

DOLLAR GENERAL CORP  
 Form 424B7  
 June 06, 2012

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be registered(1)</b>	<b>Maximum offering price per security</b>	<b>Maximum aggregate offering price(1)</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, \$0.875 par value per share	34,500,000	\$46.75	\$1,612,875,000	\$184,835.48

(1) Includes 4,500,000 shares of common stock that may be purchased by the underwriters pursuant to their option to purchase additional shares of common stock.

(2) This filing fee is calculated in accordance with Rule 457(r) and relates to the Registration Statement on Form S-3 (File No. 333-165800) filed by the Registrant on March 31, 2010.

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Filed Pursuant to Rule 424(b)(7)  
Registration No. 333-165800

Supplement to Prospectus dated March 31, 2010.

## 30,000,000 Shares

### Common Stock

This is an offering of 30,000,000 shares of common stock of Dollar General Corporation by the selling shareholders named in this prospectus supplement, including members of our senior management and an entity affiliated with certain directors of our company. See "Selling Shareholders." We will not receive any proceeds from the sale of shares of common stock by the selling shareholders, including pursuant to any exercise by the underwriters of their option to purchase additional shares.

Our common stock is listed on the New York Stock Exchange under the symbol "DG". On June 5, 2012, the last reported sale price of our common stock on the New York Stock Exchange was \$46.76 per share.

*Investing in our common stock involves risks. See "Risk Factors" beginning on page S-10 of this prospectus supplement, beginning on page 2 of the accompanying prospectus, and in our Annual Report on Form 10-K for the fiscal year ended February 3, 2012 (which document is incorporated by reference herein) to read about factors you should consider before making a decision to invest in our common stock.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

	Per Share	Total
Initial price to the public	\$ 46.75	\$ 1,402,500,000
Underwriting discount	\$ 1.51930	\$ 45,579,000
Proceeds, before expenses, to the selling shareholders	\$ 45.2307	\$ 1,356,921,000

To the extent that the underwriters sell more than 30,000,000 shares of common stock, the underwriters have the option to purchase up to an additional 4,500,000 shares from certain of the selling shareholders at the initial price to the public less the underwriting discount. See "Selling Shareholders."

The underwriters expect to deliver the shares of common stock against payment in New York, New York on or about June 11, 2012.

*Joint Book-Running Managers*

**Citigroup**

**Goldman, Sachs & Co.**

**KKR**

**Barclays**

**J.P. Morgan**

*Co-Managers*

**BofA Merrill Lynch   Wells Fargo Securities   Sanford C. Bernstein   Deutsche Bank Securities   Macquarie Capital**

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Prospectus Supplement dated June 5, 2012.

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## Prospectus

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We have not authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference herein or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement is current only as of its date. Our business, financial condition, results of operation and prospects may have changed since that date.

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document has two parts, a prospectus supplement and an accompanying prospectus dated March 31, 2010. This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the Securities and Exchange Commission, which we refer to as the SEC, utilizing the SEC's "shelf" registration process. The prospectus supplement, which describes certain matters relating to us and the specific terms of this offering of shares of common stock, adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference herein. Generally, when we refer to this document, we are referring to both parts of this document combined. Both this prospectus supplement and the accompanying prospectus include important information about us, our common stock and other information you should know before investing in our common stock. The accompanying prospectus gives more general information, some of which may not apply to the shares of common stock offered by this prospectus supplement and the accompanying prospectus. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus, you should rely on the information contained in this prospectus supplement. If the information contained in this prospectus supplement differs or varies from the information contained in a document we have incorporated by reference, you should rely on the information in the more recent document.

Before you invest in our common stock, you should read the registration statement of which this document forms a part and this document, including the documents incorporated by reference herein that are described under the heading "Incorporation by Reference."

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the common stock in certain jurisdictions may be restricted by law. We are not making an offer of the common stock in any jurisdiction where the offer is not permitted. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the common stock. We are not making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

In this prospectus supplement, unless otherwise indicated or the context otherwise requires, references to "Dollar General", the "Company", "we", "us" and "our" refer to Dollar General Corporation, a Tennessee corporation, and its consolidated subsidiaries. References to the "IPO" refer to our initial public offering on November 13, 2009 of 39,215,000 shares of our common stock, including shares issued to the underwriters of the IPO pursuant to their election to exercise in full their option to purchase additional shares. References to the "selling shareholders" refer to the selling shareholders listed in the table under the caption "Selling Shareholders" in this prospectus supplement. References to our "2011 Annual Report" refer to our Annual Report on Form 10-K for the fiscal year ended February 3, 2012, which is incorporated by reference in this prospectus supplement. In addition, unless otherwise noted or the context requires otherwise, "2012," "2011," "2010" and "2009" refer to our fiscal years ending or ended February 1, 2013, February 3, 2012, January 28, 2011 and January 29, 2010. Our fiscal year ends on the Friday closest to January 31, and each of the years listed will be or were 52-week years, with the exception of 2011 which consisted of 53 weeks.

Unless indicated otherwise, the information included in this prospectus supplement assumes no exercise by the underwriters of their option to purchase additional shares of common stock from certain of the selling shareholders.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights selected information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus. It does not contain all of the information that you should consider before investing in shares of our common stock. You should carefully read this entire prospectus supplement and the accompanying prospectus, including the factors described or referred to under the heading "Risk Factors" herein and in our 2011 Annual Report, as well as the financial statements and related notes and other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.*

**Dollar General**

**Our Company**

We are the largest discount retailer in the United States by number of stores, with 10,052 stores located in 40 states as of May 4, 2012, primarily in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumable products such as food, paper and cleaning products, health and beauty products and pet supplies, and non-consumable products such as seasonal merchandise, home decor and domestics, and apparel. Our merchandise includes high quality national brands from leading manufacturers, as well as comparable quality private brand selections with prices at substantial discounts to national brands. We offer our merchandise at everyday low prices (typically \$10 or less) through our convenient small-box (approximately 7,200 square feet) locations. Our small-box neighborhood stores are conveniently located to help our customers "Save time. Save money. Every day."

**Our Business Model**

Our long history of profitable growth is founded on a commitment to a relatively simple business model: providing a broad base of customers with their basic everyday and household needs, supplemented with a variety of general merchandise items, at everyday low prices in conveniently located, small-box stores. We continually evaluate the needs and demands of our customers and modify our merchandise selections and pricing accordingly, while remaining focused on increasing profitability for our shareholders.

Fiscal year 2011 represented our 22<sup>nd</sup> consecutive year of same-store sales growth. This growth, regardless of economic conditions, suggests that we have a less cyclical model than most retailers and, we believe, is a result of our compelling value and convenience proposition.

Our attractive store economics, including a relatively low initial investment and simple, low cost operating model, have allowed us to grow our store base to its current levels, and provide us significant opportunities to continue our profitable store growth strategy. For the thirteen weeks ended May 4, 2012, we generated sales growth of 13.0%, including same-store sales growth of 6.7%, and operating profit growth of 19.5%. We also generated net income of \$213.4 million for the thirteen weeks ended May 4, 2012, an increase of 36.0% compared to the thirteen weeks ended April 29, 2011.

**Our History**

J.L. Turner founded our Company in 1939 as J.L. Turner and Son, Wholesale. We were incorporated as a Kentucky corporation under the name J.L. Turner & Son, Inc. in 1955, when we opened our first Dollar General store. We changed our name to Dollar General Corporation in 1968 and reincorporated in 1998 as a Tennessee corporation. Our common stock was publicly traded from 1968 until July 2007, when we merged with an entity controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P., or KKR. In November 2009 our common stock again became publicly traded. Buck Holdings, L.P., a Delaware limited partnership controlled by KKR continues to

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own a significant percentage of our common stock. The membership interests of Buck Holdings, L.P. and Buck Holdings, LLC, the general partner of Buck Holdings, L.P., are held by a private investor group, including affiliates of each of KKR and Goldman, Sachs & Co. (the "GS Investors") and other equity investors (collectively, the "Investors").

**Our Competitive Strengths**

We believe the following competitive strengths differentiate us from other retailers:

***Compelling Value and Convenience Proposition.*** Our ability to deliver highly competitive prices on national brand and quality private brand products in convenient locations and our easy in and out shopping format create a compelling shopping experience that distinguishes us from other discount, convenience and drugstore retailers. Our slogan, "Save time. Save money. Every day!" summarizes our appeal to customers. We believe our ability to effectively deliver both value and convenience allows us to succeed in small markets with limited shopping alternatives, as well as to profitably coexist alongside larger retailers in more competitive markets. Our compelling value and convenience proposition is evidenced by the following attributes of our business model:

*Convenient Locations.* Our stores are conveniently located in a variety of rural, suburban and urban communities, currently with approximately 70% serving communities with populations of less than 20,000. In more densely populated areas, our small-box stores typically serve the closely surrounding neighborhoods. The majority of our customers live within three to five miles, or a 10-minute drive, of our stores. Our close proximity to customers drives customer loyalty and trip frequency and makes us an attractive alternative to large discount and other large-box retail and grocery stores which are often located farther away. Our low cost economic model enables us to serve many areas with fewer than 1,500 households.

*Time-Saving Shopping Experience.* We also provide customers with a highly convenient shopping experience. Our stores' smaller size allows us to locate parking near the front entrance. Our product offering includes most necessities, such as basic packaged and refrigerated food and dairy products, cleaning supplies, paper products, and health and beauty care items, as well as greeting cards, party supplies, apparel, housewares, hardware and automotive supplies, among others. Our typical store opens at 8:00 a.m. and closes at 9:00 p.m. or 10:00 p.m., seven days per week. Our convenient hours and broad merchandise offering allow our customers to fulfill their routine shopping requirements and minimize their need to shop elsewhere.

*Everyday Low Prices on Quality Merchandise.* Our research indicates that we offer a price advantage over most food and drug retailers and that our prices are highly competitive with even the largest discount retailers. Our ability to offer everyday low prices on quality merchandise is supported by our low-cost operating structure and our strategy to maintain a limited number of stock keeping units, or SKUs, per category, which we believe helps us maintain strong purchasing power. Most items are priced below \$10, with approximately 26% at \$1 or less. We offer quality nationally advertised brands at these everyday low prices in addition to offering our own comparable quality private brands at value prices.

***Attractive Store Economics.*** The traditional Dollar General store size, design and location require minimal initial capital investment and low maintenance expenditures. Our typical locations involve a modest, no-frills building, which helps keep our rental and other fixed overhead costs relatively low. Our leased stores generally deliver positive cash flow in their first year of operations, typically resulting in pay back of capital in less than two years. Our stringent market analysis, real estate site selection and new store approval processes as well as our new store marketing programs help us optimize financial returns and minimize the risks of opening unprofitable stores.

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Our lean store staffing model and centralized management of utilities, maintenance and supplies procurement contribute to our relatively low operating costs and efficient store operations. Recent additions and upgrades to technology in our stores, including high-speed data transmission, inventory control, workforce management and task management systems are enabling us to manage our store operations even more effectively.

**Substantial Growth Opportunities.** We believe we have the long-term potential in the U.S. to at least double our existing store base while maintaining strong returns on capital. We have identified significant opportunities to add new stores in both existing and new markets. In addition, we have opportunities within our existing store base to relocate or remodel to better serve our customers. See "Our Growth Strategy" for additional details.

**Our Growth Strategy**

We believe we have the right strategy and execution capabilities to capitalize on the considerable growth opportunities afforded by our business model. We believe we continue to have significant opportunities to drive profitable growth through increasing same-store sales, expanding our operating profit rate and growing our store base.

**Increasing Same-Store Sales.** We believe the combination of our necessity-driven product mix and our attractive value proposition, including a well-balanced merchandising approach, provides a strong basis for increased sales. Our average sales per square foot increased to \$216 for the 53-week period ended May 4, 2012, up from \$203 for the 52-week period ended April 29, 2011. We believe we will continue to have additional opportunities to increase our store productivity through improved in-stock positions, price optimization, continued improvements in space utilization, and additional operating and merchandising initiatives. For example, as we did in 2011, we plan to further expand our offerings of frozen and refrigerated foods and items at the \$1.00 price point in both consumables and nonconsumables, continuing to combine some of our \$1.00 everyday low price ("EDLP") items with special purchases. In addition, we believe recent improvements we have made in the quality, selection and presentation of our merchandise in domestics, housewares and stationery should continue to appeal to our customers and contribute to our sales growth.

We remodeled or relocated 575 stores in 2011, and we plan to relocate or remodel 550 stores in 2012. During the first quarter of 2012, we remodeled or relocated 224 stores. Remodels and relocations typically drive incremental same-store sales growth. A relocation typically results in an improved, more visible and accessible location, and usually includes increased square footage. We believe we will continue to have opportunities for additional remodels and relocations beyond 2012.

**Expanding Operating Profit Rate.** Another key component of our growth strategy is improving our operating profit rate through enhanced gross profit and expense reduction initiatives. Even though we faced challenges in 2011 resulting from ongoing pressures with regard to discretionary spending and significant increases in product costs, we were able to increase our operating profit by 17%, equal to 30 basis points as a percent of sales, primarily due to our ongoing efforts to reduce selling, general and administrative expenses as a percent of sales.

We remain committed to an EDLP strategy that our customers can depend on. To strengthen our adherence to this strategy and still protect gross profit, we utilize various pricing and merchandising options, including price optimization strategies, changes to our product selection, such as alternate national brands and the expansion of our private brands, and modifications to our packaging and product size. In 2011, the cost of many basic commodities, including cotton, sugar, coffee, groundnuts and resin, as well as transportation fuel, increased, and many of these increases were passed along to us by our vendors. These cost increases posed a challenge to our continued priority of improving our gross profit rate in 2011.



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Our private brand program complements our model of offering customers nationally branded consumables merchandise at everyday low prices. When compared to similar national brands, private or proprietary brand items generally have higher gross profit rates. The addition of private brands also allows us to better control quality and improve our packaging and shelf presentation over less recognizable "packer" labels. Over the past few years we have expanded our private brand initiative to our non-consumable offerings, dramatically improving the visual impact of many of our nonconsumables, including housewares, domestics, lawn and garden tools and summer toys.

Improving our inventory shrinkage has been and continues to be an important component of expanding our gross profit rate. To achieve this objective we have concentrated our shrink reduction efforts on stores with the highest shrink rates. In addition, we have been successful in employing exception reporting tools and enhanced shrink optimization processes.

We also continue to believe we have the potential to directly source a larger portion of our products internationally at significant savings to current costs. In 2011, we imported approximately \$780 million of goods, or 8% of total purchases, at cost.

We continually look for ways to improve our cost structure and enhance efficiencies throughout the organization. For example, in 2011, we fully implemented a store workforce management program, and made further progress on reducing costs through our energy management and centralized procurement systems.

**Growing Our Store Base.** In 2011, we made our initial entrance into Connecticut, New Hampshire and Nevada (our first new states since 2006) and in 2012 we plan to open approximately 50 stores in California. We opened a total of 625 new stores in 2011 and plan to open an additional 625 stores in 2012, of which 128 were opened in the 2012 first quarter. We have confidence in our real estate disciplines and in our ability to identify, open and operate successful new stores. As a result, we believe that at least our present level of new store growth is sustainable for the foreseeable future.

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We are incorporated under the laws of the state of Tennessee, and our principal executive offices are located at 100 Mission Ridge, Goodlettsville, Tennessee 37072. Our telephone number is (615) 855-4000, and our website address is [www.dollargeneral.com](http://www.dollargeneral.com). Information contained on our website does not constitute part of this document.

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**The Offering**

*The following summary of the offering contains basic information about the offering and the common stock and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of the common stock, please refer to the section of the accompanying prospectus entitled "Description of Common Stock."*

Common stock offered by the selling shareholders	30,000,000 shares.
Use of proceeds	We will not receive any proceeds from this sale of shares by the selling shareholders.
Underwriters' option	Certain of the selling shareholders have granted the underwriters a 30-day option to purchase up to 4,500,000 additional shares at the initial price to the public less the underwriting discount. See "Selling Shareholders."
Dividend policy	We have no current plans to pay any cash dividends on our common stock and instead may retain earnings, if any, for future operation and expansion, share repurchases and debt repayment. Any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our Board of Directors may deem relevant. See "Dividend Policy."
Risk factors	You should carefully read and consider the information set forth under "Risk Factors" herein, in the accompanying prospectus and in the documents incorporated by reference herein, including our 2011 Annual Report, before investing in our common stock.
New York Stock Exchange symbol	"DG"

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Conflict of interest

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, investment banking, commercial banking and other services for us or for our executive officers for which they received or will receive customary fees and expenses. See "Underwriting." Goldman, Sachs & Co. and KKR Capital Markets LLC and/or their respective affiliates each own (through their investment in Buck Holdings, L.P.) in excess of 10% of our issued and outstanding common stock. In addition, Goldman, Sachs & Co. and KKR Capital Markets LLC or their affiliates will each receive more than 5% of the net proceeds of this offering through their investment in Buck Holdings, L.P. Therefore each of Goldman, Sachs & Co. and KKR Capital Markets LLC may be deemed to have a "conflict of interest" with us within the meaning of Rule 5121 ("Rule 5121") of the Financial Industry Regulatory Authority, Inc.

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Unless we indicate otherwise or the context otherwise requires, all information in this prospectus supplement:

assumes no exercise of the underwriters' option to purchase additional shares of our common stock; and

does not reflect (1) 8,083,801 shares of our common stock issuable upon the exercise of outstanding stock options held by our directors, officers and employees at a weighted average exercise price of \$15.66 per share as of May 31, 2012, 4,629,752 of which were then exercisable; (2) 306,784 shares underlying restricted stock units held by our directors and employees as of May 31, 2012, 4,116 of which were then vested; (3) 345,264 shares underlying performance share units, held by our officers and employees as of May 31, 2012, none of which were then vested; and (4) 18,003,730 shares of our common stock reserved for future grants of equity-based awards under our Amended and Restated 2007 Stock Incentive Plan.

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**Summary Historical Financial and Other Data**

The following table sets forth our summary consolidated financial information as of the dates and for the periods indicated. The summary historical statement of operations data and statement of cash flows data for the fiscal years ended February 3, 2012, January 28, 2011 and January 29, 2010, and balance sheet data as of February 3, 2012 and January 28, 2011, have been derived from our historical audited consolidated financial statements included in the 2011 Annual Report and incorporated by reference in this prospectus supplement. The summary historical balance sheet data as of January 29, 2010 presented in this table have been derived from our audited consolidated financial statements not included in the 2011 Annual Report. We derived the consolidated selected financial data for the 13-week periods ended May 4, 2012 and April 29, 2011 from our unaudited condensed consolidated interim financial statements included in our Quarterly Report on Form 10-Q for the period ended May 4, 2012 and incorporated by reference in this prospectus supplement. We have prepared the unaudited consolidated financial information set forth below on the same basis as our audited consolidated financial statements, and have included all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of our financial position and operating results for such periods. The interim results set forth below are not necessarily indicative of results for the fiscal year ending February 1, 2013 or for any other period.

Our historical results are not necessarily indicative of future operating results. The information set forth below should be read in conjunction with, and is qualified in its entirety by reference to, "Selected Historical Financial and Other Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes

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included in the 2011 Annual Report and in our Quarterly Report on Form 10-Q for the period ended May 4, 2012 that are incorporated by reference in this prospectus supplement.

(Amounts in millions, excluding per share data, number of stores, selling square feet, and net sales per square foot)	Year Ended		13 Weeks Ended		
	January 29, 2010	January 28, 2011	February 3, 2012(1)	April 29, 2011	May 4, 2012
<b>Statement of Income Data:</b>					
Net sales	\$ 11,796.4	\$ 13,035.0	\$ 14,807.2	\$ 3,451.7	\$ 3,901.2
Cost of goods sold	8,106.5	8,858.4	10,109.3	2,364.3	2,672.9
Gross profit	3,689.9	4,176.6	4,697.9	1,087.4	1,228.3
Selling, general and administrative expenses	2,736.6	2,902.5	3,207.1	765.8	843.9
Operating profit	953.3	1,274.1	1,490.8	321.6	384.3
Interest income	(0.1)	(0.2)	(0.1)	(0.0)	0.0
Interest expense	345.7	274.2	205.0	65.6	37.1
Other (income) expense	55.5	15.1	60.6	2.3	1.7
Income before income taxes	552.1	985.0	1,225.3	253.8	345.6
Income tax expense	212.7	357.1	458.6	96.8	132.2
Net income	\$ 339.4	\$ 627.9	766.7	157.0	213.4
Earnings per share basic	\$ 1.05	\$ 1.84	\$ 2.25	\$ 0.46	\$ 0.64
Earnings per share diluted	1.04	1.82	2.22	0.45	0.63
Dividends per share	0.7525				
Comprehensive income(2)	\$ 344.7(2)	\$ 641.7(2)	\$ 781.8(2)	\$ 161.7	\$ 215.9
<b>Statement of Cash Flows Data:</b>					
Net cash provided by (used in):					
Operating activities	\$ 672.8	\$ 824.7	\$ 1,050.5	\$ 223.6	\$ 192.6
Investing activities	(248.0)	(418.9)	(513.8)	(91.6)	(145.7)
Financing activities	(580.7)	(130.4)	(908.0)	(27.0)	(40.5)
Total capital expenditures	(250.7)	(420.4)	(514.9)	(92.0)	(145.9)
<b>Other Financial and Operating Data:</b>					
Same store sales growth(3)	9.5%	4.9%	6.0%	5.4%	6.7%
Same store sales(3)	\$ 11,356.5	\$ 12,227.1	\$ 13,626.7	\$ 3,239.9	\$ 3,666.1
Number of stores included in same store sales calculation	8,324	8,712	9,254	8,815	9,346
Number of stores (at period end)	8,828				