

Goldman Sachs DGC Investors LP
 Form 4
 April 22, 2010

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Goldman Sachs DGC Investors LP

2. Issuer Name and Ticker or Trading Symbol
 DOLLAR GENERAL CORP [DG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/20/2010

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10282
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 ____ Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 04/20/2010 | | S | 6,433,515 (3) (4) | \$ 25.92 | 58,558,272 I | See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Director Stock Option (right to buy) | \$ 22.55 | | | | | (6) 11/18/2019 | Common Stock | 5,549 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldman Sachs DGC Investors LP 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS DGC ADVISORS, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GS DGC OFFSHORE ADVISORS, INC. 200 WEST STREET NEW YORK, NY 10282 | | X | | |
| GSUIG, L.L.C. 200 WEST STREET NEW YORK, NY 10282 | | X | | |

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 04/22/2010

__Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 04/22/2010

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Attorney-in-fact 04/22/2010

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Explanation of Responses:

* 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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners VI Fund, L.P. ("GS Capital"), GS Capital Partners VI Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners VI Parallel, L.P. ("GS Parallel"), GS Capital Partners VI GmbH & Co. KG ("GS Germany"), Goldman Sachs DGC Investors, L.P. ("GS DGC"), Goldman Sachs DGC Investors Offshore Holdings, L.P. ("GS DGC Offshore" and, together with GS Capital, GS Offshore, GS Parallel, GS Germany, and GS DGC, the "GS Funds") and GSUIG, L.L.C. ("GSUIG", and together with the GS Funds, the "Investing Entities"), GSCP VI Advisors, L.L.C. ("GSCP Advisors"), GSCP VI Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors VI, L.L.C. ("GS Advisors") (continued in footnote 2),

(2) Goldman, Sachs Management GP GmbH ("GS GmbH"), GS DGC Advisors, L.L.C. ("GS DGC Advisors") and GS DGC Offshore Advisors, Inc. ("GS DGC Offshore Advisors", and together with GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH, GS DGC Advisors, the Investing Entities, Goldman Sachs and GS Group, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(3) In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.875 per share (the "Common Stock"), of Dollar General Corporation (the "Company") by certain selling shareholders pursuant to an underwriting agreement (the "Underwriting Agreement") and final prospectus supplement, each dated April 14, 2010, Buck Holdings, L.P., as a selling shareholder, sold 25,798,045 shares of Common Stock of the Company. The Secondary Offering closed on April 20, 2010. Buck Holdings, L.P. is a limited partnership whose general partner is Buck Holdings, LLC. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities.

(4) Pursuant to the Underwriting Agreement and in connection with the Secondary Offering, the underwriters exercised their option (the "Over-Allotment Option") to purchase additional shares of Common Stock from certain of the selling shareholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. The Over-Allotment Option closed simultaneously with the Secondary Offering on April 20, 2010. Buck Holdings, L.P. sold an additional 3,871,200 shares of Common Stock pursuant to the underwriters' exercise of the Over-Allotment Option.

(5) GS Group may be deemed to beneficially own 1,525 restricted stock units that were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan"). The restricted stock units represent a contingent right to receive shares of Common Stock upon vesting and vest in three equal installments on each of the Company's first, second, and third annual shareholders' meetings immediately following the grant date, which was November 18, 2009. Mr. Jones has an understanding with GS Group pursuant to which he holds such shares for the benefit of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of

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its pecuniary interest therein.

- (6) GS Group may be deemed to beneficially own options to purchase 5,549 shares of Common Stock that were granted to Mr. Jones in his capacity as a director pursuant to the Plan. The options vest in four annual installments of 25% beginning November 18, 2010.

- (7) As of April 20, 2010, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 58,556,747 shares of Common Stock by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to beneficially own indirectly 58,556,747 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P., a limited partnership whose general partner is Buck Holdings, LLC.

- (8) Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of the GS Funds. Affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs or its affiliates will remit appropriate profits, if any, to the Company.

- (9) As of April 20, 2010, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 21,639,214 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 17,998,737 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 5,950,416 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continued in footnote 8)

- (10) GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 769,058 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC, and its general partner, GS DGC Advisors, may be deemed to beneficially own indirectly 3,265,896 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; GS DGC Offshore, and its general partner, GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 6,493,561 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; and GSUIG may be deemed to beneficially own indirectly 2,439,865 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.