

# DOLLAR GENERAL CORP

## FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 06/02/08

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 CORPORATION  
SUPPLEMENT NO. 3 TO  
MARKET MAKING PROSPECTUS DATED  
APRIL 16, 2008

THE DATE OF THIS SUPPLEMENT IS JUNE 2, 2008

On June 2, 2008, Dollar General Corporation filed the attached Current Report on Form 8-K.

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

FORM 8-K

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

Date of Report (Date of earliest event reported): May 29, 2008

Dollar General Corporation

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction  
of incorporation)

001-11421

(Commission File Number)

61-0502302

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

100 Mission Ridge  
Goodlettsville, Tennessee

(Address of principal executive offices)

37072

(Zip Code)

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

(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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN  
OFFICERS**

On May 29, 2008, the Board of Directors and shareholders of Dollar General Corporation (the “Company”) approved an amendment to the 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates (the “Plan”) to increase the amount of shares of Company common stock that may be issued thereunder from 24 million to 27.5 million. The Company’s Board of Directors also approved an amendment to the Plan to cap at 24 million the number of shares of Company common stock that may be granted thereunder as stock options.

The above summary is qualified in its entirety by the full text of the Amendment No. 1 to the Plan, which is attached hereto as **Exhibit 99** and incorporated by reference herein.

**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 2, 2008

**DOLLAR GENERAL CORPORATION**

By: /s/ Susan S. Lanigan  
Susan S. Lanigan  
Executive Vice President and General Counsel

## EXHIBIT INDEX

**Exhibit No.**

**Description**

99

Amendment No. 1 to the 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates.

**AMENDMENT NO. 1 TO THE  
2007 STOCK INCENTIVE PLAN  
FOR KEY EMPLOYEES OF  
DOLLAR GENERAL CORPORATION AND ITS AFFILIATES**

This Amendment No. 1 (the “Amendment”) to the 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and its Affiliates (the “Plan”) is effective as of May 29, 2008. Except as otherwise defined in this Agreement, capitalized terms used but not defined herein shall have the meaning set forth in the Plan.

1. Section 2(f) of the Plan is hereby amended by deleting such section in its entirety and replacing it with the following language:

“Common Stock” or “Share” means the common stock, par value \$0.50 per share, of the Company, which may be authorized but unissued, or issued and reacquired.

2. The first sentence of Section 6(a) of the Plan is hereby amended by deleting such sentence in its entirety and replacing it with the following language:

The number of Shares available for Grants under this Plan shall be 27.5 million, no more than 24 million of which shall be available for grant in the form of Stock Options, subject to adjustment as provided for in Sections 8 and 9, unless restricted by applicable law.

3. This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware applicable therein. The provisions of Sections 11 of the Plan are hereby incorporated by reference.

4. References to the “Plan” contained in the Plan shall mean the Plan as amended by this Amendment. Except as so modified pursuant to this Amendment, the Plan is hereby ratified and confirmed in all respects and shall remain in full force and effect in accordance with its terms.

This Amendment was duly authorized by the Board and approved by the Company’s shareholders on May 29, 2008.