

DOLLAR GENERAL CORP  
Form 8-K  
June 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 15, 2012**

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**Dollar General Corporation**

**(Exact name of registrant as specified in its charter)**

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<b>Tennessee</b> <b>(State or other jurisdiction</b>	<b>001-11421</b> <b>(Commission File Number)</b>	<b>61-0502302</b> <b>(I.R.S. Employer</b>
<b>of incorporation)</b>		<b>Identification No.)</b>
<b>100 Mission Ridge</b>		
<b>Goodlettsville, Tennessee</b> <b>(Address of principal executive</b>		<b>37072</b> <b>(Zip Code)</b>
<b>offices)</b>		

**Registrant's telephone number, including area code: (615) 855-4000**

**Not Applicable**

**Former name or former address, if changed since last report**

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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))

**Item 7.01 Regulation FD Disclosure**

On June 15, 2012, Dollar General Corporation (the Company) issued a notice pursuant to the Indenture governing its 11.875%/12.625% senior subordinated toggle notes due 2017 (the Senior Subordinated Notes) that it intends to redeem all of the outstanding Senior Subordinated Notes on July 15, 2012. The Senior Subordinated Notes, which have an outstanding principal balance of \$450.7 million, will be redeemed at a redemption price equal to 105.938% of the principal amount of the Senior Subordinated Notes, plus accrued and unpaid interest thereon to but excluding the redemption date. The Company's obligation to pay the redemption price on the redemption date is conditioned upon the completion of a debt financing entered into for the purpose of refinancing the Senior Subordinated Notes and the receipt prior to the redemption date by the Company of the net proceeds therefrom in an amount at least equal to the aggregate redemption price. The Company may, in its sole discretion, waive the foregoing condition and use any other available funds (including, without limitation, borrowings under its senior secured asset-based revolving credit facility) to pay the redemption price on the redemption date.

# 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 15, 2012

**DOLLAR GENERAL CORPORATION**

By: /s/ Susan S. Lanigan  
Susan S. Lanigan  
Executive Vice President and General  
Counsel