

GS Capital Partners VI Parallel LP

Form 3

November 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 GROUP
INC

(Last) (First) (Middle)

85 BROAD ST,Â

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
11/12/20093. Issuer Name **and** Ticker or Trading Symbol
DOLLAR GENERAL CORP [DG]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

68,571,395

I

See footnotes (1) (2) (3) (4) (5) (6)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Offshore Fund, L.P. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI Parallel LP 85 BROAD ST NEW YORK, NY 10004	Â	Â X	Â	Â
GS Capital Partners VI GmbH & Co KG 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP VI Offshore Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS Advisors VI, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN, SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	Â	Â X	Â	Â

Signatures

/s/ Yvette Kotic,
Attorney-in-fact

11/12/2009

__Signature of Reporting Person

Date

/s/ Yvette Kasic,
Attorney-in-fact 11/12/2009

__Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-fact 11/12/2009

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/s/ Yvette Kasic,
Attorney-in-fact 11/12/2009

__Signature of Reporting Person Date

/s/ Yvette Kasic,
Attorney-in-fact 11/12/2009

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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),

(1) 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.

(2) 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 limited partner, managing partner or investment manager of the GS Funds. GSUIG is a wholly-owned subsidiary of GS Group.

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- (4) GS Group and Goldman Sachs may be deemed to beneficially own indirectly 68,571,395 shares of common stock, par value \$0.875 per share (the "Common Stock") of Dollar General Corporation by reason of the indirect beneficial ownership of such shares by the Investing Entities. The Investing Entities may be deemed to indirectly beneficially own 68,571,395 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. The membership interests of Buck Holdings, LLC are held by a private investor group, which includes the Investing Entities. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

- (5) GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 25,340,054 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Offshore, and its general partner GSCP Offshore Advisors, may be deemed to beneficially own indirectly 21,076,965 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Parallel, and its general partner GS Advisors, may be deemed to beneficially own indirectly 6,968,083 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 900,586 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P.

- (6) GS DGC, and its general partner GS DGC Advisors, may be deemed to beneficially own indirectly 3,824,445 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GS DGC Offshore, and its general partner GS DGC Offshore Advisors, may be deemed to beneficially own indirectly 7,604,121 shares of Common Stock by reason of the direct beneficial ownership of such shares by Buck Holdings, L.P. GSUIG may be deemed to beneficially own indirectly 2,857,141 shares of Common Stock by reason of the direct beneficial ownership of such shares 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.

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