

DOLLAR GENERAL CORP  
Form 8-K  
June 03, 2014

**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): May 29, 2014

Dollar General Corporation  
(Exact name of registrant as specified in its charter)

Tennessee                      001-11421                      61-0502302  
(State or other jurisdiction    (Commission File Number)    (I.R.S. Employer  
of incorporation)                      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

(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))

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**ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On June 3, 2014, Dollar General Corporation (the “Company”) issued a news release regarding results of operations and financial condition for the fiscal 2014 first quarter (13 weeks) ended May 2, 2014. The news release is attached hereto as Exhibit 99.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Annual Meeting of the Company’s Shareholders (the “Annual Meeting”) was held on May 29, 2014. The following are the final voting results on proposals considered and voted upon by shareholders, all of which are described in more detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 9, 2014.

The following individuals were elected to serve as directors of the Company, each of whom will hold office until the Annual Meeting of the Company’s shareholders to be held in 2015 and until his or her successor is duly elected and qualified. Votes were cast as follows:

| <b>Name</b>              | <b>Votes<br/>For</b> | <b>Votes<br/>Against</b> | <b>Votes<br/>Abstaining</b> | <b>Broker Non-<br/>Votes</b> |
|--------------------------|----------------------|--------------------------|-----------------------------|------------------------------|
| Warren F. Bryant         | 243,988,971          | 7,170,381                | 830,034                     | 10,810,211                   |
| Michael M. Calbert       | 251,008,048          | 148,532                  | 832,806                     | 10,810,211                   |
| Sandra B. Cochran        | 225,170,131          | 25,988,555               | 830,700                     | 10,810,211                   |
| Richard W. Dreiling      | 244,289,531          | 6,165,014                | 1,534,841                   | 10,810,211                   |
| Patricia D. Fili-Krushel | 244,956,747          | 6,202,078                | 830,561                     | 10,810,211                   |
| William C. Rhodes, III   | 243,434,655          | 7,721,526                | 833,205                     | 10,810,211                   |
| David B. Rickard         | 250,008,869          | 1,146,404                | 834,113                     | 10,810,211                   |

The compensation of the Company’s named executive officers was approved on an advisory (non-binding) basis. Votes were cast as follows:

| <b>Votes<br/>For</b> | <b>Votes<br/>Against</b> | <b>Votes<br/>Abstaining</b> | <b>Broker<br/>Non-Votes</b> |
|----------------------|--------------------------|-----------------------------|-----------------------------|
| 240,917,081          | 10,144,989               | 927,316                     | 10,810,211                  |

The appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for fiscal year 2014 was ratified. Votes were cast as follows:

| <b>Votes<br/>For</b> | <b>Votes<br/>Against</b> | <b>Votes<br/>Abstaining</b> |
|----------------------|--------------------------|-----------------------------|
| 257,909,170          | 4,014,370                | 876,057                     |

**ITEM 7.01 REGULATION FD DISCLOSURE.**

The information set forth in Item 2.02 above is incorporated herein by reference. The news release also sets forth statements regarding, among other things, the Company’s outlook and the Company’s planned conference call to discuss the reported financial results, the Company’s outlook, and certain other matters.

**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.

**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: June 3, 2014 **DOLLAR GENERAL CORPORATION**

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

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 99                        | News release dated June 3, 2014 regarding financial results for fiscal 2014 first quarter ended May 2, 2014 |
| 4                         |   |