

DOLLAR GENERAL CORP
Form SC 13G/A
February 17, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Dollar General Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

256677105
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of
Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
256677105
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Soroban
Master Fund
LP

CHECK
THE
APPROPRIATE
BOX IF A
2. MEMBER (a) ☐
OF A
GROUP
(SEE
INSTRUCTIONS)
(b) ☒
3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

14,950,373

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

14,950,373

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

14,950,373

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9) []
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

4.9%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

PN

CUSIP
256677105
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Soroban
Capital GP
LLC

CHECK
THE
APPROPRIATE
BOX IF A
2. MEMBER (a) ☐
OF A
GROUP
(SEE
INSTRUCTIONS)
(b) ☒
3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

18,330,295

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

18,330,295

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

18,330,295

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9) ☐
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

6.0%

12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

OO

CUSIP
256677105
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Soroban
Capital
Partners LP

CHECK
THE
APPROPRIATE
BOX IF A
2. MEMBER (a) ☐
OF A
GROUP
(SEE
INSTRUCTIONS)
(b) ☒
3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

18,330,295

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

18,330,295

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

18,330,295

CHECK

BOX IF

THE

AGGREGATE

AMOUNT

10. IN ROW (9) ☐

EXCLUDES

CERTAIN

SHARES

(SEE

INSTRUCTIONS)

PERCENT

OF CLASS

REPRESENTED

11. BY

AMOUNT

IN ROW (9)

6.0%

12.

TYPE OF
REPORTING
PERSON
(SEE
INSTRUCTIONS)

PN, IA

CUSIP
256677105
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Soroban
Capital
Partners GP
LLC

CHECK
THE
APPROPRIATE
BOX IF A
2. MEMBER (a) ☐
OF A
GROUP
(SEE
INSTRUCTIONS)
(b) ☒
3. SEC USE
ONLY

CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

18,330,295

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

18,330,295

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

18,330,295

CHECK
BOX IF
THE

AGGREGATE
AMOUNT

10. IN ROW (9) []
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS

11. REPRESENTED
BY
AMOUNT
IN ROW (9)

6.0%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

OO

CUSIP
256677105
No.

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Eric W.
Mandelblatt

CHECK
THE
APPROPRIATE
BOX IF A
2. MEMBER (a) ☐
OF A
GROUP
(SEE
INSTRUCTIONS)
(b) ☒
3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

United
States of
America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5. SOLE
VOTING

POWER

0

SHARED

6. VOTING
POWER

18,330,295

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

18,330,295

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

18,330,295

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9) ☐
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

6.0%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

HC, IN

CUSIP No. 256677105

Item 1. (a). Name of Issuer:

Dollar General Corporation

(b). Address of issuer's principal executive offices:

100 Mission Ridge
Goodlettsville, TN 37072

Item 2. (a). Name of person filing:

Soroban Master Fund LP
Soroban Capital GP LLC
Soroban Capital Partners LP
Soroban Capital Partners GP LLC
Eric W. Mandelblatt

(b). Address or principal business office or, if none, residence:

Soroban Master Fund LP
Gardenia Court, Suite 3307
45 Market Street
Camana Bay, Grand Cayman KY1-1103
Cayman Islands

Soroban Capital GP LLC
444 Madison Avenue, 21st Floor
New York, NY 10022
United States of America

Soroban Capital Partners LP
444 Madison Avenue, 21st Floor
New York, NY 10022
United States of America

Soroban Capital Partners GP LLC
444 Madison Avenue, 21st Floor
New York, NY 10022
United States of America

Eric W. Mandelblatt
c/o Soroban Capital Partners LP
444 Madison Avenue, 21st Floor
New York, NY 10022
United States of America

(c).Citizenship:

Soroban Master Fund LP – Cayman Islands
Soroban Capital GP LLC – Delaware
Soroban Capital Partners LP – Delaware
Soroban Capital Partners GP LLC – Delaware
Eric W. Mandelblatt – United States of America

(d).Title of class of securities:

Common Stock

(e).CUSIP No.:

256677105

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Soroban Master Fund LP – 14,950,373
 Soroban Capital GP LLC – 18,330,295
 Soroban Capital Partners LP – 18,330,295
 Soroban Capital Partners GP LLC – 18,330,295
 Eric W. Mandelblatt – 18,330,295

(b) Percent of class:

Soroban Master Fund LP – 4.9%
 Soroban Capital GP LLC – 6.0%
 Soroban Capital Partners LP – 6.0%
 Soroban Capital Partners GP LLC – 6.0%
 Eric W. Mandelblatt – 6.0%

(c) Number of shares as to which Soroban Master Fund LP has:

(i) Sole power to vote or to direct the vote 0 ,

(ii) Shared power to vote or to direct the vote 14,950,373 ,

(iii) Sole power to dispose or to direct the disposition of 0 ,

(iv) Shared power to dispose or to direct the disposition of 14,950,373 .

Number of shares to which Soroban Capital GP LLC has :

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 18,330,295 ,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 18,330,295 .

Number of shares to which Soroban Capital Partners LP has :

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 18,330,295 ,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 18,330,295 .

Number of shares to which Soroban Capital Partners GP LLC has :

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 18,330,295 ,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 18,330,295 .

Number of shares to which Eric W. Mandelblatt has :

- (i) Sole power to vote or to direct the vote 0 ,
- (ii) Shared power to vote or to direct the vote 18,330,295 ,
- (iii) Sole power to dispose or to direct the disposition of 0 ,
- (iv) Shared power to dispose or to direct the disposition of 18,330,295 .

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Soroban Master Fund LP has ceased to be the beneficial owner of more than five percent of the Common Stock of Dollar General Corporation.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

February 17, 2015
(Date)

Soroban Master Fund LP

By: Soroban Capital GP
LLC, its general partner

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital GP LLC

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital Partners LP

Soroban Capital Partners
By: GP LLC, its general
partner

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital Partners GP
LLC

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Eric W. Mandelblatt

/s/ Eric W. Mandelblatt

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing to Schedule 13G for the Common Stock of Dollar General Corporation.

February 17, 2015
(Date)

Soroban Master Fund LP

By: Soroban Capital GP
LLC, its general partner

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital GP LLC

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital Partners LP

Soroban Capital Partners
By: GP LLC, its general
partner

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Soroban Capital Partners GP
LLC

By: /s/ Eric W. Mandelblatt
Eric W. Mandelblatt,
Managing Partner

Eric W. Mandelblatt

/s/ Eric W. Mandelblatt

SK 27021 0001 6351677