

DOLLAR GENERAL CORP

FORM FWP

(Free Writing Prospectus - Filing under Securities Act Rules 163/433)

Filed 04/09/13

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

PRICING TERM SHEET
 April 8, 2013

\$400,000,000 1.875% Senior Notes Due 2018
 \$900,000,000 3.250% Senior Notes Due 2023

Issuer: Dollar General Corporation

Expected Settlement Date: April 11, 2013

Current Ratings*: Baa3 by Moody's Investors Service, Inc.
 BB+ by Standard & Poor's Ratings Services

	<u>1.875% Senior Notes Due 2018</u>	<u>3.250% Senior Notes Due 2023</u>
Final Maturity Date:	April 15, 2018	April 15, 2023
Principal Amount:	\$400,000,000	\$900,000,000
Coupon:	1.875%	3.250%
Interest Payment Dates:	April 15 and October 15, commencing October 15, 2013	April 15 and October 15, commencing October 15, 2013
Price to Public:	99.886%	99.737%
Benchmark Treasury:	0.750% U.S. Treasury due March 2018	2.000% U.S. Treasury due February 2023
Benchmark Treasury Price and Yield:	100-08; 0.699%	102-13+; 1.731%
Spread to Benchmark Treasury:	120 basis points	155 basis points
Yield to Maturity:	1.899%	3.281%

Make-Whole Call:	T+20 basis points	T+ 25 basis points
Par Call:	N/A	On or after January 15, 2023, at 100% of the principal amount to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption.
CUSIP and ISIN:	CUSIP: 256677 AB1 ISIN: US256677AB15	CUSIP: 256677 AC9 ISIN: US256677AC97
Joint Book-Running Managers:	Citigroup Global Markets Inc. Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith Incorporated J.P. Morgan Securities LLC U.S. Bancorp Investments, Inc. Wells Fargo Securities, LLC	
Senior Co-Managers:	Fifth Third Securities, Inc. KKR Capital Markets LLC Regions Securities LLC	
Co-Managers:	BB&T Capital Markets, a division of BB&T Securities, LLC HSBC Securities (USA) Inc. KeyBanc Capital Markets Inc. Mizuho Securities USA Inc. PNC Capital Markets LLC	
Conflicts of Interest:	Wells Fargo Securities, LLC and KKR Capital Markets LLC or their affiliates are lenders under our Existing Credit Facilities and may receive 5% or more of the net proceeds of the offering by reason of the repayment of outstanding amounts under the Existing Credit Facilities. Any such underwriter is deemed to have a “conflict of interest” within the meaning of Rule 5121 (“Rule 5121”) of the Financial Industry Regulatory Authority, Inc., and this offering will therefore be conducted in accordance with Rule 5121. No underwriter with a conflict of interest will confirm sales to any account over which it exercises discretion without the specific written approval of the account holder.	

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The issuer has filed a registration statement (including a prospectus and a prospectus supplement) with the SEC for the offering to which this communication related. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling Citigroup Global Markets Inc. at 1-800-831-9146; Goldman, Sachs & Co. at 1-866-471-2526 or facsimile at 1-212-902-9316 or email prospectus-ny@ny.email.gs.com; or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or email dg.prospectus_requests@baml.com.
