

# DOLLAR GENERAL CORP

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

Filed 12/05/12 for the Period Ending 12/05/12

|             |  |
|-------------|--|
| Address     | 100 MISSION RIDGE<br>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): December 5, 2012

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 December 5, 2012, the Board of Directors of Dollar General Corporation (the “Company”) increased the size of the Board from 8 to 9 members and appointed Ms. Sandra Cochran to serve as a director of the Company until the 2013 annual meeting of shareholders and until her successor is duly elected and qualified. The Board has found Ms. Cochran to be independent for purposes of the listing standards of the New York Stock Exchange and as defined in the Company’s Corporate Governance Guidelines. As a result, effective December 5, 2012 a majority of the Company’s Board consists of independent directors. Ms. Cochran has been appointed to serve on the Audit Committee of the Board and has been designated an audit committee financial expert within the meaning of Item 407(d) (5) of Regulation S-K.

Ms. Cochran will be entitled to the standard compensation provided to non-employee directors, including annual equity awards, as described in the Company’s Annual Proxy Statement filed with the Securities and Exchange Commission on April 5, 2012.

There are no arrangements or understandings between Ms. Cochran and any other person pursuant to which she was appointed as a director. Other than as described below, Ms. Cochran has no transactions, relationships or arrangements with the Company that would require disclosure under Item 404(a) of Regulation S-K.

Ms. Cochran’s brother, Stephen Brophy, has served as a Vice President of the Company (a non-executive position) since 2009. For the Company’s 2011 fiscal year, Mr. Brophy earned from the Company total cash compensation of less than \$350,000. He did not receive an equity award in the 2011 fiscal year.

For the Company’s 2012 fiscal year, the Company anticipates that Mr. Brophy will earn less than \$300,000 of total cash compensation. In addition, on March 20, 2012, Mr. Brophy received from the Company an equity award of 4,729 non-qualified stock options to purchase shares of the Company’s Common Stock and between 0 and 1,650 performance share units, with a targeted amount of 825 (the exact amount to be determined based upon the Company’s fiscal 2012 financial performance), on terms substantially similar to awards described the Company’s Annual Proxy Statement filed with the Securities and Exchange Commission on April 5, 2012.

Mr. Brophy also participates in employee benefits plans and programs available to our other full time employees. Ms. Cochran will not participate in any consideration or decision-making related to Mr. Brophy’s compensation or performance evaluations. Mr. Brophy’s cash compensation was approved by the CNG Committee pursuant to the Company’s related party transaction approval policy.

A copy of the news release announcing the appointment of Ms. Cochran is attached hereto as Exhibit 99.

**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: December 5, 2012

**DOLLAR GENERAL CORPORATION**

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

## EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                  |
|--------------------|-------------------------------------|
| 99                 | News release dated December 5, 2012 |

**DOLLAR GENERAL EXPANDS ITS BOARD OF DIRECTORS**  
**Company Announces Election of Sandy Cochran to Board**

**Goodlettsville, Tenn., (TBD)** – Dollar General Corporation (NYSE: DG) today announced the election of Sandy Cochran, president and chief executive officer of Cracker Barrel Old Country Store, to its board of directors effective December 5, 2012.

“We are excited to add Sandy to the Dollar General board of directors,” said Rick Dreiling, Dollar General’s chairman and chief executive officer. “Sandy’s extensive experience and perspective will provide us with valuable insights as we continue to grow our business. Her expertise will complement our Board as we strive to build shareholder value.”

The election of Cochran to Dollar General’s board will bring the total number of directors to nine, and the total number of independent directors to five. Cochran, who has been designated an audit committee financial expert, will serve on the audit committee of Dollar General’s board. With the appointment of Cochran, Dollar General has a majority of independent directors on its Board.

Cochran is the president and chief executive officer of Cracker Barrel Old Country Store, Inc. She joined Cracker Barrel in April 2009 as executive vice president and chief financial officer and was named president and chief operating officer in November 2010. Cochran was named to her current position in September of 2011. She was previously chief executive officer at book retailer Books-A-Million, Inc. from February 2004 to April 2009. She also served as that company’s president, chief financial officer and vice president of finance. Cochran has 20 years of experience in the retail industry. Cochran is a director of Cracker Barrel Old Country Store, Inc. She served as a director of Books-A-Million, Inc. from 2006 to 2009.

**About Dollar General Corporation**

Dollar General Corporation has been delivering value to shoppers for more than 70 years. Dollar General helps shoppers Save time. Save money. Every day!(R) 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 10,371 stores in 40 states as of November 2, 2012, Dollar General has more locations than any other discount 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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