Donna Morris	Executive Vice President, Chief People Officer	United States
Chris Nicholas	Executive Vice President, President, and Chief Executive Officer, Sam's Club	United Kingdom

<u>Name of Director</u>	<u>Principal Occupation or Employment</u>	<u>Citizenship</u>
Cesar Conde	Chairman of NBCUniversal News Group	United States
Tim Flynn	Retired Chairman and CEO, KPMG	United States
Sarah Friar	Chief Financial Officer of OpenAI	United States
Carla Harris	Senior Client Advisor, Morgan Stanley	United States
Tom Horton	Partner, Global Infrastructure Partners; and retired Chairman, American Airlines	United States
Marissa Mayer	Co-founder and CEO, Sunshine Products, Inc.	United States
C. Douglas McMillon	President and Chief Executive Officer, Walmart Inc.	United States
Bob Moritz	Former Global Chair of PricewaterhouseCoopers	United States
Brian Niccol	Chairman and Chief Executive Officer, Starbucks Corporation	United States
Greg Penner	General Partner, Madrone Capital Partners, CEO and an owner of the Denver Broncos (Chairman of the Board of Walmart)	United States
Randall Stephenson	Retired Executive Chair and CEO, AT&T	United States
Steuart Walton	Founder and Chair, RZC Investments	United States