

FAMILY DOLLAR STORES INC

Filed by
DOLLAR GENERAL CORP

FORM SC TO-T/A
(Amended tender offer statement by Third Party)

Filed 10/31/14

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CIK	0000034408
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	08/31

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

SCHEDULE TO/A

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 6)**

Family Dollar Stores, Inc.

(Name of Subject Company)

D3 Merger Sub, Inc.

a wholly owned subsidiary of

Dollar General Corporation

(Names of Filing Persons and Offerors)

COMMON STOCK, \$0.10 PAR VALUE
(Title of Class of Securities)

307000109

(CUSIP Number of Class of Securities)

Rhonda M. Taylor

Senior Vice President and General Counsel

Dollar General Corporation

100 MISSION RIDGE

GOODLETTSVILLE, TN 37072

(615) 855-4000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

Marni J. Lerner, Esq.

Christopher R. May, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017

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CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
\$9,308,187,200	\$1,198,894.51

* Estimated solely for purposes of calculating the filing fee. The transaction value was determined by multiplying (a) \$80.00, the per share tender offer price, by (b) the sum of (i) 113,951,710, the number of outstanding shares of Family Dollar common stock plus (ii) 1,579,968, the number of shares of Family Dollar common stock subject to issuance pursuant to stock options plus (iii) 820,662, the estimated number of shares of Family Dollar common stock subject to performance share rights under Company PSR Awards. The foregoing share figures were based on the Agreement and Plan of Merger entered into among Family Dollar, Dollar Tree and Dime

Merger Sub, Inc., dated as of July 27, 2014 filed with Family Dollar's Form 8-K filed on July 28, 2014 with the Securities and Exchange Commission.

** The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 1 for Fiscal Year 2014, issued August 30, 2013, by multiplying the transaction value by 0.0001288.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,198,894.51.
Form or Registration No.: Schedule TO-T (File No. 005-14318)

Filing Party: Dollar General Corporation.
Date Filed: September 10, 2014.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 6 to Schedule TO (this “**Amendment**”) is filed by Dollar General Corporation, a Tennessee corporation (“**Dollar General**”), and D3 Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Dollar General (the “**Purchaser**”), and amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on September 10, 2014 (together with any amendments and supplements thereto, the “**Schedule TO**”) by Dollar General and the Purchaser and relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.10 per share (together with the associated preferred share purchase rights, the “**Shares**”), of Family Dollar Stores, Inc., a Delaware corporation (“**Family Dollar**”), at \$80.00 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal that accompanies the Offer to Purchase, dated September 10, 2014. This Amendment is being filed on behalf of Dollar General and the Purchaser. All capitalized terms used in this Amendment and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

The information set forth in the Offer to Purchase and the related letter of transmittal, including all schedules thereto, is hereby incorporated by reference in answer to Items 1 through 9 and Item 11 of this Amendment, except as otherwise set forth below. This Amendment should be read together with the Schedule TO.

Items 1 through 11.

Items 1 through 11 are hereby amended and supplemented as follows:

1. The Offer was scheduled to expire at 5:00 p.m., New York City time, on October 31, 2014. The Expiration Date of the Offer is extended until 5:00 p.m., New York City time, on December 31, 2014, unless further extended. As of 5:00 p.m., New York City time, on October 30, 2014, 4,097,475 Shares had been validly tendered in, and not withdrawn from, the Offer.

All references regarding the scheduled expiration of the Offer being “5:00 p.m., New York City time, on October 31, 2014” set forth in the Offer to Purchase, the Letter of Transmittal, Notice of Guaranteed Delivery, Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, and Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees are hereby amended and replaced with “5:00 p.m., New York City time, on December 31, 2014”.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

- (a)(1)(x) Definitive Proxy Statement on Schedule 14A of Dollar General and Purchaser (incorporated by reference to the Definitive Proxy Statement on Schedule 14A filed by Dollar General and Purchaser with the Securities and Exchange Commission on October 31, 2014).
- (a)(5)(v) Press release issued by Dollar General on October 31, 2014.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2014

D3 MERGER SUB, INC.

By: /s/ Rhonda M. Taylor

Name: Rhonda M. Taylor

Title: Vice President and Secretary

DOLLAR GENERAL CORPORATION

By: /s/ Rhonda M. Taylor

Name: Rhonda M. Taylor

Title: Senior Vice President and General Counsel

DOLLAR GENERAL

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NEWS FOR IMMEDIATE RELEASE

DOLLAR GENERAL EXTENDS TENDER OFFER TO ACQUIRE FAMILY DOLLAR TO DECEMBER 31, 2014

Will Commence Mailing of Definitive Proxy Statement Urging Family Dollar Shareholders to Vote Against Proposed Dollar Tree Merger

Remains Committed to Acquiring Family Dollar

GOODLETTSVILLE, Tennessee – October 31, 2014 – Dollar General Corporation (NYSE: DG) today announced that it has extended its tender offer to acquire all outstanding shares of Family Dollar Stores, Inc. (NYSE: FDO) for \$80.00 per share in cash (including associated preferred share purchase rights) to 5:00 p.m., New York City time, on December 31, 2014, unless further extended. In addition, Dollar General intends to file today the definitive proxy materials with the U.S. Securities and Exchange Commission (SEC) for the Special Meeting of Shareholders of Family Dollar scheduled to be held on December 11, 2014, to vote on the merger with Dollar Tree, Inc. (NASDAQ: DLTR), and to commence mailing of such definitive proxy materials to Family Dollar shareholders of record as of October 30, 2014 on or about November 3, 2014.

Dollar General urges Family Dollar shareholders to vote the GOLD proxy card in order to vote AGAINST the merger agreement with Dollar Tree and the additional related proposals described in the definitive proxy materials and to tender their shares into Dollar General's tender offer. By voting the GOLD proxy card and by tendering their shares into Dollar General's tender offer, Family Dollar shareholders will be sending a clear message to the Family Dollar Board to promptly engage in discussions with Dollar General. A vote against the merger agreement with Dollar Tree will not obligate Family Dollar shareholders to tender their shares in the Dollar General tender offer. However, anyone desiring to participate in the Dollar General tender offer must tender their shares pursuant to the tender offer prior to the expiration date.

The tender offer was previously set to expire at 5:00 p.m., New York City time, on October 31, 2014. All other terms and conditions of the tender offer remain unchanged. As of 5:00 p.m., New York City time, on October 30, 2014, 4,097,475 common shares of Family Dollar had been validly tendered into, and not withdrawn from, the tender offer.

Dollar General remains committed to the proposed acquisition of Family Dollar and will continue to cooperate with the Federal Trade Commission (FTC) to obtain antitrust regulatory clearance for the transaction.

Family Dollar shareholders who need additional copies of the tender offer statement, definitive proxy statement or related materials or who have questions regarding the offer or proxy solicitation should contact Innisfree M&A Incorporated, the information agent for the offer and the proxy solicitation, toll-free at (877) 750-5837.

Goldman, Sachs & Co. is acting as financial advisor to Dollar General. KKR Capital Markets and MCS Capital Markets are advising Dollar General on the financing. Simpson Thacher & Bartlett LLP is acting as its legal counsel.

Forward-Looking Statements

Dollar General includes “forward-looking statements” within the meaning of the federal securities laws throughout this release. A reader can identify forward-looking statements because they are not limited to historical fact or they use words such as “scheduled,” “may,” “will,” “could,” “should,” “would,” “expect,” “believe,” “anticipate,” “project,” “plan,” “estimate,” “forecast,” “goal,” “objective,” “committed,” “intend,” “continue,” or “will likely result,” and similar expressions that concern Dollar General’s strategy, plans, intentions or beliefs about future occurrences or results.

Forward-looking statements are subject to risks, uncertainties and other factors that may change at any time and may cause actual results to differ materially from those that Dollar General expected. Many of these statements are derived from Dollar General’s operating budgets and forecasts, which are based on many detailed assumptions that Dollar General believes are reasonable, or are based on various assumptions about certain plans, activities or events which we expect will or may occur in the future. However, it is very difficult to predict the effect of known factors, and Dollar General cannot anticipate all factors that could affect actual results that may be important to an investor. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors, including those factors disclosed under “Risk Factors” in Dollar General’s most recent Annual Report on Form 10-K and any subsequent quarterly filings on Form 10-Q filed with the Securities and Exchange Commission.

All forward-looking statements are qualified in their entirety by the cautionary statements that Dollar General makes from time to time in its SEC filings and public communications. Dollar General cannot assure the reader that it will realize the results or developments Dollar General anticipates, or, even if substantially realized, that they will result in the consequences or affect Dollar General or its operations in the way Dollar General expects. Forward-looking statements speak only as of the date made. Dollar General undertakes no obligation to update or revise any forward-looking statements to reflect events or circumstances arising after the date on which they were made, except as otherwise required by law. As a result of these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements included herein or that may be made elsewhere from time to time by, or on behalf of, Dollar General.

Important Additional Information

This communication is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any shares of the common stock of Family Dollar or any other securities. Dollar General and its wholly owned subsidiary D3 Merger Sub, Inc. have commenced a tender offer for all outstanding shares of common stock of Family Dollar and have filed with the Securities and Exchange Commission a tender offer statement on Schedule TO (including an Offer to Purchase, a Letter of Transmittal and related documents), as amended and as may be further amended. These documents contain important information, including the terms and conditions of the tender offer, and shareholders of Family Dollar are advised to carefully read these documents before making any decision with respect to the tender offer. Investors and security holders may obtain free copies of these statements and other documents filed with respect to the tender offer at the SEC’s website at www.sec.gov. In addition, copies of the tender offer statement and related materials may be obtained for free by directing such requests to the information agent for the tender offer, Innisfree M&A Incorporated, at (877) 750-5837 (toll free for shareholders) or (212) 750-5833 (collect for banks and brokers).

Dollar General has filed a preliminary proxy statement and will file a definitive proxy statement and relevant documents in connection with the special meeting of the shareholders of Family Dollar at which the Family Dollar shareholders will consider certain proposals regarding the potential acquisition of Family Dollar by Dollar Tree, Inc. (the “Special Meeting Proposals”). Dollar General and its directors and executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from Family Dollar’s shareholders in connection with the Special Meeting Proposals. **SHAREHOLDERS OF FAMILY DOLLAR ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and security holders may obtain a free copy of the proxy statement and other documents filed by Dollar General at the SEC’s web site at <http://www.sec.gov> or by contacting the information agent for the proxy solicitation, Innisfree M&A Incorporated, at (877) 750-5837 (toll free for shareholders) or (212) 750-5833 (collect for banks and brokers).

About Dollar General Corporation

Dollar General Corporation has been delivering value to shoppers for 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 11,500 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 Clorox, Energizer, Procter & Gamble, Hanes, Coca-Cola, Mars, Unilever, Nestle, Kimberly-Clark, Kellogg’s, General Mills, and PepsiCo. For more information on Dollar General, please visit www.dollargeneral.com.

Contact Information

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