

DOLLAR GENERAL CORP  
Form 8-K  
August 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): August 20, 2014

Dollar General Corporation  
(Exact name of registrant as specified in its charter)

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

(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))

**ITEM 7.01**

**REGULATION FD DISCLOSURE.**

On August 20, 2014, Dollar General Corporation (the Company) issued a press release announcing that it had delivered to the Board of Directors of Family Dollar Stores, Inc. (Family Dollar) a letter setting forth additional information relevant to the Company's August 18, 2014 proposal to acquire all of the outstanding shares of common stock of Family Dollar for \$78.50 in cash. The press release, including the full text of the letter delivered to the Board of Directors of Family Dollar, is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information in Exhibit 99.1 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 8.01**

**OTHER EVENTS.**

The information set forth under Item 7.01 of this Current Report is incorporated herein by reference.

**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: August 20, 2014

**DOLLAR GENERAL CORPORATION**

By:

/s/ Rhonda M. Taylor

Rhonda M. Taylor

Senior Vice President and General Counsel

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                     |
|---------------------------|---|
| 99.1                      | Dollar General Corporation News Release dated August 20, 2014 |