

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): August 12, 2024

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, TN

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$0.875 per share | DG | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On August 12, 2024, the Board of Directors (the “Board”) of Dollar General Corporation (the “Company”) increased its size from nine to ten members, appointed Ms. Kathleen M. Scarlett to serve as a director of the Company until the 2025 annual meeting of shareholders and until her successor is duly elected and qualified, and appointed Ms. Scarlett to serve as a member of the Board’s Compensation and Human Capital Management Committee and Nominating, Governance and Corporate Responsibility Committee, in each case effective as of August 12, 2024.

Ms. Scarlett will be entitled to the applicable components of the standard compensation provided to non-employee directors, as adjusted by the Board from time to time. For the Company’s 2024 fiscal year, such standard compensation consists of: (1) a \$95,000 annual cash retainer (prorated for Board service during the fiscal year) paid in quarterly installments; (2) an annual equity award with an estimated value of \$190,000 of restricted stock units under the Dollar General Corporation 2021 Stock Incentive Plan, subject to terms and conditions as set forth substantially in the form of award agreement on file with the Securities and Exchange Commission (“SEC”) as described in the Company’s Definitive Proxy Statement filed with the SEC on April 5, 2024; and (3) retainers for each of the chairpersons of the Audit Committee, the Compensation and Human Capital Management Committee and the Nominating, Governance and Corporate Responsibility Committee of \$25,000, \$20,000 and \$17,500, respectively.

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

A copy of the Company’s news release announcing the appointment of Ms. Scarlett 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 to this report.

EXHIBIT INDEX

Exhibit No. Description

99 [News release issued August 14, 2024](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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: August 14, 2024

DOLLAR GENERAL CORPORATION

By: /s/ Rhonda M. Taylor
Rhonda M. Taylor
Executive Vice President and General Counsel

Dollar General Corporation Expands Board of Directors

Company Adds Kamy Scarlett, Senior Executive Vice President of Human Resources, Corporate Affairs and Best Buy Canada for Best Buy Co., Inc., to its Board

GOODLETTSVILLE, Tenn.--(BUSINESS WIRE)-- Today, Dollar General Corporation (NYSE: DG) announced the appointment of Kamy Scarlett, senior executive vice president of human resources, corporate affairs and Best Buy Canada for Best Buy Co., Inc., to its board of directors effective August 12, 2024. Scarlett will serve on the Company's compensation and human capital management committee and the nominating, governance and corporate responsibility committee of the board of directors.

"We are pleased to add Kamy to Dollar General's board of directors," said Michael Calbert, Dollar General's chairman of the board. "I am confident her wealth of retail industry experience and leadership in both human resources and corporate affairs over the past thirty years will provide valuable insights in support of our strategic goals and growth plans."

With Scarlett's appointment, Dollar General's board of directors now consists of 10 total members.

Since May 2023, Scarlett has served as the senior executive vice president of human resources, corporate affairs and Best Buy Canada for Best Buy Co., Inc., where she oversees talent development, health and well-being of Best Buy's worldwide employee base, as well as communications and public affairs and its Canada business. She also serves as executive vice president of Best Buy Canada. Scarlett joined Best Buy in 2014 and has held various leadership roles across the organization including, among others, chief human resources officer and executive vice president of Best Buy Canada from January 2020 to May 2023 and chief human resources officer and president of Best Buy's U.S. retail stores from January 2019 to January 2020. Prior to joining Best Buy, she served as chief operating officer at Grafton-Fraser Inc. and held prior leadership roles at Loblaw Companies Limited, Hudson's Bay Co. and Dylex Limited.

About Dollar General Corporation

Dollar General Corporation (NYSE: DG) is proud to serve as America's neighborhood general store. Founded in 1939, Dollar General lives its mission of Serving Others every day by providing access to affordable products and services for its customers, career opportunities for its employees, and literacy and education support for its hometown communities. As of May 3, 2024, the Company's 20,149 Dollar General, DG Market, DGX and pOpshelf stores across the United States and Mi Súper Dollar General stores in Mexico provide everyday essentials including food, health and wellness products, cleaning and laundry supplies, self-care and beauty items, and seasonal décor from our high-quality private brands alongside many of the world's most trusted brands such as Coca Cola, PepsiCo/Frito-Lay, General Mills, Hershey, J.M. Smucker, Kraft, Mars, Nestlé, Procter & Gamble and Unilever.

Contacts

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Source: Dollar General Corporation
