

DOLLAR GENERAL CORP
Form 8-K
March 25, 2013

**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): March 19, 2013

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 March 25, 2013, Dollar General Corporation (the “Company”) issued a news release regarding results of operations and financial condition for the fiscal 2012 fourth quarter (13 weeks) and full year (52 weeks) periods ended February 1, 2013. The news release is attached hereto as Exhibit 99.1.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On March 19, 2013, Ms. Susan S. Lanigan, Executive Vice President and General Counsel, advised the Company of her intention to retire effective May 31, 2013. A copy of the Company’s news release is attached hereto as Exhibit 99.2.

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 a share repurchase program authorization and 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.
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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: March 25, 2013 **DOLLAR GENERAL CORPORATION**

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

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|-------------------------------|---|
| 99.1 | News release dated March 25, 2013 regarding financial results for fiscal 2012 fourth quarter and full year periods ended February 1, 2013 |
| 99.2 | News release dated March 25, 2013 regarding the planned retirement of Susan S. Lanigan |

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