

DOLLAR GENERAL CORP
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Dollar General Corporation

(Name of Issuer)

Common Stock, par value \$0.875 per share

(Title of Class of Securities)

256677 105

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)

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x Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
KKR Fund Holdings L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

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CUSIP No. 256677 105

- | | | |
|---|---|---------------------------------|
| 1. | Name of Reporting Person
KKR 2006 Fund L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

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CUSIP No. 256677 105

- | | | |
|---|---|---------------------------------|
| 1. | Name of Reporting Person
KKR Associates 2006 LP | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

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CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
KKR 2006 GP LLC | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

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CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
KKR Fund Holdings GP Limited | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Cayman Islands | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

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CUSIP No. 256677 105

1. Name of Reporting Person
KKR Group Holdings L.P.
 2. Check the Appropriate Box if a Member of a Group
(a) ☐ o
(b) ☒ x
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
-0-
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ o
 11. Percent of Class Represented by Amount in Row (9)
0.0%
 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
KKR Group Limited | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Cayman Islands | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

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CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
KKR & Co. L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

CUSIP No. 256677 105

- | | | |
|---|---|---------------------------------|
| 1. | Name of Reporting Person
KKR Management LLC | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

CUSIP No. 256677 105

- | | | |
|---|---|---------------------------------|
| 1. | Name of Reporting Person
Henry R. Kravis | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

CUSIP No. 256677 105

- | | | |
|-----|---|---------------------------------|
| 1. | Name of Reporting Person
George R. Roberts | |
| 2. | Check the Appropriate Box if a Member of a Group | |
| | (a) ☐ | |
| | (b) ☒ | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States | |
| | 5. | Sole Voting Power
-0- |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
-0- | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | ☐ |
| 11. | Percent of Class Represented by Amount in Row (9)
0.0% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

STATEMENT ON SCHEDULE 13G

This is Amendment Number 4 (the Amendment) to the Schedule 13G filed on February 16, 2010 (the Schedule 13G).

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and as provided in the Joint Filing Agreement filed as Exhibit 1 to the Schedule 13G, each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), have agreed to file one statement with respect to their ownership of common stock, par value \$0.875 per share (the Shares), of Dollar General Corporation (the Issuer).

Item 1.

- (a) Name of Issuer:
Dollar General Corporation
- (b) Address of Issuer's Principal Executive Offices:
100 Mission Ridge

Goodlettsville, Tennessee 37072

Item 2.

- (a) Name of Persons Filing:
KKR 2006 Fund L.P.

KKR Associates 2006 L.P.

KKR 2006 GP LLC

KKR Fund Holdings L.P.

KKR Fund Holdings GP Limited

KKR Group Holdings L.P.

KKR Group Limited

KKR & Co. L.P.

KKR Management LLC

Henry R. Kravis
- (b) George R. Roberts
Address of Principal Business Office, or, if none, Residence:

The principal business office for all persons filing (other than George R. Roberts) is:

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c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street, Suite 4200

New York, NY 10019

The principal business office for George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P.

2800 Sand Hill Road, Suite 200

Menlo Park, CA 94025

(c)

Citizenship:

See Item 4 of each cover page.

(d)

Title of Class of Securities:

Common stock, \$0.875 par value per share.

(e)

CUSIP Number:

256677 105

Item 3.

Not applicable.

Item 4.

Ownership.

- (a) Amount beneficially owned:

See Item 9 of each cover page
 - (b) Percent of class:

See Item 11 of each cover page.
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) See Item 5 of each cover page.
Shared power to vote or to direct the vote
 - (iii) See Item 6 of each cover page.
Sole power to dispose or to direct the disposition of
 - (iv) See Item 7 of each cover page.
Shared power to dispose or to direct the disposition of
- See Item 8 of each cover page.

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☒.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8.

Identification and Classification of Members of the Group.

Not applicable.

Item 9.

Notice of Dissolution of Group.

Not applicable.

Item 10.

Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 14, 2014

KKR FUND HOLDINGS L.P.

By: KKR Fund Holdings GP Limited, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR 2006 FUND L.P.

By: KKR Associates 2006 L.P., its general partner

By: KKR 2006 GP LLC, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek, Director

KKR ASSOCIATES 2006 L.P.

By: KKR 2006 GP LLC, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR 2006 GP LLC

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR FUND HOLDINGS GP LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR GROUP HOLDINGS L.P.

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By: KKR Group Limited, its general partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider

Title: Attorney-in-fact for William J. Janetschek,

Director

KKR GROUP LIMITED

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek,
Director

KKR & CO. L.P.

By: KKR Management LLC, its general partner

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek, Chief
Financial Officer

KKR MANAGEMENT LLC

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact for William J. Janetschek, Chief
Financial Officer

HENRY R. KRAVIS

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact

GEORGE R. ROBERTS

By: /s/ Richard J. Kreider
Name: Richard J. Kreider
Title: Attorney-in-fact