

DOLLAR GENERAL CORP  
Form 8-K  
December 14, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **December 8, 2010**

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**Dollar General Corporation**

(Exact name of registrant as specified in its charter)

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**Tennessee**  
(State or other jurisdiction  
of incorporation)

**001-11421**  
(Commission File Number)

**61-0502302**  
(I.R.S. Employer  
Identification No.)

**100 Mission Ridge**  
**Goodlettsville, Tennessee**  
(Address of principal executive offices)

**37072**  
(Zip Code)

Registrant's telephone number, including area code: **(615) 855-4000**

**Not Applicable**

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 8, 2010, Dollar General Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement), dated as of December 8, 2010, with certain selling shareholders, including Buck Holdings, L.P. (collectively, the Selling Shareholders), Citigroup Global Markets Inc., Goldman, Sachs & Co., KKR Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC (the Representatives, and together with the other underwriters named in Schedule I thereto the Underwriters) with respect to a registered underwritten public offering of 25,000,000 shares of the Company's common stock, \$0.875 par value per share (the Common Stock), at a public offering price of \$30.50 per share, to be sold by the Selling Shareholders. The Underwriting Agreement grants the Underwriters a 30-day option to purchase up to an additional 3,750,000 shares of Common Stock from Buck Holdings, L.P. On December 9, 2010, the Representatives notified the Company that they elected to exercise the option to purchase an additional 3,750,000 shares of Common Stock from Buck Holdings, L.P.

The sale of the Common Stock by the Selling Shareholders is being made pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-165800) (the Registration Statement), including a prospectus supplement dated December 8, 2010 (the Prospectus Supplement) to the prospectus contained therein dated March 31, 2010 (the Base Prospectus), filed by the Company with the Securities and Exchange Commission, pursuant to Rule 424(b)(7) under the Securities Act of 1933, as amended.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Common Stock, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

Certain of the Underwriters or their affiliates perform and have performed commercial and investment banking and advisory services for the Company from time to time for which they receive and have received customary fees and expenses. The Underwriters may, from time to time, engage in transactions with and perform services for the Company in the ordinary course of their business for which they will receive fees and expenses.

**Item 8.01 Other Events.**

In connection with the offering by Selling Shareholders of the Common Stock, as described in response to Item 1.01 of this Current Report on Form 8-K, the following exhibits are filed herewith in order to be incorporated by reference into the Registration Statement, the Base Prospectus and/or the Prospectus Supplement: (i) the Underwriting Agreement (Exhibit 1.1 to this Current Report on Form 8-K), (ii) the opinion of counsel with respect to the validity of the Common Stock being sold in the offering (Exhibit 5.1 to this Current Report on Form 8-K), and (iii) certain information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement (Exhibit 99.1 to this Current Report on Form 8-K).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. See Exhibit Index immediately following the signature page hereto.



**SIGNATURE**

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

Date: December 14, 2010

**DOLLAR GENERAL CORPORATION**

By:

/s/ Susan S. Lanigan  
Susan S. Lanigan  
Executive Vice President and General Counsel

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<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement, dated as of December 8, 2010, among the Company, the selling stockholders named therein, Citigroup Global Markets Inc., Goldman, Sachs & Co., KKR Capital Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and the other underwriters named therein.
5.1	Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC.
23.1	Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC (included as part of Exhibit 5.1).
99.1	Information relating to Part II, Item 14 Other Expenses of Issuance and Distribution of the Registration Statement (Registration No. 333-165800).