

# DOLLAR GENERAL CORP

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

Filed 02/05/13 for the Period Ending 02/01/13

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	02/02

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

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): February 1, 2013

Dollar General Corporation

(Exact name of registrant as specified in its charter)

Tennessee

001-11421

61-0502302

(State or other jurisdiction  
of incorporation)

(Commission File Number)

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

100 Mission Ridge  
Goodlettsville, Tennessee

37072

(Address of principal executive offices)

(Zip Code)

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

n/a

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

The information set forth in Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

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

On various dates beginning in July 2007, certain employees, including certain of the named executive officers, of Dollar General Corporation (the “Company”) entered into Management Stockholder’s Agreements (each, a “Management Stockholder’s Agreement”) with the Company and Buck Holdings, L.P., a significant shareholder of the Company (“Buck Holdings”). Among other terms and conditions, the Management Stockholder’s Agreements generally imposed restrictions on the transfer of shares of Company common stock held by such persons pursuant to the Management Stockholder’s Agreement for a period of approximately five years from a date on or about the date of the Management Stockholder’s Agreement (the “Transfer Restrictions”). Many of the Transfer Restrictions expired pursuant to the terms of the Management Stockholder’s Agreements for certain of our named executive officers in July 2012.

On February 1, 2013, Buck Holdings waived all Transfer Restrictions for persons who remained within the 5-year restriction period, including those pertaining to Mr. Todd Vasos, the Company’s Executive Vice President and Chief Merchandising Officer (the “Waiver”). Mr. Vasos’ Transfer Restrictions had been scheduled to expire in December 2013. All other terms, conditions and provisions of the Management Stockholder’s Agreements, including Mr. Vasos’ Management Stockholder’s Agreement, remain in effect and unchanged by the Waiver.

The foregoing summary of the Waiver is qualified in its entirety by reference to the copy of the Waiver that is attached hereto as **Exhibit 99** and incorporated by reference herein.

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

- (a) Financial statements of businesses acquired. N/A
- (b) Pro forma financial information. N/A
- (c) Shell company transactions. N/A
- (d) Exhibits. See Exhibit Index immediately following the signature page hereto.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 5, 2012

**DOLLAR GENERAL CORPORATION**

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

**EXHIBIT INDEX**

**Exhibit No.**

**Description**

99

Waiver effective February 1, 2013

## Waiver of Transfer Restrictions

Reference is made to the Management Stockholder's Agreement currently in effect among Dollar General Corporation, a Tennessee corporation (the "Company"), Buck Holdings, L.P., a Delaware limited partnership ("Buck Holdings") and the Management Stockholders party thereto (the "Agreement"). Terms not otherwise defined herein shall have the meanings ascribed thereto in the Agreement.

Notice is hereby given to each of the Management Stockholders listed on **Exhibit A** attached hereto (each such Management Stockholder, "you") that Buck Holdings has elected, pursuant to Section 3(d) of the Agreement, to grant a full and complete waiver of the transfer restrictions contained in Section 3 of the Agreement (the "Waiver") effective as of February 1, 2013 (the "Effective Date"). All other terms, conditions and provisions of the Agreement shall remain unchanged and in effect except as specifically provided herein.

As a result of this Waiver, on or after the Effective Date, you may sell in the open market or otherwise transfer shares of Company common stock ("Stock") (including shares of Stock underlying vested Options) that are subject to the Agreement, subject to compliance with applicable laws and the Company's insider trading policy and procedures.

BUCK HOLDINGS, L.P.

By: Buck Holdings, LLC, its General Partner

By: /s/ Mike Calbert

Name: Mike Calbert

Title: Authorized Person

Dated: February 1, 2013

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Exhibit A

AFLATOONI, ROBERT A.  
BAKER, SUSAN L.  
BANISTER, MARK A.  
BARBATO, CULLEN G.  
BARTON, WAYNE L.  
BEEGLE, GEORGE C.  
BEERS, JENNIFER L.  
BERQUIST, CYD W.  
BOONE, RYAN G.  
BRIMNER, STEVEN H.  
BROPHY, STEPHEN J.  
BRUNI, DANIEL J.  
CHRISTY, PAMELA G.  
COLLIER, KELLY A.  
COOK, MELANIE K.  
COSCOLLUELA, DENISE R.  
COSTA, GREGORY B.  
CRAIG, TROY J.  
DAWSON, JOAN F.  
DEARMAN, TIMOTHY E.  
DEMPER, VOLKER  
DETTORRE, NANCY M.  
DYSINGER, MICHAEL R.  
EDWARDS, KIM A.  
ENSLEY, CAROLE A.  
FERAY, JOHN W.  
FERFES, JERRY A.  
FLANIGAN, JOHN W.  
FLANNERY, BRIAN T.  
FUELLNER, JULIANNA  
GAMEDAH, KOSSI L.  
GAMMON, HEATHER A.  
GARDINER, CHRISTINE J.  
GATTA, LAWRENCE J.

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GENOVESI, LIANA M.  
GIOTTO, MICHAEL A.  
GORDON, MARY W.  
GRAVES, JOHN R.  
GUILD, MARK A.  
HARTSHORN, BRIAN T.  
HASSAN, SHARIFF M.  
HEGERICH, MICHAEL G.  
HEINZ, KRISTEN A.  
HELLER, TERRY J.  
HICKS, DAVID L.  
HONEYBONE, ANDREW D.  
HUTCHINS, CHARLOTTE P.  
JACOBSON, STEPHEN P.  
JOHNSON, DAVID A.  
KAYS, WILLIAM D.  
KINDY, MICHAEL J.  
KRUMHOLZ, STEPHEN B.  
KURTZ, DAVID H.  
LALIBERTE, MAURICE A.  
LAU, SIU HANG  
LEBLANC, LAWRENCE P.  
LEONARD, DAVID O.  
MARTIN, SCOTT E.  
MCCORMICK, STEPHEN A.  
MCDONALD, LAURA F.  
MCDONALD, SUZANNE L.  
MCNELEY, CORY M.  
MILLER, SCOTT W.  
MITCHUM, DAVID K.  
MONCUR, GARY W.  
MONTELEONE, STACEY W.  
MORALES, ENRIQUE A.  
MURPHY, THOMAS J.

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NELSON, JOURDYN L.  
NEUTZ, ROBERT A.  
NEWCOMB, LONI D.  
NIESER, DANIEL J.  
OZOMARO, UTOHWARE E.  
PATTON, ANGELA D.  
POLLARD, ROLAND O.  
RAVENER, ROBERT D.  
REARDON, KATHLEEN A.  
REEVES, ROSALIND S.  
REINHARDT, GERALD W.  
RICHARDSON, MELINA G.  
ROSENSTEIN, BRUCE A.  
RUSIE, MICHAEL J.  
RUSSELL, RODNEY A.  
RUTLEDGE, LAURA F.  
SPRINGER, SCOTT J.  
STEGALL, JIMMY R.  
STEPHENS, CLAYTON D.  
STEWART, DAVID L.  
STEWART, MARVIN G.  
STONAGE, SALLY A.  
STONE, DANIEL L.  
SUMNER, RICHARD A.  
SWANN, COLBY M.  
SZELLAN, RICHARD F.  
TACKER, RONNIE M.  
TORR, ANGELA D.  
TURK, DONNA C.  
UGEN, MICHELLE L.  
VANEGAS, ALVARO E.  
VASOS, TODD J.  
WARD, ALBERT S.  
WELLS, LAWRENCE  
WEST, JOHN A.  
WILKINS, MICHAEL J.  
WILLIAMS, BRIAN J.  
WINETT, ROB E.  
YOUNG JR, DENNIS W.  
ZUAZO, ANTHONY