

DOLLAR GENERAL CORP

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 08/29/16

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**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction of incorporation or organization)

61-0502302

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

**100 Mission Ridge
Goodlettsville, Tennessee**

(Address of Principal Executive Offices)

37072

(Zip Code)

**DOLLAR GENERAL CORPORATION
1998 STOCK INCENTIVE PLAN**

(Full title of the plan)

**Rhonda M. Taylor
Executive Vice President and General Counsel
100 Mission Ridge
Goodlettsville, Tennessee 37072**

(Name and address of agent for service)

(615) 855-4000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the Registration Statement on Form S-8, registration no. 333-151661, filed on June 13, 2008 (the “ Registration Statement ”), registering 1,799,102 shares of Dollar General Corporation (“ Dollar General ”) common stock (the “ Common Stock ”) issuable upon the exercise of stock options previously awarded under the Dollar General Corporation 1998 Stock Incentive Plan (the “ Plan ”).

All stock options previously awarded under the Plan have been exercised or have been terminated, cancelled or forfeited. Accordingly, Dollar General is filing this Post-Effective Amendment to the Registration Statement to terminate the Registration Statement and to deregister all the shares of Common Stock registered but unsold under the Registration Statement, if any, in accordance with the undertaking made by Dollar General in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offering. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Goodlettsville, State of Tennessee, on this 29th day of August 2016.

DOLLAR GENERAL CORPORATION

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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities and on the date(s) indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Todd J. Vasos</u> Todd J. Vasos	Chief Executive Officer and Director (principal executive officer)	<u>August 29, 2016</u>
<u>/s/ John W. Garratt</u> John W. Garratt	Executive Vice President and Chief Financial Officer (principal financial officer)	<u>August 29, 2016</u>
<u>/s/ Anita C. Elliott</u> Anita C. Elliott	Senior Vice President and Chief Accounting Officer (principal accounting officer)	<u>August 29, 2016</u>
<u>/s/ Warren F. Bryant</u> Warren F. Bryant	Director	<u>August 29, 2016</u>
<u>/s/ Michael M. Calbert</u> Michael M. Calbert	Director	<u>August 29, 2016</u>
<u>/s/ Sandra B. Cochran</u> Sandra B. Cochran	Director	<u>August 29, 2016</u>

/s/ Patricia D. Fili-Krushel
Patricia D. Fili-Krushel

Director

August 29, 2016

/s/ Paula A. Price
Paula A. Price

Director

August 29, 2016

/s/ William C. Rhodes, III
William C. Rhodes, III

Director

August 29, 2016

/s/ David B. Rickard
David B. Rickard

Director

August 29, 2016