



**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On December 1, 2016, Dollar General Corporation (the “Company”) issued a news release regarding results of operations and financial condition for the fiscal 2016 third quarter (13 weeks) and 39-week periods ended October 28, 2016. The news release is furnished as Exhibit 99 hereto.

The information contained within this Item 2.02, including the information in Exhibit 99, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

The information set forth in Item 2.02 above is incorporated herein by reference. The news release also sets forth statements regarding, among other things, the Company’s planned conference call to discuss the reported financial results, the Company’s outlook, and certain other matters.

On December 1, 2016, the Company issued a press release announcing the Board of Directors’ November 30, 2016 declaration of a quarterly cash dividend of \$0.25 per share on the Company’s outstanding common stock. The dividend will be payable on or before January 4, 2017 to shareholders of record at the close of business on December 21, 2016. The payment of future cash dividends is subject to the Board’s discretion and will depend upon, among other things, the Company’s results of operations, cash requirements, financial condition, contractual restrictions and other factors that the Board may deem relevant in its sole discretion. The press release is furnished as Exhibit 99 to this Current Report and is incorporated herein by reference.

The information contained within this Item 7.01, including the information in Exhibit 99, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) Financial statements of businesses acquired. N/A
  - (b) Pro forma financial information. N/A
  - (c) Shell company transactions. N/A
  - (d) Exhibits. See Exhibit Index immediately following the signature page hereto.
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**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 1, 2016 **DOLLAR GENERAL CORPORATION**

By: /s/ Rhonda M. Taylor  
Rhonda M. Taylor  
Executive Vice President and General Counsel

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**EXHIBIT INDEX**

**Exhibit No.    Description**

99                News release issued December 1, 2016