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DOLLAR GENERAL CORP

Form SC 13G

February 14, 2014

SCHEDULE 13G

Amendment No. 0
DOLLAR GEN CORP NEW
Common Stock
Cusip #256677105

Cusip #256677105
Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 2,269,420
Item 6: 0
Item 7: 16,219,434
Item 8: 0
Item 9: 16,219,434
Item 11: 5.065%
Item 12: HC

Cusip #256677105
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 16,219,434
Item 8: 0
Item 9: 16,219,434
Item 11: 5.065%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

DOLLAR GEN CORP NEW

Item 1(b). Name of Issuer's Principal Executive Offices:

100 MISSION RIDGE
GOODLETTSVILLE, TN 37072

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:

245 Summer Street, Boston,

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Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

256677105

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 16,219,434

(b) Percent of Class: 5.065%

(c) Number of shares as to which such
person has:

(i) sole power to vote or to direct
the vote: 2,269,420

(ii) shared power to vote or to
direct the vote: 0

(iii) sole power to dispose or to
direct the disposition of: 16,219,434

(iv) shared power to dispose or to
direct the disposition of: 0

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

Not applicable.

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

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of DOLLAR GEN CORP NEW. No one person's interest in the Common Stock of DOLLAR GEN CORP NEW is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect. I also certify that, to the best of my knowledge and belief, FIL Limited and its various non-U.S. investment management subsidiaries included on this Schedule 13G are subject to a regulatory scheme substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D with respect to FIL Limited and its various non-U.S. investment management subsidiaries included on this Schedule 13G.

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 13, 2014
Date

/s/ Scott C. Goebel
Signature

Scott C. Goebel
Duly authorized under Power of Attorney
effective as of June 1, 2008 by and on behalf of FMR LLC
and its direct and indirect subsidiaries

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Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 13,076,487 shares or 4.083% of the Common Stock outstanding of DOLLAR GEN CORP NEW ("the Company") as a result of acting as investment adviser to various investment companies registered

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under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 13,076,487 shares owned by the Funds.

Fidelity SelectCo, LLC ("SelectCo"), 1225 17th Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 528,643 shares or 0.165% of the Common Stock outstanding of DOLLAR GEN CORP NEW ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 (the "SelectCo Funds").

Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 528,643 owned by the SelectCo Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 93,026 shares or 0.029% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 93,026 shares and sole power to vote or to direct the voting of 93,026 shares of Common Stock owned by the institutional account(s) as reported above.

Strategic Advisers, Inc., 245 Summer Street, Boston, MA 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC's beneficial ownership includes 20,360 shares, or 0.006%, of the

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Common Stock outstanding of DOLLAR GEN CORP NEW,
beneficially owned through Strategic Advisers, Inc.

Pyramis Global Advisors Trust Company ("PGATC"),
900 Salem Street, Smithfield, Rhode Island, 02917, an indirect
wholly-owned subsidiary of FMR LLC and a bank as defined
in Section 3(a)(6) of the Securities Exchange Act of 1934, is
the beneficial owner of 84,504 shares or 0.026% of the
outstanding Common Stock of the DOLLAR GEN CORP
NEW as a result of its serving as investment manager of
institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its
control of Pyramis Global Advisors Trust Company, each has
sole dispositive power over 84,504 shares and sole power to
vote or to direct the voting of 84,504 shares of Common Stock
owned by the institutional accounts managed by PGATC as
reported above.

FIL Limited ("FIL"), Pembroke Hall, 42 Crow Lane,
Hamilton, Bermuda, and various foreign-based subsidiaries
provide investment advisory and management services to a
number of non-U.S. investment companies and certain
institutional investors. FIL, which is a qualified institution
under section 240.13d-1(b)(1)(ii), is the beneficial owner of
2,416,414 shares or 0.755% of the Common Stock outstanding
of the Company.

Partnerships controlled predominantly by members of
the family of Edward C. Johnson 3d, Chairman of FMR LLC
and FIL, or trusts for their benefit, own shares of FIL voting
stock. While the percentage of total voting power represented
by these shares may fluctuate as a result of changes in the total
number of shares of FIL voting stock outstanding from time to
time, it normally represents more than 25% and less than 50%
of the total votes which may be cast by all holders of FIL
voting stock. FMR LLC and FIL are separate and independent
corporate entities, and their Boards of Directors are generally
composed of different individuals.

FMR LLC and FIL are of the view that they are not
acting as a "group" for purposes of Section 13(d) under the
Securities Exchange Act of 1934 (the "1934" Act) and that
they are not otherwise required to attribute to each other the
"beneficial ownership" of securities "beneficially owned" by
the other corporation within the meaning of Rule 13d-3
promulgated under the 1934 Act. Therefore, they are of the
view that the shares held by the other corporation need not be
aggregated for purposes of Section 13(d). However, FMR
LLC is making this filing on a voluntary basis as if all of the
shares are beneficially owned by FMR LLC and FIL on a joint
basis.

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STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 13, 2014, agree
and consent to the joint filing on their behalf of this Schedule

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13G in connection with their beneficial ownership of the
Common Stock of DOLLAR GEN CORP NEW at December
31, 2013.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as
of June 1, 2008, by and on behalf of FMR LLC and its direct
and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel
Scott C. Goebel

Duly authorized under Power of Attorney effective as
of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel
Scott C. Goebel
Senior V.P. and General Counsel