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

FORM 10-Q

QUARTERLY REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 5, 2017

Commission File Number: 001-11421

DOLLAR GENERAL CORPORATION
(Exact name of Registrant as specified in its charter)

TENNESSEE	**61-0502302**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 MISSION RIDGE
GOODLETTSVILLE, TN 37072
(Address of principal executive offices, zip code)

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
(Do not check if a smaller reporting company)	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had 274,225,125 shares of common stock outstanding on May 30, 2017.

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	May 5, 2017 (Unaudited)	February 3, 2017 (see Note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 205,977	$ 187,915
Merchandise inventories	3,300,082	3,258,785
Income taxes receivable	10,492	11,050
Prepaid expenses and other current assets	232,398	220,021
Total current assets	3,748,949	3,677,771
Net property and equipment	2,487,292	2,434,456
Goodwill	4,338,589	4,338,589
Other intangible assets, net	1,200,597	1,200,659
Other assets, net	20,928	20,823
Total assets	$ 11,796,355	$ 11,672,298
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term obligations	$ 401,188	$ 500,950
Accounts payable	1,622,776	1,557,596
Accrued expenses and other	459,105	500,866
Income taxes payable	208,972	63,393
Total current liabilities	2,692,041	2,622,805
Long-term obligations	2,632,090	2,710,576
Deferred income taxes	662,485	652,841
Other liabilities	280,858	279,782
Commitments and contingencies		
Shareholders' equity:		
Preferred stock	—	—
Common stock	239,947	240,811
Additional paid-in capital	3,157,322	3,154,606
Retained earnings	2,136,401	2,015,867
Accumulated other comprehensive loss	(4,789)	(4,990)
Total shareholders' equity	5,528,881	5,406,294
Total liabilities and shareholders' equity	$ 11,796,355	$ 11,672,298

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands, except per share amounts)

	For the 13 weeks ended	
	May 5, 2017	April 29, 2016
Net sales	$ 5,609,625	$ 5,265,432
Cost of goods sold	3,910,642	3,652,818
Gross profit	1,698,983	1,612,614
Selling, general and administrative expenses	1,225,188	1,131,871
Operating profit	473,795	480,743
Interest expense	25,004	24,081
Other (income) expense	3,502	—
Income before income taxes	445,289	456,662
Income tax expense	165,800	161,538
Net income	$ 279,489	$ 295,124
Earnings per share:		
Basic	$ 1.02	$ 1.03
Diluted	$ 1.02	$ 1.03
Weighted average shares outstanding:		
Basic	274,692	285,886
Diluted	275,215	286,978
Dividends per share	$ 0.26	$ 0.25

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In thousands)

	For the 13 weeks ended	
	May 5, 2017	April 29, 2016
Net income	$ 279,489	$ 295,124
Unrealized net gain (loss) on hedged transactions, net of related income tax expense (benefit) of $128 and $130, respectively	201	200
Comprehensive income	$ 279,690	$ 295,324

See notes to condensed consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	For the 13 weeks ended	
	May 5, 2017	**April 29, 2016**
Cash flows from operating activities:		
Net income	$ 279,489	$ 295,124
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	98,586	92,324
Deferred income taxes	9,516	7,541
Loss on debt retirement, net	3,502	—
Noncash share-based compensation	8,932	10,253
Other noncash (gains) and losses	2,122	(440)
Change in operating assets and liabilities:		
Merchandise inventories	(42,456)	3,476
Prepaid expenses and other current assets	(12,342)	(16,676)
Accounts payable	56,630	(55,267)
Accrued expenses and other liabilities	(39,511)	(21,416)
Income taxes	146,137	89,294
Other	(143)	(260)
Net cash provided by (used in) operating activities	510,462	403,953
Cash flows from investing activities:		
Purchases of property and equipment	(143,519)	(98,968)
Proceeds from sales of property and equipment	131	323
Net cash provided by (used in) investing activities	(143,388)	(98,645)
Cash flows from financing activities:		
Issuance of long-term obligations	599,556	—
Repayments of long-term obligations	(750,275)	(497)
Net increase (decrease) in commercial paper outstanding	(22,800)	—
Borrowings under revolving credit facilities	—	751,000
Repayments of borrowings under revolving credit facilities	—	(731,000)
Costs associated with issuance and retirement of debt	(9,460)	—
Repurchases of common stock	(88,755)	(230,961)
Payments of cash dividends	(71,294)	(71,308)
Other equity and related transactions	(5,984)	7,198
Net cash provided by (used in) financing activities	(349,012)	(275,568)
Net increase (decrease) in cash and cash equivalents	18,062	29,740
Cash and cash equivalents, beginning of period	187,915	157,947
Cash and cash equivalents, end of period	$ 205,977	$ 187,687
Supplemental schedule of noncash investing and financing activities:		
Purchases of property and equipment awaiting processing for payment, included in Accounts payable	$ 47,464	$ 40,285

See notes to condensed consolidated financial statements.

1. Basis of presentation

The accompanying unaudited condensed consolidated financial statements of Dollar General Corporation and its subsidiaries (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and are presented in accordance with the requirements of Form 10-Q and Rule 10-01 of Regulation S-X. Such financial statements consequently do not include all of the disclosures normally required by U.S. GAAP for annual financial statements or those normally made in the Company's Annual Report on Form 10-K, including the condensed consolidated balance sheet as of February 3, 2017 which was derived from the audited consolidated financial statements at that date. Accordingly, readers of this Quarterly Report on Form 10-Q should refer to the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2017 for additional information.

The Company's fiscal year ends on the Friday closest to January 31. Unless the context requires otherwise, references to years contained herein pertain to the Company's fiscal year. The Company's 2017 fiscal year is scheduled to be a 52-week accounting period ending on February 2, 2018, and the 2016 fiscal year was a 53-week accounting period that ended on February 3, 2017.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the Company's customary accounting practices. In management's opinion, all adjustments (which are of a normal recurring nature) necessary for a fair presentation of the consolidated financial position as of May 5, 2017 and results of operations for the 13-week accounting periods ended May 5, 2017 and April 29, 2016 have been made.

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. Because the Company's business is moderately seasonal, the results for interim periods are not necessarily indicative of the results to be expected for the entire year.

The Company uses the last-in, first-out ("LIFO") method of valuing inventory. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels, sales for the year and the expected rate of inflation or deflation for the year. The interim LIFO calculations are subject to adjustment in the final year-end LIFO inventory valuation. The Company recorded a LIFO provision (benefit) of $0.8 million and $(1.4) million in the respective 13-week periods ended May 5, 2017 and April 29, 2016. In addition, ongoing estimates of inventory shrinkage and initial markups and markdowns are included in the interim cost of goods sold calculation.

In May 2014, the Financial Accounting Standards Board ("FASB") issued comprehensive new accounting standards related to the recognition of revenue, which specified an effective date for annual reporting periods beginning after December 15, 2016, with early adoption not permitted. In August 2015, the FASB deferred the effective date to annual reporting periods beginning after December 15, 2017, with earlier adoption permitted only for annual reporting periods beginning after December 15, 2016. The new guidance allows companies to use either a full retrospective or a modified retrospective approach in the adoption of this guidance. The Company formed a project team to assess and implement the standard by compiling a list of the applicable revenue streams, evaluating relevant contracts and comparing the Company's current accounting policies to the new standard. As a result of the efforts of this project team, the Company has identified customer incentives and gross versus net considerations as the areas in which it would most likely be affected by the new guidance. The Company is continuing to assess all the impacts of the new standard and the design of internal control over financial reporting, but based upon the terms of the Company's agreements and the materiality of these transactions related to customer incentives and gross versus net considerations, the Company does not expect the effect of adoption to have a material effect on the Company's consolidated results of operations, financial position or cash flows. The Company expects to complete this work in 2017 and to adopt this guidance on February 3, 2018.

In February 2016, the FASB issued new guidance related to lease accounting, which when effective will require a dual approach for lessee accounting under which a lessee will account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability on its balance sheet, with differing methodology for income statement recognition. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. A modified retrospective approach is required for all leases existing or entered into after the beginning of the earliest comparative period in the consolidated financial statements. The Company is currently assessing the impact that adoption of this guidance will have on its consolidated financial statements and is anticipating a material impact because the Company is party to a significant number of lease contracts.

In October 2016, the FASB issued amendments to existing guidance related to accounting for intra-entity transfers of assets other than inventory. These amendments require an entity to recognize the income tax consequences of such transfers when the transfer occurs and affects the Company's historical accounting for intra-entity transfers of certain intangible assets. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2017, and early adoption is permitted subject to certain guidelines. The amendments should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company is currently assessing the impact that adoption of this guidance will have on its consolidated financial statements, but expects such adoption will result in an increase in deferred income tax liabilities and a decrease in retained earnings.

2. Earnings per share

Earnings per share is computed as follows (in thousands, except per share data):

	13 Weeks Ended May 5, 2017			13 Weeks Ended April 29, 2016		
	Net Income	Weighted Average Shares	Per Share Amount	Net Income	Weighted Average Shares	Per Share Amount
Basic earnings per share	$ 279,489	274,692	$ 1.02	$ 295,124	285,886	$ 1.03
Effect of dilutive share-based awards		523			1,092	
Diluted earnings per share	$ 279,489	275,215	$ 1.02	$ 295,124	286,978	$ 1.03

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is determined based on the dilutive effect of share-based awards using the treasury stock method.

Share-based awards that were outstanding at the end of the respective periods, but were not included in the computation of diluted earnings per share because the effect of exercising such awards would be antidilutive, were 2.6 million and 1.6 million in the 2017 and 2016 13-week periods, respectively.

3. Income taxes

Under the accounting standards for income taxes, the asset and liability method is used for computing the future income tax consequences of events that have been recognized in the Company's consolidated financial statements or income tax returns.

Income tax reserves are determined using the methodology established by accounting standards for income taxes which require companies to assess each income tax position taken using the following two-step approach. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position.

The Company's 2012 and earlier tax years are not open for further examination by the Internal Revenue Service ("IRS"). The IRS, at its discretion, may choose to examine the Company's 2013 through 2016 fiscal year income tax filings. The Company has various state income tax examinations that are currently in progress. Generally, the Company's 2012 and later tax years remain open for examination by the various state taxing authorities.

As of May 5, 2017, the total reserves for uncertain tax benefits, interest expense related to income taxes and potential income tax penalties were $3.1 million, $0.9 million and $0.9 million, respectively, for a total of $4.9 million. This total amount is reflected in noncurrent Other liabilities in the condensed consolidated balance sheet.

The Company believes it is reasonably possible that the reserve for uncertain tax positions may be reduced by approximately $2.2 million in the coming twelve months principally as a result of the effective settlement of uncertain tax positions. As of May 5, 2017, approximately $3.1 million of the reserve for uncertain tax positions would impact the Company's effective income tax rate if the Company were to recognize the tax benefit for these positions.

The effective income tax rate for the 13-week periods ended May 5, 2017 was 37.2% compared to a rate of 35.4% for the 13-week period ended April 29, 2016. The tax rate for the 2017 period was higher than the 2016 period primarily due to the recognition of a tax benefit in the 2016 period associated with stock based compensation that did not reoccur in the 2017 period.

4. Current and long-term obligations

Current and long-term obligations consist of the following:

(In thousands)	May 5, 2017	February 3, 2017
Senior unsecured credit facilities		
Term Facility	$ 175,000	$ 425,000
Revolving Facility	—	—
4.125% Senior Notes due July 15, 2017	—	500,000
1.875% Senior Notes due April 15, 2018 (net of discount of $87 and $111)	399,913	399,889
3.250% Senior Notes due April 15, 2023 (net of discount of $1,496 and $1,552)	898,504	898,448
4.150% Senior Notes due November 1, 2025 (net of discount of $683 and $700)	499,317	499,300
3.875% Senior Notes due April 15, 2027 (net of discount of $441)	599,559	—
Unsecured commercial paper notes	467,700	490,500
Capital lease obligations	3,339	3,643
Tax increment financing due February 1, 2035	8,840	8,840
Debt issuance costs, net	(18,894)	(14,094)
	3,033,278	3,211,526
Less: current portion	(401,188)	(500,950)
Long-term portion	$ 2,632,090	$ 2,710,576

On February 22, 2017, the Company entered into an unsecured amended and restated credit agreement for a $175.0 million senior unsecured term loan facility (the "Term Facility") and a $1.25 billion senior unsecured revolving credit facility (the "Revolving Facility") (collectively, the "Facilities") that provides for the issuance of letters of credit up to $175.0 million. The Term Facility is scheduled to mature on October 20, 2020, and the Revolving Facility is scheduled to mature on February 22, 2022.

Borrowings under the Facilities bear interest at a rate equal to an applicable interest rate margin plus, at the Company's option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable interest rate margin for borrowings as of May 5, 2017 was 1.10% for LIBOR borrowings and 0.10% for base-rate borrowings. The Company is also required to pay a facility fee, payable on any used and unused commitment amounts of the Facilities, and customary fees on letters of credit issued under the Revolving Facility. As of May 5, 2017, the commitment fee rate was 0.15%. The applicable interest rate margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment from time to time based on the Company's long-term senior unsecured debt ratings. The weighted average all-in interest rate for borrowings under the Facilities was 2.1% as of May 5, 2017.

The Facilities can be voluntarily prepaid in whole or in part at any time without penalty. There is no required principal amortization under the Facilities. The Facilities contain a number of customary affirmative and negative covenants that, among other things, restrict, subject to certain exceptions, the Company's ability to: incur additional liens; sell all or substantially all of the Company's assets; consummate certain fundamental changes or change in the

Company's lines of business; and incur additional subsidiary indebtedness. The Facilities also contain financial covenants which require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of May 5, 2017, the Company was in compliance with all such covenants. The Facilities also contain customary events of default.

As of May 5, 2017, the entire balance of the Term Facility was outstanding, and under the Revolving Facility, the Company had no outstanding borrowings, outstanding letters of credit of $13.8 million, and borrowing availability of $1.24 billion that, due to its intention to maintain borrowing availability related to the commercial paper program described below, could contribute incremental liquidity of $768.5 million. In addition, as of May 5, 2017, the Company had outstanding letters of credit of $32.3 million which were issued pursuant to separate agreements.

As of May 5, 2017, the Company had outstanding unsecured commercial paper notes (the "CP Notes") of $467.7 million classified as long-term obligations on the condensed consolidated balance sheet due to its intent and ability to refinance these obligations as long-term debt. Under this program, the Company may issue the CP Notes from time to time in an aggregate amount not to exceed $1.0 billion outstanding at any time. The CP Notes may have maturities of up to 364 days from the date of issue and rank equal in right of payment with all of the Company's other unsecured and unsubordinated indebtedness. The Company intends to maintain available commitments under the Revolving Facility in an amount at least equal to the amount of CP Notes outstanding at any time. As of May 5, 2017, the outstanding CP Notes had a weighted average borrowing rate of 1.3%.

On April 11, 2017, the Company issued $600.0 million aggregate principal amount of 3.875% senior notes due 2027 (the "2027 Senior Notes"), net of discount of $0.4 million, which are scheduled to mature on April 15, 2027. Interest on the 2027 Senior Notes is payable in cash on April 15 and October 15 of each year, commencing on October 15, 2017. The Company incurred $5.1 million of debt issuance costs associated with the issuance of the 2027 Senior Notes. The net proceeds from the offering of the 2027 Senior Notes were used to repay all of the Company's outstanding senior notes due in 2017 as discussed below and for general corporate purposes.

On April 27, 2017, the Company redeemed $500.0 million aggregate principal amount of outstanding 4.125% senior notes due 2017 (the "2017 Senior Notes"), resulting in a pretax loss of $3.4 million which is reflected in Other (income) expense in the condensed consolidated statement of income for the 13-weeks ended May 5, 2017. The Company funded the redemption price for the 2017 Senior Notes with proceeds from the issuance of the 2027 Senior Notes.

Scheduled debt maturities at May 5, 2017, including capital lease obligations, for the Company's fiscal years listed are as follows (in thousands): 2017 - $868,888; 2018 - $995; 2019 - $1,059; 2020 - $175,949; 2021 - $919; thereafter - $2,007,069.

5. Assets and liabilities measured at fair value

Fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, fair value accounting standards establish a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). The Company does not have any fair value measurements categorized within Level 3 as of May 5, 2017.

The following table presents the Company's assets and liabilities disclosed at fair value as of May 5, 2017, aggregated by the level in the fair value hierarchy within which those measurements are classified.

(In thousands)	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value at May 5, 2017
Liabilities:				
Long-term obligations (a)	$ 2,433,451	$ 654,222	$ —	$ 3,087,673
Deferred compensation (b)	22,052	—	—	22,052

(a) Included in the condensed consolidated balance sheet at book value as Current portion of long-term obligations of $401,188 and Long-term obligations of $2,632,090.

(b) Reflected at fair value in the condensed consolidated balance sheet as Accrued expenses and other current liabilities of $1,267 and noncurrent Other liabilities of $20,785.

6. Commitments and contingencies

Legal proceedings

From time to time, the Company is a party to various legal matters involving claims incidental to the conduct of its business, including actions by employees, consumers, suppliers, government agencies, or others. The Company has recorded accruals with respect to these matters, where appropriate, which are reflected in the Company's consolidated financial statements. For some matters, a liability is not probable or the amount cannot be reasonably estimated and therefore an accrual has not been made.

Except as described below, the Company believes, based upon information currently available, that such matters, both individually and in the aggregate, will be resolved without a material adverse effect on the Company's consolidated financial statements as a whole. However, litigation and other legal matters involve an element of uncertainty. Future developments could cause these actions or claims to have a material adverse effect on the Company's results of operations, cash flows, or financial position. In addition, certain of these matters, if decided adversely to the Company or settled by the Company, may result in liability material to the Company's financial position or may negatively affect operating results if changes to the Company's business operation are required.

Employment Litigation

The Company is defending litigation in California (the "California Wage/Hour Litigation") in which the plaintiffs allege that they and a putative statewide class of other "key carriers" were not provided with meal and rest periods and were provided inaccurate wage statements and termination pay in violation of California law, including California's Private Attorney General Act (the "PAGA"). The plaintiffs in the California Wage/Hour Litigation seek to recover alleged unpaid wages, injunctive relief, consequential damages, pre-judgment interest, statutory penalties and attorneys' fees and costs.

The Company is vigorously defending the California Wage/Hour Litigation and believes that its policies and practices comply with California law and that these actions are not appropriate for class or similar treatment. At this time, however, it is not possible to predict whether any of the actions comprising the California Wage/Hour Litigation ultimately will be permitted to proceed as a class, and no assurances can be given that the Company will be successful in its defense of these actions on the merits or otherwise. Similarly, at this time the Company cannot estimate either the size of any potential class or the value of the claims asserted in these actions and consequently is unable to estimate any potential loss or range of loss in these matters. If the Company is not successful in its defense efforts, the resolution of these actions could have a material adverse effect on the Company's consolidated financial statements as a whole.

Consumer/Product Litigation

In December 2015 the Company was first notified of several lawsuits in which the plaintiffs allege violation of state consumer protection laws relating to the labeling, marketing and sale of Dollar General private-label motor oil.

Each of these lawsuits, as well as additional, similar lawsuits filed after December 2015, was filed in, or removed to, various federal district courts of the United States (collectively "the Motor Oil Lawsuits").

On June 2, 2016, the United States Judicial Panel on Multidistrict Litigation granted the Company's motion to centralize the Motor Oil Lawsuits in a matter styled *In re Dollar General Corp. Motor Oil Litigation* , Case MDL No. 2709, before the United States District Court for the Western District of Missouri ("Motor Oil MDL"). Subsequently, the plaintiffs in the Motor Oil MDL filed a consolidated amended complaint, in which they seek to certify two nationwide classes and multiple statewide sub-classes and for each putative class member some or all of the following relief: compensatory damages, injunctive relief, statutory damages, punitive damages and attorneys' fees. The Company's motion to dismiss the allegations raised in the consolidated amended complaint remains pending. To the extent additional consumer lawsuits alleging violation of laws relating to the labeling, marketing and sale of Dollar General private-label motor oil have been or will be filed, the Company expects that such lawsuits will be transferred to the Motor Oil MDL.

In May 2017, the Company received a Notice of Proposed Action from the Office of the New Mexico Attorney General which alleges that the Company's labeling, marketing and sale of Dollar General private-label motor oil violated New Mexico law (the "New Mexico Motor Oil Matter"). The Company's response to the Notice was submitted on May 26, 2017. The State has informed the Company that it is represented in connection with this matter by counsel for the plaintiffs in the Motor Oil MDL.

On May 25, 2017, the Company filed an action in New Mexico federal court in which the Company seeks a declaratory judgment that the Attorney General of the State of New Mexico is prohibited by, among other things, the United States Constitution, from pursuing the New Mexico Motor Oil Matter and an order enjoining the Attorney General from pursuing such an action. (*Dollar General Corporation v. Hector H. Balderas* , D.N.M., Case No. 1:17-cv-00588).

The Company believes that the labeling, marketing and sale of its private-label motor oil comply with applicable federal and state requirements and are not misleading. The Company further believes that these matters are not appropriate for class or similar treatment. The Company intends to vigorously defend these matters; however, at this time, it is not possible to predict whether these matters will be permitted to proceed as a class or in a similar fashion, whether on a state-wide or nationwide basis, or the size of any putative class or classes. Likewise, at this time, it is not possible to estimate the value of the claims asserted, and no assurances can be given that the Company will be successful in its defense of these matters on the merits or otherwise. For these reasons, the Company is unable to estimate the potential loss or range of loss in these matters; however if the Company is not successful in its defense efforts, the resolution of the Motor Oil MDL or the New Mexico Motor Oil Matter could have a material adverse effect on the Company's consolidated financial statements as a whole.

<u>Shareholder Litigation</u>

The Company is defending litigation filed in January and February 2017 in which the plaintiffs, on behalf of themselves and a putative class of shareholders, allege that between March 10, 2016 and December 1, 2016, the Company and certain of its officers violated federal securities laws by misrepresenting the impact to sales of changes to certain federal programs that provide supplemental nutritional assistance to individuals. (*Iron Workers Local Union No. 405 Annuity Fund v. Dollar General Corporation, et al.* , M.D. Tenn. Case No. 3:17-cv-00063; *Julia Askins v. Dollar General Corporation, et al* ., M.D. Tenn., Case No. 3:17-cv-00276; *Bruce Velan v. Dollar General Corporation, et al* ., M.D. Tenn., Case No. 3:17-cv-00275)(collectively "the Shareholder Litigation"). The plaintiffs in the Shareholder Litigation seek the following relief: compensatory damages, unspecified equitable relief, pre- and post-judgment interest and attorneys' fees and expenses. The court has consolidated the cases, appointed a lead plaintiff and entered a preliminary scheduling order.

The Company believes that the statements at issue in the Shareholder Litigation complied with the federal securities laws and intends to vigorously defend this action. At this time, it is not possible to predict whether the Shareholder Litigation will be permitted to proceed as a class or the size of any putative class. Likewise, at this time, it is not possible to estimate the value of the claims asserted in this action, and no assurances can be given that the Company will be successful in its defense on the merits or otherwise. For these reasons, the Company is unable to estimate the potential loss or range of loss in this matter; however if the Company is not successful in its defense efforts, the resolution of the Shareholder Litigation could have a material adverse effect on the Company's consolidated financial statements as a whole.

On April 10, 2017, a shareholder derivative action was filed in which the plaintiff asserts, purportedly on behalf of the Company, claims against the Company's board of directors and certain of its officers for alleged breach of fiduciary duties, unjust enrichment and violation of federal securities laws based upon factual allegations substantially similar to those in the Shareholder Litigation. (*Robert Anderson v. Todd Vasos, et al.* , M.D. Tenn. Case No. 3:17-cv-00693)("the Derivative Litigation"). The plaintiff in the Derivative Litigation seeks, purportedly on behalf of the Company, the following relief: compensatory damages, injunctive relief, disgorgement, and attorneys' fees and expenses. The court has stayed all proceedings in the Derivative Litigation pending the resolution of the Company's motion to dismiss, if any, in the Shareholder Litigation.

Environmental Matter

In February 2014, certain California District Attorneys' Offices ("California DAs"), representing California's county environmental authorities, informed the Company that they were investigating the Company's hazardous waste handling and disposal practices in certain of its California stores and its California distribution center. On September 22, 2016, the California DAs provided a settlement demand to the Company that included a proposed civil penalty and certain injunctive relief. In April 2017, the parties reached an agreement to settle this matter for an amount greater than $100,000 but not material to the Company's consolidated financial statements as a whole, and the settlement has received final approval by the Court.

7. Segment reporting

The Company manages its business on the basis of one reportable operating segment. As of May 5, 2017, all of the Company's operations were located within the United States with the exception of certain subsidiaries in Hong Kong and China and a liaison office in India, which collectively are not material with regard to assets, results of operations or otherwise to the condensed consolidated financial statements. The following net sales data is presented in accordance with accounting standards related to disclosures about segments of an enterprise.

	13 Weeks Ended	
(In thousands)	**May 5, 2017**	**April 29, 2016**
Classes of similar products:		
Consumables	$ 4,315,513	$ 4,039,197
Seasonal	662,638	623,850
Home products	333,150	322,848
Apparel	298,324	279,537
Net sales	$ 5,609,625	$ 5,265,432

8. Common stock transactions

On August 29, 2012, the Company's Board of Directors authorized a common stock repurchase program, which the Board has since increased on several occasions. Most recently, on August 24, 2016, the Company's Board of Directors authorized a $1.0 billion increase to the existing common stock repurchase program. As of May 5, 2017, a cumulative total of $5.0 billion had been authorized under the program since its inception and approximately $844.6 million remained available for repurchase. The repurchase authorization has no expiration date and allows repurchases from time to time in the open market or in privately negotiated transactions. The timing and number of shares purchased depends on a variety of factors, such as price, market conditions, compliance with the covenants and restrictions under the Company's debt agreements and other factors. Repurchases under the program may be funded from available cash or borrowings including under the Facilities and issuance of CP Notes discussed in further detail in Note 4.

Pursuant to its common stock repurchase program, during the 13-week periods ended May 5, 2017, and April 29, 2016, the Company repurchased in the open market approximately 1.3 million shares of its common stock at a total cost of $88.8 million and approximately 2.7 million shares at a total cost of $231.0 million, respectively.

The Company paid a quarterly cash dividend of $0.26 per share on April 25, 2017 to shareholders of record as of April 11, 2017 as approved by the Company's Board of Directors on March 15, 2017. On May 31, 2017, the Company's Board of Directors approved a quarterly cash dividend of $0.26 per share payable on July 25, 2017 to shareholders of record as of July 11, 2017. The declaration of future cash dividends is subject to the discretion of the Company's Board of Directors and will depend upon, among other things, the Company's results of operations, cash requirements, financial condition, contractual restrictions and other factors that the Board may deem relevant in its sole discretion.

Review Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of
Dollar General Corporation

We have reviewed the condensed consolidated balance sheet of Dollar General Corporation and subsidiaries (the Company) as of May 5, 2017, and the related condensed consolidated statements of income, comprehensive income and cash flows for the thirteen week periods ended May 5, 2017 and April 29, 2016. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Dollar General Corporation and subsidiaries as of February 3, 2017 and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the fiscal year then ended (not presented herein) and we expressed an unqualified opinion on those consolidated financial statements in our report dated March 24, 2017. In our opinion, the accompanying condensed consolidated balance sheet of Dollar General Corporation and subsidiaries as of February 3, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

June 1, 2017
Nashville, Tennessee

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

General

This discussion and analysis is based on, should be read with, and is qualified in its entirety by, the accompanying unaudited condensed consolidated financial statements and related notes, as well as our consolidated financial statements and the related Management's Discussion and Analysis of Financial Condition and Results of Operations as contained in our Annual Report on Form 10-K for the fiscal year ended February 3, 2017. It also should be read in conjunction with the disclosure under "Cautionary Disclosure Regarding Forward-Looking Statements" in this report.

Executive Overview

We are among the largest discount retailers in the United States by number of stores, with 13,601 stores located in 44 states as of May 5, 2017, with the greatest concentration of stores in the southern, southwestern, midwestern and eastern United States. We offer a broad selection of merchandise, including consumable products such as food, paper and cleaning products, health and beauty products and pet supplies, and non-consumable products such as seasonal merchandise, home decor and domestics, and basic apparel. Our merchandise includes high-quality national brands from leading manufacturers, as well as our own value and comparable quality private brand selections with prices at substantial discounts to national brands. We offer our customers these national brand and private brand products at everyday low prices (typically $10 or less) in our convenient small-box locations.

Because the customers we serve are value-conscious, many with low or fixed incomes, we are intensely focused on helping them make the most of their spending dollars. We believe our convenient store format and broad selection of high-quality products at compelling values have driven our substantial growth and financial success over the years. Like other retailers, we have been operating for several years in an environment with ongoing macroeconomic challenges and uncertainties. Our core customers are often among the first to be affected by negative or uncertain economic conditions, and are among the last to feel the effects of improving economic conditions particularly when, as in the recent past, economic trends are inconsistent and their duration unknown. The primary macroeconomic factors that affect our core customers include the unemployment rate, the underemployment rate, wage growth, fuel prices, and changes to certain government assistance programs, such as the 2016 changes to the Supplemental Nutrition Assistance Program, which had the effect of not only reducing benefit levels but also eliminating benefit eligibility for certain individuals. Additionally, our customers are impacted by increases in those expenses that generally comprise a large portion of their budget, such as rent and healthcare, which expenses increased during 2016 and in the first quarter of 2017 at a rate that was greater than many of our core customers' growth in income. We believe the overall effect of the factors listed above have negatively impacted our traffic and, along with deflationary pressures, including both lower commodity costs and pricing actions on our products, have negatively affected same-store sales. During the first quarter, commodity input costs were less deflationary as compared to prior quarters.

During 2016, we undertook a strategic review of our business and the retail environment that was designed to help identify additional long-term growth opportunities, including leveraging digital tools and technology, while maintaining our brand heritage. Following this strategic review, we remain committed to the following long-term operating priorities as we consistently strive to improve our performance while retaining our customer-centric focus: 1) driving profitable sales growth, 2) capturing growth opportunities, 3) enhancing our position as a low-cost operator, and 4) investing in our people as a competitive advantage.

We seek to drive profitable sales growth through initiatives aimed at increasing customer traffic and average transaction amount, as well as an ongoing focus on enhancing our margins while maintaining both everyday low price and affordability.

In the first quarter of 2017, consistent with historical performance, our sales of consumables, which tend to have lower gross margins, have been the key drivers of net sales and customer traffic, while sales of non-consumables, which tend to have higher gross margins, have contributed to profitable sales growth and an increase in average transaction amount. In addition, during the quarter, our mix of consumables sales shifted somewhat toward lower margin consumable departments. We expect these trends to continue throughout the remainder of the fiscal year but to be most pronounced in the second quarter of 2017.

Our initiatives are designed to increase customer traffic and sales as we believe same-store sales growth is key to achieving our financial objectives. For 2017, our primary initiatives include the continued expansion of coolers, the rollout of additional strategies across each of our merchandise departments, including a redesign of our Health and Beauty department to drive further product awareness and market share, a continued focus on improving our in-stock position, and the addition of a queue line in a portion of our existing store base. We will continue to utilize our customer segmentation information, which has provided us with deeper insights into the spending habits of each of our core customer segments, to refine these initiatives and drive our category management process as we optimize our merchandise assortment and expand into those products that we believe are most likely to drive customer traffic to our stores. We also continue to enhance our advertising effectiveness by further integrating our traditional and digital media mix to reach our customers where, when and how they decide to engage with us while also targeting a higher return on investment. Many of these initiatives support our plans to continue investing in our existing store base, with a goal to drive increased customer traffic, average transaction amount and same-store sales.

We demonstrate our commitment to the affordability needs of our core customer by pricing more than 80% of our stock-keeping units at $5 or less as of the end of the first quarter of 2017. However, as we work to provide everyday low prices and meet our customers' affordability needs, we also remain focused on enhancing our margins through effective category management, inventory shrink reduction initiatives, private brands penetration, efforts to improve distribution and transportation efficiencies, global sourcing, and pricing and markdown optimization. With respect to category management, we strive to maintain an appropriate mix of consumables and non-consumables sales because, as noted above, the mix of sales affects profitability due to the varying gross margins between, and even within, the consumables and non-consumables categories. To support our efforts to reduce inventory shrink, we continue to implement additional in-store defensive merchandising and technology-based tools, such as Electronic Article Surveillance and video-enabled exception-based reporting, in select stores. We strive to balance these and other shrink reduction efforts with our efforts to improve our in-stock position. We also seek to reduce our stem miles and optimize loads to improve distribution and transportation efficiencies.

To support our other operating priorities, we remain focused on capturing growth opportunities. In 2017, we intend to open approximately 1,290 stores and to relocate or remodel approximately 760 stores. These figures assume the closing of the pending acquisition of 322 store locations in 36 states from a small-box multi-price point retailer, most of which are expected to be incremental to 2017 new store openings. The transaction, which was approved by the Federal Trade Commission in April 2017, is expected to close during June 2017 subject to customary closing conditions. We expect the store sites to be converted to the Dollar General banner by the end of November 2017, assuming the transaction is consummated within the timeframe that we anticipate. There can be no assurance that the transaction will be consummated or will be consummated in the timeframe that we anticipate or that the store sites will be converted to the Dollar General banner within the timeframe anticipated.

We continue to innovate within our channel, and are able to utilize the most productive of our various store formats based on the specific market opportunity. In 2017, our traditional 7,300 square foot store format will continue to be built with the DG16 store layout for all new stores, relocations and remodels. In addition, our smaller format store (less than 6,000 square feet) allows us to capture growth opportunities in metropolitan areas as well as rural areas with a low number of households. We continue to incorporate into our existing store base lessons learned from our various store formats and layouts with a goal of driving increased customer traffic, average transaction amount, same-store sales, and overall store productivity.

To support our new store growth and drive productivity, we continue to make investments in our distribution center network. Our fifteenth distribution center in Jackson, Georgia is under construction with a goal to begin shipping from this facility in late 2017. We expect to begin construction on our sixteenth distribution center in Amsterdam, New York in mid-2017 to support our northeast growth.

We have established a position as a low-cost operator, continuously seeking ways to reduce or control costs that do not affect our customers' shopping experience. We plan to continue enhancing this position in 2017 as we aim to continually streamline our business while also employing ongoing cost discipline to reduce certain expenses as a percentage of sales. We believe these actions will assist in maintaining our ability to leverage SG&A expenses at a lower same-store sales growth percentage over the long term. In addition, we remain committed to simplifying or eliminating store-level tasks and processes so that those time savings can be reinvested by our store managers and their teams in important areas such as enhanced customer service, higher in-stock levels, and improved store standards.

Our employees are a competitive advantage, and we are always searching for ways to continue investing in them. We invest in our employees in an effort to create an environment that attracts and retains talented personnel, as we believe that, particularly at the store level, employees who are promoted from within generally have longer tenures and are greater contributors to improvements in our financial performance. During 2016, these efforts helped to achieve our lowest level of store manager turnover in four years, with these trends continuing in the first quarter of 2017. Our store managers play a critical role in our customer experience and individual store profitability, and in March 2017 we implemented certain investments in compensation and training for this position that we believe will contribute to improved customer experience scores, higher sales, lower shrink and improved turnover metrics.

To further enhance shareholder return in 2017, we plan to continue to repurchase shares of our common stock, although we expect to do so in a lower amount than in 2016, and we expect to pay quarterly cash dividends, subject to Board discretion and approval.

Highlights of our 2017 first quarter results of operations compared to the comparable 2016 period and our financial condition at May 5, 2017 are set forth below. Basis points amounts referred to below are equal to 0.01% as a percentage of net sales.

- Net sales increased 6.5% to $5.61 billion. Sales in same-stores increased 0.7% due to an increase in average transaction amount partially offset by a decline in customer traffic. Average sales per square foot for all stores over the 53-week period ended May 5, 2017 was $229.

- Gross profit, as a percentage of net sales, was 30.3% in the 2017 period compared to 30.6% in the 2016 period, a decrease of 34 basis points, primarily reflecting higher markdowns and our sales mix, among other factors discussed below.

- SG&A expense, as a percentage of net sales, was 21.8% in the 2017 period compared to 21.5% in the 2016 period, an increase of 34 basis points, reflecting increased retail labor and occupancy costs, partially offset by lower advertising expenses, among other factors discussed below.

- Interest expense increased by $0.9 million to $25.0 million in the 2017 period due primarily to higher average outstanding debt balances as discussed below.

- Net income was $279.5 million, or $1.02 per diluted share, in the 2017 period compared to net income of $295.1 million, or $1.03 per diluted share, in the 2016 period.

- Cash generated from operating activities was $510.5 million for the 2017 period compared to $404.0 million in the 2016 period.

- Cash dividends of $0.26 per share totaling $71.3 million were paid in the 2017 period.

- Inventory turnover was 4.7 times on a rolling four-quarter basis. On a per store basis, inventories at May 5, 2017 increased by 0.5% over the balances at April 29, 2016.

The above discussion is a summary only. Readers should refer to the detailed discussion of our results of operations below in the current year period as compared with the prior year period as well as our financial condition at May 5, 2017.

Results of Operations

Accounting Periods . We utilize a 52-53 week fiscal year convention that ends on the Friday nearest to January 31. The following text contains references to years 2017 and 2016, which represent the 52-week fiscal year ending February 2, 2018 and the 53-week fiscal year ended February 3, 2017, respectively. References to the first quarter accounting periods for 2017 and 2016 contained herein refer to the 13-week accounting periods ended May 5, 2017 and April 29, 2016, respectively.

Seasonality. The nature of our business is seasonal to a certain extent. Primarily because of sales of Christmas-related merchandise, sales in our fourth quarter (November, December and January) have historically been higher than sales achieved in each of the first three quarters of the fiscal year. Expenses, and to a greater extent operating profit, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, the seasonal nature of our business may affect comparisons between periods.

The following table contains results of operations data for the first 13-week periods of 2017 and 2016, and the dollar and percentage variances among those periods:

	13 Weeks Ended		2017 vs. 2016	
(amounts in millions, except per share amounts)	**May 5, 2017**	**April 29, 2016**	**Amount Change**	**% Change**
Net sales by category:				
Consumables	$ 4,315.5	$ 4,039.2	$ *276.3*	*6.8 %*
% of net sales	*76.93 %*	*76.71 %*		
Seasonal	662.6	623.9	*38.8*	*6.2*
% of net sales	*11.81 %*	*11.85 %*		
Home products	333.2	322.8	*10.3*	*3.2*
% of net sales	*5.94 %*	*6.13 %*		
Apparel	298.3	279.5	*18.8*	*6.7*
% of net sales	*5.32 %*	*5.31 %*		
Net sales	$ 5,609.6	$ 5,265.4	$ *344.2*	*6.5 %*
Cost of goods sold	3,910.6	3,652.8	*257.8*	*7.1*
% of net sales	*69.71 %*	*69.37 %*		
Gross profit	1,699.0	1,612.6	*86.4*	*5.4*
% of net sales	*30.29 %*	*30.63 %*		
Selling, general and administrative expenses	1,225.2	1,131.9	*93.3*	*8.2*
% of net sales	*21.84 %*	*21.50 %*		
Operating profit	473.8	480.7	*(6.9)*	*(1.4)*
% of net sales	*8.45 %*	*9.13 %*		
Interest expense	25.0	24.1	*0.9*	*3.8*
% of net sales	*0.45 %*	*0.46 %*		
Other (income) expense	3.5	—	*3.5*	—
% of net sales	*0.06 %*	*0.00 %*		
Income before income taxes	445.3	456.7	*(11.4)*	*(2.5)*
% of net sales	*7.94 %*	*8.67 %*		
Income tax expense	165.8	161.5	*4.3*	*2.6*
% of net sales	*2.96 %*	*3.07 %*		
Net income	$ 279.5	$ 295.1	$ *(15.6)*	*(5.3)%*
% of net sales	*4.98 %*	*5.60 %*		
Diluted earnings per share	$ 1.02	$ 1.03	$ *(0.01)*	*(1.0)%*

13 WEEKS ENDED MAY 5, 2017 AND APRIL 29, 2016

Net Sales . The net sales increase in the 2017 quarter reflects a same-store sales increase of 0.7% compared to the 2016 quarter. Same-stores include stores that have been open for at least 13 months and remain open at the end of the reporting period. For the 2017 quarter, there were 12,507 same-stores which accounted for sales of $5.3 billion. The increase in same-store sales reflects an increase in average transaction amount partially offset by a decline in customer traffic due to the factors discussed above in the Executive Overview. Same-store sales results reflect positive results in the consumables and apparel categories, offset by negative results in the home products and seasonal categories. Same-store sales improved as we moved past the combined effect of the delay in income tax refunds and the timing shift of the later Easter holiday. We believe deflationary pressures resulted in lower prices on many items and negatively affected our sales for the quarter, although commodity input costs were less deflationary in the first quarter as compared to prior quarters. In addition, other factors discussed above in the Executive Overview negatively affected our sales for the quarter. The net sales increase was positively affected by sales from new stores, modestly offset by sales from closed stores.

Gross Profit. Gross profit increased by 5.4% in the 2017 quarter, and as a percentage of net sales was equal to 30.3% in the 2017 quarter, a decrease of 34 basis points over the comparable 2016 period. Higher markdowns, primarily for inventory clearance and promotional activities, and a greater proportion of sales of consumables and the mix within consumables, which generally have a lower gross profit rate than our other product categories, each reduced the gross profit rate, and these factors were partially offset by higher initial markups on inventory purchases.

SG&A Expense. SG&A expense was 21.8% as a percentage of net sales in the 2017 quarter compared to 21.5% in the comparable 2016 period, an increase of 34 basis points. The 2017 quarter results reflect retail labor, primarily as a result of our investment in store manager compensation, and occupancy costs, each of which increased at a rate greater than the increase in net sales. Partially offsetting these items were reductions in advertising costs and lower waste management costs resulting from our recycling efforts.

Interest Expense . Interest expense increased by $0.9 million to $25.0 million in the 2017 period primarily due to an increase in average debt outstanding. See Liquidity and Capital Resources. Total outstanding debt (including the current portion of long-term obligations) as of May 5, 2017 was $3.0 billion.

Other (income) expense . Other (income) expense in the 2017 period reflects expenses associated with the issuance and refinancing of long-term debt.

Income Taxes. The effective income tax rate for the 2017 period was 37.2% compared to 35.4% for the 2016 period which represents a net increase of 1.8 percentage points. The tax rate for the 2017 period was higher than for the 2016 period primarily due to the recognition of a tax benefit of approximately $9.0 million or $0.03 per diluted share in the 2016 period associated with stock based compensation that did not reoccur in the 2017 period .

Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued comprehensive new accounting standards related to the recognition of revenue, which specified an effective date for annual reporting periods beginning after December 15, 2016, with early adoption not permitted. In August 2015, the FASB deferred the effective date to annual reporting periods beginning after December 15, 2017, with earlier adoption permitted only for annual reporting periods beginning after December 15, 2016. The new guidance allows companies to use either a full retrospective or a modified retrospective approach in the adoption of this guidance. We have formed a project team to assess and implement the standard by compiling a list of the applicable revenue streams, evaluating relevant contracts and comparing our current accounting policies to the new standard. As a result of the efforts of this project team, we have identified customer incentives and gross versus net considerations as the areas in which we could most likely be affected by the new guidance. We are continuing to assess all the impacts of the new standard and the design of internal control over financial reporting, but based upon the terms of our agreements and the materiality of the transactions related to customer incentives and gross versus net considerations, we do not expect the adoption to have a material effect on our consolidated results of operations, financial position or cash flows. We expect to complete this work in 2017 and to adopt this guidance on February 3, 2018.

In February 2016, the FASB issued new guidance related to lease accounting, which when effective will require a dual approach for lessee accounting under which a lessee will account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability on its balance sheet, with differing methodology for income statement recognition. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. A modified retrospective approach is required for all leases existing or entered into after the beginning of the earliest comparative period in the consolidated financial statements. We are currently assessing the impact that adoption of this guidance will have on our consolidated financial statements and we are anticipating a material impact because we are party to a significant number of lease contracts.

In October 2016, the FASB issued amendments to existing guidance related to accounting for intra-entity transfers of assets other than inventory. These amendments require an entity to recognize the income tax consequences of such transfers when the transfer occurs and affects our historical accounting for intra-entity transfers of certain intangible assets. This guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2017, and early adoption is permitted subject to certain guidelines. The amendments should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. We are currently assessing the impact that adoption of this guidance will have on our consolidated financial statements, but expect such adoption will result in an increase in deferred income tax liabilities and a decrease in retained earnings.

Liquidity and Capital Resources

We have an unsecured credit agreement that provides for total loans and commitments equal to $1.425 billion (the "Facilities"), and we have outstanding $2.4 billion aggregate principal amount of senior notes. We have a commercial paper program that may provide borrowing availability of up to $1.0 billion. At May 5, 2017, we had total outstanding debt (including the current portion of long-term obligations) of approximately $3.0 billion, which includes balances under the Facilities, commercial paper and senior notes, all of which are described in greater detail below.

We believe our cash flow from operations and existing cash balances, combined with availability under the Facilities, the commercial paper program and access to the debt markets will provide sufficient liquidity to fund our current obligations, projected working capital requirements, capital spending and anticipated dividend payments for a period that includes the next twelve months as well as the next several years. However, our ability to maintain sufficient liquidity may be affected by numerous factors, many of which are outside of our control. Depending on our liquidity levels, conditions in the capital markets and other factors, we may from time to time consider the issuance of debt, equity or other securities, the proceeds of which could provide additional liquidity for our operations.

For the remainder of fiscal 2017, we anticipate potential combined borrowings under the Revolving Facility (defined below) and our commercial paper program to be a maximum of approximately $750 million outstanding at any one time, including any anticipated borrowings to fund repurchases of common stock.

Credit Facilities

On February 22, 2017, we entered into the Facilities, which consist of a $175.0 million senior unsecured term loan facility (the "Term Facility") and a $1.25 billion senior unsecured revolving credit facility (the "Revolving Facility") of which up to $175.0 million is available for the issuance of letters of credit. The Term Facility is scheduled to mature on October 20, 2020, and the Revolving Facility is scheduled to mature on February 22, 2022.

Borrowings under the Facilities bear interest at a rate equal to an applicable interest rate margin plus, at our option, either (a) LIBOR or (b) a base rate (which is usually equal to the prime rate). The applicable interest rate margin for borrowings as of May 5, 2017 was 1.10% for LIBOR borrowings and 0.10% for base-rate borrowings. We must also pay a facility fee, payable on any used and unused commitment amounts of the Facilities, and customary fees on letters of credit issued under the Revolving Facility. As of May 5, 2017, the commitment fee rate was 0.15%. The applicable interest rate margins for borrowings, the facility fees and the letter of credit fees under the Facilities are subject to adjustment from time to time based on our long-term senior unsecured debt ratings. The weighted average all-in interest rate for borrowings under the Facilities was 2.1% as of May 5, 2017.

The Facilities can be voluntarily prepaid in whole or in part at any time without penalty. There is no required principal amortization under the Facilities. The Facilities contain a number of customary affirmative and negative covenants that, among other things, restrict, subject to certain exceptions, our (including our subsidiaries) ability to: incur additional liens; sell all or substantially all of our assets; consummate certain fundamental changes or change in our lines of business; and incur additional subsidiary indebtedness. The Facilities also contain financial covenants that require the maintenance of a minimum fixed charge coverage ratio and a maximum leverage ratio. As of May 5, 2017, we were in compliance with all such covenants. The Facilities also contain customary events of default.

As of May 5, 2017, the entire balance of the Term Facility was outstanding, and under the Revolving Facility, we had no outstanding borrowings, outstanding letters of credit of $13.8 million, and borrowing availability of $1.24 billion that, due to our intention to maintain borrowing availability related to the commercial paper program described below, could contribute incremental liquidity of $768.5 million at May 5, 2017. In addition, as of May 5, 2017 we had outstanding letters of credit of $32.3 million which were issued pursuant to separate agreements.

Commercial Paper

As of May 5, 2017, we had outstanding unsecured commercial paper notes (the "CP Notes") of $467.7 million classified as long-term obligations on the condensed consolidated balance sheet due to our intent and ability to refinance these obligations as long-term debt. Under this program, we may issue the CP Notes from time to time in an aggregate amount not to exceed $1.0 billion outstanding at any time. The CP Notes may have maturities of up to 364 days from the date of issue and rank equal in right of payment with all of our other unsecured and unsubordinated indebtedness. We intend to maintain available commitments under the Revolving Facility in an amount at least equal to the amount of CP Notes outstanding at any time. As of May 5, 2017, the outstanding CP Notes had a weighted average borrowing rate of 1.3%.

Senior Notes

On April 11, 2017, we issued $600.0 million aggregate principal amount of 3.875% senior notes due 2027 (the “2027 Senior Notes”), net of discount of $0.4 million, which are scheduled to mature on April 15, 2027. The net proceeds from the offering of the 2027 Senior Notes were used to repay all $500.0 million of our outstanding 4.125% senior notes due 2017 and for general corporate purposes. In addition, we have $400.0 million aggregate principal amount of 1.875% senior notes due 2018 (the “2018 Senior Notes”), net of discount of $0.1 million, which are scheduled to mature on April 15, 2018; $900.0 million aggregate principal amount of 3.25% senior notes due 2023 (the “2023 Senior Notes”), net of discount of $1.5 million, which are scheduled to mature on April 15, 2023; and $500.0 million aggregate principal amount of 4.150% senior notes due 2025 (the “2025 Senior Notes”), net of discount of $0.7 million, which are scheduled to mature on November 1, 2025. Collectively, the 2018 Senior Notes, the 2023 Senior Notes, 2025 Senior Notes, and 2027 Senior Notes comprise the “Senior Notes”, each of which were issued pursuant to an indenture as supplemented and amended by supplemental indentures relating to each series of Senior Notes (as so supplemented and amended, the “Senior Indenture”). Interest on the 2018 Senior Notes, the 2023 Senior Notes, and the 2027 Senior Notes is payable in cash on April 15 and October 15 of each year. Interest on the 2025 Senior Notes is payable in cash on May 1 and November 1 of each year. We expect to refinance the 2018 Senior Notes on or prior to their maturity utilizing proceeds from the issuance of additional senior notes, revolver borrowings or the issuance of commercial paper.

We may redeem some or all of the Senior Notes at any time at redemption prices set forth in the Senior Indenture. Upon the occurrence of a change of control triggering event, which is defined in the Senior Indenture, each holder of our Senior Notes has the right to require us to repurchase some or all of such holder’s Senior Notes at a purchase price in cash equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date.

The Senior Indenture contains covenants limiting, among other things, our ability (subject to certain exceptions) to consolidate, merge, or sell or otherwise dispose of all or substantially all of our assets; and our ability and the ability of our subsidiaries to incur or guarantee indebtedness secured by liens on any shares of voting stock of significant subsidiaries.

The Senior Indenture also provides for events of default which, if any of them occurs, would permit or require the principal of and accrued interest on our Senior Notes to become or to be declared due and payable, as applicable.

Contractual Obligations

The amendments to the Facilities and the issuance of the 2027 Senior Notes discussed above resulted in changes to the contractual obligations reported in our Annual Report on Form 10-K for the fiscal year ended February 3, 2017. The following table summarizes our significant contractual obligations for long-term debt obligations and related interest as of May 5, 2017 (in thousands):

	Payments Due by Period				
Contractual obligations	**Total**	**< 1 year**	**1 - 3 years**	**3 - 5 years**	**5+ years**
Long-term debt obligations	$3,051,540	$868,130	$ 1,080	$176,190	$2,006,140
Capital lease obligations	3,339	758	974	678	929
Interest(a)	609,474	90,289	154,288	148,561	216,336

(a) Represents obligations for interest payments on long-term debt and capital lease obligations, and includes projected interest on variable rate long-term debt, using rates and balances as of May 5, 2017. Variable rate long-term debt includes the balance of the Term Facility of $175.0 million, the Revolving Facility (although such facility had a balance of zero as of May 5, 2017), the CP Notes (which had a balance of $467.7 million as of May 5, 2017), and the balance of an outstanding tax increment financing of $8.8 million.

Our inventory balance represented approximately 53% of our total assets exclusive of goodwill and other intangible assets as of May 5, 2017. Our ability to effectively manage our inventory balances can have a significant impact on our cash flows from operations during a given fiscal year. Inventory purchases are often somewhat seasonal in nature, such as the purchase of warm-weather or Christmas-related merchandise. Efficient management of our inventory has been and continues to be an area of focus for us.

As described in Note 6 to the unaudited condensed consolidated financial statements, we are involved in a number of legal actions and claims, some of which could potentially result in material cash payments. Adverse developments in those actions could materially and adversely affect our liquidity. We also have certain income tax-related contingencies as disclosed in Note 3 to the unaudited condensed consolidated financial statements. Future negative developments could have a material adverse effect on our liquidity.

Our senior unsecured debt is rated “Baa2,” by Moody’s with a stable outlook and “BBB” by Standard & Poor’s with a stable outlook, and our commercial paper program is rated “P-2” by Moody’s and “A-2” by Standard and Poor’s. Our current credit ratings, as well as future rating agency actions, could (i) impact our ability to finance our operations on satisfactory terms; (ii) affect our financing costs; and (iii) affect our insurance premiums and collateral requirements necessary for our self-insured programs. There can be no assurance that we will maintain or improve our current credit ratings.

Unless otherwise noted, all references to the “2017 period” and the “2016 period” in the discussion of “Cash flows from operating activities,” “Cash flows from investing activities,” and “Cash flows from financing activities” below refer to the 13-week periods ended May 5, 2017 and April 29, 2016, respectively.

Cash flows from operating activities. Cash flows from operating activities were $510.5 million in the 2017 period, which represents a $106.5 million increase over the 2016 period. Changes in merchandise inventories resulted in a $42.5 million decrease in the 2017 period as compared to minimal changes in the 2016 period. Changes in accounts payable resulted in a $56.6 million increase in the 2017 period compared to a $55.3 million decrease in the 2016 period, due primarily to the timing of receipts and payments which was partially impacted by certain changes in payment terms. Changes in income taxes payable resulted in a $146.1 million increase in the 2017 period compared to an $89.3 million increase in the 2016 period, due primarily to changes in laws related to federal and state income tax payment dates.

On an ongoing basis, we closely monitor and manage our inventory balances, and they may fluctuate from period to period based on new store openings, the timing of purchases, and other factors. Merchandise inventories increased 1% in the 2017 period compared to essentially no change in the 2016 period. In the 2017 period compared to the 2016 period, changes in inventory balances in our four inventory categories were as follows: the consumables category increased by 7% compared to a 4% increase; the seasonal category decreased by 5% compared to a 4% decrease; the home products category decreased by 7% compared to a 3% decrease; and apparel decreased by 12% in both periods.

Cash flows from investing activities . Significant components of property and equipment purchases in the 2017 period included the following approximate amounts: $54 million for distribution and transportation-related capital expenditures; $50 million for improvements, upgrades, remodels and relocations of existing stores; and $35 million related to new leased stores, primarily for leasehold improvements, fixtures and equipment. The timing of new, remodeled and relocated store openings along with other factors may affect the relationship between such openings and the related property and equipment purchases in any given period. During the 2017 period, we opened 293 new stores and remodeled or relocated 301 stores.

Significant components of property and equipment purchases in the 2016 period included the following approximate amounts: $33 million for distribution and transportation-related capital expenditures; $31 million for improvements, upgrades, remodels and relocations of existing stores; $24 million related to new leased stores, primarily for leasehold improvements, fixtures and equipment; and $6 million for information systems upgrades and technology-related projects. During the 2016 period, we opened 249 new stores and remodeled or relocated 301 stores.

Capital expenditures during 2017 are projected to be in the range of $715 to $765 million, an increase from the prior projection due to the anticipated acquisition of 322 store locations discussed above which is expected to close during June 2017, subject to customary closing conditions, and the related conversion of the acquired store locations to the Dollar General banner. We anticipate funding 2017 capital requirements with existing cash balances, cash flows from operations, availability under our Revolving Facility and the issuance of CP Notes. We plan to continue to invest in store growth through the development of new stores and the remodel or relocation of existing stores. Capital expenditures in 2017 are anticipated to support our store growth (including store locations acquired) as well as our remodel and relocation initiatives, which include capital outlays for leasehold improvements, fixtures and equipment; the construction of new stores; costs to support and enhance our supply chain initiatives including construction of new and investments in existing distribution center facilities; technology initiatives; as well as routine and ongoing capital requirements.

Cash flows from financing activities . As discussed above, net proceeds from the issuance of the 2027 Senior Notes in the 2017 period were $599.6 million. We redeemed the 2017 Senior Notes for $500.0 million and made a principal payment on the Term Facility of $250.0 million. We had net commercial paper repayments in the 2017 period of $22.8 million and no borrowings or repayments under the Revolving Facility. Net borrowings under the Revolving Facility during the 2016 period were $20.0 million. During the 2017 and 2016 periods, we repurchased 1.3 million and 2.7 million shares of our common stock at a total cost of $88.8 million and $231.0 million, respectively. Also during each of the 2017 and 2016 periods, we paid cash dividends of $71.3 million.

Share Repurchase Program

At May 5, 2017, our common stock repurchase program had a total remaining authorization of approximately $844.6 million. Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions. The authorization has no expiration date and may be increased or terminated from time to time at the discretion of our Board of Directors. For more information about our share repurchase program, see Note 8 to the condensed consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There have been no material changes to the disclosures relating to this item from those set forth in our Annual Report on Form 10-K for the fiscal year ended February 3, 2017.

ITEM 4. CONTROLS AND PROCEDURES.

(a) *Disclosure Controls and Procedures* . Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) or Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) *Changes in Internal Control Over Financial Reporting* . There have been no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) or Rule 15d-15(f)) during the quarter ended May 5, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The information contained in Note 6 to the unaudited condensed consolidated financial statements under the heading "Legal proceedings" contained in Part I, Item 1 of this report is incorporated herein by this reference.

ITEM 1A. RISK FACTORS.

There have been no material changes to the disclosures relating to this item from those set forth in our Annual Report on Form 10-K for the fiscal year ended February 3, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

The following table contains information regarding purchases of our common stock made during the quarter ended May 5, 2017 by or on behalf of Dollar General or any "affiliated purchaser," as defined by Rule 10b-18(a)(3) of the Exchange Act:

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(a)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(a)
02/04/17-02/28/17	—	$ —	—	$ 933,329,000
03/01/17-03/31/17	1,252,578	$ 70.86	1,252,578	$ 844,574,000
04/01/17-05/05/17	—	$ —	—	$ 844,574,000
Total	1,252,578	$ 70.86	1,252,578	$ 844,574,000

(a) A $500 million share repurchase program was publicly announced on September 5, 2012, and increases in the authorization under such program were announced on March 25, 2013 ($500 million increase), December 5, 2013 ($1.0 billion increase), March 12, 2015 ($1.0 billion increase), December 3, 2015 ($1.0 billion increase) and August 25, 2016 ($1.0 billion increase). Under the authorization, purchases may be made in the open market or in privately negotiated transactions from time to time subject to market and other conditions. This repurchase authorization has no expiration date.

ITEM 6. EXHIBITS.

See the Exhibit Index immediately following the signature page hereto, which Exhibit Index is incorporated by reference as if fully set forth herein.

CAUTIONARY DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We include "forward-looking statements" within the meaning of the federal securities laws throughout this report, particularly under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Part I, Item 2, and "Note 6. Commitments and Contingencies" included in Part I, Item 1, among others. You can identify these statements because they are not limited to historical fact or they use words such as "may," "will," "should," "expect," "believe," "anticipate," "project," "plan," "estimate," "objective," "aim," "goal," "opportunity," "intend," "could," "can," "would," "committed," "likely to," "scheduled to," "predict," "seek," "ensure," "strive," "subject to," "focused on," or "continue," and similar expressions that concern our strategy, plans, initiatives, intentions or beliefs about future occurrences or results. For example, statements relating to estimated and projected expenditures, cash flows, results of operations, financial condition and liquidity; plans and objectives for, and expectations regarding, future operations, economic and competitive market conditions, growth or initiatives, including the number of planned store openings, remodels and relocations, progress of merchandising initiatives including customer segmentation and in-stock and shrink management, trends in sales of consumable and non-consumable products, results of the investment in our personnel and the levels of future costs and expenses; potential future stock repurchases and cash dividends; anticipated borrowing under certain of our credit facilities; the potential impact of regulatory changes and our responses thereto; the anticipated closing of our acquisition of 322 store sites and related conversion of such sites to the Dollar General banner along with timing, financial and store count expectations; and the expected outcome or effect of pending or threatened litigation or audits are forward-looking statements.

Forward-looking statements are subject to risks and uncertainties that may change at any time, so our actual results may differ materially from those that we expected. We derive many of these statements from our operating budgets and forecasts, which are based on many detailed assumptions that we believe are reasonable. However, it is very difficult to predict the effect of known factors, and we cannot anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from the expectations expressed in our forward-looking statements include, without limitation:

- economic conditions and other economic factors, including their effect on employment levels, consumer demand, customer traffic, customer disposable income, credit availability and spending patterns, inflation, commodity prices, fuel prices, interest rates, exchange rate fluctuations and the cost of goods;
- failure to successfully execute our strategies and initiatives, including those relating to merchandising, marketing, real estate, sourcing, shrink, private brand, distribution and transportation, store operations, store formats, budgeting and expense reduction, and technology;
- failure to open, relocate and remodel stores profitably and on schedule, as well as failure of our new store base to achieve sales and operating levels consistent with our expectations;
- effective response to competitive pressures and changes in the competitive environment and the markets where we operate, including, but not limited to, consolidation and omnichannel shopping;
- levels of inventory shrinkage;
- failure to successfully manage inventory balances;
- disruptions, unanticipated or unusual expenses or operational failures in our supply chain including, but not limited to, a decrease in transportation capacity for overseas shipments, increases in transportation costs (including increased fuel costs and carrier rates or driver wages), work stoppages or other labor disruptions that could impede the receipt of merchandise, or delays in constructing or opening new distribution centers;
- risks and challenges associated with sourcing merchandise from suppliers, including, but not limited to, those related to international trade;
- risks and challenges associated with our private brands, including, but not limited to, our level of success in gaining and maintaining broad market acceptance of our private brands;

- unfavorable publicity or consumer perception of our products, including, but not limited to, related product liability;
- the impact of changes in or noncompliance with governmental laws and regulations (including, but not limited to, environmental compliance, product safety, food safety, information security and privacy, and labor and employment laws, as well as tax laws, the interpretation of existing tax laws, or our failure to sustain our reporting positions negatively affecting our tax rate) and developments in or outcomes of private actions, class actions, administrative proceedings, regulatory actions or other litigation;
- incurrence of material uninsured losses, excessive insurance costs or accident costs;
- natural disasters, unusual weather conditions, pandemic outbreaks, terrorist acts and geo-political events;
- failure to maintain the security of information that we hold, whether as a result of cybersecurity attacks or otherwise;
- damage or interruption to our information systems or failure of technology initiatives to deliver desired or timely results;
- ability to attract, train and retain qualified employees, while controlling labor costs (including effects of potential federal or state regulatory changes related to overtime exemptions, if implemented) and other labor issues;
- our loss of key personnel, inability to hire additional qualified personnel or disruption of executive management as a result of retirements or transitions;
- seasonality of our business;
- deterioration in market conditions, including market disruptions, limited liquidity and interest rate fluctuations, or a lowering of our credit ratings;
- new accounting guidance, or changes in the interpretation or application of existing guidance, such as changes to guidance related to leases, revenue recognition and intra-company transfers;
- factors disclosed under “Risk Factors” in Part I, Item 1A of our Form 10-K for the fiscal year ended February 3, 2017; and
- factors disclosed elsewhere in this document (including, without limitation, in conjunction with the forward-looking statements themselves) and other factors.

All forward-looking statements are qualified in their entirety by these and other cautionary statements that we make from time to time in our other Securities and Exchange Commission filings and public communications. You should evaluate forward-looking statements in the context of these risks and uncertainties and are cautioned to not place undue reliance on such forward-looking statements. These factors may not contain all of the material factors that are important to you. We cannot assure you that we will realize the results or developments we anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements in this report are made only as of the date hereof. We undertake no obligation, and specifically disclaim any duty, to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

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 thereunto duly authorized, both on behalf of the Registrant and in his capacity as principal financial officer of the Registrant.

DOLLAR GENERAL CORPORATION

Date: June 1, 2017

By: /s/ John W. Garratt
John W. Garratt
Executive Vice President & Chief Financial Officer

EXHIBIT INDEX

3.2	Bylaws of Dollar General Corporation (as amended and restated on March 23, 2017) (incorporated by reference to Exhibit 3.2 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 3, 2017, filed with the SEC on March 24, 2017 (file no. 001-11421))
4.1	Amended and Restated Credit Agreement, dated as of February 22, 2017, among Dollar General Corporation, as a borrower, Citibank, N.A., as administrative agent, and the other credit parties and lenders party thereto (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated February 22, 2017, filed with the SEC on February 22, 2017 (file no. 001-11421))
4.2	Sixth Supplemental Indenture, dated as of April 11, 2017, between Dollar General Corporation and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated April 11, 2017, filed with the SEC on April 11, 2017 (file no. 001-11421))
4.3	Form of 3.875% Senior Notes due 2027 (included in Exhibit 4.2) (incorporated by reference to Exhibit 4.1 to Dollar General Corporation's Current Report on Form 8-K dated April 11, 2017, filed with the SEC on April 11, 2017 (file no. 001-11421))
10.1	Dollar General Corporation 2017 Teamshare Bonus Program for Named Executive Officers
10.2	Form of Restricted Stock Unit Award Agreement (approved May 30, 2017) for awards beginning May 2017 to non-employee directors of Dollar General Corporation pursuant to the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan
10.3	Form of Stock Option Award Agreement (approved March 22, 2017) for awards beginning March 2017 to certain employees of Dollar General Corporation pursuant to the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.7 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 3, 2017, filed with the SEC on March 24, 2017 (filed no. 001-11421))
10.4	Form of Stock Option Award Agreement (approved March 22, 2017) for awards beginning March 2017 to certain newly hired and promoted employees of Dollar General Corporation pursuant to the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 3, 2017, filed with the SEC on March 24, 2017 (file no. 001-11421))
10.5	Form of Performance Share Unit Award Agreement (approved March 22, 2017) for awards beginning March 2017 to certain employees of Dollar General Corporation pursuant to the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.13 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 3, 2017, filed with the SEC on March 24, 2017 (filed no. 001-11421))
10.6	Form of Restricted Stock Unit Award Agreement (approved March 22, 2017) for awards beginning March 2017 to certain employees of Dollar General Corporation pursuant to the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to Dollar General Corporation's Annual Report on Form 10-K for the fiscal year ended February 3, 2017, filed with the SEC on March 24, 2017 (file no. 001-11421))
15	Letter re unaudited interim financial information
31	Certifications of CEO and CFO under Exchange Act Rule 13a-14(a)
32	Certifications of CEO and CFO under 18 U.S.C. 1350

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

2017 Teamshare Incentive Program

I. Definitions

As used in this document:

"AIP" shall mean the Amended and Restated Dollar General Corporation Annual Incentive Plan, as amended from time to time.

"Applicable Base Pay" shall mean the eligible employee's annual salary (or hours, where applicable) plus shift differential, subject to adjustment based on all other eligibility requirements and administrative rules.

"Committee" shall mean the Compensation Committee of the Board of Directors (or any successor committee with oversight of executive compensation) or any subcommittee thereof which meets the requirements of Section 162(m).

" *Covered Employees* " shall mean those persons who serve as executive officers of the Company at any time during the Company's 2017 fiscal year and thus who could, in respect of the Company's 2017 fiscal year, be "covered employees" under Section 162(m).

" *Dollar General" or the "Company* " means Dollar General Corporation.

" *Eligible Employee* " shall mean those employees meeting all of the criteria set forth in (a) through (c) of Section IV below.

"Executive Officers" refers to employees designated as such by the Board of Directors.

"IRS" refers to the Internal Revenue Service.

"Merit Effective Date" shall mean April 1 of the applicable performance period or, if later, the applicable date of the annual merit increase (e.g., for the 2017 Teamshare program, the Merit Effective Date for salaried employees is April 1, 2017).

"Performance Period" refers to the 2017 fiscal year from February 4, 2017 to February 2, 2018.

" *Section 162(m)* " refers to Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended, and the regulations and guidance issued thereunder from time to time.

" *Senior Officers* " shall include all officers at or above the level of Senior Vice President.

"Teamshare" shall mean the 2017 Teamshare Incentive Program as authorized by the Committee.

II. Teamshare Overview

The Committee has established the terms of Teamshare, which provides each Eligible Employee an opportunity to receive a cash bonus payment equal to a certain percentage of his or her Applicable Base Pay based upon Dollar General's achievement of one or more pre-established financial performance measures for a specified Performance Period. When more than one financial performance measure is selected, the Committee determines the applicable weight to be assigned to each of the selected measures.

Threshold, target and maximum performance levels are established by the Committee for the selected performance measure. No Teamshare payout may be made unless the threshold performance level is achieved. The amount payable to each Eligible Employee if the Company reaches the target performance level(s) is equal to a specified percentage of the Eligible Employee's Applicable Base Pay, subject to adjustment for performance as discussed under Section IV below. Teamshare payments for financial performance below or above the applicable target levels are prorated on a graduated scale, subject to the threshold and the maximum limits.

III. 2017 Teamshare Program

For the 2017 Teamshare program, the Committee selected earnings before interest and taxes, as adjusted for certain items ("Adjusted EBIT"), as the financial performance measure. In determining the level of performance the Company has achieved for this performance measure at year end, certain categories of items previously identified by the Committee may be excluded from the calculation. Threshold and maximum performance results for Adjusted EBIT coincide with potential Teamshare payout levels equal to 50% and 300% of individual payout targets, respectively (as a percentage of the Eligible Employee's Applicable Base Pay).

For purposes of the 2017 Teamshare program, the Adjusted EBIT performance target shall be the Company's Operating Profit as calculated in accordance with United States generally accepted accounting principles, but shall exclude the impact of: (a) any costs, fees and expenses directly related to the consideration, negotiation, preparation, or consummation of any asset sale, merger or other transaction that results in a Change in Control (within the meaning of the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan) of the Company or any offering of Company common stock or other security; (b) disaster-related charges; (c) any gains or losses associated with the Company's LIFO computation; and (d) unless the Committee disallows any such item, (i) any unbudgeted loss as a result of the resolution of a legal matter or (ii) any unplanned loss(es), net of related unplanned gains, of a non-recurring nature, provided that in the case of each of (i) and (ii) such amount equals or exceeds $1 million from a single loss or net loss, as applicable, and $10 million in the aggregate.

IV. Determination of Bonuses

(a) Eligibility to Participate in Teamshare:

i. Active regular, full-time or part-time store support center (SSC), Dollar General Global Sourcing (DGGS) or distribution center (DC) employee during the Performance Period.

ii. Hired by January 15 of 2018.

iii. Employed with the Company through February 2, 2018 and, unless otherwise required by law, on the date on which the Teamshare payment is made.

iv. Bonuses for the estates of Eligible Employees will be eligible to receive the Teamshare payment if the employee's death occurs on or after February 2, 2018.

(b) Eligibility to Receive Bonus Payout:

If the Company achieves at least the threshold financial performance level, each employee who participates in Teamshare will become eligible to receive a bonus payout; provided, however, that any salaried employee who fails to comply with the Code of Business Conduct and Ethics during the fiscal year shall not be deemed eligible to receive a bonus payout regardless of his or her performance rating.

(c) Adjustments to Bonus Payouts to Eligible Employees:

If an employee is determined to be eligible to receive a bonus payout in accordance with the eligibility rules outlined immediately above, adjustments to the bonus payout may be made only as follows:

i. Bonuses for eligible hourly employees shall be calculated based on Company financial performance but shall be adjusted downward to a level from 0%-80%, as determined by management, if rated "Below Expectations".

ii. Bonuses for Covered Employees shall be calculated based on Company financial performance but may be adjusted downward in the sole discretion of the Committee to a level from 80%-100% if rated "Meets Expectations" or to a level from 0-80% if rated "Below Expectations". In no event may an individual payout to a Covered Employee be adjusted upward or exceed $10.0 million.

iii. Bonuses for all other Eligible Employees shall be calculated based on Company financial performance, but shall be adjusted upward or downward to a level from 100%-120% if rated "Exceeds Expectations," to a level from 80%-100% if rated "Meets Expectations" and to a level from 0%-80% if rated "Below Expectations". Such upward or downward adjustment must be approved by the Committee in the case of any Senior Officer or certain others identified in the resolution adopting Teamshare, otherwise, such adjustment shall be approved by management.

iv. In no event may the aggregate amount paid under Teamshare, taking into account all allowable adjustments, exceed the earned bonus pool.

(d) CEO Discretion to Distribute Unallocated Funds:
Bonuses that are not allocated out of the earned bonus pool are subject to distribution at the discretion of the Chief Executive Officer of the Company, except that no such unallocated bonus amounts may be allocated to any Covered Employee, Senior Officer or certain others identified in the resolution adopting Teamshare.

V. Administrative Rules

(a) Each Eligible Employee's Teamshare payout is computed as a percentage of the Applicable Base Pay plus any shift differential.

(b) Teamshare payouts will be prorated for changes to an Eligible Employee's position, pay, individual target, shift differential or status that occur during the Performance Period based on the number of days the applicable element applies. The Applicable Base Pay used for Teamshare from the beginning of the Performance Period to the Merit Effective Date will be the Eligible Employee's base pay as of the Merit Effective Date.

(c) Teamshare payouts are prorated to exclude leaves of absence during the Performance Period (unless otherwise required by law).

(d) Teamshare payouts will be made no later than April 15 of the year following the fiscal year in which financial performance is measured (e.g., the 2017 Teamshare program payouts, if any, will be made no later than April 15, 2018).

(e) Teamshare information is proprietary and confidential. Employees are reminded that they may not disclose Teamshare information relating to the Company's financial goals or performance. Such disclosure may result in disciplinary action, up to and including termination. The Company reserves the right to adjust, amend or suspend Teamshare at any time for any reason, including, but not limited to, unforeseen events.

(f) Notwithstanding anything in this Teamshare document to the contrary, the determination of the Adjusted EBIT performance measure and all other relevant provisions and actions applicable to the determination of bonus payout amounts to Covered Employees under Teamshare shall be pursuant to and subject to the terms of the AIP and in the event of any conflict between the provisions of Teamshare and the AIP, the terms of the AIP shall govern.

VI. Tax and Other Withholding Information

The IRS considers incentive payments as supplemental wages. In accordance with IRS guidelines, Dollar General will withhold federal income taxes at the supplemental rate (currently established at 25%). In addition, this payment will be subject to applicable social security, Medicare, state and local taxes. Voluntary deductions (e.g. health insurance, 401k, etc.) will not be deducted from this amount. Where required by law, specific garnishments (e.g., child support) may be deducted, as appropriate, from this amount. Certain state laws require incentive payments be held for up to 30 days after the check date pending review of applicable child support garnishments. After the Company receives notification from the state child support agencies regarding whether part or all of the impacted employee's incentive payment should be paid toward child support, the Company will pay any remaining incentive funds with the next regular payroll.

VII. Clawback

As a condition of receiving payment of an award under Teamshare, each participant's rights, payments, and benefits with respect to such award shall be subject to any reduction, cancellation, forfeiture or recoupment, in whole or in part, upon the occurrence of certain specified events, as may be required by the Securities and Exchange Commission or any applicable national exchange, law, rule or regulation or as set forth in a separate "clawback" or recoupment policy as may be adopted from time to time by the Company's Board of Directors or the Committee.

Exhibit 10.2

DOLLAR GENERAL CORPORATION
RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (the "Agreement") is made effective as of [Date] (the " Grant Date "), between Dollar General Corporation, a Tennessee corporation (hereinafter called the " Company "), and [Name] (hereinafter referred to as the " Grantee "). Capitalized terms not otherwise defined herein shall have the same meanings as in the Dollar General Corporation Amended and Restated 2007 Stock Incentive Plan, as amended from time to time (the " Plan "), the terms of which are hereby incorporated by reference and made a part of this Agreement.

WHEREAS, the Company desires to grant the Grantee a restricted stock unit award as provided for hereunder, ultimately payable in shares of Common Stock of the Company, par value $0.875 per Share (the " Restricted Stock Unit Award "), pursuant to the terms and conditions of this Agreement and the Plan; and

WHEREAS, the committee of the Company's Board appointed to administer the Plan (the " Committee ") has determined that it would be to the advantage and in the best interest of the Company and its shareholders to grant the Restricted Stock Unit Award provided for herein to the Grantee;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

1. Grant of the Restricted Stock Unit . Subject to the terms and conditions of the Plan and the additional terms and conditions set forth in this Agreement, the Company hereby grants to the Grantee [xxxx] Restricted Stock Units. A " Restricted Stock Unit " represents the right to receive one share of Common Stock upon satisfaction of the vesting and other conditions set forth in this Agreement. The Restricted Stock Units shall vest and become nonforfeitable in accordance with Section 2 hereof.

2. Vesting .

(a) The Restricted Stock Units shall become vested and nonforfeitable on the first anniversary of the Grant Date (the " Vesting Date "), so long as the Grantee continues to be a member of the Board through the Vesting Date.

(b) Notwithstanding the foregoing, to the extent the Restricted Stock Units have not previously terminated or become vested and nonforfeitable (i) if the Grantee ceases to be a member of the Board due to the Grantee's death, Disability (as defined below) or voluntary departure from the Board, then 100% of the Restricted Stock Units that would have become vested and nonforfeitable on the Vesting Date if the Grantee had remained a member of the Board through such date will become vested and nonforfeitable upon such death, Disability or voluntary departure from the Board; and (ii) the Restricted Stock Units shall become immediately vested and nonforfeitable as to 100% of the shares of Common Stock subject to such Restricted Stock Units immediately prior to a Change in Control so long as the Grantee is a member of the Board through the date of the Change in Control.

(c) For the purposes of this Agreement, Disability shall have the meaning as provided under Section 409A(a)(2)(C)(i) of the Code.

(d) For purposes of this Agreement, a Change in Control (as defined in the Plan) will be deemed to have occurred with respect to the Grantee only if an event relating to the Change in Control constitutes a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company within the meaning of Treas. Reg. Section 1.409A-3(i)(5).

3. Entitlement to Receive Common Stock .

(a) Shares corresponding to the number of Restricted Stock Units granted herein (" RSU Shares ") are to be paid to the Grantee on the Vesting Date or, if earlier, upon the Grantee's death or Disability, upon a Change in Control, or upon termination of Board service (but only to the extent the RSU Shares are vested at the time of termination pursuant to Section 2) . *However,* if the Grantee has made a timely and valid irrevocable election to defer receipt of all or any portion of the vested RSU Shares in accordance with the provisions of the RSU Award Deferral Election Form provided to the Grantee and returned it to the Company [*for a Grantee receiving an Award under the Plan for the first time:* prior to the Grant Date] [*for a Grantee receiving an annual Award:* prior to December 31 of the calendar year preceding the Grant Date] (such shares, the " Deferred Shares "), any such Deferred Shares shall instead be paid on the date so elected by the Grantee pursuant to such RSU Award Deferral Election Form, or, if earlier, upon the Grantee's death or Disability or upon a Change in Control.

(b) On any date on which any RSU Shares are to be paid to the Grantee in accordance with Section 3(a) above, the Company shall deliver to the Grantee or the Grantee's legal representative or, if the Grantee is deceased, the Grantee's designated beneficiary, or, if none, his personal representative, a share certificate or evidence of electronic delivery of such RSU Shares in the amount of the RSU Shares so delivered to the Grantee, and such RSU Shares shall be registered in the name of the Grantee.

(c) The shares of Common Stock deliverable upon the payment of a vested Restricted Stock Unit may be either previously authorized but unissued Shares or issued Shares, which have then been reacquired by the Company. Such Shares shall be fully paid and nonassessable.

(d) Only whole shares of Common Stock shall be delivered in payment of a vested Restricted Stock Unit. To the extent a vested Restricted Stock Unit (including any additional Restricted Stock Units or Deferred Shares credited from dividends pursuant to Section 4 below) includes a fractional share, on the date the RSU Shares or Deferred Shares are to be paid to the Grantee, such fractional share shall be paid to the Grantee or the Grantee's legal representative or, if the Grantee is deceased, the Grantee's designated beneficiary, or if none, his personal representative, in cash, in an amount that equals the Fair Market Value of such fractional share on such payment date.

4. Dividend Equivalents . In the event that the Company pays any ordinary dividend (whether in cash, shares of Common Stock or other property) on its Shares, on the date such dividend is paid to shareholders the Grantee shall be credited, based on the number of unvested Restricted Stock Units held by the Grantee and the number of Deferred Shares (if any) that the Grantee is

entitled to receive, in each case as of the record date of such dividend, with additional Restricted Stock Units or Deferred Shares, as applicable, that reflect the amount of such dividend (or if such dividend is paid in shares of Common Stock or other property, the fair value of the dividend, as determined in good faith by the Board). Any such additional Restricted Stock Units and Deferred Shares, as applicable, shall be subject to all terms and conditions of this Agreement.

5. Transferability. Neither the Restricted Stock Units prior to becoming vested pursuant to Section 2 nor any interest or right therein or part thereof shall be liable for the debts, contracts or engagements of the Grantee or his or her successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect; provided, however, that this Section 5 shall not prevent transfers by will or by the applicable laws of descent and distribution.

6. Grantee's Continued Service on the Board. Nothing contained in this Agreement or in any other agreement entered into by the Company and the Grantee guarantees that the Grantee will continue to serve as a member of the Board for any specified period of time.

7. Change in Capitalization. If any event described in Section 9 of the Plan occurs, this Agreement and the Restricted Stock Units (and any Deferred Shares due to be delivered hereunder) shall be adjusted to the extent required or permitted, as applicable, pursuant to Section 9 of the Plan.

8. Taxes. The Grantee shall have full responsibility, and the Company shall have no responsibility, for satisfying any liability for any federal, state or local income or other taxes required by law to be paid with respect to such Restricted Stock Units, including upon the vesting of the Restricted Stock Units and the delivery of any RSU Shares. The Grantee is hereby advised to seek his or her own tax counsel regarding the taxation of the grant and vesting of the Restricted Stock Units hereunder (and the tax consequences of any deferral election made in respect of the delivery of any RSU Shares).

9. Limitation on Obligations. This Restricted Stock Unit Award shall not be secured by any specific assets of the Company or any of its Subsidiaries, nor shall any assets of the Company or any of its Subsidiaries be designated as attributable or allocated to the satisfaction of the Company's obligations under this Agreement. In addition, the Company shall not be liable to the Grantee for damages relating to any delays in issuing the share certificates or electronic delivery thereof to him (or his designated entities), any loss of the certificates, or any mistakes or errors in the issuance or registration of the certificates or in the certificates themselves.

10. Securities Laws. The Company may require the Grantee to make or enter into such written representations, warranties and agreements as the Committee may reasonably request in order to comply with applicable securities laws. The granting of the Restricted Stock Units hereunder shall be subject to all applicable laws, rules and regulations and to such approvals of any governmental agencies as may be required.

11. Notices. Any notice to be given under the terms of this Agreement to the Company shall be addressed to the Company in care of its Secretary or his or her designee, and any notice to be given to the Grantee shall be addressed to him at the address given beneath his signature hereto. By a notice given pursuant to this Section 11, either party may hereafter designate a different address for notices to be given to him. Any notice that is required to be given to the Grantee shall, if the Grantee is then deceased, be given to the Grantee's personal representative if such representative has previously informed the Company of his status and address by written notice under this Section 11. Any notice shall have been deemed duly given when delivered by hand or courier or when enclosed in a properly sealed envelope or wrapper addressed as aforesaid, deposited (with postage prepaid) in a post office or branch post office regularly maintained by the United States Postal Service.

12. Governing Law. The laws of the State of Delaware shall govern the interpretation, validity and performance of the terms of this Agreement regardless of the law that might be applied under principles of conflicts of laws.

13. Section 409A of the Code. The provisions of Section 10(c) of the Plan are hereby incorporated by reference. Notwithstanding the foregoing, the Company shall not be liable to the Grantee in the event this Agreement or any payment or benefit hereunder fails to be exempt from, or comply with, Section 409A of the Code.

14. Restricted Stock Units Subject to Plan. The Restricted Stock Unit Award and the Shares issued to the Grantee upon payment of the Restricted Stock Units shall be subject to all terms and provisions of the Plan, to the extent applicable to the Restricted Stock Units and such Shares. In the event of any conflict between this Agreement and the Plan, the terms of the Plan shall control.

15. Amendment and Termination. This Agreement may be modified in any manner consistent with Section 10 of the Plan.

16. Administration. The Committee shall have the power to interpret the Plan and this Agreement and to adopt such rules for the administration, interpretation and application of the Plan as are consistent therewith and to interpret or revoke any such rules. All actions taken and all interpretations and determinations made by the Committee shall be final and binding upon the Grantee, the Company and all other interested persons. No member of the Committee shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or the Restricted Stock Unit Award. In its absolute discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Committee under the Plan and this Agreement.

17. Rights as Shareholder. Except as may be otherwise provided in Section 7 of this Agreement, the holder of a Restricted Stock Unit Award shall not be, nor have any of the rights or privileges of, a shareholder of the Company in respect of any Shares issuable upon the payment of a vested Restricted Stock Unit unless and until a certificate or certificates representing such Shares shall have been issued by the Company to such holder or, if the Common Stock is listed on a national securities exchange, a book entry representing such Shares has been made by the registrar of the Company.

18. Signature in Counterparts . This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

[*Signatures on next page.*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

DOLLAR GENERAL CORPORATION

By: ______________________________

Name: ______________________________

Title: ______________________________

GRANTEE

____
[Name]
[Address]

Exhibit 15

June 1, 2017

The Board of Directors and Shareholders
Dollar General Corporation

We are aware of the incorporation by reference in the Registration Statements (Nos. 333-151047, 333-151049, 333-151655, and 333-163200 on Form S-8 and No. 333-216940 on Form S-3) of Dollar General Corporation of our report dated June 1, 2017, relating to the unaudited condensed consolidated interim financial statements of Dollar General Corporation that are included in its Form 10-Q for the quarter ended May 5, 2017.

/s/ Ernst & Young LLP
Nashville, Tennessee

CERTIFICATIONS

I, Todd J. Vasos, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dollar General Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 1, 2017

/s/ Todd J. Vasos
Todd J. Vasos
Chief Executive Officer

I, John W. Garratt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dollar General Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 1, 2017

/s/ John W. Garratt
John W. Garratt
Chief Financial Officer

Exhibit 32

CERTIFICATIONS
Pursuant to 18 U.S.C. Section 1350

Each of the undersigned hereby certifies that to his knowledge the Quarterly Report on Form 10-Q for the fiscal quarter ended May 5, 2017 of Dollar General Corporation (the "Company") filed with the Securities and Exchange Commission on the date hereof fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Todd J. Vasos
Name: Todd J. Vasos
Title: Chief Executive Officer
Date: June 1, 2017

/s/ John W. Garratt
Name: John W. Garratt
Title: Chief Financial Officer
Date: June 1, 2017