

DOLLAR GENERAL CORP  
Form S-8 POS  
August 24, 2005

As filed with the Securities and Exchange Commission on August 24, 2005

Registration No. 33-51591

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO REGISTRATION STATEMENT**  
**ON FORM S-8**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**DOLLAR GENERAL CORPORATION**  
(Exact name of registrant as specified in its charter)

**TENNESSEE**  
(State or other jurisdiction of  
incorporation or organization)

**61-0502302**  
(I.R.S. Employer  
Identification No.)

**100 MISSION RIDGE**  
**GOODLETTSVILLE, TENNESSEE**  
(Address of Principal Executive Offices)

**37072**  
(Zip Code)

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**1993 OUTSIDE DIRECTORS STOCK OPTION PLAN**

(Full title of the plan)

**SUSAN S. LANIGAN**

**EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL**

**100 MISSION RIDGE**

**GOODLETTSVILLE, TENNESSEE 37072**

(Name and address of agent for service)

**(615) 855-4000**

(Telephone number, including area code, of agent for service)

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## DEREGISTRATION OF SECURITIES

On December 20, 1993, Dollar General Corporation ( Dollar General ) filed a Registration Statement on Form S-8, Reg. No. 33-51591 (the Registration Statement ), which registered 500,000 shares of Dollar General s common stock, par value \$.50 per share (the Common Stock ), for issuance under the 1993 Outside Directors Stock Option Plan (the Plan ).

The Plan terminated by its terms on March 28, 2003 and all of Dollar General s outstanding obligations under the Plan have been satisfied. Dollar General hereby amends the Registration Statement to deregister the 3,517,037 shares of Common Stock that remain unsold pursuant to the Registration Statement.

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Represents 3,725,290 shares of Common Stock after taking into account each of the five-for-four stock splits effected by Dollar General in September 1993, April 1994, March 1995, April 1996, February 1997, September 1997, March 1998, September 1998, and May 1999.

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**SIGNATURES**

*The Registrant.* 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Goodlettsville, State of Tennessee, on this 24<sup>th</sup> day of August, 2005.

**DOLLAR GENERAL CORPORATION**

By: /s/ David A. Perdue  
David A. Perdue  
Chairman and Chief Executive Officer

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

| <b><u>Signature</u></b>                | <b><u>Capacity</u></b>  | <b><u>Date</u></b> |
|--|---|--------------------|
| /s/ David A. Perdue<br>David A. Perdue | Chairman and Chief Executive Officer  | August 24, 2005    |
| /s/ David M. Tehle<br>David M. Tehle   | Executive Vice President and Chief<br>Financial Officer (principal financial and<br>accounting officer) | August 24, 2005    |
| /s/ David L. Beré<br>David L. Beré     | Director  | August 24, 2005    |

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|--|----------|-----------------|
| /s/ Dennis C. Bottorff<br>Dennis C. Bottorff | Director | August 24, 2005 |
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| /s/ Barbara L. Bowles<br><br>Barbara L. Bowles | Director | August 24, 2005 |
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| /s/ James L. Clayton<br><br>James L. Clayton | Director | August 24, 2005 |
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| /s/ Reginald D. Dickson<br><br>Reginald D. Dickson | Director | August 24, 2005 |
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| /s/ E. Gordon Gee<br>E. Gordon Gee | Director | August 24, 2005 |
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| /s/ Barbara M. Knuckles | Director | August 24, 2005 |
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Barbara M. Knuckles

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| /s/ J. Neal Purcell<br>J. Neal Purcell | Director | August 24, 2005 |
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| /s/ James D. Robbins | Director | August 24, 2005 |
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James D. Robbins

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| /s/ David M. Wilds | Director | August 24, 2005 |
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David M. Wilds