

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

FORM S-8

REGISTRATION STATEMENT 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)

DOLLAR GENERAL CORPORATION CDP/SERP PLAN

(Full title of the plan)

RHONDA M. TAYLOR, ESQ.
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL
100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

(Name and address of agent for service)

(615) 855-4000

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price (3)	Amount of registration fee
Deferred Compensation Plan Obligations (1)(2)	\$ 40,000,000	100%	\$ 40,000,000	\$ 4,364

- (1) The deferred compensation plan obligations to which this registration statement relates (the "**Obligations**") arise under the Dollar General Corporation CDP/SERP Plan (the "**Plan**") and are unsecured obligations of Dollar General Corporation (the "**Registrant**") to pay deferred compensation in the future in accordance with the terms of the Plan.
- (2) The Obligations being registered relate to an additional \$40,000,000 of Obligations, for which \$40,000,000 of Obligations have previously been registered pursuant to Registration Statement No. 333-151049.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended (the "**Securities Act**").

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional \$40,000,000 of Obligations in accordance with the terms of the Plan. In accordance with Section E of the General Instructions to Form S-8, the Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission (the “**Commission**”) relating to the Plan (Registration Statement No. 333-151049) is incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following document previously filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), is incorporated herein by reference:

- [The Registrant’s Annual Report on Form 10-K for the fiscal year ended January 29, 2021, filed with the Commission on March 19, 2021.](#)

All documents and reports subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.10 to Dollar General Corporation’s Registration Statement on Form S-4 (file no. 333-148320)).
4.2	First Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007) (incorporated by reference to Exhibit 10.11 to Dollar General Corporation’s Registration Statement on Form S-4 (file no. 333-148320)).
4.3	Second Amendment to the Dollar General Corporation CDP/SERP Plan (as amended and restated effective December 31, 2007), dated as of June 3, 2008 (incorporated by reference to Exhibit 10.6 to Dollar General Corporation’s Quarterly Report on Form 10-Q for the quarter ended August 1, 2008, filed with the SEC on September 3, 2008 (file no. 001-11421)).
5	Opinion of Troutman Pepper Hamilton Sanders LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5).
24	Power of Attorney (included on signature page hereto).

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 March 19, 2021.

DOLLAR GENERAL CORPORATION
(Registrant)

By: /s/ John W. Garratt
John W. Garratt
Executive Vice President and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints John W. Garratt and Rhonda M. Taylor, and any of them (with full power in each to act alone), his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Todd J. Vasos</u> Todd J. Vasos	Chief Executive Officer and Director (principal executive officer)	March 19, 2021
<u>/s/ John W. Garratt</u> John W. Garratt	Executive Vice President and Chief Financial Officer (principal financial officer)	March 19, 2021
<u>/s/ Anita C. Elliott</u> Anita C. Elliott	Senior Vice President and Chief Accounting Officer (principal accounting officer)	March 19, 2021

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Warren F. Bryant</u> Warren F. Bryant	Director	March 18, 2021
<u>/s/ Michael M. Calbert</u> Michael M. Calbert	Director	March 19, 2021
<u>/s/ Patricia D. Fili-Krushel</u> Patricia D. Fili-Krushel	Director	March 17, 2021
<u>/s/ Timothy McGuire</u> Timothy McGuire	Director	March 17, 2021
<u>/s/ William C. Rhodes, III</u> William C. Rhodes, III	Director	March 17, 2021
<u>/s/ Debra A. Sandler</u> Debra A. Sandler	Director	March 18, 2021
<u>/s/ Ralph E. Santana</u> Ralph E. Santana	Director	March 17, 2021

Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street, N.E., Suite 3000
Atlanta, GA 30308-2216

troutman.com



March 19, 2021

Board of Directors
Dollar General Corporation
100 Mission Ridge
Goodlettsville, TN 37072

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Dollar General Corporation, a Tennessee corporation (the "**Company**"), in connection with the Registration Statement on Form S-8 (the "**Registration Statement**"), as filed by the Company with the Securities and Exchange Commission (the "**Commission**") on the date hereof, pursuant to the Securities Act of 1933, as amended (the "**Securities Act**"), to register an additional \$40 million of unsecured obligations of the Company (the "**Obligations**") to pay deferred compensation in accordance with the terms and conditions of the Company's CDP/SERP Plan, as amended and restated effective December 31, 2007, and as further amended through the date hereof (the "**Plan**").

We have examined originals or copies of such corporate records, agreements and instruments of the Company, statements and certificates of public officials and officers of the Company, and such other documents, records and instruments, including the Plan, and we have made such legal and factual inquiries as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company.

In connection herewith, we have assumed that (i) all of the documents referred to in this opinion letter have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, (ii) all of the signatories to the documents referred to in this opinion letter have been duly authorized, and (iii) all of the parties to the documents referred to in this opinion letter are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

We do not purport to express an opinion on any laws of any jurisdiction other the laws of the State of Tennessee and only with respect to the Tennessee Business Corporation Act, as well as applicable provisions of the Tennessee State Constitution and reported judicial decisions interpreting those laws. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we

undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Obligations have been duly authorized, and when accrued for the account of participants in the Plan in accordance with the terms of the Plan, will be valid and binding obligations of the Company, enforceable in accordance with the terms of the Plan except as enforcement thereof may be limited by applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally and general principles of equity, whether such enforcement is considered in a proceeding at law or in equity.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Dollar General Corporation CDP/SERP Plan of our report dated March 19, 2021, with respect to the consolidated financial statements of Dollar General Corporation and the effectiveness of internal control over financial reporting of Dollar General Corporation included in its Annual Report (Form 10-K) for the year ended January 29, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee
March 19, 2021
