

# DOLLAR GENERAL CORP

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

Filed 08/13/14 for the Period Ending 08/12/14

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

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): August 12, 2014

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 August 12, 2014, the Board of Directors of Dollar General Corporation (the “Company”) increased the size of the Board from 7 to 8 members and appointed Ms. Paula A. Price to serve as a director of the Company until the 2015 annual meeting of shareholders and until her successor is duly elected and qualified and as a member of the Audit Committee of the Board, all effective as of August 26, 2014. The Board has found Ms. Price to be independent for purposes of the listing standards of the New York Stock Exchange and as defined in the Company’s Corporate Governance Guidelines and has determined that Ms. Price is an audit committee financial expert within the meaning of Item 407(d)(5) of Regulation S-K.

Ms. Price will be entitled to the standard compensation provided to non-employee directors, including annual equity awards of restricted stock units and stock options under the 2007 Stock Incentive Plan, subject to terms and conditions as set forth in form award agreements on file with the Securities and Exchange Commission (“SEC”). The standard compensation provided to non-employee directors is described in Exhibit 10 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended November 1, 2013, as filed with the SEC on December 5, 2013, as well as the Company’s Annual Proxy Statement filed with the SEC on April 9, 2014.

There are no arrangements or understandings between Ms. Price and any other person pursuant to which she was appointed as a director. Ms. Price has no transactions, relationships or arrangements with the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the Company’s news release announcing the appointment of Ms. Price is attached hereto as Exhibit 99.

**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.
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**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: August 13, 2014

**DOLLAR GENERAL CORPORATION**

By: /s/ Rhonda M. Taylor  
Rhonda M. Taylor  
Senior Vice President and General Counsel

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99	News release dated August 13, 2014 announcing the appointment of Ms. Price

[Logo of Dollar General Corporation]

100 Mission Ridge / Goodlettsville, Tennessee 37072-2170 / Telephone: (615) 855-4000 /http://www.dollargeneral.com

## **DOLLAR GENERAL EXPANDS ITS BOARD OF DIRECTORS** **Company Announces Appointment of Paula A. Price to Board**

**Goodlettsville, Tennessee** , (August 13, 2014) – Dollar General Corporation (NYSE: DG) today announced the appointment of Paula A. Price, Senior Lecturer at Harvard Business School, to its board of directors effective August 26, 2014.

“We are delighted to welcome Paula to the Dollar General board of directors,” said Rick Dreiling, Dollar General’s chairman and chief executive officer. “Her broad financial experience, including as Chief Financial Officer of Ahold USA and as a board member for several public companies, brings valuable insights to our company as we continue to grow our business.”

The election of Price to Dollar General’s board will bring the total number of directors to eight. Price, who has been designated an audit committee financial expert, will serve on the audit committee of Dollar General’s board.

Price has been Senior Lecturer at Harvard Business School in the Accounting and Management Unit since July 2014. She was Executive Vice President and Chief Financial Officer of Ahold USA from May 2009 until January 2014. Before joining Ahold, she was the Senior Vice President, Contoller and Chief Accounting Officer at CVS Caremark Corporation from July 2006 until August 2008. Earlier in her career, Price served as the Chief Financial Officer for the Institutional Trust Services division of JPMorgan Chase and held several other senior management positions in the U.S. and the U.K. in the financial services and consumer packaged goods industries. A certified public accountant, she began her career at Arthur Andersen & Co. Price currently serves as a director of Accenture and Western Digital Corporation. She previously served as a director of Charming Shoppes, Inc. She earned her MBA from the University of Chicago and her BS from DePaul University.

### **About Dollar General Corporation**

Dollar General Corporation has been delivering value to shoppers for 75 years. Dollar General helps shoppers Save time. Save money. Every day!® by offering products that are frequently used and replenished, such as food, snacks, health and beauty aids, cleaning supplies, basic apparel, house wares and seasonal items at low everyday prices in convenient neighborhood locations. With more than 11,500 stores in 40 states, Dollar General has more retail locations than any retailer in America. In addition to high quality private brands, Dollar General sells products from America's most-trusted manufacturers such as Clorox, Energizer, Procter & Gamble, Hanes, Coca-Cola, Mars, Unilever, Nestle, Kimberly-Clark, Kellogg's, General Mills, and PepsiCo. For more information on Dollar General, please visit [www.dollargeneral.com](http://www.dollargeneral.com).

#### Contact Information:

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