

DOLLAR GENERAL CORP  
 Form 424B7  
 September 28, 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</b>	<b>Maximum Offering Price Per Security</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(2)</b>
Common Stock, par value \$0.875 per share	41,400,000(1)	\$51.75	\$2,142,450,000(1)	\$245,525

(1) Includes 5,400,000 shares of common stock that may be purchased by the underwriters pursuant to their option to purchase additional shares of common stock.

(2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Table of ContentsFiled Pursuant to Rule 424(b)(7)  
Registration No. 333-165800

Supplement to Prospectus dated March 31, 2010.

**36,000,000 Shares****Common Stock**

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This is an offering of 36,000,000 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.

We have also agreed to repurchase shares of our common stock having an aggregate value of \$250.0 million from Buck Holdings, L.P., a holder of approximately 34% of our outstanding common stock, at a price per share equal to the offering price to the public less underwriting discounts and commissions. The completion of the share repurchase is conditioned upon, among other things, the completion of this offering and the receipt of the consent of the requisite lenders under our senior secured credit facilities. This offering is not conditioned upon the completion of the share repurchase.

Our common stock is listed on the New York Stock Exchange under the symbol "DG". On September 27, 2012, the last reported sale price of our common stock on the New York Stock Exchange was \$52.00 per share.

***Investing in our common stock involves risks. See "Risk Factors" beginning on page S-8 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.***

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**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.**

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	Per Share	Total
Initial price to the public	\$51.75	\$1,863,000,000.00
Underwriting discount(1)	\$1.035	\$36,772,950.73
Proceeds, before expenses, to the selling shareholders(1)	\$50.715	\$1,826,227,049.27

(1)

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No underwriting discount will be paid with respect to shares sold by members of our management and our employees who are selling shares in this offering.

To the extent that the underwriters sell more than 36,000,000 shares of common stock, the underwriters have the option to purchase up to an additional 5,400,000 shares from certain of the selling shareholders at the initial price to the public less the underwriting discount. See "Selling Shareholders."

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The underwriters expect to deliver the shares of common stock against payment in New York, New York on or about October 3, 2012.

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*Joint Book-Running Managers*

**Citigroup**

**Goldman, Sachs & Co.**

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**KKR**

Prospectus Supplement dated September 27, 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 10,203 stores located in 40 states as of August 3, 2012, primarily in the southern, southwestern, midwestern and eastern United States. Our business model is relatively simple: 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 (typically \$10 or less) in conveniently located, small-box (approximately 7,300 square feet) stores.

We offer a broad selection of merchandise, including consumable products 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, domestics, hardware and automotive supplies, among others. 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. Our everyday low prices are highly competitive with even the largest discount retailers. We continually evaluate the needs and demands of our customers and modify our merchandise selections and pricing accordingly. In addition, we are committed to eliminating costs that do not impact our customers' shopping experience and increasing our utilization of technology to improve sales and operating performance and eliminate costs.

The majority of our customers live within three to five miles, or a 10-minute drive, of our stores. Our stores are located in a variety of rural, suburban and metropolitan areas, currently with approximately 70% serving communities with populations of less than 20,000.

We opened a total of 625 new stores in 2011 and plan to open an additional 625 stores in 2012, of which 295 were opened in the 2012 first half. We believe that our present level of new store growth, or approximately 7% annual square footage growth, is sustainable for the foreseeable future. We believe we have the long-term potential in the U.S. to exceed 20,000 stores.

**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.

**Recent Developments**

On August 29, 2012, our Board of Directors authorized a \$500 million common stock repurchase program in addition to the remaining authorization under our existing \$500 million share repurchase

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program. As of September 24, 2012, we had \$468.6 million of available capacity for additional share repurchases. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions, which could include repurchases from Buck Holdings, L.P., a Delaware limited partnership controlled by KKR, or other related parties if appropriate. The timing and number of shares purchased will depend on a variety of factors, such as price, market conditions, compliance with the covenants and restrictions under our senior secured credit facilities and other factors. Repurchases under the program may be funded from available cash or borrowings under our senior secured asset-based revolving credit facility (the "ABL Facility").

In connection with the repurchase program, on September 25, 2012, we entered into a Share Repurchase Agreement with Buck Holdings, L.P. whereby we agreed to repurchase a number of shares of our common stock having an aggregate value of \$250.0 million, which we refer to as the "share repurchase," at a price per share equal to the price to the public in this offering less underwriting discounts and commissions. The closing of the share repurchase is conditioned upon our receipt of the consent of the requisite lenders under our senior secured credit facilities and the consummation of this offering, and is also subject to the satisfaction of certain other customary legal and regulatory requirements. In connection with the repurchase, Buck Holdings, L.P. has agreed to reimburse us for any fees incurred in obtaining the consent of the requisite lenders under our senior secured credit facilities. We expect to fund the purchase price for the share repurchase with borrowings under our ABL Facility. We cannot assure you that the conditions to the share repurchase will be satisfied or that the share repurchase will take place on the terms described above or at all.

Following this offering and the share repurchase, Buck Holdings, L.P. will continue to 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"). See "Selling Shareholders."

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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	36,000,000 shares.
Shares of common stock outstanding after the share repurchase	328,241,200 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 5,400,000 additional shares at the initial price to the public less the underwriting discount. See "Selling Shareholders."
Share repurchase	We have also agreed to repurchase shares of our common stock from Buck Holdings, L.P., a significant shareholder, having an aggregate value of \$250.0 million, at a price per share equal to the price to the public in this offering less underwriting discounts and commissions. The completion of the share repurchase is conditioned upon, among other things, our receipt of the consent of the requisite lenders under our senior secured credit facilities and the consummation of this offering. In connection with the share repurchase, Buck Holdings, L.P. has agreed to reimburse us for any fees incurred in obtaining the consent of the requisite lenders under our senior secured credit facilities. This offering is not conditioned upon the completion of the share repurchase. We expect to fund the purchase price for the share repurchase with borrowings under our ABL Facility. We cannot assure you that the conditions to the share repurchase will be satisfied or that the share repurchase will take place on the terms described above or at all. See "Capitalization" and "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."

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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"
Conflicts 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. See "Underwriting Conflicts of Interest."

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;

does not reflect (1) 4,867,032 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 \$20.23 per share as of September 21, 2012, 2,233,758 of which were then exercisable; (2) 298,861 shares underlying restricted stock units held by our directors and employees as of September 21, 2012, 4,347 of which were then vested; (3) 330,926 shares underlying performance share units, held by our officers and employees as of September 21, 2012, none of which were then vested; and (4) 19,469,780 shares of our common stock reserved for future grants of equity-based awards under our Amended and Restated 2007 Stock Incentive Plan; and

reflects the retirement of 4,929,508 shares of our common stock in the share repurchase.

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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 26-week periods ended August 3, 2012 and July 29, 2011 from our unaudited condensed consolidated interim financial statements included in our Quarterly Report on Form 10-Q for the period ended August 3, 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 "Capitalization" in this prospectus supplement and "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 included in the 2011 Annual Report and in our

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Quarterly Report on Form 10-Q for the period ended August 3, 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)	January 29, 2010	Year Ended January 28, 2011	February 3, 2012(1)	26 Weeks Ended July 29, 2011	August 3, 2012
<b>Statement of Income Data:</b>					
Net sales	\$ 11,796.4	\$ 13,035.0	\$ 14,807.2	\$ 7,026.9	\$ 7,849.9
Cost of goods sold	8,106.5	8,858.4	10,109.3	4,791.2	5,358.4
Gross profit	3,689.9	4,176.6	4,697.9	2,235.7	2,491.5
Selling, general and administrative expenses	2,736.6	2,902.5	3,207.1	1,564.1	1,719.9
Operating profit	953.3	1,274.1	1,490.8	671.6	771.5
Interest expense, net	345.6	274.0	204.9	126.2	72.7
Other (income) expense	55.5	15.1	60.6	60.5	28.2
Income before income taxes	552.1	985.0	1,225.3	484.9	670.6
Income tax expense	212.7	357.1	458.6	181.9	243.0
Net income	\$ 339.4	\$ 627.9	766.7	303.0	427.6
Earnings per share basic	\$ 1.05	\$ 1.84	\$ 2.25	\$ 0.89	\$ 1.28
Earnings per share diluted	1.04	1.82	2.22	0.88	1.27
Dividends per share	0.7525				
Comprehensive income(2)	\$ 344.7(2)	\$ 641.7(2)	781.8(2)	\$ 312.3	\$ 427.6
<b>Statement of Cash Flows Data:</b>					
Net cash provided by (used in):					
Operating activities	\$ 672.8	\$ 824.7	\$ 1,050.5	\$ 398.4	\$ 373.5
Investing activities	(248.0)	(418.9)	(513.8)	(217.7)	(303.6)
Financing activities	(580.7)	(130.4)	(908.0)	(565.2)	(61.9)
Total capital expenditures	(250.7)	(420.4)	(514.9)	(218.1)	(304.0)
<b>Other Financial and Operating Data:</b>					
Same store sales growth(3)	9.5%	4.9%	6.0%	5.6%	5.9%
Same store sales(3)	\$ 11,356.5	\$ 12,227.1	\$ 13,626.7	\$ 6,594.6	\$ 7,369.2
Number of stores included in same store sales calculation	8,324	8,712	9,254	8,938	9,468
Number of stores (at period end)	8,828	9,372	9,937	9,641	10,203
Selling square feet (in thousands at period end)	62,494	67,094	71,774	69,279	74,325
Net sales per square foot(4)	\$ 195	\$ 201	\$ 213	\$ 205	\$ 218
Consumables sales	70.8%	71.6%	73.2%	73.1%	73.9%
Seasonal sales	14.5%	14.5%	13.8%	13.7%	13.5%
Home products sales	7.4%	7.0%	6.8%	6.7%	6.6%
Apparel sales	7.3%	6.9%	6.2%	6.5%	6.1%
Rent expense	\$ 428.6	\$ 489.3	\$ 542.3	\$ 261.9	\$ 298.7