

# DOLLAR GENERAL CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 06/11/07

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

# DOLLAR GENERAL CORP

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 6/11/2007

Address	100 MISSION RIDGE GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): June 11, 2007

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**Dollar General Corporation**

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(Exact Name of Registrant as Specified in 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

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(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))
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**ITEM 8.01            OTHER EVENTS.**

On June 11, 2007, Dollar General Corporation (the “Company”) issued the news release that is attached hereto as Exhibit 99.1 and incorporated by reference as if fully set forth herein, in which the Company announces the financing plan of which it has been advised by Buck Acquisition Corp., a Tennessee corporation (“Buck”), relating to the proposed merger (the “Merger”) of Buck with and into the Company pursuant to the previously announced agreement and plan of merger entered into on March 11, 2007. Buck is indirectly controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. The Company’s shareholders presently are scheduled to vote on the Merger on June 21, 2007 .

**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.
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**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: June 11, 2007

**DOLLAR GENERAL CORPORATION**

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

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	News release dated June 11, 2007 regarding merger financing.

Investor Contact:  
Emma Jo Kauffman  
(615) 855-5525

Media Contact:  
Tawn Earnest  
(615) 855-5209

**BUCK ACQUISITION CORP. ANNOUNCES ANTICIPATED  
DOLLAR GENERAL FINANCING PLAN**

GOODLETTSVILLE, Tenn. - June 11, 2007 - Dollar General Corporation (NYSE: DG) (the "Company" or "Dollar General") was advised today by Buck Acquisition Corp., a Tennessee corporation ("Buck"), of its anticipated financing plan relating to the merger (the "Merger") of Buck with and into Dollar General pursuant to the previously announced agreement and plan of merger entered into on March 11, 2007. Buck is indirectly controlled by investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR").

After completion of the financing transactions, which are scheduled to close at the same time as the Merger, it is expected that the Company would have indebtedness of approximately \$5.4 billion outstanding (including amounts undrawn under a revolving credit facility), consisting of:

- new senior secured credit facilities with \$2,430 million under a senior secured term loan facility and \$1,000 million under a senior secured asset-based revolving credit facility (of which \$302 million is anticipated to be drawn on the closing date);
- new unsecured senior indebtedness of \$1,350 million, anticipated to consist of \$625 million of senior cash-pay notes and \$725 million of senior pay-in-kind toggle notes;
- new unsecured senior subordinated indebtedness of \$550 million, anticipated to consist of senior subordinated cash-pay notes; and
- approximately \$68 million of certain of Dollar General's existing indebtedness which will be retained following the Merger.

In addition, after completion of the Merger and related financing transactions, it is anticipated that the Company would retain approximately \$180 million of cash on its balance sheet and receive an equity contribution of \$2,775 million from KKR and other private equity and third party investors. The financing plan assumes that all of the \$200 million outstanding aggregate principal amount of Dollar General's 8 5/8% Notes due 2010 (the "Notes") will be tendered pursuant to the tender offer and related consent solicitation launched by Buck on June 4, 2007. To the extent that any Notes are not tendered, they will remain outstanding following completion of the Merger.

***About Dollar General***

Dollar General is a Fortune 500® discount retailer with over 8,000 stores. Dollar General stores offer convenience and value to customers by offering consumable basic items that are frequently used and replenished, such as food, snacks, health and beauty aids and cleaning supplies, as well as a selection of basic apparel, housewares and seasonal items at everyday low prices. The Company store support center is located in Goodlettsville, Tennessee. Dollar General's Web site can be reached at [www.dollargeneral.com](http://www.dollargeneral.com).

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***Important Additional Information About Dollar General's Announced Merger With Buck***

In connection with the proposed Merger, Dollar General has filed a definitive proxy statement with the Securities and Exchange Commission (the "SEC"). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. Investors and security holders may obtain a free copy of the proxy statement and other documents filed by Dollar General at the SEC Web site at [www.sec.gov](http://www.sec.gov) or at the Company's Web site at [www.dollargeneral.com](http://www.dollargeneral.com). The proxy statement and other documents also may be obtained for free from Dollar General by directing such request to Dollar General Corporation, Investor Relations, 100 Mission Ridge, Goodlettsville, Tennessee, 37072, telephone (615) 855-5528, or by submitting a request on the Company's Web site at [www.dollargeneral.com](http://www.dollargeneral.com), under "Investing-Information Requests."

Dollar General and its directors, executive officers and other members of its management and employees may be deemed participants in the solicitation of proxies from its shareholders in connection with the proposed Merger. Information concerning the interests of Dollar General's participants in the solicitation, which may be different than those of Dollar General shareholders generally, is set forth in Dollar General's proxy statements and Annual Reports on Form 10-K, previously filed with the SEC, and also are set forth in the definitive proxy statement relating to the Merger.

***Cautionary Statement Regarding Forward-Looking Statements***

Certain information provided herein may include "forward-looking statements." You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements generally contain words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "should," "would," "estimate," "continue," "contemplate" or "pursue," or the negative or other variations thereof or comparable terminology. These forward-looking statements are based on current expectations and projections about future events and actual events could differ materially from those projected. You are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks, assumptions and uncertainties that cannot be predicted or quantified. These risks, assumptions and uncertainties include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the outcome of any legal proceedings that have been or may be instituted against Dollar General and others relating to the proposed Merger; the inability to complete the Merger due to the failure to obtain shareholder approval or the failure to satisfy other conditions to the completion of the Merger, including the failure to obtain the necessary debt financing arrangements set forth in commitment letters received in connection with the Merger; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the Merger; the ability to recognize the benefits of the Merger; the amount of the costs, fees, expenses and charges related to the Merger and the actual terms of certain financings that will be obtained for the Merger; the impact of the substantial indebtedness incurred to finance the consummation of the Merger; and other risks, assumptions and uncertainties detailed from time to time in Dollar General's SEC reports, including Dollar General's most recent Annual Report on Form 10-K and Quarterly Report on Form 10-Q as well as in the proxy statement relating to the proposed Merger. Many of the factors that will determine the outcome of the subject matter of this press release are beyond Buck's or Dollar General's ability to control or predict. There can be no assurance that the transaction described above will be consummated. Forward-looking statements made herein speak only as of the date hereof, and neither Dollar General nor Buck assumes any obligation to update such statements.

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