

DOLLAR TREE STORES INC  
Form S-8 POS  
March 14, 2008

As filed with the Securities and Exchange Commission on March 14, 2008

Registration No. 333-38735

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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DOLLAR TREE, INC.  
(Exact name of registrant as specified in its charter)

VIRGINIA 26-2018846  
(State or other (I.R.S. Employer  
jurisdiction of Identification  
incorporation or No.)  
organization)

500 VOLVO PARKWAY  
CHESAPEAKE, VIRGINIA 23320  
(Address of registrant's principal executive offices)

DOLLAR TREE, INC.  
STOCK INCENTIVE PLAN  
(Full title of the plan)

with a copy to:

BOB SASSER  
DOLLAR TREE, INC.  
500 VOLVO PARKWAY  
CHESAPEAKE, VA 23320

WILLIAM A. OLD, JR.  
JOHN S. MITCHELL, JR.  
WILLIAMS MULLEN  
999 WATERSIDE DRIVE,

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(757) 321-5000  
(Name, address and telephone  
number of agent for service)

SUITE 1700  
NORFOLK, VIRGINIA  
23510  
(757) 622-3366

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EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Form S-8 pertains to the registration statement (File No. 333-38735) relating to the Dollar Tree, Inc. Stock Incentive Plan (the "Registration Statement") of Dollar Tree, Inc., a Virginia corporation ("Registrant"). The sole purpose of this Post Effective Amendment No. 2 is to file the consent of KPMG LLP, which supercedes an inapplicable consent of KPMG LLP that was inadvertently filed as Exhibit 23.1 to the Post-Effective Amendment No.1 to the Registration Statement on March 13, 2008.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chesapeake, Commonwealth of Virginia, on this 14th day of March 2008.

DOLLAR TREE, INC.

By: /s/ Kathleen Mallas  
 Kathleen Mallas  
 Controller, Vice President and  
 Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
* Macon F. Brock, Jr.	Chairman of the Board	March 14, 2008
* Bob Sasser	President, Chief Executive Officer and Director	March 14, 2008
/s/ Kathleen Mallas Kathleen Mallas	Controller, Vice President and Assistant Secretary	March 14, 2008
* Arnold S. Barron	Director	March 14, 2008
* Mary Anne Citrino	Director	March 14, 2008
* H. Ray Compton	Director	March 14, 2008
* Richard G. Lesser	Director	March 14, 2008
* Lemuel E. Lewis	Director	March 14, 2008
* J. Douglas Perry	Director	March 14, 2008

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* Thomas A. Saunders, III	Director	March 14, 2008
* Eileen R. Scott	Director	March 14, 2008
* Thomas E. Whiddon	Director	March 14, 2008
* Alan Wurtzel	Director	March 14, 2008
* Dr. Carl P. Zeithaml	Director	March 14, 2008

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\* Kathleen Mallas, by signing her name hereto, signs this document on behalf of each of the persons indicated by an asterisk above pursuant to powers of attorney duly executed by such persons and filed with the Securities and Exchange Commission as described in the index of exhibits to this registration statement.

By:

/s/ Kathleen Mallas

Kathleen Mallas  
March 14, 2008

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INDEX OF EXHIBITS

Exhibit Number	Description
23.1	Consent of KPMG LLP.
24.1	Powers of Attorney, attached as Exhibit 24.1 to the Registrant's post-effective amendment to Registration Statement on Form S-8 (Registration No. 333-126286) filed on March 13, 2008.