EDGAR Online

# DOLLAR GENERAL CORP

Reported by

**KKR & CO. L.P.**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/14/11 for the Period Ending 12/12/11

| | |
|---|---|
| Address | 100 MISSION RIDGE<br>GOODLETTSVILLE, TN 37072 |
| Telephone | 6158554000 |
| CIK | 0000029534 |
| Symbol | DG |
| SIC Code | 5331 - Variety Stores |
| Industry | Retail (Specialty) |
| Sector | Services |
| Fiscal Year | 02/01 |

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2011, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **KKR Fund Holdings GP Ltd** | **DOLLAR GENERAL CORP [ DG ]** | |
| (Last) (First) (Middle)<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET, SUITE 4200** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**12/12/2011** | ____ Director __ **X** __ 10% Owner<br>____ Officer (give title below) ____ Other (specify below) |
| (Street)<br>**NEW YORK, NY 10019**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>___ Form filed by One Reporting Person<br>_ **X** _ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **S** | | **10274036** | **D** | **$37.635** (1) | **68417969** | **I** | **Held through Buck Holdings, L.P. and KKR 2006 Fund L.P.** (3) (4) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **J** (2) | | **1807300** | **D** | **$37.635** (2) | **66610669** | **I** | **Held through Buck Holdings, L.P. and KKR 2006 Fund L.P.** (3) (4) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **S** | | **2168131** | **D** | **$37.635** (1) | **14438250** | **I** | **Held through Buck Holdings, L.P. and KKR PEI Investments, L.P.** (3) (5) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **J** (2) | | **381395** | **D** | **$37.635** (2) | **14056855** | **I** | **Held through Buck Holdings, L.P. and KKR PEI Investments,** |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| | | | | | | | | | | **L.P.** (3) (5) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **S** | | **356636** | **D** | **$37.635** (1) | **2374954** | **I** | **Held through Buck Holdings, L.P. and 8 North America Investor L.P.** (3) (6) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **J** (2) | | **62736** | **D** | **$37.635** (2) | **2312218** | **I** | **Held through Buck Holdings, L.P. and 8 North America Investor L.P.** (3) (6) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **S** | | **1525466** | **D** | **$37.635** (1) | **10158550** | **I** | **Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, L.P.** (3) (7) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **J** (2) | | **268344** | **D** | **$37.635** (2) | **9890206** | **I** | **Held through Buck Holdings, L.P. and Buck Holdings Co-Invest, L.P.** (3) (7) (8) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **S** | | **238590** | **D** | **$37.635** (1) | **1588847** | **I** | **Held through Buck Holdings, L.P. and KKR Partners III, L.P.** (3) (9) (10) (11) |
| **Common Stock, par value $0.875 per share** | **12/12/2011** | | **J** (2) | | **41970** | **D** | **$37.635** (2) | **1546877** | **I** | **Held through Buck Holdings, L.P. and KKR Partners III, L.P.** (3) (9) (10) (11) |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** This amount represents the $39.00 secondary public offering price per share of Common Stock, par value $0.875 per share ("Common Stock"), of Dollar General Corporation, less the underwriting discount of $1.365 per share of Common Stock.

**( 2)** These shares of Common Stock were repurchased by Dollar General Corporation at $37.635 per share.

**( 3)** Buck Holdings, L.P. directly holds all of the shares of Common Stock reported herein. Buck Holdings, LLC is the general partner of Buck Holdings, L.P. The membership interests of Buck Holdings, LLC are held by a private investor group, including affiliates of Kohlberg Kravis Roberts & Co. L.P., Goldman, Sachs & Co. and other equity investors.

**( 4)** KKR 2006 Fund L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of the KKR 2006 Fund L.P. is KKR Associates 2006 L.P., and the sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

**( 5)** KKR PEI Investments, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR PEI Investments, L.P. is KKR PEI Associates, L.P., and the sole general partner of KKR PEI Associates, L.P. is KKR PEI GP Limited. The sole shareholder of KKR PEI GP Limited is KKR Fund Holdings L.P.

**( 6)** 8 North America Investor L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of 8 North America Investor L.P. is KKR Associates 8 NA L.P., and the sole general partner of KKR Associates 8 NA L.P. is KKR 8 NA Limited. The sole shareholder of KKR 8 NA Limited is KKR Fund Holdings L.P.

**( 7)** Buck Holdings Co-Invest, LP may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. Buck Holdings Co-Invest GP, LLC is the sole general partner of Buck Holdings Co-Invest, LP, and the managing member of Buck Holdings Co-Invest GP, LLC is KKR Associates 2006 L.P. The sole general partner of KKR Associates 2006 L.P. is KKR 2006 GP LLC. The designated member of KKR 2006 GP LLC is KKR Fund Holdings L.P.

**( 8)** The general partners of KKR Fund Holdings L.P. are KKR Fund Holdings GP Limited and KKR Group Holdings L.P. The sole shareholder of KKR Fund Holdings GP Limited is KKR Group Holdings L.P. The sole general partner of KKR Group Holdings L.P. is KKR Group Limited. The sole shareholder of KKR Group Limited is KKR & Co. L.P. The sole general partner of KKR & Co. L.P. is KKR Management LLC. The designated members of KKR Management LLC are Henry R. Kravis and George R. Roberts.

**( 9)** KKR Partners III, L.P. may be deemed to indirectly beneficially own these shares of Common Stock by virtue of the membership interests it holds in Buck Holdings, LLC. The sole general partner of KKR Partners III, L.P.is KKR III GP LLC. The managers of KKR III GP LLC are Messrs. Kravis and Roberts.

**( 10)** Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

**( 11)** Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR 2006 Fund L.P., KKR Associates 2006 L.P., KKR 2006 GP LLC; and KKR Fund Holdings L.P. have filed a separate Form 4.

**Remarks:**

(12) Mr. Kreider is signing in his capacity as attorney-in-fact for William J. Janetschek, a director of KKR Fund Holdings GP Limited. (13) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Group Limited, the general partner of KKR Group Holdings L.P. (14) Mr. Kreider is signing in his capacity as attorney-in-fact for Mr. Janetschek, a director of KKR Group Limited. (15) Mr. Kreider is signing in his capacity as attorney-in-fact for Henry R. Kravis, a designated member of KKR Management LLC, the general partner of KKR & Co. L.P. (16) Mr. Kreider is signing in his capacity as attorney-in-fact for George R. Roberts, a designated member of KKR Management LLC, the general partner of KKR & Co. L.P. (17) Mr. Kreider is signing in his capacity as attorney-in-fact for Henry R. Kravis. (18) Mr. Kreider is signing in his capacity as attorney-in-fact for George R. Roberts.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **KKR Fund Holdings GP Ltd**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR Group Holdings L.P.**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR Group Ltd**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR & Co. L.P.**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KKR Management LLC**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **KRAVIS HENRY R**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |
| **ROBERTS GEORGE R**<br>**C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.**<br><br>**9 WEST 57TH STREET, SUITE 4200**<br>**NEW YORK, NY 10019** | | **X** | | |

**Signatures**

**/s/ Richard J. Kreider, KKR Fund Holdings GP Limited (12)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR Group Holdings L.P. (13)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR Group Limited (14)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR & Co. L.P. (15)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR & Co. L.P. (16)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR Management LLC (17)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, KKR Management LLC (18)** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, as Attorney-in-Fact for Henry R. Kravis** — **12/14/2011**

** Signature of Reporting Person — Date

**/s/ Richard J. Kreider, as Attorney-in-Fact for George R. Roberts** — **12/14/2011**

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.