

# DOLLAR GENERAL CORP

## **FORM 8-K** (Current report filing)

Filed 02/13/18 for the Period Ending 02/12/18

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

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): February 12, 2018

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On February 12, 2018, the Board of Directors (the “Board”) of Dollar General Corporation (the “Company”) increased the Board size to ten members and appointed each of Mr. Timothy I. McGuire and Mr. Ralph E. Santana to serve as a director of the Company until the 2018 annual meeting of shareholders and until his successor is duly elected and qualified. The Board appointed Mr. McGuire to serve as a member of the Compensation Committee of the Board and appointed Mr. Santana to serve as a member of the Nominating & Governance Committee of the Board. All such actions are effective as of February 12, 2018. The Board has found each of Messrs. McGuire and Santana to be independent for purposes of the listing standards of the New York Stock Exchange and as defined in the Company’s Corporate Governance Guidelines.

Each of Messrs. McGuire and Santana will be entitled to the standard compensation provided to non-employee directors, as adjusted by the Board from time to time, including (1) a \$95,000 annual cash retainer (prorated for Board service during the fiscal year) paid in quarterly installments; (2) an annual equity award of restricted stock units under the Amended and Restated 2007 Stock Incentive Plan, subject to terms and conditions as set forth in the form of award agreement on file with the Securities and Exchange Commission (“SEC”), as described in the Company’s Annual Proxy Statement filed with the SEC on April 12, 2017; and (3) although not anticipated for the 2018 fiscal year, chairperson retainers for the Audit Committee, Compensation Committee and Nominating & Governance Committee of \$25,000, \$20,000 and \$17,500, respectively, should he become a chairperson of any such committee.

There are no arrangements or understandings between either Mr. McGuire or Mr. Santana and any other person pursuant to which he was appointed as a director. Mr. Santana has no transactions, relationships or arrangements with the Company that would require disclosure under Item 404(a) of Regulation S-K.

Until his retirement on August 31, 2017, Mr. McGuire served as an employee of McKinsey & Company (“McKinsey”), which has provided management consulting services to the Company, and as such he may be deemed to have had an indirect interest in the relationship between the Company and McKinsey. While employed by McKinsey, Mr. McGuire led the team that provided the consulting services to the Company. For the Company’s last completed fiscal year, the Company paid McKinsey \$2 million for the management consulting services.

A copy of the Company’s news release announcing the appointments of Messrs. McGuire and Santana is attached hereto as Exhibit 99.

**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 to this report.

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
<a href="#"><u>99</u></a>	<a href="#"><u>News release issued February 13, 2018</u></a>

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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: February 13, 2018

**DOLLAR GENERAL CORPORATION**

By: /s/ Rhonda M. Taylor

Rhonda M. Taylor

Executive Vice President and General Counsel

## Dollar General Appoints Two New Members to its Board of Directors

### *Company Increases Board Size to 10*

GOODLETTSVILLE, Tenn.--(BUSINESS WIRE)--February 13, 2018--Today, Dollar General Corporation (NYSE: DG) announced the appointment of Tim McGuire and Ralph Santana to its board of directors effective February 12, 2018.

“Dollar General is excited to welcome Tim and Ralph to its board of directors,” said Michael Calbert, Dollar General’s chairman of the board. “Each brings extensive knowledge of the retail and consumer industries, and we are confident that they will add great value to our board of directors and to Dollar General as it continues its strategic growth.”

The election of McGuire and Santana to Dollar General’s board of directors will bring the total number of directors to 10. McGuire will serve on the compensation committee and Santana will serve on the nominating and governance committee.

**McGuire** has served as Chairman of the Board of Mobile Service Center Canada, Ltd. (d/b/a Mobile Klinik), a chain of professional smartphone repair stores specializing in professional “while you wait” repair and care of smartphones and tablets, since June 2017. He retired from McKinsey & Company, a worldwide management consulting firm, after serving as a leader of its global retail and consumer practice for almost 28 years. In that role, he led the company’s Americas retail practice for five years, as well as consulting efforts with major retail, telecommunications, consumer service and marketing organizations in Canada, the United States, Latin America, Europe and Australia. He also co-founded McKinsey Analytics, a global group of consultants that brings advanced analytics capabilities to clients to help make better business decisions. McGuire began his career with Procter & Gamble in 1983 where he served in various positions, leaving in October 1989 as its Marketing Director for the Canadian Food & Beverage division.

Since April 2013, **Santana** has served as Executive Vice President and Chief Marketing Officer of Harman International Industries, a wholly-owned subsidiary of Samsung Electronics Co., Ltd. with responsibility for all aspects of Harman’s worldwide marketing strategy. Prior to joining Harman, Santana served as Senior Vice President and Chief Marketing Officer, North America for Samsung Electronics Co., Ltd. from June 2010 to September 2012, responsible for launching Samsung’s U.S. e-commerce business and building out branding strategies to drive visibility. He also previously served 16 years at PepsiCo with roles of increasing responsibility including Vice President of Marketing, North American Beverages, Pepsi-Cola where he spearheaded a creative overhaul and re-launch of Pepsi-Cola, as well as its Frito-Lay’s international and North America operations. Santana began his career as a senior marketing associate at Beverage Marketing Corporation.

For additional information, photographs or items to supplement a story, please contact the Media Relations Department at 1-877-944-DGPR (3477) or via email at [dgpr@dollargeneral.com](mailto:dgpr@dollargeneral.com).

#### **About Dollar General Corporation**

Dollar General Corporation has been delivering value to shoppers for over 75 years. Dollar General helps shoppers Save time. Save money. Every day!® by offering products that are frequently used and replenished, such as food, snacks, health and beauty aids, cleaning supplies, basic apparel, housewares and seasonal items at everyday low prices in convenient neighborhood locations. Dollar General operated 14,321 stores in 44 states as of November 3, 2017. In addition to high quality private brands, Dollar General sells products from America’s most-trusted manufacturers such as Clorox, Energizer, Procter & Gamble, Hanes, Coca-Cola, Mars, Unilever, Nestle, Kimberly-Clark, Kellogg’s, General Mills, and PepsiCo. For more information on Dollar General, please visit [www.dollargeneral.com](http://www.dollargeneral.com).

#### CONTACTS

Dollar General Corporation

##### **Investor Contacts:**

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or

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or

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