

DOLLAR GENERAL CORP

Reported by
KKR 2006 FUND L.P.

FORM 3

(Initial Statement of Beneficial Ownership)

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

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|-------------|--|
| 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 |

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 Requiring Statement (MM/DD/YYYY) | | 3. Issuer Name and Ticker or Trading Symbol | | |
| KKR Fund Holdings L.P. | | | 11/12/2009 | | DOLLAR GENERAL CORP [DG] | | |
| (Last) (First) (Middle) | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| (Street) | | | 5. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| NEW YORK, NY 10019 | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|
| Common Stock, par value \$0.875 per share | 116265659 | I | Held through Buck Holdings, L.P. and KKR 2006 Fund L.P. (1)(2)(6)(8)(9) |
| Common Stock, par value \$0.875 per share | 24535553 | I | Held through Buck Holdings, L.P. and KKR PEI Investments, L.P. (1)(3)(6)(8)(9) |
| Common Stock, par value \$0.875 per share | 4035862 | I | Held through Buck Holdings, L.P. and 8 North America Investor L.P. (1)(4)(6)(8)(9) |
| Common Stock, par value \$0.875 per share | 17262869 | I | Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, LP (1)(5)(6)(8)(9) |
| Common Stock, par value \$0.875 per share | 2699999 | I | Held through Buck Holdings, L.P. and KKR Partners III, L.P. (1)(7)(8)(9) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| | | | | | | | |

Explanation of Responses:

- (1) Buck Holdings, L.P. holds 316,228,583 shares of common stock, par value \$0.875 per share (the "Shares"), of Dollar General Corporation (the "Issuer"). Buck Holdings, LLC is the general partner of Buck Holdings, L.P. The membership interests of Buck Holdings, LLC are held by a private investor group, including affiliates of Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and Citigroup Global Markets Inc., certain investment advisory clients of Wellington Management Company, LLP, CPP Investment Board (USRE II) Inc. and other equity co-investors. Buck Holdings, LLC and each holder of

membership interests in Buck Holdings, LLC disclaims beneficial ownership of the Shares held by Buck Holdings, L.P. except to the extent of its pecuniary interest therein.

- (2) KKR 2006 Fund L.P. may be deemed to indirectly beneficially own 116,265,659 Shares by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006, L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.
- (3) KKR PEI Investments, L.P. may be deemed to indirectly beneficially own 24,535,553 Shares by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.
- (4) 8 North America Investor L.P. may be deemed to indirectly beneficially own 4,035,862 Shares by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.
- (5) Buck Holdings Co-Invest, LP may be deemed to indirectly beneficially own 17,262,869 Shares by virtue of the membership interests it holds in Buck Holdings, LLC. Buck Holdings Co-Invest GP, LLC is the sole general partner of Buck Holdings Co-Invest, LP, and the managing member of Buck Holdings Co-Invest GP, LLC is KKR Associates 2006 L.P. The sole general partner of KKR Associates 2006, L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.
- (6) The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Messrs. Kravis and Roberts.
- (7) KKR Partners III, L.P. may be deemed to indirectly beneficially own 2,699,999 Shares by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR Partners III, L.P. is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Kravis and Roberts.
- (8) Each of the Reporting Persons disclaimed beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.
- (9) Because no more than 10 reporting persons can file any one Form 3 through the Securities and Exchange Commission's EDGAR system, KKR Fund Holdings GP Limited, KKR Group Holdings L.P., KKR Group Limited, KKR & Co. L.P., KKR Management LLC and Messrs. Kravis and Roberts have filed a separate Form 3.

Remarks:

(10) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC, the sole general partner of KKR Associates 2006 L.P., the sole general partner of KKR 2006 Fund L.P. (11) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC, the sole general partner of KKR Associates 2006 L.P. (12) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P., the designated member of KKR 2006 GP LLC. (13) Mr. Janetschek is signing in his capacity as director of KKR Fund Holdings GP Limited, the general partner of KKR Fund Holdings L.P.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR Associates 2006 LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR 2006 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |
| KKR 2006 Fund L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | | X | | |

Signatures

/s/ William J. Janetschek, KKR 2006 Fund L.P. (10)
 **Signature of Reporting Person

11/12/2009
 Date

/s/ William J. Janetschek, KKR Associates 2006 L.P. (11)
 **Signature of Reporting Person

11/12/2009
 Date

/s/ William J. Janetschek, KKR 2006 GP LLC (12)

**Signature of Reporting Person

11/12/2009

Date

/s/ William J. Janetschek, KKR Fund Holdings L.P. (13)

**Signature of Reporting Person

11/12/2009

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.

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