Goldman Sachs DGC Investors LP
Form 4
November 20, 2009

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

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

(Last) (First) (Middle)

85 BROAD STREET

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_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. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2009		S		3,581,133 (3) (4)	D	$ 21	64,990,262	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10)
Common Stock	11/18/2009		A		1,525 (5)	A	$ 0	64,991,787	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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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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (right to buy)	$ 22.55	11/18/2009		A		5,549		(6)	11/18/2010	Common Stock	5,549	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldman Sachs DGC Investors LP 85 BROAD STREET NEW YORK, NY 10004		X		
GOLDMAN SACHS DGC INVESTORS OFFSHORE HOLDINGS, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS DGC ADVISORS, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		
GS DGC OFFSHORE ADVISORS, INC. 85 BROAD STREET NEW YORK, NY 10004		X		
GSUIG, L.L.C. 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Rachel E. Parrish, Attorney-in-fact	11/20/2009
**Signature of Reporting Person	Date
/s/ Rachel E. Parrish, Attorney-in-fact	11/20/2009
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/s/ Rachel E. Parrish, Attorney-in-fact	11/20/2009
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/s/ Rachel E. Parrish, Attorney-in-fact	11/20/2009
**Signature of Reporting Person	Date
/s/ Rachel E. Parrish, Attorney-in-fact	11/20/2009
**Signature of Reporting Person	Date

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) Pursuant to an underwriting agreement, dated November 12, 2009 (the "Underwriting Agreement"), and in connection with the initial public offering of common stock, par value $0.875 per share (the "Common Stock") of Dollar General Corporation (the "Company") by the Company and its selling shareholders pursuant to the final prospectus filed by the Company on November 13, 2009, which offering was consummated on November 18, 2009 (the "Initial Public Offering"), Buck Holdings, L.P., as a selling shareholder, sold 2,471,991 shares of Common Stock. 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 Initial Public Offering, the underwriters elected to exercise an option (the "Over-Allotment Option") to purchase additional shares of Common Stock from the selling shareholders. Goldman Sachs is one of several underwriters under the Underwriting Agreement. On November 18, 2009, the Over-Allotment Option was consummated and in connection with such sale to the underwriters, Buck Holdings, L.P. sold 1,109,142 shares of Common Stock.

(5) Pursuant to the Amended and Restated 2007 Stock Incentive Plan for Key Employees of Dollar General Corporation and Its Affiliates (the "Plan"), 1,525 shares of Common Stock were granted to Adrian M. Jones, a managing director of Goldman Sachs, in his capacity as a director of the Company. These shares 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. Consequently, GS Group may be deemed to indirectly beneficially own 1,525 shares of Common Stock. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(6)

Pursuant to the Plan, Mr. Jones was granted options to purchase 5,549 shares of Common Stock. The options vest in four annual installments of 25% beginning November 18, 2009.

(7) As of November 18, 2009, as a result of the Initial Public Offering and the exercise of the Over-Allotment Option, GS Group and Goldman Sachs may be deemed to beneficially own indirectly 64,990,262 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 indirectly beneficially own 64,990,262 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. (continue in footnote 8)

(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.

(9) As of November 18, 2009, as a result of the Initial Public Offering and the exercise of the Over-Allotment Option: GS Capital, and its general partner GSCP Advisors, may be deemed to beneficially own indirectly 24,016,672 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 19,976,223 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 6,604,177 shares of Common Stock by reason of the direct beneficial ownership of Common Stock by Buck Holdings, L.P.; (continue in next footnote 10)

(10) GS Germany, and its general partner, GS GmbH, may be deemed to beneficially own indirectly 853,553 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 3,624,714 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 7,206,996 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 2,707,927 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.
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