

# DOLLAR GENERAL CORP

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

Filed 11/08/13 for the Period Ending 11/04/13

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): November 4, 2013

Dollar General Corporation

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction  
of incorporation)

001-11421

(Commission File Number)

61-0502302

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

100 Mission Ridge  
Goodlettsville, Tennessee

(Address of principal executive offices)

37072

(Zip Code)

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

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

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

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

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

Effective November 4, 2013, Dollar General Corporation (the “Company”) named Todd J. Vasos its Chief Operating Officer with responsibility for Store Operations, Merchandising and Supply Chain. A news release regarding this appointment, as well as related organizational enhancements, is attached hereto as **Exhibit 99**.

Mr. Vasos, 52, has served as Executive Vice President, Division President and Chief Merchandising Officer since he joined the Company in December 2008. Prior to joining the Company, Mr. Vasos served in executive positions with Longs Drug Stores Corporation, a California-based pharmacy chain acquired by CVS in 2008, for 7 years, including Executive Vice President and Chief Operating Officer (February 2008 through November 2008) and Senior Vice President and Chief Merchandising Officer (2001-2008), where he was responsible for all pharmacy and front-end marketing, merchandising, procurement, supply chain, advertising, store development, store layout and space allocation, and the operation of three distribution centers. He also previously served in leadership positions at Phar-Mor Food and Drug Inc. and Eckerd Drug Corp.

Subject to approval by the Company’s Compensation Committee which will be sought on December 3, 2013, Mr. Vasos’ annual base salary is expected to increase from \$687,107 to \$750,000, effective November 4, 2013, in connection with his promotion. Additional modifications to Mr. Vasos’ compensation are anticipated to be considered at the December 3, 2013 meeting. The Company also expects to enter into an amendment to Mr. Vasos’ employment agreement in connection with his promotion. The Company plans to file an amendment to this Current Report on Form 8-K to report any such compensation modifications and amendment to Mr. Vasos’ employment agreement.

Disclosure regarding various transactions with Mr. Vasos are set forth under the caption “Transactions with Management and Others” in the Company’s definitive proxy statement for the Company’s annual meeting of shareholders held on May 29, 2013, filed with the Securities and Exchange Commission on April 11, 2013.

**ITEM 8.01 OTHER EVENTS.**

The Company appointed David D’Arezzo as its Executive Vice President and Chief Merchandising Officer to fill the vacancy caused by the promotion of Mr. Vasos as described in Item 5.02 above. The news released attached as **Exhibit 99** contains further information regarding the Company’s organizational enhancements.

**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: November 8, 2013

**DOLLAR GENERAL CORPORATION**

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

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99	News release dated November 4, 2013

**FOR IMMEDIATE RELEASE**

**DOLLAR GENERAL ANNOUNCES KEY MANAGEMENT APPOINTMENTS**

GOODLETTSVILLE, Tenn. – (November 4, 2013) – Dollar General Corporation (NYSE:DG) today announced an enhanced management structure to align the company for continued future growth. In this new structure, Dollar General will be better positioned to improve operational efficiencies and capitalize on the power and scale of the company.

In announcing the executive appointments, Rick Dreiling, chairman and CEO, said, “ Dollar General is an exceptional company because of our people. As the company has nearly doubled its sales since 2007, this new reporting structure will allow us to continue to capture growth opportunities ahead of us and effectively leverage our infrastructure while allowing me to focus more of my attention on overall strategy and long-term growth. ”

Dollar General announced the following leadership changes, effective immediately:

Todd Vasos, most recently the executive vice president and CMO, has been named chief operating officer with responsibility for Store Operations, Merchandising and Supply Chain. Since joining the company in December 2008, Vasos has demonstrated exceptional vision and leadership while implementing numerous innovative merchandising initiatives key to Dollar General ’ s growth. Vasos has proven operating success with more than 25 years of experience across multiple retail segments. He served previously as executive vice president and chief operating officer at Longs Drugs, the California-based pharmacy chain acquired by CVS in 2008. Prior to that, he served as senior vice president and chief merchandising officer at Longs. He also held leadership positions at Eckerd Drug and Phar-Mor Food and Drug. Vasos earned a bachelor ’ s degree in marketing from Western Carolina University.

David D ’ Arezzo has joined the company as executive vice president and CMO. D ’ Arezzo brings more than 30 years of retail and consumer product company experience across merchandising and operations. Most recently, D ’ Arezzo served as executive vice president and chief operating officer of Grocers Supply and previously served as senior vice president and chief merchandising officer for Duane Reade. D ’ Arezzo earned a bachelor ’ s degree in business administration from the University of San Francisco and a master of business administration from The Wharton School at the University of Pennsylvania.

Dreiling continued, "The alignment of our organization across Store Operations, Merchandising and Supply Chain with the promotion of Todd to chief operating officer and the addition of David will create an even stronger management team and position us well for future growth. ”

“ Dollar General has strong management depth across the organization, which clearly understands our industry, our operations and our people. Now is the perfect time to strengthen that expertise with the addition of David to the team. Having personally experienced the impact he made at Duane Reade, I believe his vision, ability to drive results and deep experience across several industries will provide a unique perspective to Dollar General. ”

### **About Dollar General Corporation**

Dollar General Corporation has been delivering value to shoppers for nearly 75 years. Dollar General helps shoppers Save time. Save money. Every day!® by offering products that are frequently used and replenished, such as food, snacks, health and beauty aids, cleaning supplies, basic apparel, house wares and seasonal items at low everyday prices in convenient neighborhood locations. With more than 11,000 stores in 40 states, Dollar General has more retail locations than any retailer in America. In addition to high quality private brands, Dollar General sells products from America's most-trusted manufacturers such as Procter & Gamble, Kimberly-Clark, Unilever, Kellogg's, General Mills, Nabisco, Hanes, PepsiCo and Coca-Cola. Learn more about Dollar General at [www.dollargeneral.com](http://www.dollargeneral.com).

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