

# DOLLAR GENERAL CORP

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

Filed 06/21/07 for the Period Ending 06/18/07

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

# DOLLAR GENERAL CORP

## FORM 8-K (Current report filing)

Filed 6/21/2007 For Period Ending 6/18/2007

Address	100 MISSION RIDGE GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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

**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 18, 2007

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**Dollar General Corporation**

(Exact Name of Registrant as Specified in Charter)

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**Tennessee**

(State or Other Jurisdiction  
of Incorporation)

**001-11421**

(Commission File Number)

**61-0502302**

(I.R.S. Employer  
Identification No.)

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100 Mission Ridge  
Goodlettsville, Tennessee

(Address of Principal Executive Offices)

37072

(Zip Code)

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Registrant's telephone number, including area code: (615) 855-4000

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(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))
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**ITEM 7.01 REGULATION FD DISCLOSURE.**

On June 18, 2007, Dollar General Corporation (the “Company”) issued the news release that is attached hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein, in which the Company provided an update on certain aspects of its proposed merger (the “Merger”) with Buck Acquisition Corp., a Tennessee corporation (“Buck”) pursuant to the previously announced agreement and plan of merger entered into on March 11, 2007. Buck is indirectly controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P.

On June 18, 2007, the Company also issued the news release that is attached hereto as Exhibit 99.2 and incorporated by reference as if fully set forth herein, in which the Company announced that Buck had launched an offer of \$1.9 billion in notes, the proceeds of which would be used to pay, in part, the consideration to be paid to the Company’s shareholders in the Merger.

On June 21, 2007, the Company issued the news release that is attached hereto as Exhibit 99.3 and incorporated by reference as if fully set forth herein, in which the Company announced that its shareholders had approved the Merger.

The information in this Current Report on Form 8-K and the exhibits that are incorporated herein by reference are being “furnished” pursuant to Item 7.01 "Regulation FD Disclosure" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act, unless it is expressly set forth by specific reference in such filing.

**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 immediately following the signature page hereto.

**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: June 21, 2007

**DOLLAR GENERAL CORPORATION**

By: /s/ Susan S. Lanigan

Susan S. Lanigan

Executive Vice President and General Counsel

## EXHIBIT INDEX

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	News release dated June 18, 2007 regarding update on status of merger.
99.2	News release dated June 18, 2007 regarding Buck note offering.
99.3	News release dated June 21, 2007 regarding shareholder approval.

Investor Contact:  
Emma Jo Kauffman  
(615) 855-5525

Media Contact:  
Tawn Earnest  
(615) 855-5209

## **DOLLAR GENERAL PROVIDES UPDATE ON STATUS OF ACQUISITION**

### **Consents and Tenders for Approximately 99% of Outstanding Notes Received Court Denies Request to Delay Shareholder Vote**

GOODLETTSVILLE, Tenn. - June 18, 2007 - Dollar General Corporation (NYSE: DG) (the "Company" or "Dollar General") announced today that Buck Acquisition Corp., a Tennessee corporation ("Buck"), which is indirectly controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), had received consents and tenders for approximately 99% of the aggregate principal amount of the outstanding  $8\frac{5}{8}\%$  Senior Notes due 2010 of Dollar General (the "Old Notes"), as of 5 p.m., New York City time, on June 15, 2007 (the "Consent Payment Deadline").

The Old Notes were tendered pursuant to an Offer to Purchase and Consent Solicitation Statement dated June 4, 2007 (the "Offer to Purchase"), which more fully sets forth the terms and conditions of the cash tender offer (and related consent solicitation) to purchase any and all of the \$200 million outstanding principal amount of the Old Notes (the "Tender Offer"). The Tender Offer will expire at midnight, New York City time, on Friday, June 29, 2007 (unless such date is extended). These consents and tenders may not be validly withdrawn unless Buck reduces the amount of the purchase price, the consent payment or the principal amount of the Old Notes subject to the Tender Offer or is otherwise required by law to permit withdrawal. The Tender Offer is being conducted in connection with the anticipated merger (the "Merger") of Buck with and into Dollar General. Additional information regarding the Merger and the related transactions can be found in the Company's Securities and Exchange Commission filings.

The Tender Offer is conditioned upon, among other things, there being validly tendered and not validly withdrawn at least a majority in aggregate principal amount of the outstanding Old Notes, the receipt of the requisite consents to adopt the proposed amendments, the satisfaction by Buck of all conditions precedent to the Merger and the receipt by Buck of the proceeds from certain financing transactions to be entered into in connection with the Merger. Based upon the receipt of tenders and consents as of the Consent Payment Deadline, the minimum tender condition and requisite consent condition would have been satisfied.

As a result of the receipt of the requisite consents as of the Consent Payment Deadline, Dollar General, the subsidiary guarantors named therein and U.S. Bank National Association (successor to Wachovia Bank, National Association, formerly known as First Union National Bank), as successor Trustee under the Indenture pursuant to which the Old Notes were issued (the "Indenture"), will execute a supplemental indenture to the Indenture in order to effect the proposed amendments to the Old Notes and the Indenture, as provided in the Offer to Purchase.

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However, the proposed amendments will not become operative if the Tender Offer is terminated or withdrawn or the Old Notes are never accepted for payment.

Subsequent to the announcement of the proposed Merger, the Company and its directors were named in litigation that is pending in the Circuit Court for Davidson County alleging claims for breach of fiduciary duty arising out of the proposed sale of the Company to KKR. In connection with that litigation, the Company also announced that, last week, the Court denied the plaintiffs' motion for a temporary injunction to delay the Company's shareholder meeting, scheduled for June 21, 2007. The Company continues to believe that the litigation is without merit and intends to vigorously defend the litigation.

This release is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of consents with respect to the Old Notes, nor is this release an offer or solicitation of an offer to sell any securities. The Tender Offer and related consent solicitation are made solely by means of the Offer to Purchase .

### **Cautionary Statement Regarding Forward-Looking Statements**

Certain information provided herein may include "forward-looking statements." You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements generally contain words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "should," "would," "estimate," "continue," "contemplate," or "pursue," or the negative or other variations thereof or comparable terminology. These forward-looking statements are based on current expectations and projections about future events and actual events could differ materially from those projected. You are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks, assumptions and uncertainties that cannot be predicted or quantified. These risks, assumptions and uncertainties include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger agreement; the outcome of any legal proceedings that have been or may be instituted against Dollar General and others relating to the proposed Merger; the inability to complete the Merger due to the failure to obtain shareholder approval or the failure to satisfy other conditions to the completion of the Merger, including the failure to obtain the necessary debt financing arrangements set forth in commitment letters received in connection with the Merger; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger; the ability to recognize the benefits of the Merger; the amount of the costs, fees, expenses and charges related to the Merger and the actual terms of certain financings that will be obtained for the Merger; the impact of the substantial indebtedness incurred to finance the consummation of the Merger; and other risks, assumptions and uncertainties detailed from time to time in Dollar General's SEC reports, including Dollar General's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q as well as in the proxy statement relating to the proposed Merger. Many of the factors that will determine the outcome of the subject matter of this press release are beyond Buck's or Dollar General's ability to control or predict. There can be no assurance that the transaction described above will be consummated. Forward-looking statements made herein speak only as of the date hereof, and Dollar General assumes no obligation to update such statements.

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Investor Contact:  
Emma Jo Kauffman  
(615) 855-5525

Media Contact:  
Tawn Earnest  
(615) 855-5209

BUCK ACQUISITION CORP.

LAUNCHES NOTES OFFERING

GOODLETTSVILLE, Tenn. - June 18, 2007 - Dollar General Corporation (NYSE: DG) (the “Company” or “Dollar General”) announced today that Buck Acquisition Corp., a Tennessee corporation (“Buck”), which is indirectly controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (“KKR”), has launched an offer of \$1.9 billion aggregate principal amount of notes consisting of \$725 million of senior toggle notes due 2015, \$625 million of senior cash-pay notes due 2015 and \$550 million of senior subordinated notes due 2017 (collectively, the “Notes”).

The Notes are being offered only to qualified institutional buyers under Rule 144A and outside the United States in compliance with Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes are being issued in connection with the pending merger of Buck with and into Dollar General (the “Merger”). This offering of the Notes is part of the financing for, will occur concurrently with, and is conditioned upon the consummation of, the Merger. At the time of the Merger, Buck, the issuer of the Notes, will merge with and into Dollar General, with Dollar General continuing as the surviving corporation. At the time of the Merger, Dollar General will assume the obligations of Buck under the Notes and the related indentures by operation of law. Additional information regarding the Merger and the related transactions can be found in the Company's Securities and Exchange Commission filings.

This news release does not constitute an offer to sell, or the solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Notes have not been registered under the Securities Act and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws. This notice is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

**Cautionary Statement Regarding Forward-Looking Statements**

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You are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks, assumptions and uncertainties that cannot be predicted or quantified. These risks, assumptions and uncertainties include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger agreement; the outcome of any legal proceedings that have been or may be instituted against Dollar General and others relating to the proposed Merger; the inability to complete the Merger due to the failure to obtain shareholder approval or the failure to satisfy other conditions to the completion of the Merger, including the failure to obtain the necessary debt financing arrangements set forth in commitment letters received in connection with the Merger; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger; the ability to recognize the benefits of the Merger; the amount of the costs, fees, expenses and charges related to the Merger and the actual terms of certain financings that will be obtained for the Merger; the impact of the substantial indebtedness incurred to finance the consummation of the Merger; and other risks, assumptions and uncertainties detailed from time to time in Dollar General's SEC reports, including Dollar General's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q as well as in the proxy statement relating to the proposed Merger. Many of the factors that will determine the outcome of the subject matter of this press release are beyond Buck's or Dollar General's ability to control or predict. There can be no assurance that the transaction described above will be consummated. Forward-looking statements made herein speak only as of the date hereof, and Dollar General assumes no obligation to update such statements.

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**DOLLAR GENERAL SHAREHOLDERS APPROVE MERGER WITH KKR;  
CHAIRMAN AND CEO, DAVID A. PERDUE, EXPECTS TO RESIGN**

GOODLETTSVILLE, Tenn., June 21, 2007 - Dollar General Corporation (NYSE: DG) (the “Company”) today announced that the proposed merger with Buck Acquisition Corp., an affiliate of Kohlberg Kravis Roberts & Co., L.P. (“KKR”) was approved at a special meeting of shareholders held today, June 21, 2007.

The Company reported that, of the shares voted, 99 percent were voted in favor of the merger. Approximately 249.8 million shares, or more than 79 percent of the total shares outstanding as of the record date for the special meeting, were voted. Approval of the merger required the affirmative vote of a majority of the shares outstanding.

Under the terms of the merger agreement, at the effective time of the merger, each outstanding share of Dollar General common stock, par value \$0.50 per share, will be converted into the right to receive \$22.00 in cash, without interest and less any applicable withholding tax.

Dollar General currently anticipates that the effective time of the merger will be on or about July 6, 2007, subject to the satisfaction or waiver of closing conditions. Following the effective time, shareholders will be sent materials and instructions on how to surrender their shares and receive the merger consideration.

The Company also announced that it had been advised by its Chairman and Chief Executive Officer, David A. Perdue, that he expects to resign from the Company upon completion of the merger. KKR has advised the Company that KKR expects the Company’s current President and Chief Operating Officer, David L. Beré, to be named the Company’s interim Chief Executive Officer while a search for a new Chief Executive Officer is undertaken.

“Our shareholders have expressed their overwhelming support of this merger with their votes today,” Mr. Perdue commented. “This event marks a major milestone in the long and successful history of Dollar General. I believe that the merger is the right next step for Dollar General and I have confidence that KKR is committed to investing for the future competitiveness and growth of this great company.”

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Dollar General is a Fortune 500(R) discount retailer with 8,205 neighborhood stores as of June 1, 2007. Dollar General stores offer convenience and value to customers by offering consumable basic items that are frequently used and replenished, such as food, snacks, health and beauty aids and cleaning supplies, as well as a selection of basic apparel, housewares and seasonal items at everyday low prices. The Company store support center is located in Goodlettsville, Tennessee. Dollar General's Web site can be reached at [www.dollargeneral.com](http://www.dollargeneral.com).

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