

DOLLAR GENERAL CORP  
Form 8-K  
June 01, 2011

**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): May 25, 2011

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

Tennessee                      001-11421                      61-0502302  
(State or other jurisdiction    (Commission File Number) (I.R.S. Employer  
of incorporation)    Identification No.)

100 Mission Ridge

Goodlettsville, Tennessee                      37072  
(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code: (615) 855-4000

(Former name or former address, if changed since last report)

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On June 1, 2011, Dollar General Corporation (the “Company”) issued a news release regarding results of operations and financial condition for the first quarter ended April 29, 2011. The news release is attached hereto as Exhibit 99.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Annual Meeting of the Company’s Shareholders (the “Annual Meeting”) was held on May 25, 2011. The following are the final voting results on proposals considered and voted upon by shareholders, all of which are described in more detail in the Company’s definitive proxy statement for the Annual Meeting filed April 5, 2011 (the “Proxy Statement”).

The following individuals were elected to serve as directors of the Company. Votes were cast as follows:

| <b>Name</b>            | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|-----------------------|-------------------------|
| Raj Agrawal            | 278,353,842      | 51,302,656            | 3,182,972               |
| Warren F. Bryant       | 321,060,572      | 8,595,926             | 3,182,972               |
| Michael M. Calbert     | 275,181,143      | 54,475,355            | 3,182,972               |
| Richard W. Dreiling    | 312,776,320      | 16,880,178            | 3,182,972               |
| Adrian Jones           | 278,353,329      | 51,303,169            | 3,182,972               |
| William C. Rhodes, III | 321,059,552      | 8,596,946             | 3,182,972               |
| David B. Rickard       | 328,723,574      | 932,924               | 3,182,972               |

The compensation of the Company’s named executive officers was approved on an advisory basis. Votes were cast as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-------------------------|-------------------------|
| 318,057,340      | 11,527,743           | 71,415                  | 3,182,972               |

The Company’s shareholders selected, on an advisory basis, 3 years as the frequency on which future advisory votes shall be held on the compensation of the Company’s named executive officers. Votes were cast as follows:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Votes Abstaining</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|-------------------------|-------------------------|
| 62,327,205    | 46,373         | 267,223,678    | 59,242                  | 3,182,972               |

In light of this recommendation from the Company’s shareholders, which is consistent with the Board of Directors’ voting recommendation as described in the Proxy Statement, the Company has determined that it will include an advisory shareholder vote on executive compensation in the Company’s proxy materials every 3 years until the next required advisory vote on the frequency of future advisory votes on executive compensation, which will occur no later than the Company’s Annual Meeting of Shareholders in 2017.

The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for fiscal year 2011 was ratified. Votes were cast as follows:

| <b>Votes<br/>For</b> | <b>Votes<br/>Against</b> | <b>Votes<br/>Abstaining</b> |
|----------------------|--------------------------|-----------------------------|
| 331,942,086          | 756,298                  | 141,086                     |

**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 the Company's outlook, information regarding the Company's planned conference call, and certain other matters.

**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.

**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: June 1, 2011 **DOLLAR GENERAL CORPORATION**

By: /s/ Susan S. Lanigan  
Susan S. Lanigan  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 99                        | News release dated June 1, 2011 regarding fiscal 2011 first quarter financial results |
| 4                         |   |