

# **DOLLAR GENERAL CORP**

# Reported by **BUCK HOLDINGS L.P.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 10/12/12 for the Period Ending 10/10/12

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



Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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## STATEMENT OF CHANGES IN 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	2. Issuer Name <b>and</b> Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<b>Buck Holdin</b>	gs L.P.			]	DOI	LAR	GEN	E	RAL	CO	) RP [ ]	DG	- ]					
(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)							)	Director X 10% Owner Officer (give title below) Other (specify					
C/O KOHLBERG KRAVIS					10/10/2012								below)					
ROBERTS &																		
57TH STRE		<u>ΓΕ 4</u>	<u> 200                                   </u>															
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)									6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK, NY 10019												Form 61a	Form filed by One Reporting Person					
(City)	(State)	(	(Zip)												e than One Re		on	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1			2. Tra Date	ans.		Code		4. Securities A or Disposed of (Instr. 3, 4 and		of (D) Owr			Amount of Securities Beneficially med Following Reported Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership		
						any	Code	v	Amount	(A) or (D)	Price		,,				(Instr. 4)	
Common Stock, par value \$0.875 per share				10/10	0/2012		S		5400000	D	\$50.715	(1)	71	71243519		<b>D</b> (2)		
Common Stock, par value \$0.875 per share				10/11	1/2012		J (3)		4929508	D	\$50.715	(3)	66314011		<b>D</b> (2)			
Ta	ble II - De	rivati	ve Securi	ties B	enefi	cially O	wned	( 4	e.g. , pu	ıts,	calls, w	varr	ants, options,	, convert	ible secur	ities)		
or Exercise Price of Derivative Security  Date Execution Date, if any			rans. Code (Instr. 8)	de Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date  Date Expiration Exercisable Date				s Undve Second 4	mount of derlying curity ) or Number of	Derivative Security (Instr. 5)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

- (1) This amount represents the \$51.75 secondary public offering price per share of Common Stock, par value \$0.875 per share ("Common Stock"), of Dollar General Corporation, less the underwriting discount of \$1.035 per share of Common Stock in connection with the underwriters' exercise of their over-allotment option.
- (2) Buck Holdings, L.P. directly holds the shares of Common Stock reported herein. 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 each of Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and other equity investors. Buck Holdings, LLC and each holder of membership interests in Buck Holdings, LLC disclaims beneficial ownership of the Common Stock held by Buck Holdings, L.P. except to the extent of its pecuniary interest therein.
- (3) These shares of Common Stock were repurchased by Dollar General Corporation for \$50.715 per share.

#### Remarks:

(4) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, the Vice President, Treasurer and Secretary of Buck Holdings, LLC, the general partner of Buck Holdings L.P. (5) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, the Vice President, Treasurer and Secretary of Buck Holdings, LLC. **Reporting Owners** 

Panarting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Buck Holdings L.P.							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.							
		X					
9 WEST 57TH STREET, SUITE 4200							
NEW YORK, NY 10019							
Buck Holdings LLC							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.							
		X					
9 WEST 57TH STREET, SUITE 4200							
NEW YORK, NY 10019							

### **Signatures**

/s/ Richard J. Kreider, Buck Holdings, L.P. (4)

\*\* Signature of Reporting Person

/s/ Richard J. Kreider, Buck Holdings, LLC (5)

\*\* Signature of Reporting Person

Date

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 4(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.