

DOLLAR GENERAL CORP  
Form 8-K  
April 11, 2017

**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): **April 11, 2017**

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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**  
(IRS Employer  
Identification No.)

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

**37072**  
(Zip Code)

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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 April 11, 2017, Dollar General Corporation (the Company) completed a registered, underwritten offering of \$600,000,000 aggregate principal amount of 3.875% Senior Notes due 2027 (the Notes). The sale of the Notes was made pursuant to the Company's Registration Statement on Form S-3 (Registration No. 333-216940) (the Registration Statement), including a prospectus supplement dated March 28, 2017 (the Prospectus Supplement) to the prospectus contained therein dated March 24, 2017 (the Base Prospectus), filed by the Company with the Securities and Exchange Commission (the Commission), pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended (the Securities Act), and a free writing prospectus dated March 28, 2017 (the Free Writing Prospectus), filed by the Company with the Commission, pursuant to Rule 433 under the Securities Act.

The Notes were issued pursuant to an indenture (as supplemented and amended, the Indenture) dated as of July 12, 2012 between the Company and U.S. Bank National Association, as trustee (the Trustee), as supplemented by the Sixth Supplemental Indenture dated as of April 11, 2017 between the Company and the Trustee (the Sixth Supplemental Indenture).

A copy of the Sixth Supplemental Indenture is attached hereto as Exhibit 4.1, and is incorporated herein by reference. The descriptions of the Sixth Supplemental Indenture and the Notes in this report are summaries and are qualified in their entirety by the terms of the Sixth Supplemental Indenture and the form of Notes attached hereto.

The Notes are unsecured and unsubordinated obligations of the Company and rank equally and ratably with the Company's other existing and future debt not expressly subordinated in right of payment to the Notes and will be effectively subordinated to the Company's secured debt to the extent of the value of the collateral. The Notes are structurally subordinated to the claims of creditors of subsidiaries of the Company.

The Company will pay interest on the Notes semi-annually on April 15 and October 15, beginning October 15, 2017, to holders of record on the preceding April 1 and October 1, as the case may be. Interest will be calculated on the basis of a 360-day year of twelve 30-day months. The Notes will mature on April 15, 2027. Prior to January 15, 2027, the Company may redeem the Notes in whole or in part at any time and from time to time prior to their stated maturity at the redemption price equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments of the principal and interest thereon to January 15, 2027 (not including any portions of such payments of interest accrued as of the date of redemption) discounted to the redemption date on a semi-annual basis plus a premium equal to the applicable treasury rate plus 25 basis points, plus accrued and unpaid interest to, but excluding, the date of redemption. Beginning January 15, 2027, the Company may redeem some or all of the Notes, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the Notes being redeemed plus accrued and unpaid interest to, but excluding, the date of redemption.

In the event of a Change of Control Triggering Event (as defined in the Sixth Supplemental Indenture), the holders of the Notes may require the Company to purchase for cash all or a portion of their Notes at a purchase price equal to 101% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. The Sixth Supplemental Indenture also contains certain customary covenants, including limitations on the ability of the Company and its subsidiaries, with exceptions, to incur debt secured by a pledge of or a lien on the voting stock of their significant subsidiaries. The Sixth Supplemental Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on the Notes to become or to be declared due and payable, as applicable.

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The net proceeds from the offering of the Notes will be used to repay all \$500 million outstanding principal amount of the Company's 4.125% Senior Notes due 2017 (the "2017 Senior Notes") and for general corporate purposes. On March 28, 2017, at the Company's direction, the Trustee sent a notice of conditional full redemption for the 2017 Senior Notes to holders of such 2017 Senior Notes. The 2017 Senior Notes will be redeemed in full on April 27, 2017.

U.S. Bank National Association also serves as trustee under the indenture governing the Company's existing senior notes due 2018, 2023 and 2025, and an affiliate of U.S. Bank National Association acted as an underwriter for the Company's offering of the Notes for which they have received customary compensation.

**ITEM 2.03                      CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.**

The information provided in Item 1.01 of this report is incorporated by reference into this Item 2.03.

**ITEM 8.01                      OTHER EVENTS.**

In connection with the offering by the Company of the Notes, as described in response to Item 1.01 of this Current Report on Form 8-K, the opinions of counsel with respect to the validity of the Notes sold in the offering (Exhibits 5.1 and 5.2 hereto) are filed herewith in order to be incorporated by reference into the Registration Statement, the Base Prospectus and/or the Prospectus Supplement.

**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, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 11, 2017

**DOLLAR GENERAL CORPORATION**

By: /s/ John W. Garratt  
Name: John W. Garratt  
Title: Executive Vice President and Chief  
Financial Officer

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<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Sixth Supplemental Indenture, dated as of April 11, 2017, between Dollar General Corporation and U.S. Bank National Association, as trustee.
4.2	Form of 3.875% Senior Notes due 2027 (included in Exhibit 4.1)
5.1	Opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC.
5.2	Opinion of Simpson Thacher & Bartlett LLP.
23.1	Consent of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC (included as part of Exhibit 5.1).
23.2	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.2).