

DOLLAR GENERAL CORP
Form 8-K
May 31, 2018

**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 30, 2018

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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On May 31, 2018, Dollar General Corporation (the “Company”) issued a news release regarding results of operations and financial condition for the fiscal 2018 first quarter (13 weeks) ended May 4, 2018. The news release is furnished as Exhibit 99 hereto.

The information contained within this Item 2.02, including the information in Exhibit 99, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

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 30, 2018. The following are the final voting results on proposals considered and voted upon by shareholders, each of which is described in more detail in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 12, 2018 and the Company’s additional definitive proxy soliciting materials for the Annual Meeting filed with the Securities and Exchange Commission on May 18, 2018.

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 2019 and until his or her successor is duly elected and qualified. Votes were cast as follows:

| Name | Votes | | | |
|--------------------------|------------------|----------------------|-------------------------|-------------------------|
| | Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
| Warren F. Bryant | 228,888,070 | 2,594,109 | 249,149 | 13,163,186 |
| Michael M. Calbert | 229,985,222 | 1,499,547 | 246,559 | 13,163,186 |
| Sandra B. Cochran | 198,889,114 | 32,738,457 | 103,757 | 13,163,186 |
| Patricia D. Fili-Krushel | 229,717,483 | 1,773,917 | 239,928 | 13,163,186 |
| Timothy I. McGuire | 230,921,571 | 701,447 | 108,310 | 13,163,186 |
| William C. Rhodes, III | 229,036,251 | 2,447,385 | 247,692 | 13,163,186 |
| Ralph E. Santana | 230,959,247 | 663,612 | 108,469 | 13,163,186 |
| Todd J. Vasos | 230,843,342 | 641,119 | 246,867 | 13,163,186 |

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

| Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------------|----------------------|-------------------------|-------------------------|
| 223,323,261 | 7,974,458 | 433,609 | 13,163,186 |

The appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for fiscal year 2018 was ratified. Votes were cast as follows:

| Votes For | Votes Against | Votes Abstaining |
|------------------|----------------------|-------------------------|
| 239,082,686 | 5,696,859 | 114,969 |

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, as well as the Company's planned conference call to discuss the reported financial results, the Company's outlook, and certain other matters, and announces that on May 29, 2018, the Company's Board of Directors declared a quarterly cash dividend of \$0.29 per share on the Company's outstanding common stock. The dividend will be payable on or before July 24, 2018 to shareholders of record at the close of business on July 10, 2018. Although the Board currently expects to continue regular quarterly cash dividends, the declaration and amount of future cash dividends are subject to the Board's discretion and will depend upon, among other things, the Company's results of operations, cash requirements, financial condition, contractual restrictions and other factors that the Board may deem relevant in its sole discretion.

The information contained within this Item 7.01, including the information in Exhibit 99, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

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 to this report.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| <u>99</u> | <u>News release issued May 31, 2018</u> |

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: May 31, 2018 **DOLLAR GENERAL CORPORATION**

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