

# DOLLAR GENERAL CORP Reported by GOLDMAN SACHS DGC INVESTORS LP

# FORM 3

(Initial Statement of Beneficial Ownership)

# Filed 11/12/09 for the Period Ending 11/12/09

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

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FORM 3
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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *       2. Date of Event         Goldman Sachs DGC Investors LP       11/12/			D/YYY	Y)		nd Ticker or Trading Symbol ENERAL CORP [DG]						
(Last) (First)	(Middle)	4. Relat	tionship of I	ng Person(s) to Issuer	erson(s) to Issuer (Check all applicable)							
85 BROAD STREET			rector ficer (give title	below)		X 10% Owner Other (specify below)						
(Street) NEW YORK, NY 10			5. If Amendment, Date Original Filed (MM/DD/YYYY)		YY) Form filed by (	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _X_Form filed by More than One Reporting Person						
(City) (State)	(Zip)											
		Tab	le I - Non-I	Derivat	tive Securities Benefi	cially	y Owned					
1.Title of Security (Instr. 4)		Be	Beneficially Owned I (Instr. 4) (		For (D) (I)	1	4. Nature of Indirect Beneficial Ownership (Instr. 5)					
Common Stock				(	68571395		Ι	See footnotes	<u>(1) (2) (3) (4) (5) (6)</u>			
Tabl	e II - Derivativ	e Securities	Beneficially	y Own	ed ( <i>e.g.</i> , puts, calls,	warr	ants, options	s, convertible sec	urities)			
1. Title of Derivate Security       2. Date Exercisable         (Instr. 4)       and Expiration Date         (MM/DD/YYYY)       And Expiration Date		ion Date	Secu	tle and Amount of rities Underlying vative Security ( 4)	0 1	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)				
		DateExpirationTitleAmount or NumberExercisableDateShares		of	Security	Direct (D) or Indirect (I) (Instr. 5)						

#### **Explanation of Responses:**

- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), Goldman Sachs DGC Investors, L.P. ("GS DGC"), Goldman Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC"), Goldman Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC"), and together with GS Capital, GS Offshore, GS Parallel, GS Germany, and GS DGC, the "GS Funds") and GSUIG, L.L.C. ("GSCP Offshore Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors")(continued in footnote 2),
- (2) Goldman, Sachs Management GP GmbH ("GS GmbH"), GS DGC Advisors, L.L.C. ("GS DGC Advisors") and GS DGC Offshore Advisors, Inc. ("GS DGC Offshore Advisors", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS DGC Advisors, the Investing Entities, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.
- (3) Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.
- (4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 68,571,395 shares of common stock, par value \$0.875 per share (the "Common Stock") of Dollar General Corporation by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to indirectly beneficially own 68,571,395 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (5) GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 25,340,054 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 21,076,965 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS

Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 6,968,083 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 900,586 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P.

(6) GS DGC, and its general partner GS DGC Advisors, may be deemed to beneficially own indirectly 3,824,445 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS DGC Offshore, and its general partner GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 7,604,121 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GSUIG may be deemed to beneficially own indirectly 2,857,141 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GSUIG may be deemed to beneficially own indirectly 2,857,141 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Goldman Sachs DGC Investors LP					
85 BROAD STREET		Х			
NEW YORK, NY 10004					
GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P.					
85 BROAD STREET		Х			
NEW YORK, NY 10004					
GS DGC ADVISORS, L.L.C.					
85 BROAD STREET		Х			
NEW YORK, NY 10004					
GS DGC OFFSHORE ADVISORS, INC.					
85 BROAD STREET		Х			
NEW YORK, NY 10004					
GSUIG, L.L.C.					
85 BROAD STREET		Х			
NEW YORK, NY 10004					

#### Signatures

/s/ Yvette Kosic, Attorney-in-fact	11/12/2009		
** Signature of Reporting Person	Date		
/s/ Yvette Kosic, Attorney-in-fact	11/12/2009		
** Signature of Reporting Person	Date		
/s/ Yvette Kosic, Attorney-in-fact	11/12/2009		
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/s/ Yvette Kosic, Attorney-in-fact	11/12/2009		
** Signature of Reporting Person	Date		
/s/ Yvette Kosic, Attorney-in-fact	11/12/2009		
** Signature of Reporting Person	Date		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS DGC INVESTORS, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The Goldman Sachs Group,

Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in it name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

#### GOLDMAN SACHS DGC INVESTORS, L.P.

By: GS DGC Advisors, L.L.C.

KNOW ALL PERSONS BY THESE PRESENTS that GS DGC ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The Goldman Sachs Group, Inc. or one

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

#### GS DGC ADVISORS, L.L.C.

By:/s/ John E. Bowman ------Name: John E. Bowman Title: Secretary

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The

Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in it name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

### GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P.

By: GS DGC Offshore Advisors, Inc.

KNOW ALL PERSONS BY THESE PRESENTS that GS DGC OFFSHORE ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The Goldman Sachs Group,

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

#### GS DGC OFFSHORE ADVISORS, L.L.C.

By:/s/ John E. Bowman ------Name: John E. Bowman Title: Secretary

KNOW ALL PERSONS BY THESE PRESENTS that GSUIG, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose (and any other employee of The Goldman Sachs Group, Inc. or one of its

affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in it name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 8, 2009.

GSUIG, L.L.C.

By: /s/ Richard Friedman ------Name: Richard Friedman Title: Director