

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): July 27, 2022

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 July 27, 2022, the Board of Directors (the “Board”) of Dollar General Corporation (the “Company”) approved an increase of the Board size from eight to nine members, appointed Ms. Ana M. Chadwick to serve as a director of the Company until the 2023 annual meeting of shareholders and until her successor is duly elected and qualified, and appointed Ms. Chadwick to serve as a member of the Audit Committee of the Board, in each case effective as of July 30, 2022. The Board found Ms. Chadwick to be independent for purposes of the New York Stock Exchange listing standards and as defined in the Company’s Corporate Governance Guidelines and has designated her to be an audit committee financial expert.

Ms. Chadwick 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 2022 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 \$175,000 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 Annual Proxy Statement filed with the SEC on April 1, 2022; and (3) retainers for each of the chairpersons of the Audit Committee, the Compensation 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. Chadwick 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. Chadwick 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

<u>Exhibit No.</u>	<u>Description</u>
99	News release issued July 29, 2022
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.

DOLLAR GENERAL CORPORATION

Date July 29, 2022

By: /s/ Rhonda M. Taylor

Rhonda M. Taylor
Executive Vice President and General Counsel

DOLLAR GENERAL**Dollar General Corporation Expands Board of Directors**

Company Adds Ana Chadwick, Pitney Bowes Executive Vice President and Chief Financial Officer, to its Board

GOODLETTSVILLE, Tenn.--(BUSINESS WIRE)--July 29, 2022--Dollar General Corporation (NYSE: DG) today announced the appointment of Ana Chadwick, executive vice president and chief financial officer of Pitney Bowes Inc., to its board of directors effective July 30, 2022.

“Dollar General is pleased to welcome Ana to our board of directors” said Michael Calbert, Dollar General’s chairman of the board. “She brings valuable international experience and knowledge in finance, real estate and procurement. We are confident Ana will be a strong addition to Dollar General’s board as it guides and supports the Company to meet its goals of expanding the business, enhancing services and driving strategic growth for shareholders.”

With Chadwick’s election, Dollar General’s board of directors now consists of nine total members. She joins eight current DG board members with extensive expertise and experience across several industries. Chadwick also will serve on the Company’s audit committee of the board of directors effective July 30, 2022.

Chadwick has more than 25 years of finance and operations experience. She currently serves as executive vice president and chief financial officer of Pitney Bowes Inc., a global shipping and mailing company providing technology, logistics and financial services to small and medium sized businesses, large enterprises, retailers and government clients, since January 2021. Chadwick manages an organization of more than 400 employees, leading financial, real estate and procurement operations. Prior to Pitney Bowes, Chadwick served at General Electric (GE) Company for 28 years with GE Capital leadership roles including President and Chief Executive Officer of GE Capital Global Legacy Solutions, Chief Financial Officer (CFO) and Chief Operating Officer (COO) of GE Capital Global Legacy Solutions, Controller of GE Capital Americas, CFO of GE Capital Energy Financial Services, COO of GE Money Bank Latin America, CFO of GE Capital Consumer Finance Latin America, CFO of GE Capital Bank as well as other financial and audit roles at GE.

About Dollar General Corporation

Dollar General Corporation has been delivering value to shoppers for more than 80 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, housewares and seasonal items at everyday low prices in convenient neighborhood locations. Dollar General operated 18,356 stores in 47 states as of April 29, 2022. 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. Learn more about Dollar General at www.dollargeneral.com.

Contacts

Media Hotline: 1-877-944-DGPR (3477)
dgpr@dollargeneral.com

Source: Dollar General Corporation
