

DOLLAR GENERAL CORP

FORM	8-	K
(Current repo	rt filir	ng)

Filed 08/26/04 for the Period Ending 08/26/04

Address	100 MISSION RIDGE
	GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclicals
Fiscal Year	02/02

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DOLLAR GENERAL CORP

FORM 8-K (Unscheduled Material Events)

Filed 8/26/2004 For Period Ending 8/26/2004

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

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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): August 26, 2004

Dollar General Corporation

(Exact Name of Registrant as Specified in Charter)

Tennessee	001-11421	61-0502302
(State or Other Jurisdiction	(Commission	(I.R.S. Employer
of Incorporation)	File Number)	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

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On August 26, 2004, Dollar General Corporation (the "Company") issued a news release regarding results of operations and financial condition for the second quarter ended July 30, 2004, and the conference call to be held to discuss such results. The news release is attached hereto as Exhibit 99 and incorporated by reference as if fully set forth herein.

ITEM 7.01. REGULATION FD DISCLOSURE

The information set forth in Item 2.02 above is incorporated by reference as if fully set forth herein.

ITEM 9.01. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) Financial Statements. None.

(b) Pro Forma Financial Information. None.

(c) 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 thereunto duly authorized.

Date: August 26, 2004

DOLLAR GENERAL CORPORATION

By: /s/ Susan S. Lanigan Susan S. Lanigan Senior Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.

Description

99

News release dated August 26, 2004.

Dollar General Reports Increase in Second Quarter Net Income

GOODLETTSVILLE, Tenn.--(BUSINESS WIRE)--Aug. 26, 2004--Dollar General Corporation (NYSE:DG) today reported diluted earnings per share of \$0.22 for the second quarter of fiscal 2004 compared to \$0.18 per diluted share in the second quarter of fiscal 2003. Net income for the quarter increased 19 percent to \$71.3 million in 2004 compared to \$59.9 million in 2003. During the quarter, the Company recorded a net reduction in certain income tax-related liabilities and related interest accruals which increased net income by \$7.4 million. Excluding these adjustments, net income for the second quarter of 2004 would have been \$63.9 million, or \$0.19 per share.

Net sales during the second quarter increased 11.2 percent to \$1.84 billion compared to \$1.65 billion in the second quarter of 2003. The sales increase was driven by new store growth and a same-store sales increase of 3.2 percent.

Gross profit during the quarter was \$537.0 million, or 29.2 percent of sales, versus \$472.8 million, or 28.6 percent of sales, in the prior year quarter. The improvement in gross margin is primarily the result of a higher average markup on beginning inventories and a decrease in lower of cost or market inventory adjustments.

Selling, general and administrative expenses ("SG&A") for the quarter were \$428.9 million, or 23.4 percent of sales, in the current year, versus \$371.0 million, or 22.5 percent of sales, in the prior year quarter. The increase in SG&A as a percentage to sales is primarily due to increased rental expense on the Company's leased facilities, increased costs associated with store physical inventory counts, increased labor relating to the execution of store layout changes during the quarter, fees associated with the acceptance of debit cards, and increased professional fees associated with the Company's 2004 store work-flow project.

The Company's effective tax rate was 31.5 percent in the current year quarter versus 36.2 percent in the comparable prior year period. The current quarter's provision for income taxes reflects an adjustment of \$6.2 million to reduce certain contingent state income-tax related liabilities, net of the federal income tax effect. The Company also reduced the interest accrual relating to these contingent liabilities by \$2.0 million. Excluding these adjustments, the Company's effective tax rate for the second quarter of 2004 would have been 37.5 percent. This rate is higher than the Company's tax rate in the prior year period due in part to the expiration of certain federal jobs tax credits.

For the 26-week year-to-date period, net income was \$139.2 million in fiscal 2004, or \$0.42 per diluted share, compared to \$120.3 million, or \$0.36 per diluted share, in the comparable prior year period. Excluding the effect of the income tax-related adjustments described above, net income for the 26-week period would have been \$131.7 million, or \$0.39 per diluted share.

Year-to-date net sales increased 11.3 percent, including a same-store sales increase of 3.1 percent. As a percentage to sales, gross margin for the year-to-date period has increased to 29.3 percent in 2004 compared to 28.7 percent in 2003. SG&A expenses have increased as a percentage to sales to 23.1 percent in 2004 from 22.4 percent in 2003, with the most significant increases relating to increased rental expense on the Company's leased facilities, increased costs associated with store physical inventory counts, increased professional fees associated with the Company's 2004 store work-flow project and increased expenses resulting from the acceptance of debit cards.

The Company's effective tax rate was 34.4 percent in the current year-to-date period versus 35.9 percent in the comparable prior year period. Excluding the adjustments to reduce certain contingent income tax-related liabilities, the Company's effective tax rate would have been 37.3 percent. This rate is higher than the Company's tax rate in the prior year period due in part to the expiration of certain federal jobs tax credits. The Company estimates that the expiration of these federal tax credit programs increased its 2004 effective tax rate by approximately 0.5 percent. The Company estimates that its effective income tax rate for the remainder of the 2004 fiscal year will be approximately 37.3 percent. Through July 30, 2004, the Company has opened 418 Dollar General stores and two Dollar General Markets and has closed 41 Dollar General stores. Store openings are on track to meet or exceed the Company's target of 695 total new stores this year. Year-to-date cash capital expenditures were \$124.8 million.

The Company has repurchased a total of approximately 10.5 million shares of its common stock to date, including 0.9 million shares purchased during the second quarter of 2004, with respect to its 12 million share repurchase authorization which expires on March 13, 2005. Year-to-date, the Company has repurchased 9.0 million shares at a total cost of \$169.4 million.

Dollar General also announced today that in addition to cash and personal checks, substantially all of its stores are now accepting any bank's debit and check cards via pin entry as well as Discover(R)Card. In addition, the Company has accelerated the pace of EBT acceptance in its stores with refrigerated coolers and is currently accepting EBT in over 3,000 stores.

Non-GAAP Disclosures

This press release and the tables accompanying this release include certain financial information not derived in accordance with generally accepted accounting principles ("GAAP"), including net income, earnings per share, and the Company's effective income tax rate excluding an adjustment resulting from the reduction of certain income tax liabilities and the related interest accruals. Also, the accompanying tables include calculations of return on invested capital and return on assets each of which is calculated using certain financial results that exclude restatement-related items. In addition, return on invested capital may be considered a non-GAAP financial measure. None of this information should be considered a substitute for any measures derived in accordance with GAAP. The reasons why management believes return on capital and return on assets, excluding restatement-related items, are useful to investors, and the additional purposes for which management uses this information are disclosed in the Company's Form 10-K filed with the SEC on March 16, 2004. Management believes that net income, earnings per share, and the effective income tax rate, excluding the income tax-related adjustment, more clearly reflect the Company's actual performance on a comparable and ongoing basis.

Forward-Looking Information

This press release contains forward-looking information, such as information regarding the Company's 2004 growth targets, the expected effective income tax rate for fiscal 2004 and the planned acceptance of EBT payments. The words "believe," "anticipate," "project," "plan," "schedule," "expect," "estimate," "objective," "forecast," "goal," "intend," "will likely result," or "will continue" and similar expressions generally identify forward-looking statements. These matters involve risks, uncertainties and other factors that may cause the actual

performance of the Company to differ materially from that expressed or implied by these forward-looking statements. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors. The Company believes the assumptions underlying these forward-looking statements are reasonable; however, any of the assumptions could be inaccurate and, therefore, actual results may differ materially from those projected by, or implied in, the forward-looking statements. The factors that may result in actual results differing from such forward-looking information, include, but are not limited to: delays associated with building, opening and operating new stores; changes in tax laws, the Company's tax position or its tax assumptions; potential problems and interruptions due to implementation of new technology; potential delays in the installation of refrigerated coolers; the inability to procure adequate suppliers of refrigerated food items; the inability to obtain certifications to accept EBT; and other risk factors discussed from time to time in our SEC filings, including but not limited to our Annual Report on Form 10-K.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Except as may be required by law, the Company disclaims any obligation to publicly update or revise any forward-looking statements contained herein to reflect events or circumstances occurring after the date of this release or to reflect the occurrence of unanticipated events. Readers are advised, however, to consult any further disclosures the Company may make on related subjects in its public disclosures or documents filed with the SEC.

Conference Call

The Company will host a conference call today at 10 a.m. EDT to discuss the quarter's results. The security code for the conference call is "Dollar General." If you wish to participate, please call

(334) 260-2280 at least 10 minutes before the conference call is scheduled to begin. The call will also be broadcast live online at www.dollargeneral.com. A replay of the conference call will be available until 5 p.m. EDT on Thursday, September 9, online or by calling (334) 323-7226. The access code for the replay is 40954 and the pass code is 86362. About Dollar General

Dollar General is a Fortune 500(R) discount retailer with 7,079 neighborhood stores as of July 30, 2004. 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.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES Consolidated Balance Sheets

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(Dollars in thousands)

		August 1, 2003	2004
	(Unaudited)	(Unaudited)	
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 101,465		
Merchandise inventories Deferred income taxes	1,3/9,543	1,184,709	1,15/,141
Other current assets	10,997 94 637	22,829 57,494	30,413
other current assets			
Total current assets	1,586,642	1,367,308	
Property and equipment, at cost	1,833,447	1,639,164	1,709,722
Less: accumulated depreciation and			
amortization		652,701	
Net property and equipment	1,039,046	986,463	989,224
Other assets, net		11,610	
Total assets		\$2,365,381 = ========	
LIABILITIES AND SHAREHOLDERS' EQUI	ГҮ		
Current liabilities:			
Current portion of long-term obligations	\$ 15,956	¢ 16 057	¢ 16 670
Accounts payable	ş 15,950 440 485	\$ 16,957 352,717	\$ 10,070 383 791
Accrued expenses and other	304,962	255,027	297,616
Income taxes payable		9,182	
Total current liabilities	700 960	633,883	
iotal current frabilities			
Long-term obligations	259,009	272,420	265,337
Deferred income taxes	76,251	56,933	66,650
Shareholders' equity:			

Preferred stock Common stock Additional paid-in capital Retained earnings	- 164,191 395,205 985,243	- 167,345 331,185 909,114	- 168,095 376,930 1,037,409
Accumulated other comprehensive loss	(1,054)	(1,266)	,,
Other shareholders' equity	1,543,585 (4,709)	1,406,378 (4,233)	1,581,273 (4,353)
Total shareholders' equity	1,538,876	1,402,145	1,576,920
Total liabilities and shareholders equity	\$2,655,005	\$2,365,381 = =========	\$2,652,709 = =======

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

Consolidated Statements of Income

(Dollars in thousands, except per share amounts)

(Unaudited)

	For the	Quarter	(13 Weeks)	Ended
			August 1, 2003	
Net sales Cost of goods sold	\$1,836,243 1,299,263	70.76	\$1,651,094 1,178,264	71.36
Gross profit			472,830	
Selling, general and administrative	428,854		370,987	
Operating profit Interest expense, net	108,126 4,041	5.89 0.22	101,843 7,899	6.17 0.48
Income before taxes on income Provision for taxes on income	104,085 32,763	5.67	93,944 34,008	5.69 2.06
Net income	\$ 71,322	3.88%		3.63%
Diluted earnings per share	\$ 0.22			
Weighted average diluted shares (000s)	330,298		336,841	
Basic earnings per share	\$ 0.22		\$ 0.18	
Weighted average basic shares (000s)	327,799		333,871	
Dividends per share	\$ 0.040 =========		\$ 0.035	

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES Consolidated Statements of Income (Dollars in thousands, except per share amounts)

(Unaudited)

	Fo	r the 26	Weeks Ended	
	July 30, 2004		August 1, 2003	% of Net Sales
Net sales Cost of goods sold	\$3,584,202 2,534,972		\$3,220,158 2,295,422	100.00% 71.28
Gross profit Selling, general and	1,049,230	29.27	924,736	28.72
administrative	826,554	23.06	719,942	22.36
Operating profit	222,676	6.21	204,794	6.36

Interest expense, net	10,483	0.29		17,310	0.54
Income before taxes on income Provision for taxes on income	212,193 73,022				
Net income	\$ 139,171	3.88%	\$ =	120,268	3.73%
Diluted earnings per share	0.42			0.36	
Weighted average diluted shares (000s)	333,778		=	335,719	
Basic earnings per share	\$ 0.42			0.36	
Weighted average basic shares (000s)	330,954		=	333,557	
Dividends per share	\$ 0.080		\$ =	0.070	

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES Consolidated Statements of Cash Flows

(Dollars in thousands)

(Unaudited)

	26 Weeks Ended		
	July 30, 2004	August 1, 2003	
Cash flows from operating activities: Net income Adjustments to reconcile net income to net cash provided by operating activities:	\$ 139,171	\$ 120,268	
Depreciation and amortization Deferred income taxes Tax benefit from stock option exercises Change in operating assets and liabilities:	80,697 29,017 3,684	74,883 17,657 3,139	
Merchandise inventories Other current assets Accounts payable Accrued expenses and other Income taxes Other	(222,402) (28,254) 51,328 8,172 (26,295) (17,093)	(11,795) 9,519 15,930 (57,909) 1,756	
Net cash provided by operating activities	18,025	•	
Cash flows from investing activities: Purchase of property and equipment Purchase of promissory notes Proceeds from sale of property and equipment	(124,810) 90	141	
Net cash used in investing activities	(124,720)	(113,420)	
Cash flows from financing activities: Repayments of long-term obligations Payment of cash dividends Proceeds from exercise of stock options Repurchases of common stock Other financing activities	(8,419) (26,448) 14,285 (169,391) (145)	(23,374) 14,214 - (253)	
Net cash used in financing activities	(190,118)	(17,392)	
Net decrease in cash and cash equivalents Cash and cash equivalents, beginning of period	398,278	(19,042) 121,318	
Cash and cash equivalents, end of period	\$ 101,465	\$ 102,276 ======	
Supplemental schedule of noncash investing and financing activities: Purchases of property and equipment awaiting processing for payment, included in accounts payable Purchases of property and equipment under	\$5,366	\$ 1,895	

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES Selected Additional Information

(Unaudited)

Net Sales by Category (in thousands)

	13 Weeks Ended			
	July 30,	August 1,	%	
	2004	2003	Change	
Highly consumable	\$1,167,324	\$1,027,854	13.6%	
Seasonal	290,893	263,468	10.4%	
Home products	208,153	207,707	0.2%	
Basic clothing	169,873	152,065	11.7%	
Total sales	\$1,836,243	\$1,651,094	11.2%	

	26 Weeks Ended			
	July 30,	August 1,	%	
	2004	2003	Change	
Highly consumable	\$2,281,718	\$2,017,884	13.1%	
Seasonal	551,331	500,587	10.1%	
Home products	422,926	407,176	3.9%	
Basic clothing	328,227	294,511	11.4%	
Total sales	\$3,584,202 ===================================	\$3,220,158	11.3% ======	

New Store Activity

	26 Weeks Ended		
	July 30, August 2004 200		
Beginning store count	6,700	6,113	
New store openings	420	400	
Store closings	41	34	
Net new stores	379	366	
Ending store count	7,079	6,479	
Total selling square footage (000's)	48,139	43,796	

Customer Transaction Data

	13 Weeks	5 Ended	26 Weeks Ended		
	July 30, 2004	August 1, 2003	July 30, 2004	August 1, 2003	
Same-store customer transactions Average customer purchase	+ 2.8%	+ 4.7%	+ 3.2%	+ 4.1%	
(total stores)	\$8.36	\$8.31	\$8.38	\$8.36	

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES Non-GAAP Disclosures

Impact of Adjustment to Tax Liabilities

(Dollars in thousands, except per share amounts)

(Unaudited)

For the Quarter (13 Weeks) Ended July 30, 2004

	As Reported		Adjustments	Non-GAAP Disclosure	% of Net Sales
Net Sales Cost of goods sold	\$1,836,243	100.00%		\$1,836,243 1,299,263	
Gross profit Selling, general	536,980	29.24	-	536,980	29.24
and administrative	e 428,854	23.35	-	428,854	23.35
Operating profit Interest expense,	108,126	5.89	-	108,126	5.89
net	4,041	0.22	1,958	5,999	0.33
Income before taxes on income Provisions for	104,085	5.67	(1,958)	102,127	5.56
taxes on income(1)	32,763	1.78	5,484	38,247	2.08
Net income			\$(7,442)		
Diluted earnings per share	\$0.22		\$(0.02)	\$0.19	
Weighted average diluted shares					
(000s)	330,298		330,298	330,298	
Basic earnings per share	\$0.22			\$0.19	
Weighted average basic shares					
(000s)	327,799 ======		327,799 ======	327,799	
Effective tax rate	31.5%			37.5%	

	For	the 26 1	Weeks Ended (July 30, 2004	4
	As Reported	% of Net Sales	Adjustments	Non-GAAP Disclosure	
Net Sales Cost of goods sold	\$3,584,202 2,534,972			\$3,584,202 2,534,972	
Gross profit Selling, general	1,049,230	29.27	-	1,049,230	29.27
and administrative	e 826,554	23.06	-	826,554	23.06
Operating profit Interest expense,	222,676	6.21	-	222,676	6.21
net	10,483	0.29	1,958	12,441	0.35
Income before taxes on income Provisions for	212,193	5.92	(1,958)	210,235	5.87
taxes on income(1)) 73,022	2.04	5,484	78,506	2.19
Net income			\$(7,442)		
Diluted earnings per share	\$0.42		\$(0.02)	\$0.39	
Weighted average diluted shares (000s)	333,778		333,778	333.778	
	=========			=========	
Basic earnings per share	\$0.42		1 ()	\$0.40	
Weighted average basic shares					
(000s)	330,954		330,954	330,954	

	======	
Effective tax rate	34.4%	37.3%
	===========	============

(1) Adjustment to provision for taxes on income includes a \$6,232 adjustment to tax liabilities, which is partially offset by the income tax effect of the related interest adjustment of \$748.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

Non-GAAP Disclosures Return on Invested Capital (a) (Unaudited)

	For the four quarters ended		
(\$ in thousands)			August 1, 2003
Net income Add:	\$		
Interest expense, net Rent expense Tax effect of interest and rent	24,676 267,978 (107,070)		38,180 232,451 (96,937)
Interest and rent, net of tax	185,584		173,694
Return, net of tax	\$ 505,487		470,618
Restatement-related items: Penalty and litigation settlement proceeds Restatement-related items in SG&A Tax effect	10,000 668 (274)		(25,041) 2,141 8,986
Restatement-related items, net of tax			(13,914)
Return excluding restatement-related items	\$ 515,881	\$	456,704
Average Invested Capital: Average long-term obligations (b) Shareholders' equity (c) Average rent x 8 (d) Invested capital	\$ 282,100 1,501,537 2,001,716 3,785,353	\$	1,269,933 1,721,236 3,394,905
Return on invested capital	13.4%		13.9%
Return on invested capital, excluding restatement- related items			13.5%

(a) The Company believes that the most directly comparable ratio calculated solely using GAAP measures is the ratio of net income to the sum of average long-term obligations, including current portion, and average shareholders' equity. This ratio was 17.9% and 17.7% for the rolling four quarters ended July 30, 2004 and August 1, 2003, respectively.

(b) Average long-term obligations is equal to the average long-term obligations, including current portion, measured at the end of each of the last five fiscal quarters.

(c) Average shareholders' equity is equal to the average shareholders' equity measured at the end of each of the last five fiscal quarters.(d) Average rent expense is computed using a rolling two-year period. Average rent expense is multiplied by a factor of eight to capitalize operating leases in the determination of pretax invested capital. This is a conventional methodology utilized by credit rating agencies and investment bankers.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES

	For the four quarters ended			
(\$ in thousands)		August 1, 2003		
Net income Restatement-related items, net of tax	\$ 319,903 10,394	\$ 296,924 (13,914)		
Net income, excluding restatement-related items	\$ 330,297	\$ 283,010		
Average assets (a)	\$2,587,212	\$2,346,179		
Return on assets	12.4%	12.7%		
Return on assets, excluding restatement-				
related items	12.8%	12.1%		

(a) Average assets is equal to the average total assets measured at the end of each of the last five fiscal quarters.

CONTACT: Dollar General Corporation, Goodlettsville Emma Jo Kauffman, 615-855-5525 www.dollargeneral.com

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