

DOLLAR GENERAL CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 01/10/96

| | |
|-------------|--|
| 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 S-8

(Securities Registration: Employee Benefit Plan)

Filed 1/10/1996

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

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

Kentucky

(State or other jurisdiction of incorporation or organization)

61-0502302

(I.R.S. employer identification no.)

104 Woodmont Boulevard
Suite 500

Nashville, TN 37205

(Address of principal executive offices)

Dollar General Corporation

1995 Employee Stock Incentive Plan
1995 Stock Option Plan for Outside Directors
(Full title of the plan)

BOB CARPENTER

Vice President, Corporate Secretary and Chief Counsel

104 Woodmont Boulevard
Suite 500

Nashville, TN 37205

(Name and address of agent for service)

(615) 783-2000

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

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common stock | 3,350,000 shs | \$22.000 | \$73,700,000 | \$25,426.50 |

(1) Estimated solely for the purpose of determining the amount of the registration fee. Such estimates have been calculated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, and are based on the average of the high and low price per share of the Registrant's Common Stock as reported on The New York Stock Exchange Composite Tape on January 5, 1996.

PART II**Information Required in the Registration Statement****Item 3. Incorporation of Documents by Reference.**

The following documents previously filed by Dollar General Corporation, (the "Registrant"), with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934 (the "Exchange Act") are hereby incorporated by reference:

1. The Registrant's Annual Report Form 10-K for the fiscal year ended January 31, 1995 and Quarterly Report on Form 10-Q for the quarter ended April 30, 1995; July 31, 1995; and October 31, 1995.
2. The description of the Registrant's Common Stock contained in the Registration Statement on Form 8-A filed by the Registrant to register the Common Stock under the Exchange Act, including all amendments and reports filed for the purpose of updating such description prior to the termination of the offering of the Common Stock offered hereby.

All documents and reports subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares offered hereby have been sold or which deregisters all shares then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Item 4. Description of Securities.

Inapplicable.

Item 5. Interests of Named Experts and Counsel.

Inapplicable.

Item 6. Indemnification of Directors and Officers.

Kentucky law requires a corporation (unless limited by its articles of incorporation) to indemnify a director or officer who is wholly successful in defending any proceedings to which that person is a party because of such person's position or office with the corporation. Kentucky law permits a corporation to indemnify a director, officer, employee or agent in a criminal proceeding if that person had no reasonable cause to believe his conduct was unlawful. Kentucky law also permits a corporation to indemnify a director, officer, employee or agent who is party to a proceeding for conduct with respect to an employee benefit plan if that person reasonably believed such action was not opposed to the best interest of the participants in and beneficiaries of such plan. Kentucky law provides that a court of competent jurisdiction may order indemnification to a director or officer upon application (unless limited by the relevant corporation's articles of incorporation) if the court determines that such person is fairly and reasonably entitled to indemnification, whether or not such person satisfied the statutory requirements provided for indemnification. Kentucky law requires a corporation to notify shareholders of any indemnification or advances for expenses made to or on behalf of a director in connection with a proceeding by or in the right of the corporation with or before notice of the next shareholders' meeting.

Article VIII of the Company's bylaws states that the Company shall indemnify to the full extent permitted by law its directors, officers, employees and agents. The Company has entered into indemnification agreements with all of its directors providing that the Company will indemnify the directors to the fullest extent permitted by law against claims arising out of their actions as directors of the Company and will advance expenses of defending against such claims.

The Company has purchased a directors and officers liability insurance policy as permitted by Kentucky law which, subject to certain limits and retentions set forth in the policy, covers (i) losses that may be incurred by directors and officers of the Company and its subsidiaries as a result of wrongful acts (as defined in the policy) while acting in their capacities as officers and directors and (ii) payment on behalf of the Company of amounts which the Company may be required or permitted to pay as indemnification to directors and officers of the Company.

The foregoing statements in Item 6 are subject to the detailed provisions of Sections 271B.8-500 through 271B.8-580 and 271B.16-210 of the Kentucky 1988 Business Corporation

Act, as amended, the Registrant's Bylaws and the indemnification agreements entered into by and between the Registrant and each of the directors.

Item 7. Exemption From Registration Claimed.

Inapplicable.

Item 8. Exhibits

See Exhibit Index (page II-7).

Item 9. Undertakings.

A. The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on the 8th day of January, 1996.

DOLLAR GENERAL CORPORATION

By: /s/ Cal Turner, Jr.

Cal Turner, Jr., Chairman,
President and Chief Executive
Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints Cal Turner, Jr. and Bob Carpenter, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-----------------|
| /s/ Cal Turner, Jr. Cal Turner, Jr. | Chairman of the Board, President and Chief Executive Officer) (Principal Executive Officer) | January 8, 1996 |
| /s/ Thomas W. Stoltz Thomas W. Stoltz | Controller and Interim Chief Financial Officer (Principal Financial and Accounting Officer) | January 8, 1996 |
| /s/ James L. Clayton James L. Clayton | Director | January 8, 1996 |
| /s/ James D. Cockman James D. Cockman | Director | January 8, 1996 |
| /s/ Reginald D. Dickson Reginald D. Dickson | Director | January 8, 1996 |
| /s/ John B. Holland John B. Holland | Director | January 8, 1996 |
| /s/ Wallace N. Rasmussen Wallace N. Rasmussen | Director | January 8, 1996 |
| /s/ Cal Turner Cal Turner | Director | January 8, 1996 |
| /s/ David M. Wilds David M. Wilds | Director | January 8, 1996 |
| /s/ William S. Wire, II William S. Wire, II | Director | January 8, 1996 |

Exhibit Index

| Exhibit Number | Description |
|----------------|--|
| 4.1 | Restated Articles of Incorporation, as amended, (incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1993 and the current Report on Form 8-K dated August 22, 1994) |
| 4.2 | Bylaws of Dollar General Corporation, as amended February 1, 1993 (incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 1993) |
| 4.3 | 1995 Employee Stock Incentive Plan (incorporated by reference to the Registrant's proxy statement dated April 28, 1995) |
| 4.4 | 1995 Stock Option Plan for Outside Directors (incorporated by reference to the Registrant's proxy statement dated April 28, 1995) |
| 5 | Opinion of Counsel |
| 23.1 | Consent Of Counsel (included in Exhibit 5) |
| 23.2 | Consent of Coopers & Lybrand |
| 24 | Power of Attorney (included on page II-5) |

Exhibit 5

January 5, 1996

Dollar General Corporation
104 Woodmont Blvd., Suite 500
Nashville, TN 37205

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I have acted as your counsel in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") relating to the Company's 1995 Employee Stock Incentive Plan and 1995 Stock Option Plan for Outside Directors (the "Plans") filed by you with the Securities and Exchange Commission covering 3,350,000 shares (the "Shares") of common stock issuable pursuant to the Plans.

In so acting, I have examined and relied upon such records, documents, and other instruments as in my judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, and the conformity to original documents of all documents submitted to me as certified or photostatic copies.

Based on the foregoing, I am of the opinion that the Shares, when issued pursuant to and in accordance with the Plans, will be validly issued, fully paid, and nonassessable.

This opinion is limited in all respects to the federal laws of the United States of America and the laws of the Commonwealth of Kentucky.

I hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Larry K. Wilcher
Larry K. Wilcher
General Counsel

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Dollar General Corporation on Form S-8 of our report dated March 6, 1995, on our audits of the consolidated financial statements of Dollar General Corporation as of January 31, 1995 and 1994 and for the years ended January 31, 1995, 1994 and 1993, which report is included in the Annual Report on Form 10-K for the fiscal year ended January 31, 1995.

COOPERS & LYBRAND L.L.P.

Louisville, Kentucky

January 8, 1996

End of Filing

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